

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

JAN 12 1977

DICKENS COURT HOMEOWNERS ASSOCIATION, INC.

Loma Salzman

Deputy Director, Corporation Division

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 as Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is Dickens Court Homeowners Association, Inc., hereinafter referred to as the "Corporation" or "Association".

ARTICLE TWO

TYPE

The Corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of the Corporation's duration shall be perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purpose or purposes for which the Corporation is organized are to provide for maintenance, preservation and architectural control of the residence building plots and Common Area within that certain tract of land described in the attached Exhibit "A", or any other areas created by the dedication of additional property to the subdivision by the Developer, and to promote the recreation, health, safety and welfare of the residents within the above described property and any additions thereto which may hereafter be brought within the jurisdiction of this Corporation for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation 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 provided therein, 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 business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property by 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 monies, and with the consent 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 monies borrowed or debts incurred;

(e) dedicate, sell or transfer any part of the Common Area to any public agency, authority, or utility for any service to the aforementioned property and any additions thereto, or any part thereof, in accordance with the terms and conditions of the Declaration;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or Common Area, provided that any such merger, consolidation or annexation shall have the approval of two-thirds (2/3) of each class of members, or as may be provided for in the Declaration;

(g) have and to 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 FIVE

MEMBERSHIP

Subject to the provisions of Article Six, every person or entity who is a record owner of a fee or undivided fee interest in any Building Plot which is subject by the Declaration 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 Building Plot which is subject to assessment by the Association.

ARTICLE SIX
VOTING RIGHTS

Unless an earlier date shall be determined by the Board of Directors, there shall be no members in the Association until July 1, 1978. As of July 1, 1978, or earlier as provided above, there shall be two classes of voting membership. To wit:

Class A. Class A members shall be all the Owners with the exception of the Declarant and each shall be entitled to one vote per each Building Plot owned. When more than one person or entity owns or holds an interest in any Building Plot, all such persons shall be members. The vote for such Building plot shall be as they among themselves determine, but in no event shall more than one vote be cast with respect to any Building Plot.

Class B. The Class B member(s) shall be the Declarant (as defined by the Declaration), and shall be entitled to nine (9) votes per each Building Plot owned. The Class B membership shall cease and be automatically converted to Class A membership on the occasion of either of the following events, whichever occurs earliest:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership. or
- (b) on the tenth anniversary date of the aforesaid Declaration.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors who need not be members of this Association. The number of Directors may be changed by amendment of the By Laws of the Association. The members of the initial Board of Directors, or their successors, shall serve until July 1, 1978, or until the date the Board allows membership in the Association as provided in Article Six above. In the case of death, resignation or failure, or incapacity, or refusal to serve of any of the said initial Direc-

tors prior to said time, the remaining Directors may appoint a substitute Director or Directors to serve the remainder of said period. The judgement of the Directors, whether the Directors are the initial Directors or a substitute Director, as to the expenditure of the funds of this Association shall be conclusive and final, so long as the judgement is exercised in good faith.

At the first annual meeting of the members, that body shall elect one Director for a term of one year, one Director for a term of two years and one Director for a term of three years. At each annual meeting thereafter the members shall elect one Director for a term of three years.

ARTICLE EIGHT

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE NINE

AMENDMENTS

Until July 1, 1978 or such earlier date as provided in Section Six above, these Articles may be amended by majority vote of the Board of Directors. Thereafter, amendment of these Articles shall require the assent of three-fourths (3/4) of the votes of the entire membership of each class of members.

ARTICLE TEN

REGISTERED AGENT

The street address of the initial registered agent of the corporation is SECURITY NATIONAL BANK BUILDING, 777 SOUTH POST OAK ROAD, SUITE 800, HOUSTON, TEXAS 77056. The initial registered agent of the corporation shall be LARRY D. JOHNSON. The street address of the registered office is SECURITY NATIONAL BANK BUILDING, 777 SOUTH POST OAK ROAD, SUITE 800, HOUSTON, TEXAS, 77056.

ARTICLE ELEVEN

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be three and the names of the initial Directors and their respective addresses are as follows:

1. LARRY D. JOHNSON
777 SOUTH POST OAK ROAD
SUITE 800
HOUSTON, TEXAS 77056
2. GERALD J. GOFF
777 SOUTH POST OAK ROAD
SUITE 800
HOUSTON, TEXAS 77056
3. LUTHER M. ALLEN
777 SOUTH POST OAK ROAD
SUITE 800
HOUSTON, TEXAS 77056

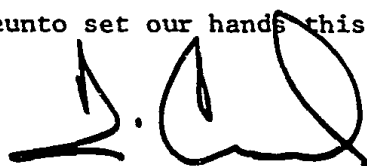
ARTICLE TWELVE

INCORPORATORS

The names and street addresses of the incorporators are:

1. Tim Cook
2315 Swift
Houston, Texas 77030
2. Dora Parker
2315 Swift
Houston, Texas 77030
3. Michael Rose
2244 Welch
Houston, Texas 77019


IN WITNESS WHEREOF, we have hereunto set our hands this 18th. day of November, A.D., 1976.



TIM COOK



DORA PARKER



MICHAEL ROSE

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Jay A. Cassier, a Notary Public, do hereby certify that on this 23rd day of Nov, A.D., 1976, personally appeared before me, Jim Cook, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written

Jay A. Cassier
Notary Public in and for Harris County,
TEXAS

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Jay A. Cassier, a Notary Public, do hereby certify that on this 23rd day of Nov, A.D., 1976, personally appeared before me, Blake Parker, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written

Jay A. Cassier
Notary Public in and for Harris County,
TEXAS

THE STATE OF TEXAS X
COUNTY OF HARRIS X

I, Joseph C. Carter, a Notary Public, do hereby certify that on this 23rd day of Nov, A.D., 1976, personally appeared before me, Michael Rose, being by me first duly sworn, declared that he/she is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written

Joseph C. Carter
Notary Public in and for Harris County,
T E X A S

METES AND BOUNDS DESCRIPTION
1.6663 ACRES
C. ENNIS SURVEY, A-252
HARRIS COUNTY, TEXAS

Being a tract or parcel of land containing 1.6663 acres located in the C. Ennis Survey, A-252 and being all of Lots 65, 66, 67, 68 and 69, Block 17, Sharpstown Country Club Estates, Section Three, a subdivision recorded in Volume 70, page 22 of the Map Records of Harris County, Texas, said tract being more particularly described by metes and bounds as follows:

COMMENCING at a 1-inch pinched iron pipe found at the intersection of the North line of Prestwood Drive (60.0 feet wide) with the West line of Tam O'Shanter Lane (60.0 feet wide); said point also being the more easterly southeast corner of said Block 17;

THENCE N 90°00'00" W, 175.13 feet along the North line of said Prestwood Drive to a 1-inch pinched iron pipe found for the POINT OF BEGINNING, said point also being the southeast corner of said Lot 69, Block 17;

THENCE continuing N 90°00'00" W, 280.00 feet along the North line of said Prestwood Drive and the South line of said Lots 66, 67, 68, and 69, Block 17, to a 1-inch iron pipe found for corner on the arc of a curve;

THENCE 124.92 feet along the arc of a curve to the left, having a radius of 50.00 feet, a central angle of 143°08'59" to a 1-inch iron pipe found for corner on said arc, said point also being the common easterly corner of Lots 64 and 65, Block 17;

THENCE N 90°00'00" W, 141.25 feet along the common line between said Lots 64 and 65, Block 17 to a 1-inch iron pipe found for corner on the West line of Block 17, at the common westerly corner of said Lots 64 and 65;

THENCE N 00°35'45" W 163.63 feet along the westerly line of said Lot 65, Block 17 to an iron pipe found for corner, on the North line of said Block 17;

THENCE N 89°35'54" E, 512.95 feet along the South line of a 40.0 foot wide drainage easement (W.C.I.D. No. 24, recorded in Volume 3281, page 556, Harris County Deed Records) and the North line of said Lots 65, 66, 67, 68 and 69, Block 17 to an iron pipe found for corner, said point also being the common northerly corner of Lot 69 and 70, Block 17;

THENCE S 00°00'00" E, 137.20 feet along the common line between Lots 69 and 70, Block 17 to the POINT OF BEGINNING and containing 1.6663 acres (72,582 square feet) of land.

MONTGOMERY ENGINEERING COMPANY, INC.
JOB NO. 128-010
OCTOBER 28, 1976