

ARTICLES OF INCORPORATION
OF
OAKWOOD GLEN ASSOCIATION

We, the undersigned, natural persons of the age of twenty-one (21) 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, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is OAKWOOD GLEN ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The principal and initial registered office of the Association is located at 4660 Beechnut, Suite 236, Houston, Texas, 77035, and the name of its initial registered agent at such address is Laskey A. Baker.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for protection, maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract or property described as:

Oakwood Glen Subdivision, Section 1, a subdivision in Harris County, Texas,

and to promote the health, safety and 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) 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

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In the Office of the
Secretary of State of Texas

AUG 12 1974

Bill Kimbrough
Director, Corporation Division

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or to be recorded in the Office of the County Clerk of Harris County, Texas, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the property of the Association;
- (c) 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 real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Lot Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On June 1, 1978.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of three (3) Directors until the first annual meeting, and thereafter by nine (9) 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 first annual meeting or until the election of their successors are:

John P. Collins	4660 Beechnut, Suite 236 Houston, Texas
Laskey A. Baker	4660 Beechnut, Suite 236 Houston, Texas
James T. Price	4660 Beechnut, Suite 236 Houston, Texas

At the first annual meeting the members shall elect three (3) directors for a term of one year, three (3) directors for a term of two years and three (3) directors for a term of three years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three years.

529-92-3804

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five per cent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

The name and street address of each incorporator is:


John H. Caldwell	6910 Fannin Street Houston, Texas
Ernest C. Hurst	6910 Fannin Street Houston, Texas
Paul V. Swearingen	6910 Fannin Street Houston, Texas

529-92-3805

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 8th day of AUGUST, 1974.


JOHN H. CALDWELL


ERNEST C. HURST



PAUL V. SWEARINGEN

THE STATE OF TEXAS :

COUNTY OF HARRIS :

I, KAREN A. GAUSSIRAN, a Notary Public, do hereby certify that on this 8th day of AUGUST, 1974, personally appeared before me, JOHN H. CALDWELL, ERNEST C. HURST, and PAUL V. SWEARINGEN, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, TEXAS

529-92-3806