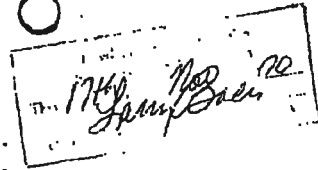


ARTICLES OF INCORPORATION
OF
LEAMONT HOMEOWNERS ASSOCIATION, INC.



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 Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is LEAMONT HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the 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 real property described in that certain Declaration of Covenants, Conditions and Restrictions recorded in Volume 8211, Page 403 of the Deed Records of Harris County, Texas, (herein called "said Declaration") and such additional properties as maybe added thereto from time to time by annexation or otherwise as provided in said Declaration and in these Articles; and to promote the health, safety and welfare of the residents within the above described property and for these purposes the Association shall have the following powers:

(a) To 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) To fix, levy and collect (enforcing payment by any lawful means) all charges and 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and to mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred; provided that any such borrowing, mortgaging or pledging shall have the assent of two-thirds (2/3) of each class of members;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association;

(f) To 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) or the entire membership; and

(g) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and 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 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 those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such 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. Class B member(s) shall be the Declarant (as defined in the Declaration). The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided that 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) Two (2) years from the date hereof.

ARTICLE VII

AGENT AND OFFICES

11415 Chimney Rock Road, Houston, Texas, 77035, and Charles Monaco at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 11300 Beechnut Street, Houston, Texas 77072.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) 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 serve until the election of their successors are:

Charles Monaco	11415 Chimney Rock Road, Houston, Texas
James C. Niver	11415 Chimney Rock Road, Houston, Texas

Harlan E. Smith

11415 Chimney Rock Road, Houston, Texas

Henry Broesche

11415 Chimney Rock Road, Houston, Texas

James W. Olafson

11415 Chimney Rock Road, Houston, Texas

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) 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.

IN WITNESS WHEREOF, we have hereunto set our hands this 16th day of

November, 1970.

Charles Monaco
Charles Monaco

Harlan E. Smith
Harlan E. Smith

James W. Olafson
James W. Olafson

James C. Niver
James C. Niver

Henry Broesche
Henry Broesche

THE STATE OF TEXAS I
COUNTY OF HARRIS I

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 16th day of November, 1970, personally appeared before me CHARLES MONACO, JAMES C. NIVER, HARLAN E. SMITH, HENRY BROESCHE, and JAMES W. OLAFSON who, each being by me 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.

Deputy S. Huseby
Notary Public in and for Harris County, Texas