

ARTICLES OF INCORPORATION

OF

OCT 17 1978

ASHTON VILLAGE HOMEOWNERS ASSOCIATION

W. W. Waddorf
Attorney, Corporation Division

529-89-2171

We the undersigned natural persons of the age of eighteen (18) 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 ONE

The name of the corporation is ASHTON VILLAGE HOMEOWNERS ASSOCIATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are as follows:

(1) To provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property known as ASHTON VILLAGE, a subdivision in Harris County, Texas, as described on the map or plat thereof recorded in Volume 270, Page 42 of the Map Records of Harris County, Texas; and

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(2) 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 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 Deed 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;

(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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(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 corporation, including, but not limited to, the land designated as the Common Area in Ashton Village Subdivision;

(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 in Ashton Village Subdivision 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 be in accordance with the Declaration referred to herein;

(g) have and to exercise any and all powers, 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 FIVE

The street address of the initial registered office of the corporation is 6901 Corporate Drive, Suite 200, Houston, Texas, 77036, and the name of its initial registered agent at such address is Tyler D. Todd.

ARTICLE SIX

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 Corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to and shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership in the corporation shall be appurtenant to and may not be separated from record fee ownership of any Lot which is subject to assessment by the corporation.

ARTICLE SEVEN

The corporation shall have two (2) 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

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outstanding in the Class B membership; or

(b) On May 1, 1982.

ARTICLE EIGHT

The affairs of the corporation shall be managed by a Board of Directors, who need not be members of the corporation. The number of directors may be changed by amendment of the By-Laws of the corporation. The number of Directors constituting the initial Board of Directors of the corporation is nine (9), and the names and address of the persons who are to serve as the initial Directors until their successors are elected, are:

Tyler D. Todd	5223 Bayou Glen Houston, Texas 77027
Harvin C. Moore, Jr.	1912 Larchmont Houston, Texas 77019
Jerry L. York	11906 Brighton Stafford, Texas 77477
Jack T. Cavins	4411 Bellepark Houston, Texas 77072
Nancy Strand	11311 Bonapart Cypress, Texas 77429
Gail Germany	6203 Waltway Houston, Texas 77008
Bill Allison	3603 Rychlik Rosenberg, Texas 77043
Tresa Little	8311 Langdon Houston, Texas 77036
Carolyn Messner	10702 Burgoyne Houston, Texas 77042

At the first annual meeting, the members shall elect one-third of the directors for a term of one year, one-third of the directors for a term of two years and one-third of the directors for a term of three years; and at each annual meeting thereafter the members shall elect a number equal to, as may at that time be provided in the By-Laws, for a term of three (3) years.

ARTICLE NINE

The corporation 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 corporation, other than incident to a merger or consolidation, the assets of the corporation

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shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation 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 TEN

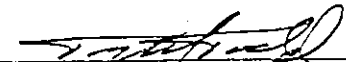
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership of the corporation.

ARTICLE ELEVEN


The name and street address of each of the incorporators is:

<u>Name</u>	<u>Address</u>
Tyler D. Todd	5223 Bayou Glen Houston, Texas 77027
Harvin C. Moore, Jr.	1912 Larchmont Houston, Texas 77019
Jerry L. York	11906 Brighton Stafford, Texas 77477

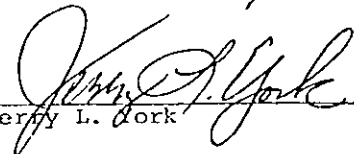
IN WITNESS WHEREOF, we have hereunto set our hand, this 3rd day of October, 1978.



Tyler D. Todd



Harvin C. Moore, Jr.



Jerry L. York