



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

WHITE OAK LANDING, SECTION III COMMUNITY IMPROVEMENT ASSOCIATION
CHARTER NUMBER 764222

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT 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 THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

DATED AUG. 22, 1985



W. Daniel

Secretary of State

Tax payer ID #
300094-6808-0



The State of Texas
Secretary of State

AUG. 22, 1985

MARIE J VAJDAK--CHL INTERESTS, INC.
515 POST OAK BOULEVARD SUITE 830
HOUSTON, TX 77027

RE: WHITE OAK LANDING, SECTION III COMMUNITY IMPROVEMENT ASSOCIATI+
CHARTER NUMBER 764222-1

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

A handwritten signature in cursive script, appearing to read "W. Daniel".

Secretary of State



AUG 22 1985

ARTICLES OF INCORPORATION
WHITE OAK LANDING, SECTION III COMMUNITY IMPROVEMENT
ASSOCIATION

Clerk I-B
Corporations Section

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned, all of whom are residents of WHITE OAK LANDING, SECTION III, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is WHITE OAK LANDING, SECTION III COMMUNITY IMPROVEMENT ASSOCIATION, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 515 Post Oak Boulevard, Suite 830, Houston, Texas 77027.

ARTICLE III

C. Michael Lucas, whose address is 515 Post Oak Boulevard, Suite 830, Houston, Texas 77027, is hereby appointed the initial registered agent of this Association.

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:

WHITE OAK LANDING, SECTION III, being 0.0964 acres out of the W.M. Jones Survey A-483, Harris County, Texas; 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 CML INTERESTS, INC., 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 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.

(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 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 (2/2) of each class of members.

(g) have and to exercise any and all power, rights and privileges which a corporation organized under the Non-Profit Corporation Law 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, 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 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. Class B member (s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three 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:

1. when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1987.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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 directors until the selection of their successors are:

C. Michael Lucas

515 Post Oak Boulevard, #830
Houston, Texas 77027

Marie Vajdak

515 Post Oak Boulevard, #830
Houston, Texas 77046

Roger Lee

515 Post Oak Boulevard, #830
Houston, Texas 77027

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

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and assigned by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to 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 IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

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

White Oak Landing, Section III Community Improvement Association
is a non-profit corporation.

The registered office of the corporation is: 515 Post Oak
Boulevard, Suite 830, Houston, Texas 77027.

The registered agent of the corporation is: Marie Vajdak; the
address of the registered agent is: 515 Post Oak Boulevard, Suite 830,
Houston, Texas 77027.

INCORPORATORS:

C. Michael Lucas
515 Post Oak Boulevard, Suite 830
Houston, Texas 77027

Marie Vajdak
515 Post Oak Boulevard, Suite 830
Houston, Texas 77027

Roger Lee
515 Post Oak Boulevard, Suite 830
Houston, Texas 77027

ARTICLE XI

AMENDMENTS

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 consolidation, mortgaging of common area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 17th day of September, 1984.

INCORPORATORS

Carl Bond
Rose Lee
Rose Lee

LENDER:

CONTINENTAL SAVINGS ASSOCIATION

BY: *[Signature]*

THE STATE OF TEXAS \$

COUNTY OF HARRIS \$

by Carl Bond, Sr. Vice President of Continental Savings Association, a Texas corporation, on behalf of said corporation.

September 17, 1984

Theresa Heintz
Notary Public in and for the State of Texas

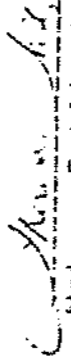
My commission expires: April 14, 1985

Theresa Heintz
Printed name of Notary Public

THE STATE OF TEXAS \$
COUNTY OF HARRIS \$

SUBSCRIBED and SWORN to before me, a Notary Public in and for the County and State aforesaid, on this day personally appeared C. Michael Lucas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 5th day of September 1984.


Notary Public in and for
State of Texas

Theresa Heintz

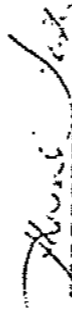
Printed name of Notary Public

My commission expires: 4/14/85

THE STATE OF TEXAS \$
COUNTY OF HARRIS. \$

SUBSCRIBED and SWORN to before me, a Notary Public in and for the County and State aforesaid, on this day personally appeared Roper Lee, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 5th day of September 1984.


Notary Public in and for
State of Texas

Theresa Heintz

Printed name of Notary Public

My commission expires: 4/14/85

THE STATE OF TEXAS \$
COUNTY OF HARRIS \$

SUBSCRIBED and SWORN to before me, the undersigned authority, a Notary Public in and for the County and State aforesaid, on this day personally appeared Marie Vajdak, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me she executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 5th day of September 1984.


Notary Public in and for
State of Texas

Theresa Heintz

Printed name of Notary Public

My commission expires: 4/14/85