



OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION
OF**

WESTHOLLOW VILLA TOWNHOMES ASSOCIATION, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated July 15, 19 77

Secretary of State

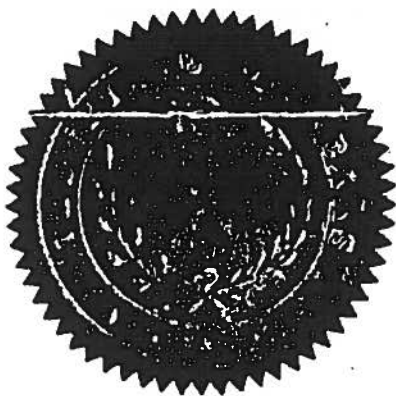


EXHIBIT "A"

ARTICLES OF INCORPORATIONFILED
In the Office of the
Secretary of State of Texas.

OF

JUL 15 1977

WESTHOLLOW VILLA TOWNHOMES ASSOCIATION, INC.

Lorna Salzman

Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one 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 as Articles of Incorporation for such corporation.

ARTICLE ONENAME

The name of the corporation is WESTHOLLOW VILLA TOWNHOMES ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE TWONON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREEDURATION

The period of its duration is perpetual.

ARTICLE FOURPURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are to provide for maintenance, preservation and architectural control of the residence Building Plots and Common Area within that certain tract of property described in the attached Exhibit "A", or any other areas created by the dedication of additional property to the subdivision by the developer, and to promote the recreation, 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 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 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 therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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 in connection therewith and all office and other expenses incident to the conduct of the business or the Association, including all licenses, taxes or governmental charges levied or imposed against the property by 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 any part of the Common Area to any public agency, authority, or utility for any service to the property above described and any additions thereto, or any part thereof, in accordance with the terms and provisions of the Declaration;

(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, or as may be provided for in said Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE FIVE

MEMBERSHIP

Subject to the provisions of Article Six, every person or entity who is a record owner of a fee or undivided fee interest in any Building Plot 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 Building Plot which is subject to assessment by the Association.

ARTICLE SIX
VOTING RIGHTS

The Association shall have two classes of voting membership.

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

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Building Plot 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 the tenth anniversary date of said Declaration.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board 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 members of the initial board of directors, or their successors, shall serve until July 1, 1978. In case of the resignation, death, or failure, incapacity, or refusal to serve of any of the said initial directors prior to said time, the remaining directors may appoint a substitute director or directors to serve the remainder of said period. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

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

ARTICLE EIGHTDISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) 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 NINEAMENDMENTS

Until July 1, 1978, these Articles may be amended or altered by a majority vote of the Board of Directors. Thereafter, amendment of these Articles shall require the assent of two-thirds (2/3) of the votes of the entire membership of each class of members.

ARTICLE TENREGISTERED AGENT

The street address of the initial registered office of the corporation is 13719 Wickersham, Houston, Texas 77077, and the name of its registered agent at such address is W. L. Waggener.

ARTICLE ELEVENINITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

1. W. L. Waggener
13719 Wickersham
Houston, Texas 77077
2. B. K. Doyal
13719 Wickersham
Houston, Texas 77077
3. Patricia Waggener
13719 Wickersham
Houston, Texas 77077


ARTICLE TWELVE

INCORPORATORS


The name and street address of each incorporator is:

- 1. W. L. Waggener
13719 Wickersham
Houston, Texas 77077
- 2. B. K. Doyal
13719 Wickersham
Houston, Texas 77077
- 3. Patricia Waggener
13719 Wickersham
Houston, Texas 77077

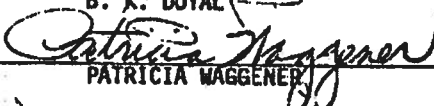
IN WITNESS WHEREOF, we have hereunto set our hands, this 7th day of July,
A. D., 1977.



 W. L. WAGGENER



 B. K. DOYAL



 PATRICIA WAGGENER

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, James O. Kelly, a Notary Public, do hereby certify that on this 5th day of July, A. D., 1977, personally appeared before me, W. L. WAGGENER, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, 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.

My commission expires Nov 30, 1978.

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, James O. Kelly, a Notary Public, do hereby certify that on this 7th day of July, A. D., 1977, personally appeared before me, B. K. DOYAL, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, 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.

James O. Kelly
Notary Public in and for Harris County,
TEXAS.

My commission expires Nov 30, 1978

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, James O. Kelly, a Notary Public, do hereby certify that on this 7th day of July, A. D., 1977, , personally appeared before me, PATRICIA WAGGENER, being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, 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.

James O. Kelly
Notary Public in and for Harris County,
TEXAS.

My commission expires Nov 30, 1978