

ARTICLES OF INCORPORATION
OF
CUTTEN GREEN HOMEOWNERS ASSOCIATION, INC.

APR 10 1978

[Signature]
Attorney, Corporation Division

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 Cutten Green Homeowners Association, Inc.

ARTICLE II
Corporate Status

The corporation is a non-profit corporation.

ARTICLE III
Duration

The period of its duration is perpetual.

ARTICLE IV
Purpose

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 Cutten Green, 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

Address

The street address of the initial registered office of the corporation is 740 Esperson Building, Houston, Texas 77002 in Houston, and the name of its initial registered agent at such address is James C. Box.

ARTICLE VI

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 act in the capacity of initial Directors are:

Brian L. Burke	740 Esperson Building Houston, Texas 77002
James C. Box	740 Esperson Building Houston, Texas 77002
Roy R. Behrens, Jr.	740 Esperson Building Houston, Texas 77002
James E. Rader	740 Esperson Building Houston, Texas 77002
Jodee Schmalhausen	740 Esperson Building Houston, Texas 77002

At the first annual meeting beginning in 1979 the members shall elect one Director for a term of one year, two Directors for a term of two years, and two Directors for a term of three years; and at each annual meeting thereafter the members shall elect that number of Directors equal to the number of directors whose terms expire at such time.

ARTICLE VII

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 "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 sole qualification for membership.

ARTICLE VIII

Voting Rights

The Association shall have two classes of membership:

Class A. Class A members shall be all those Owners as defined in ARTICLE VII 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 VII. 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 The Cutten Green Corporation, its successors or assigns, 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 VII; 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, 1987.

ARTICLE IX

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 non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3) 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.

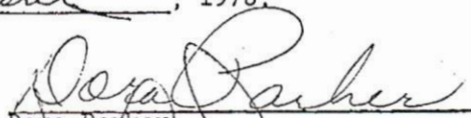
ARTICLE X

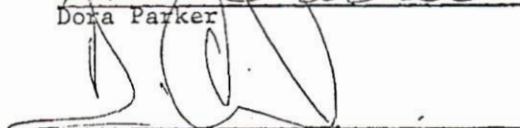
Incorporators

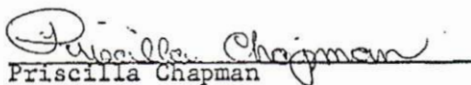
The names and addresses of the incorporators are:

Dora Parker	800 Bell/Mezzanine Houston, Texas 77002
Tim Cook	800 Bell/Mezzanine Houston, Texas 77002
Priscilla Chapman	800 Bell/Mezzanine Houston, Texas 77002

IN WITNESS WHEREOF, we the undersigned have hereunto set our hands this 7th day of April, 1978.


Dora Parker


Tim Cook


Priscilla Chapman

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME; the undersigned authority, on this day personally appeared Dora Parker, known to me to be the person whose name is subscribed to the foregoing instrument, and sworn to me that she executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this the 7th day of April, A.D. 1978.

Johanna Nierth
Notary Public in and for Harris
County, Texas
JOHANNA NIERTH

Notary Public in and for Harris County, Texas
My Commission Expires 1-31-79



THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Tim Cook, known to me to be the person whose name is subscribed to the foregoing instrument, and sworn to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this the 7th day of April, A.D. 1978.

Johanna Nierth
Notary Public in and for Harris
County, Texas

JOHANNA NIERTH
Notary Public in and for Harris County, Texas
My Commission Expires 1-31-79



THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Priscilla Chapman, known to me to be the person whose name is subscribed to the foregoing instrument, and sworn to me that she executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this the 7th day of April, A.D. 1978.

Johanna Nierth
Notary Public in and for Harris
County, Texas

JOHANNA NIERTH
Notary Public in and for Harris County, Texas
My Commission Expires 1-31-79





The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

CUTTEN GREEN HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 432127

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, 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 APR. 10, 1978



M. C. Oak

Secretary of State

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