

The State of Texas

Secretary of State
DEC. 15, 1993

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HDO/LAW/FDC

COMLY LEWIS
P.O. BOX 2567
HOUSTON ,TX 77252-2567

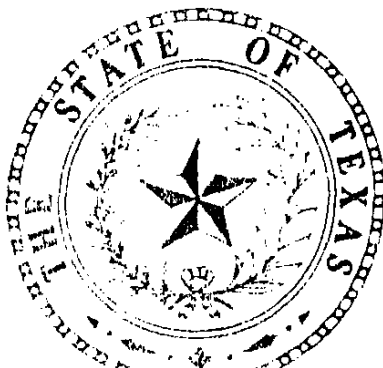
RE:
KINGWOOD GLEN VILLAGE COMMUNITY ASSOCIATION, INC.

CHARTER NUMBER 01294365-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script, reading "John Hannah Jr.".
Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

KINGWOOD GLEN VILLAGE COMMUNITY ASSOCIATION, INC.
CHARTER NUMBER 01294365

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED DEC. 15, 1993



John Hannah Jr.
Secretary of State



The State of Texas

Secretary of State

JAN. 21, 1997

RICHARD KIRKPATRICK
450 GEARS RD., SUITE 770
HOUSTON ,TX 77067

RECEIVED JAN 27 1997

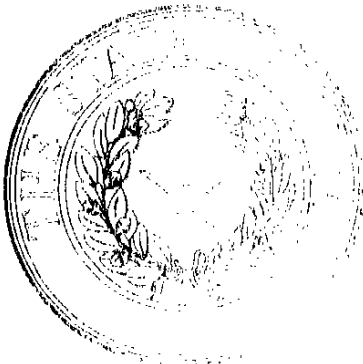
RE:
KINGWOOD GLEN VILLAGE COMMUNITY ASSOCIATION, INC.
CHARTER NUMBER 01294365-01

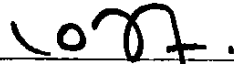
THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, HAS BEEN FILED IN THIS OFFICE, AND THE REVIVAL FEE HAS BEEN PAID THEREFOR. ACCORDINGLY, THE CORPORATION'S RIGHT TO CONDUCT AFFAIRS IS HEREBY REVIVED AS OF THE DATE OF THIS LETTER.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION




Antonio O. Garza, Jr., Secretary of State

**ARTICLES OF INCORPORATION
OF KINGWOOD GLEN VILLAGE COMMUNITY ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

DEC 15 1993
Corporations Section

We, the undersigned natural persons of the age of eighteen years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for Kingwood Glen Village Community Association, Inc. (the "Association").

**ARTICLE I
CORPORATE NAME**

This corporation shall be known as KINGWOOD GLEN VILLAGE COMMUNITY ASSOCIATION, INC. and by and under such name it shall conduct and transact all its business.

**ARTICLE II
CORPORATE ADDRESS AND AGENT**

The street address of the Association's initial registered office is 17001 Northchase, Suite 420, Houston, Texas 77060-2139, and the name of the initial registered agent at such address is Mr. J. P. Webb.

**ARTICLE III
CORPORATE STATUS**

The Association is a non-profit corporation. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is formed for the purposes of providing for maintenance, preservation and architectural control of the property subject to the Declaration of Covenants, Conditions and Restrictions applicable to certain land located in Atascocita Town Center, Section Four (hereinafter called the "Declaration") a subdivision in Harris County, Texas, described in the plat (hereinafter referred to as the "plat") recorded under

Film Code No. 357134 of the Official Public Records of Harris County, Texas, and any additional property that may hereafter be added or annexed and made subject to the terms of the Declaration; and to promote the civic and social welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

- a) provide and maintain, to the extent determined appropriate by the Association, the common area, facilities, and services of overall benefit to Owners, residents, and occupants in general, including, but not by way of limitation, lighting and cleaning of the streets adjacent to and within the land subject to the jurisdiction of the Association; maintenance of the common area, including but not limited to buildings, other facilities, greenbelts, wetlands and landscape easements conveyed to the Association; maintenance of the rights-of-way of the streets that are within or adjacent to the boundaries of the Property; police and security service; fire protection; mosquito control; garbage and refuse collection; recreational programs and facilities; and other services, facilities, and activities as may be in the community's interest;
- b) contract for provision of similar services to or for the benefit of land not subject to the jurisdiction of the Association, but only at a price that is not less than the cost to the Association;
- c) exercise all the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration;
- d) fix, levy, collect, and enforce payment by any lawful means of all assessments, fees, fines and charges pursuant to the terms of the Declaration;
- e) pay all office and other expenses incident to the conduct to the business of the Association, including all licenses, taxes, and governmental charges levied or imposed against the property of the Association;
- f) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of interests in and to real or personal property in connection with the affairs of the Association;
- g) borrow money and, with the approval of a 2/3 majority of the votes in the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;
- h) dedicate, sell, or transfer all or any part of the parks, common area, and facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors; provided that no conveyance of any parks, common area, or facilities other than the granting of utility easements shall be permitted except to a public entity established for purposes similar to the Association or which shall be dedicated to the preservation of community purposes and interests and which is capable of maintaining and agreeing to maintain the same; and further provided that any dedication, sale, or transfer other than for utility easements shall be approved by a 2/3 majority of the votes in the Association;

- i) participate in mergers and consolidations with the non-profit corporations organized for the same purposes, by annexation or otherwise, provided that any merger, consolidation, or annexation shall be approved by a 2/3 majority of the votes in the Association.
- j) establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the Association holds title or to which control is vested in the Association; and
- k) exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law now or hereafter may have or exercise; provided that none of the objects or purposes set out in these Articles shall be construed to authorize the Association to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

ARTICLE V MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in any property subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. Persons or entities who hold an interest in the property merely as security for the performance of an obligation shall not, however, be members. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE VI VOTING RIGHTS

Members shall be all Owners and shall be entitled to one (1) vote for each Lot, Land Unit or Commercial Unit owned and two-thirds (2/3) vote for each Apartment owned, as defined in the Declaration. When more than one person holds an interest in any Lot, Apartment, Land Unit or Commercial Unit, all such persons shall be members. The vote for such Lot, Apartment, Land Unit or Commercial Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to each Lot, Land Unit or Commercial Unit owned or more than two-thirds (2/3) vote be cast with respect to each Apartment owned. Owners shall have the right to assign their voting rights hereunder to renters or other persons as they may designate by use of a fully executed proxy.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) 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 the selection of their successors are:

Liz B. Dantone	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Nanette R. Peavey	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Jarrold C. Wallace	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Warren D. Marquard	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Elizabeth A. Schwantz	17001 Northchase, Suite 420 Houston, Texas 77060-2139

At the first annual meeting the members shall elect three (3) directors for a term of one year, and two (2) directors for a term of two years; and at annual meetings thereafter the members shall elect directors for two-year terms as needed to restore Board membership to five (5) directors.

ARTICLE VIII INCORPORATORS

The name and street address of each incorporator is:

Liz B. Dantone	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Nanette R. Peavey	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Jarrold C. Wallace	17001 Northchase, Suite 420 Houston, Texas 77060-2139

ARTICLE XI DURATION

Amendment of these Articles shall require approval by a two-thirds (2/3) majority of the votes in the Association.

**ARTICLE X
DISSOLUTION**

The Association may be dissolved upon approval of a two-thirds (2/3) majority of the holders of first mortgage liens on Lots, Apartments, Land Units or Commercial Units (hereinafter "First Mortgagees") as those terms are defined in the Declaration and any annexations thereto. In this regard, First Mortgagees shall have as many votes as first mortgages owned on the referenced property. Upon 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 the Association was created. If dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or organization to be devoted to such similar purposes.

**ARTICLE XI
DURATION**

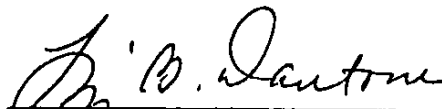
The Association shall exist perpetually.

**ARTICLE XII
INDEMNIFICATION AND LIMITATION IN LIABILITY**

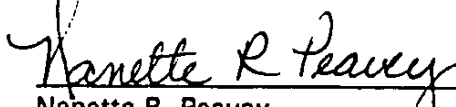
The Association shall indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Texas.

Also, the Association shall limit the liability of its directors to the Association to the full extent permitted by the laws of the State of Texas.

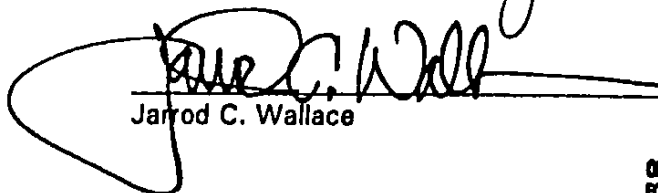
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Texas, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of December, 1993.



Liz B. Dantone



Nanette R. Peavey



Jarrod C. Wallace

OK 
FORMS
OK
TRANS. 130
OK
CHTRC.

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned authority, a Notary Public in and for the State of Texas, do hereby certify that on the 10th day of December, 1993, personally appeared Liz B. Dantone, Nanette R. Peavey, and Jarrod C. Wallace, who being by me each first duly sworn, each declared that he/she is one of the persons who signed the foregoing instrument as an incorporator and that the statements therein are true.

Kathy L Berry
Notary Public in and for the State of Texas

L346

