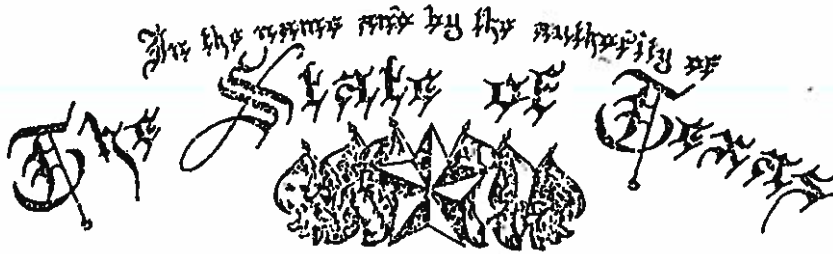


NON-PROFIT

dated 3/10/71



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

BRIARWOOD HOMEOWNERS ASSOCIATION
CHARTER NO. 288112

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 March 19, 1971.

Martin Dies Jr.
Secretary of State



ARTICLES OF INCORPORATION
OF
BRIARWOOD HOMEOWNERS ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas
MAR 19 1971
Bip Kimbly
Deputy Director, Corporations Division

In compliance with the requirements of the "Texas Non-Profit Corporation Act", the undersigned, all of whom are citizens of the State of Texas and all of whom are 21 years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Briarwood Homeowners Association, hereinafter called the "Association".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The initial registered office of the Association is located at 407 Oak Drive, Lake Jackson, Texas.

ARTICLE IV

The initial registered agent is Joey R. Horn at 407 Oak Drive, Lake Jackson, Texas.

ARTICLE V

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 maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

All of Section II, less and except Blocks 1-8, both inclusive, of Briarwood Subdivision, City of Lake Jackson, Brazoria County, Texas, according to the map or plat thereof duly recorded in the office of the County Clerk of Brazoria County, Texas, reference to which is here made for all purposes,

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 for this purpose to:

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(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 Brazoria 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 of the Association, including all licenses, taxes or 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 of 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 nonprofit 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;

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(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 VI

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 VII

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 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 January 1, 1976.

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ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of 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 selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Joey R. Horn	407 Oak Drive, Lake Jackson, Texas
Carol Ann Horn	407 Oak Drive, Lake Jackson, Texas
Joseph Dando	413 Oak Drive, Lake Jackson, Texas
Pauline F. Dando	413 Oak Drive, Lake Jackson, Texas
Alan Bartam	413 Oak Drive, Lake Jackson, Texas
Ivan A. Oden	No. 7 Bayou Road, Lake Jackson, Texas
Elizabeth M. Oden	No. 7 Bayou Road, "
Ivan A. Oden, Jr.	112 Tulip Trail, Lake Jackson, Texas
Virginia C. Oden	112 Tulip Trail, Lake Jackson, Texas

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

ARTICLE IX
INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Joey R. Horn	407 Oak Drive, Lake Jackson, Texas
Joseph Dando	413 Oak Drive, Lake Jackson, Texas
Carol Ann Horn	407 Oak Drive, Lake Jackson, Texas

ARTICLE X
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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI
DURATION

The corporation shall exist perpetually.

ARTICLE XII
AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XIII
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.

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

March, 1971.

Joey R. Horn
Joey R. Horn
Joseph Dando
Joseph Dando
Carol Ann Horn
Carol Ann Horn

THE STATE OF TEXAS
COUNTY OF BRAZORIA

BEFORE ME, the undersigned authority, on this day personally appeared Joey R. Horn, Joseph Dando and Carol Ann Horn, known to me to be the persons whose names are subscribed above to the foregoing instrument, who, having here first duly sworn, says each for himself as follows:

That the facts and matters stated in the above and foregoing Articles of Incorporation of Briarwood Homeowners Association is and are true and correct.

EXECUTED this 10th day of March, 1971.

Joey R. Horn
Joey R. Horn
Joseph Dando
Joseph Dando
Carol Ann Horn
Carol Ann Horn

SUBSCRIBED AND SWORN to before me by the said Joey R. Horn, Joseph Dando and Carol Ann Horn, on this 10th day of March, 1971, to certify which witness my hand and seal of office.

Notary Public in and for Brazoria
County, Texas

THE STATE OF TEXAS
COUNTY OF BRAZORIA

BEFORE ME, the undersigned authority, on this day personally appeared Joey R. Horn, Joseph Dando and Carol Ann Horn, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10th day of March, 1971.

Notary Public in and for Brazoria
County, Texas