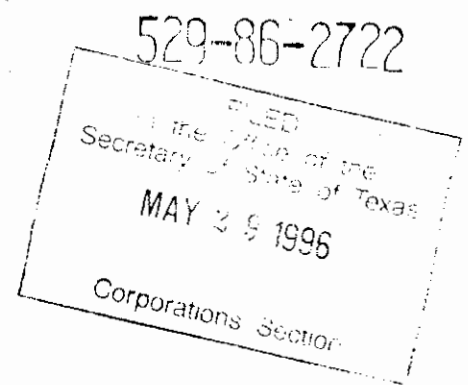


ARTICLES OF INCORPORATION
OF
WINCREST FALLS COMMUNITY
IMPROVEMENT ASSOCIATION



I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

Name

The name of the Corporation is WINCREST FALLS COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE TWO

Non-Profit Corporation

The Corporation is a non-profit Corporation.

ARTICLE THREE

Duration

The period of the duration of the Corporation is perpetual.

ARTICLE FOUR

Purpose

The corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Declaration of Covenants, Conditions and Restrictions applicable to Wincrest Falls, a subdivision in Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association (collectively, the "Property"); to promote the recreation, health, safety and welfare of the owners, residents and tenants within the Property; to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") applicable to the Property and recorded under County Clerk's File No. R733171 in the Official Public Records of Harris County, Texas, as the same may be amended from time to time as therein provided, said Declaration being

incorporated herein as if set forth at length; to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association; and to have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of The State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to said Act.

ARTICLE FIVE

Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is 13110 Wincrest Court, Cypress, Texas 77429, and the name of its initial registered agent at such address is Tom Hubbell.

ARTICLE SIX

Directors

The affairs of the Association shall be initially managed by a Board of Directors consisting of three (3) directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected are:

<u>Name</u>	<u>Address</u>
Fred F. Caldwell	13430 Northwest Freeway, Suite 425 Houston, Texas 77040
David C. Feldman	13430 Northwest Freeway, Suite 425 Houston, Texas 77040
Charles L. Watson	13430 Northwest Freeway, Suite 1200 Houston, Texas 77040

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term two years, and one director for a term of three years. At each subsequent annual meeting, the members shall elect that number of directors equal to the number of directors whose terms expire at such time, for a term of three years each.

ARTICLE SEVEN**Membership**

An "Owner" shall mean and refer to the record owner whether one or more persons or entities, of the fee simple title to any Lot situated upon the Property, including contract sellers, but, notwithstanding any applicable theory of mortgages, shall not mean or refer to any person or entity having such interest merely as security for the performance of an obligation or to any mortgagee unless and until such mortgagee has acquired title to one or more Lots pursuant to foreclosure or any proceeding in lieu of foreclosure. Each Owner, whether one or more persons or entities, of a Lot shall, upon and by virtue of becoming such Owner, automatically become a Member of this Association and shall remain a Member thereof until his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the legal ownership of each Lot and may not be separated from such ownership. Whenever the legal ownership of any Lot passes from one person to another, by whatever means, it shall not be necessary that any instrument provide for transfer of membership in the Association, and no certificate of membership will be issued.

ARTICLE EIGHT**Voting Rights**

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all the respective Owners, with the exception of the Declarant, and its successors and assigns to whom the right of Class B membership is expressly assigned in writing. Class A members shall be entitled to one (1) vote for each Lot owned in the Subdivision or, if a composite building site has been created, one (1) vote for each composite building site owned. When more than one (1) person holds such interest or interests in any such Lot (or composite building site), all such persons shall be considered Class A Members, but in no event shall more than one vote be cast with respect to any Lot (or composite building site). The single vote for such Lot (or composite building site) shall be exercised by the one natural person designated by them as they among themselves determine by written notice executed by them, given to the Association in the manner prescribed by it from time to time. Any Member failing to give the above-described notice shall not be entitled to vote and shall be disqualified in that respect unless waived by the Association by an instrument in writing duly executed by it. There shall be no fractional votes.

Class B. The Class B Member shall be the Declarant, and its successors and assigns to whom the right of Class B membership is expressly assigned in writing. The Class B member shall be entitled to three (3) votes for each Lot owned in the Subdivision, provided that the Class B membership shall cease and become converted to Class A membership upon the happening of any of the following events, whichever occurs first:

(a) when the total number of votes entitled to be cast by the Class A Members equals the total number of votes entitled to be cast by the Class B Member; or

(b) ten (10) years from the date the Declaration is filed in the Real Property Records of Harris County, Texas; or

(c) at such earlier time as the Class B Member, in its sole discretion, shall elect.

From and after the happening of whichever of these events occurs first, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot owned in the Subdivision.

ARTICLE NINE

Dissolution

Upon the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3) of each class of members.

ARTICLE TEN

Incorporators

The name and address of the Incorporator is:

Name

Address

David C. Feldman

13430 Northwest Freeway, Suite 425
Houston, Texas 77040

IN WITNESS OF THE FOREGOING, I, the undersigned, have hereunto set my hand this the 22nd day of May, 1996, as Incorporator.

DAVID C. FELDMAN

"INCORPORATOR"

THE STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, a Notary Public, on this day personally appeared David C. Feldman, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 22nd day of May, 1996.

Joni L. Hedges
NOTARY PUBLIC, STATE OF TEXAS