

ARTICLES OF INCORPORATION

OF

ATASCOCITA NORTH COMMUNITY IMPROVEMENT ASSOCIATION

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

The name of the corporation is Atascocita North Community Improvement Association, hereafter called the "Association".

ARTICLE II

The principle office of the Association is located at 2630 Westbridge, Houston, Texas 77025.

ARTICLE III

The street address of the initial registered office of the corporation is 2630 Westridge, Houston, Texas and the name of its initial registered agent at such address is Larry E. Shultz.

ARTICLE IV

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: Atascocita North as shown in the plat filed for record in the Map Records of Harris County, Texas, Volume 253, Page 125, dated July 22, 1977, 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:

- (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, 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 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 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 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 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 consolidation 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;
 - (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas 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. 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 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 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, 1987.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this 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 act in the capacity of initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Ronald E. Foster	2630 Westridge, Houston, Texas
R. David Bower	2630 Westridge, Houston, Texas
William M. Rice, III	2630 Westridge, Houston, Texas
Michael Hutchison	2630 Westridge, Houston, Texas
Larry E. Shultz	2630 Westridge, Houston, Texas

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

ARTICLE VII

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 by any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE X

AMENDMENTS

Amendments of these articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

The Association is a non-profit corporation.

ARTICLE XIII

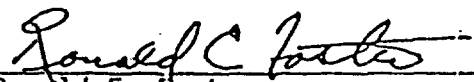
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ronald E. Foster	2630 Westridge, Houston, Texas
R. David Bower	2630 Westridge, Houston, Texas
William M. Rice, III	2630 Westridge, Houston, Texas
Michael Hutchison	2630 Westridge, Houston, Texas
Larry E. Shultz	2630 Westridge, Houston, Texas

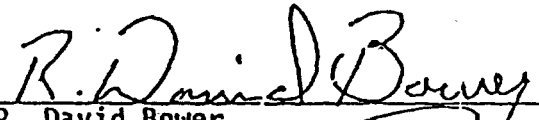
IN WITNESS HEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association have executed these Articles on Incorporation this _____ day of _____, 1977.

<u>Name</u>	<u>Address</u>
Ronald E. Foster	2630 Westridge, Houston, Texas
R. David Bower	2630 Westridge, Houston, Texas
William M. Rice, III	2630 Westridge, Houston, Texas
Michael Hutchison	2630 Westridge, Houston, Texas
Larry E. Shultz	2630 Westridge, Houston, Texas

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 1977.



 Ronald E. Foster



 R. David Bower



 William M. Rice, III

 Michael Hutchison

 Larry E. Shultz