

The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

WILLOWICK FOREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01519778

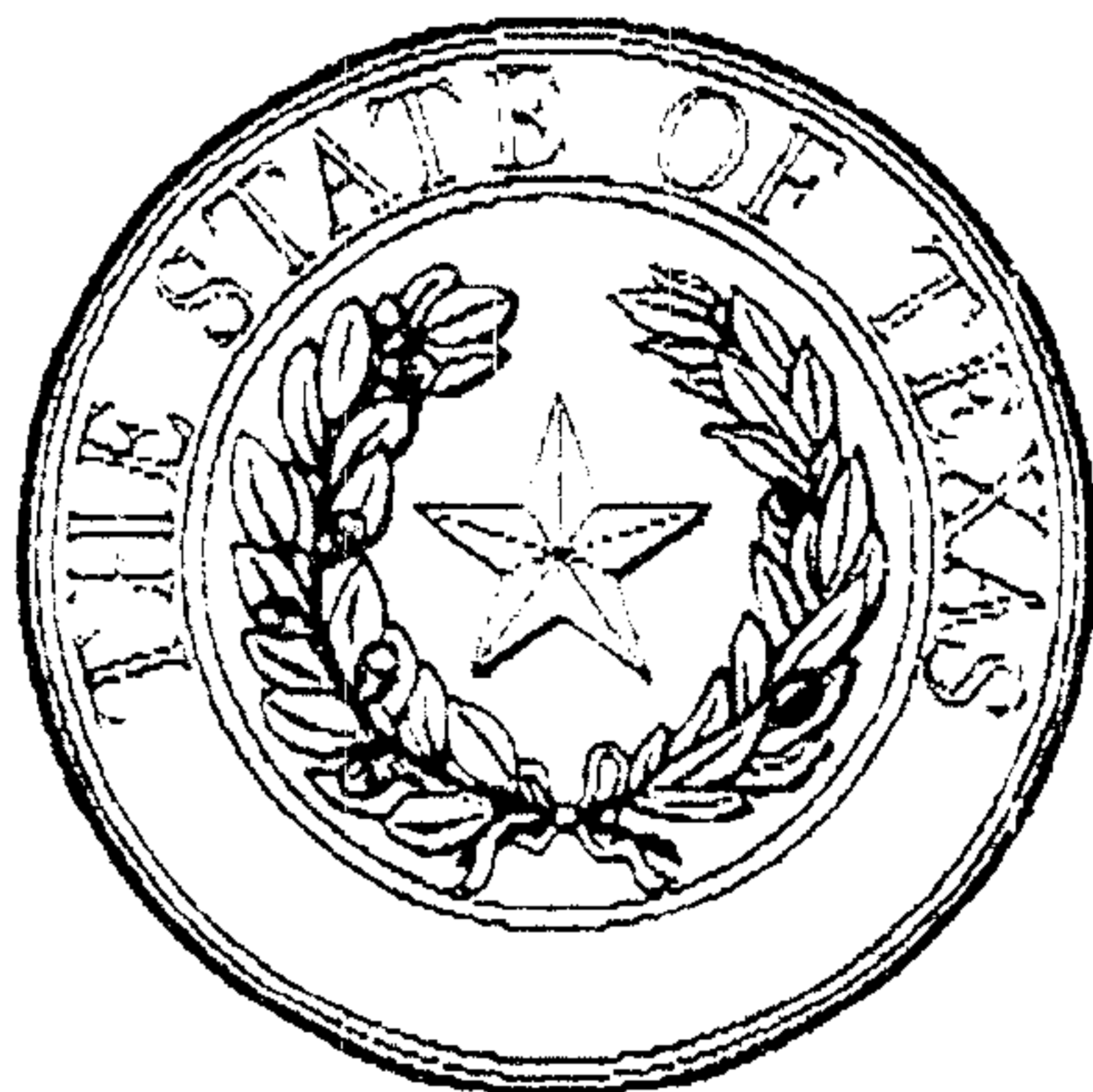
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

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 JAN. 14, 1999

EFFECTIVE JAN. 14, 1999




Secretary of State

ARTICLES OF INCORPORATION
OF

WILLOWICK FOREST HOMEOWNERS ASSOCIATION, INC. Corporations Section

FILED
In the Office of the
Secretary of State of Texas
JAN 14 1999

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Willowick Forest Homeowners Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 2715 Bissonnet, Suite 303, Houston, Texas 77005, and the name of its initial registered agent at such address is James L. Goettee.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation, improvement and architectural control of the properties described as (i) Willowick Forest Section One, a subdivision in Harris County, Texas, according to the plat thereof recorded under Clerk's File No. S-211227 of the Map Records of Harris County, Texas, (ii) Willowick Forest, Section Two, a subdivision in Harris County, Texas, according to the plat thereof recorded under Film Code No. 409101 of the Map Records of Harris County, Texas and (iii) any additional properties that may hereafter be brought within the jurisdiction of the Corporation (all of such property being herein referred to as the "Property"), and to promote the health, safety and welfare of the residents within the above-described Property and any additions thereto, and, for these purposes, to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in (i) that certain Declaration of Restrictions for Willowick Forest, Section One dated December 2, 1996 applicable to a portion of the Property and recorded in the office of the County Clerk of Harris County, Texas under Clerk's File No. S-229149, as the same may be amended from time to time as therein provided, and (ii) that certain Declaration of Restrictions for Willowick Forest, Section Two dated December 14, 1998 applicable to a portion of the Property and recorded in the office of the County Clerk of Harris County, Texas under Clerk's File No. T-445415, as the same may be amended from time to time as therein provided, said Declarations (the "Declarations") 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 Declarations; and to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes and 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 and, with the assent of a majority of the total eligible votes of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, mortgage the Common Areas (as defined in the Declarations, or either of them), Common Facilities (as defined in the Declarations, or either of them) or any part thereof;
- (e) Convey or dedicate to the appropriate governmental authority the Common Areas, or any part thereof, provided such conveyance or dedication is approved by a majority of the total eligible votes of Members (as defined herein) of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, written notice of which shall be given to all Members at least thirty (30) days in advance of the meeting and shall set forth the purpose of the meeting;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property;
- (g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

- (h) Suspend the voting rights and rights of use of the Common Areas of any Member of the Corporation for any period during which any assessment or other amount owed by such member to the Corporation remains unpaid or during which such Member is in violation of any of the provisions of either of the Declarations; and
- (i) Establish reasonable rules and regulations governing the Members' use and enjoyment of the Common Areas, and to suspend the enjoyment rights and voting rights of any Member for any period not to exceed sixty (60) days for any infraction of such rules and regulations.

ARTICLE SIX

Each and every person, persons, or legal entity who shall own any Lot (as defined in the Declarations, or either of them) in the Property, shall automatically be, and must remain, a Member of the Corporation. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom. Any person or entity who holds title to a Lot merely as security for the performance of any obligation shall not be a Member.

ARTICLE SEVEN

The Corporation shall initially have two classes of voting membership:

- (a) CLASS A. Class A Members shall be all those persons or legal entities who own a Lot with the exception (until the Conversion Date defined herein) of Declarant (as defined in Declarations, or either of them). After the Conversion Date, Declarant shall become a Class A Member to the extent that Declarant is the Owner of one or more Lots. Class A Members shall be entitled to one (1) vote for each Lot. When two or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members, and the vote for such part of the Property owned by such Members shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Lot in which such Members own undivided interests.
- (b) CLASS B. The Class B Member shall be the Declarant and shall be entitled to five (5) votes for each Lot owned within the Property. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events (the "Conversion Date"): (i) on January 1, 2007; (ii) upon the sale by Declarant of all Lots within the Property; or (iii) such earlier date as may be established by Declarant in a written instrument recorded by Declarant in the Official Public Records of Real Property of Harris County, Texas.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
James L. Goettee	2715 Bissonnet, Suite 303 Houston, Texas 77005
George Goettee	2715 Bissonnet, Suite 303 Houston, Texas 77005
Catherine Goettee	2715 Bissonnet, Suite 303 Houston, Texas 77005

ARTICLE NINE

The Corporation may be dissolved with the consent of two-thirds (2/3rds) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation 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.

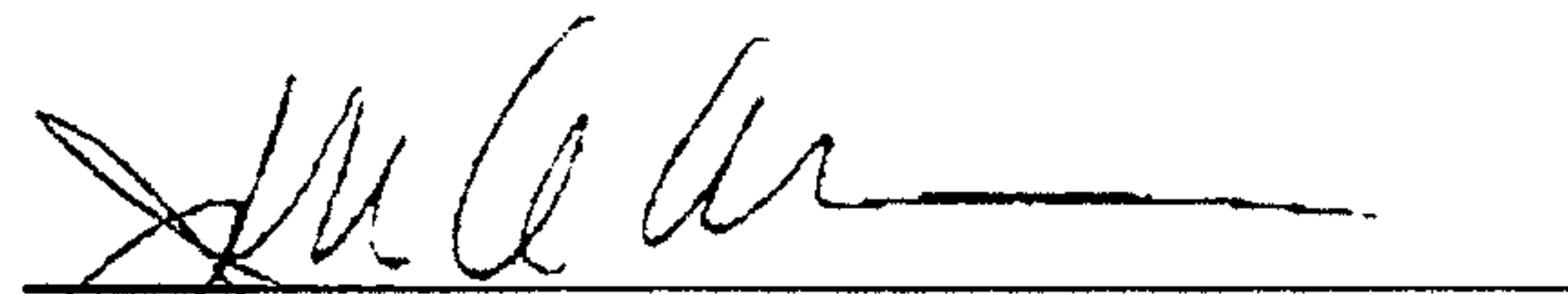
ARTICLE TEN

These Articles may be amended with the assent of two-thirds (2/3rds) of the Members of the Corporation.

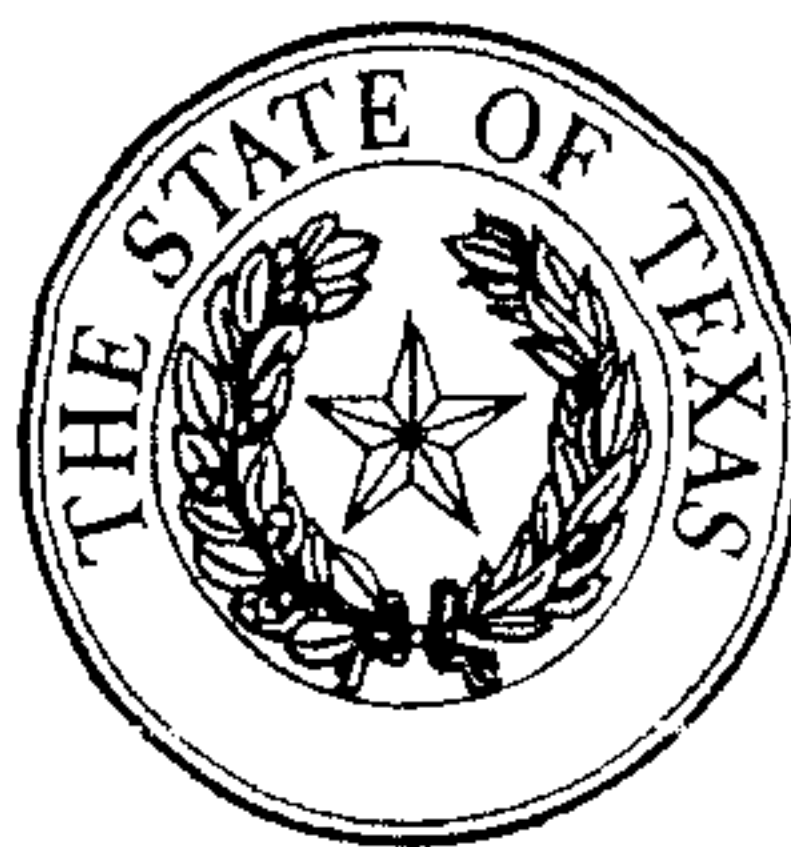
ARTICLE ELEVEN

<u>Name</u>	<u>Mailing Address</u>
John G. Cannon	2400 Bank One Center 910 Travis Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of January, 1999.



John G. Cannon



The State of Texas

Secretary of State

SEP. 20, 2000

WILLOWICK FOREST HOA: DAVID L. JOHNSON
7702 FM 1960 EAST, SUITE 302
HUMBLE, TX 77346

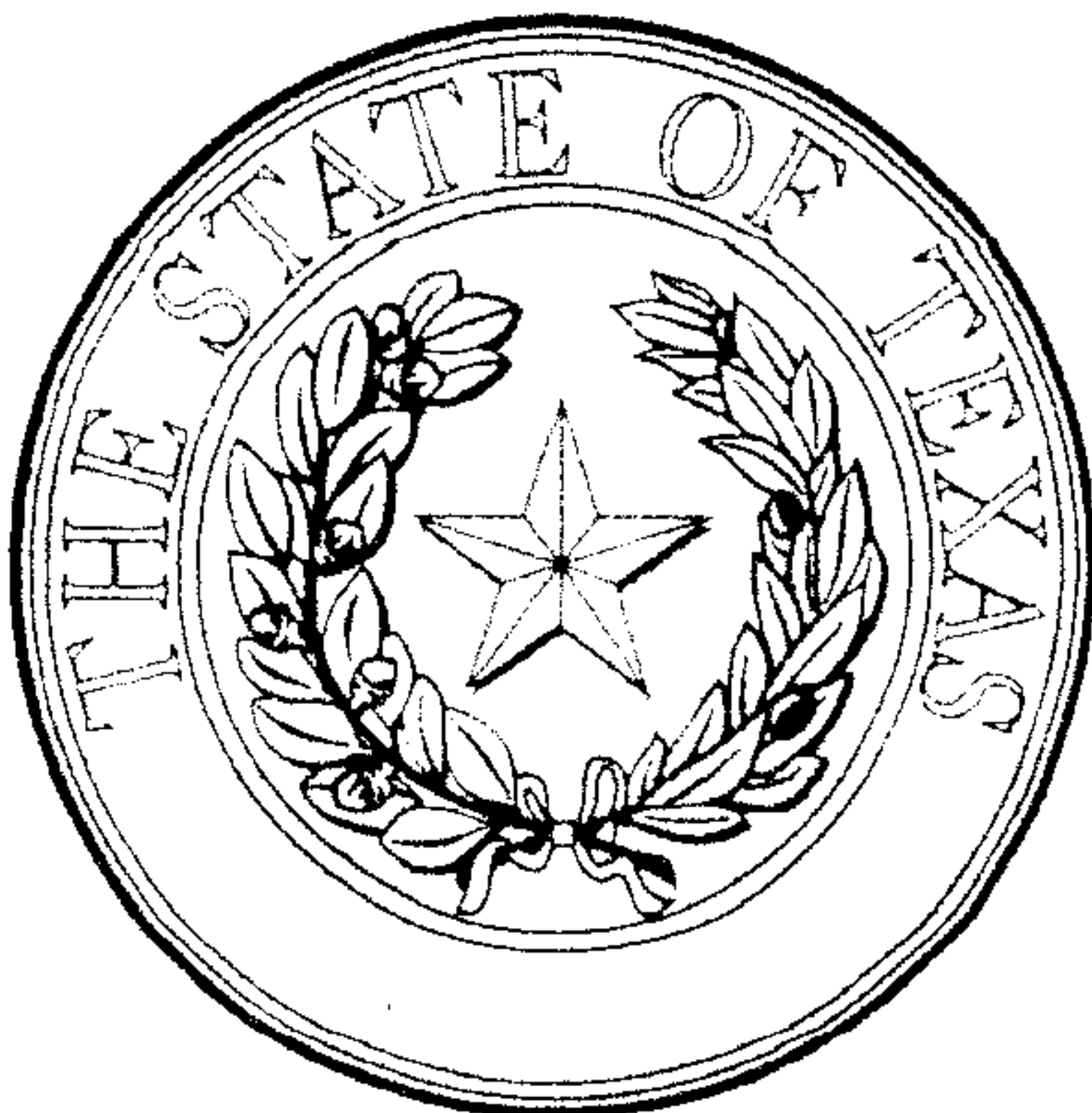
RE:
WILLOWICK FOREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01519778-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

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



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

**Statement of Change of Registered Office
or Registered Agent or Both
By a Texas Domestic Corporation**

FILED
In the Office of the
Secretary of State of Texas

SEP 18 2000

Corporations Section

1. The name of the corporation:

Willowick Forest HOA

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is:

**16360 Park Ten Place Drive, Ste 310
Houston, TX 77084**

3. The address, including street and number, to which its registered office is to be changed:

**7702 F.M. 1960-East, Suite 302
Humble, Texas 77346-2202**

4. The name of the present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement:

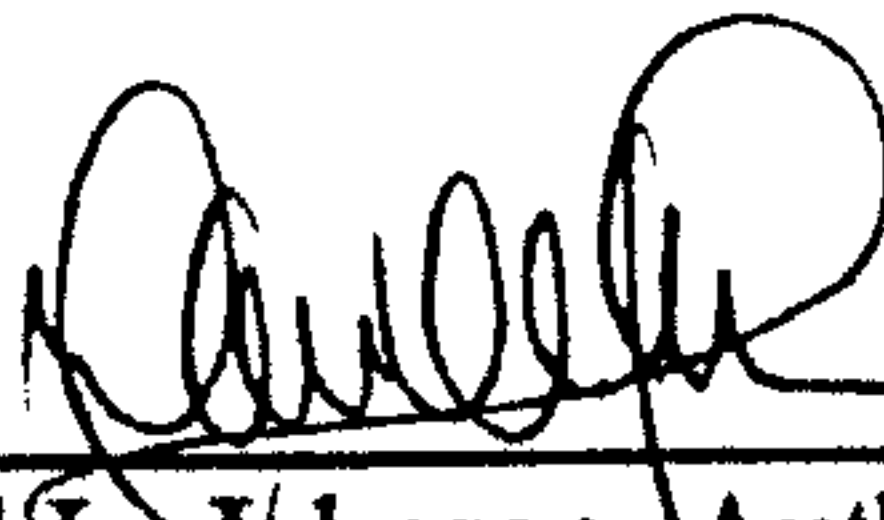
Crest Capital Management

5. The name of the new registered agent is:

Community Asset Management, Inc.

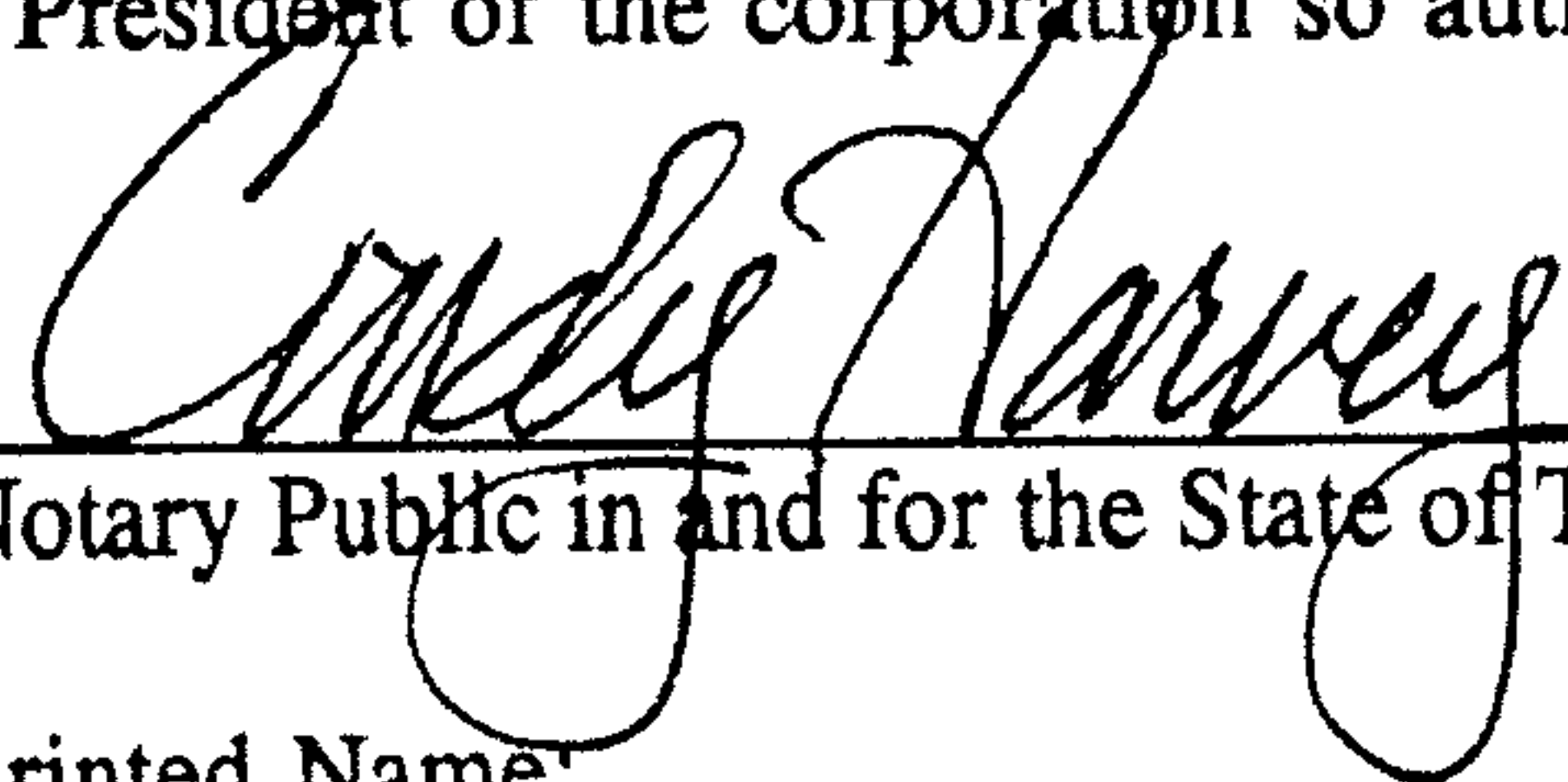
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by its Board of Directors.



David L. Johnson, Authorized Officer of Corporation

The foregoing instrument was acknowledged before me on this the 17th day of September, 2000, by David L. Johnson, President of the corporation so authorized by the Board of Directors.



Notary Public in and for the State of TEXAS

Printed Name:

Commission Expires:

