

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

OF THE

JUN 01 1977

ASHFORD HOLLOW COMMUNITY IMPROVEMENT ASSOCIATION, INC. *Signature*

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copy filed in the office of the Secretary of State

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least two 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 of such corporation:

ARTICLE I

The name of the corporation is ASHFORD HOLLOW COMMUNITY IMPROVEMENT ASSOCIATION, INC., hereafter called the "Corporation".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are: To provide for maintenance, preservation and architectural control of the residential lots and Common Area, (if any be hereafter acquired), ASHFORD HOLLOW, a subdivision in Harris County, Texas, and any other areas created by the dedication of additional property to the said subdivision by the developer thereof 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 Corporation for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the property and recorded in the Official Records of Real Property of Harris County, Texas;

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Restrictions, to pay all expenses incident to the conduct of the business of the Corporation including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

(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 Corporation;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Area, if any be acquired, to any public agency, authority, or utility company;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area;

(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 to exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 911 Bunker Hill Drive, Houston, Texas 77024 and the name of its initial registered agent at such address is Bennis G. Butler.

ARTICLE VI

The corporation shall have no members.

ARTICLE VII

The name and street address of each incorporator is:

John H. Pace, Jr.	911 Bunker Hill Drive Houston, Texas 77024
Doyle Stuckey	911 Bunker Hill Drive Houston, Texas 77024
Bennis G. Butler	911 Bunker Hill Drive Houston, Texas 77024

ARTICLE VIII

The affairs of this Corporation shall be managed by a board of three (3) directors. The number of directors may be changed by amendment of the By-Laws of the Corporation, but in no event shall the Board of Directors number less than three (3). The names and addresses of the persons who are to act in the capacity of initial directors are:

John H. Pace, Jr.	911 Bunker Hill Drive Houston, Texas 77024
Doyle Stuckey	911 Bunker Hill Drive Houston, Texas 77024
Bennis G. Butler	911 Bunker Hill Drive Houston, Texas 77024

The Directors shall continue to serve until their successors are selected and qualified in the manner provided by the By-Laws of the Corporation.

ARTICLE IX

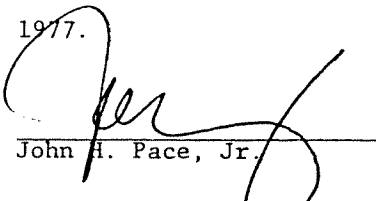
No part of the revenues of this corporation shall ever inure, directly or indirectly, to the benefit of any private person or entity, and no director, officer or any other persons, at any time, either upon dissolution of this Corporation or in any other event, shall be considered the owner of or entitled to any extent, to any of the assets, funds, properties or profits of this Corporation, all of which shall be used exclusively for the purposes for which this Corporation is formed.

ARTICLE X

All of the property of this Corporation shall be held and administered to effectuate its purposes. In the event of liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, all assets not otherwise required to be distributed or applied pursuant to the Texas Non-Profit Corporation Act shall be dedicated to the public.

IN WITNESS WHEREOF, we have hereunto set our hands this


21st day of OCTOBER, 1977.



John H. Pace, Jr.



Doyle Stuckey

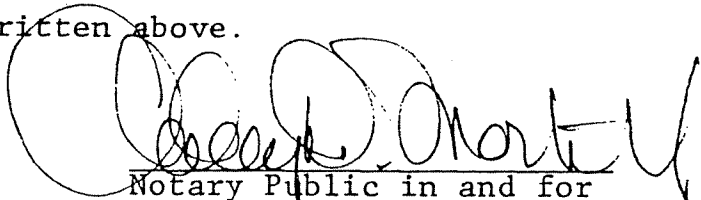


Bennis G. Butler

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

I, AUBREY D. MARTIN, JR., a Notary Public do hereby certify on this 21st day of OCTOBER, 1977, personally appeared before me, John H. Pace, Jr., Doyle Stuckey and Bennis G. Butler, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents 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 written above.


Notary Public in and for
Harris County, Texas

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Tex.
APR 2 1992
Corporations Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which:

ARTICLE ONE

The name of the corporation is ASHFORD HOLLOW COMMUNITY IMPROVEMENT ASSOCIATION, INC.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the corporation on JANUARY 21, 1992:

1. Article VI of the original Articles of Incorporation is hereby amended by deleting such Article VI and restating that Article to read in its entirety as follows:

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which was subject by covenants of record to assessment 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. Ownership of such lot shall be the sole qualification for membership. Membership shall be appurtenant to and may not be separated from ownership of a lot. In affairs of the Association to be decided by election as per the By-Laws or covenants, the owner of each lot shall be entitled to one vote. When the full fee interest in any lot is held by more than one person or entity, all such persons or entities shall be Members and the one vote for that lot shall be exercised as they among themselves determine. In no event shall more than one vote be cast with respect to any residential lot nor shall fractional votes be cast.

2. Article X of the original Articles of Incorporation is hereby amended by deleting the original Article X and inserting the following Article X:

ARTICLE X

All of the property of this corporation shall be held and administered to effectuate the purposes of this corporation. In the event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, all assets not otherwise required to be distributed or applied pursuant to the Texas Nonprofit Corporation Act shall vest in the Members, who shall own equal, undivided interest in and to all such assets. The Association may be dissolved by written consent of ninety percent (90%) or more of the Members of the Association.

3. The original Articles of Incorporation shall be amended by adding the following Article XI:

ARTICLE XI

No director of this corporation shall be liable to the corporation or its shareholders or members for monetary damages for an act or omission to act in the director's capacity as a director except for liability for:

- (a) a breach of a director's duty of loyalty to the corporation or its shareholders or members;

- (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- (c) any transaction from which a director received an improper benefit;
- (d) an act or omission for which the liability of a director is expressly provided by statute; or
- (d) an act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on JANUARY 21, 1992, and received the vote of a majority of the directors in office, there being no Members having voting rights in respect thereof.

DATED February 25, _____, 1992.

ASHFORD HOLLOW COMMUNITY
IMPROVEMENT ASSOCIATION, INC.

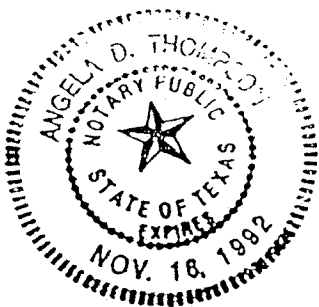
BY: Frederick M. Wall
Its _____ President

and Guyone E. Long
Its _____ Secretary

STATE OF TEXAS §
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COUNTY OF HARRIS §

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

Given under my hand and seal of office this 25th day of February,
A.D., 1992.

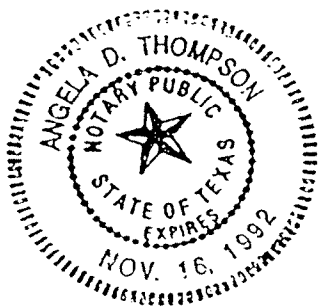


Angela D. Thompson
Notary Public, State of Texas
Notary's Printed Name: Angela D. Thompson
My Commission Expires: 11/16/92

STATE OF TEXAS §
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COUNTY OF HARRIS §

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

Given under my hand and seal of office this 25th day of February,
A.D., 1992.



Angela D. Thompson
Notary Public, State of Texas
Notary's Printed Name: Angela D. Thompson
My Commission Expires: 11/16/92