

201/49

**AFFIDAVIT IN COMPLIANCE WITH SECTION 202.006
OF TITLE 11 OF THE TEXAS PROPERTY CODE**

FBC 199911665 21 pgs

THE STATE OF TEXAS X
 X
COUNTY OF HARRIS X

BEFORE ME, the undersigned authority, on this day personally appeared MICHAEL R. O'NEAL, who, being by me duly sworn according to law, stated the following under oath:

"My name is MICHAEL R. O'NEAL, I am fully competent to make this Affidavit. I have personal knowledge of the facts stated herein, and they are all true and correct.

I am the Agent of Ridgeway Community Improvement Association, Inc., a Texas Non-Profit Corporation (the "Association"). I have been authorized by the Association's Board of Directors to sign this Affidavit.

The Association is a "property owners' association" as that term is defined in *Title 11 of the Texas Property Code*. The Association's jurisdiction includes, but may not be limited to, Ridgeway, Sections One (1), Two (2) and Three (3) per the maps or plats thereof heretofore recorded in the Map Records of Fort Bend County, Texas.

Attached hereto are the originals of, or true and correct copies of, the following dedicatory instruments, including known amendments or supplements thereto, governing the Association, which instruments have not previously been recorded: (1) Articles of Incorporation, and (2) Bylaws. The documents attached hereto are subject to being supplemented, amended or changed by the Association. Any questions regarding the dedicatory instruments of the Association may be directed to the Association through their managing agent, MASC Austin Properties, Inc., at 13726 Florence Road, Sugarland, Texas 77478, Telephone No. (713) 776-1771."

SIGNED on this the 23rd day of December, 1999.

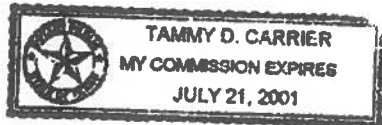

MICHAEL R. O'NEAL, AGENT


VERIFICATION

THE STATE OF TEXAS X
 X
COUNTY OF HARRIS X

BEFORE ME, the undersigned authority, on this day personally appeared MICHAEL R. O'NEAL, who after being duly sworn stated under oath that he has read the above and foregoing Affidavit and that every factual statement contained therein is within his personal knowledge and is true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public, on this the 23rd day of December, 1999.




NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION
CHARTER NO. 318533

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.

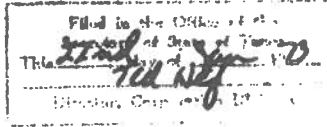
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated January 22, 1973.

Mark V. White
Secretary of State



ARTICLES OF INCORPORATION



OF

RIDGEGATE
COMMUNITY IMPROVEMENT ASSOCIATION

We, the undersigned and 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

CORPORATE NAME

The name of the corporation is RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

The corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Covenants, Conditions and Restrictions applicable to RIDGEGATE, SECTION ONE, a subdivision in Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within the above-described property and to

1. 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 Map Records 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;

2. 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; and

3. have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

The street address of the initial registered office of the corporation is c/o Johnson-Loggins, Inc., 1600 First City East Building, 1111 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Larry D. Johnson.

ARTICLE VI

TRUSTEES

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of their successors are:

Larry D. Johnson	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Glenn W. Loggins	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
R. E. Reamer	1600 First City East Building 1111 Fannin Street Houston, Texas 77002

John Burley

1600 First City East Building
1111 Fannin Street
Houston, Texas 77002

Frank Steele

1600 First City East Building
1111 Fannin Street
Houston, Texas 77002

At the first annual meeting beginning in 1973 the members shall elect one trustee for a term of one year, two trustees for a term of two years, and two trustees for a term of three years; and at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

ARTICLE VIII

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject to a maintenance charge assessment by the Association, including contract sellers, such persons or entities being hereinafter referred to as an "Owner," 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. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE IX

VOTING RIGHTS

The Association shall have two classes of membership:

Class A. Class A members shall be all those Owners as defined in Article VIII 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 VIII. 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. The Class B member shall be Blue Ridge Associates, a joint venture composed of Kevaland Texas Corporation and J-L-R Company, the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article VIII; provided, however, 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) on January 1, 1982.

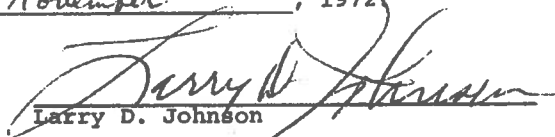
ARTICLE X

DISSOLUTION

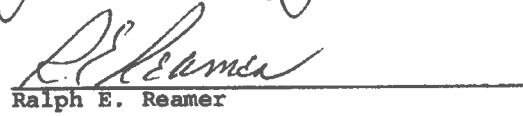
Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3s) of each class of members. So long as there is a Class B membership, dissolution and/or amendment of these Articles must have the prior approval of the Federal Housing Administration or Veterans Administration.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 22nd day of November, 1972.


Larry D. Johnson


Glenn W. Loggins


Ralph E. Reamer