

FILED
In the Office of the
Secretary of State of Texas

AUG 19 1992

Corporations Section

ARTICLES OF INCORPORATION

KINGWOOD PLACE VILLAGE COMMUNITY ASSOCIATION

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned citizen of the State of Texas, being at least eighteen (18) years of age, for the purpose of forming a corporation not for profit, and does hereby certify:

ARTICLE I

The name of the corporation is Kingwood Place Village Community Association, and is referred to in this instrument as "Association."

ARTICLE II

The initial registered office of the Association is located at 800 Dallas, Houston, Texas 77002.

ARTICLE III

CT Corporation System, whose address is 800 Dallas, Houston, Texas 77002, is the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The corporation is a non-profit corporation and does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for community, civic and social welfare and to promote and/or to provide municipal services and educational and recreational services and facilities within Kingwood Place Village as defined in that certain instrument called Declaration of Covenants, Conditions and Restrictions ("Declaration") applicable to Kingwood Place Village, to be recorded in the Harris County Real Property Records, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may be brought within the jurisdiction of this Association in the future, and 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 the Declaration and as it may be amended from time to time, the Declaration being incorporated in this instrument 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; and pay all expenses in connection with the Declaration 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;

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(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 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 as defined in the Declaration to any public agency, authority, or utility for the purposes and subject to such conditions as may be agreed to by the members. No dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to the dedication, sale or transfer, except that easements for utility purposes may be approved by the Board of Directors;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any merger or consolidation must have the assent of two-thirds of each class of members;

(g) Indemnify the Association's officers and directors to the full extent provided by applicable law; and

(h) Have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Texas by law may now or in the future have or exercise; provided that none of these objects or purposes shall be construed to authorize the Association to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

ARTICLE V

MEMBERSHIP

Every record Owner, including contract sellers, of a fee or undivided fee interest in any Lot or Parcel (as defined in the Declaration) which is subject to assessment by the Association, 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 or Parcel which is subject to assessment by the Association, provided, however, that Declarant may be a member of the Association without regard to assessment, as set out below in Article VI.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, including Developers, with the exception of the Declarant, for so long as there are Class B Members, and shall be entitled to one vote for each Lot or Parcel owned. When more than one person holds an interest in any Lot or Parcel, all such persons shall be Members. The vote of each Lot or Parcel owned by more than one person shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or Parcel.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and shall be entitled to three votes for each Lot or Parcel owned and included in a platted subdivision. If the Property has not been platted, Declarant has five (5) votes per 10,000 square feet of land within the Properties. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) January 1, 2002.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five 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:

1. Elizabeth B. Dantone
233 Benmar, Suite 840, Houston, Texas 77060
2. Warren D. Marquard
233 Benmar, Suite 840, Houston, Texas 77060
3. Nanette R. Peavey
233 Benmar, Suite 840, Houston, Texas 77060
4. Elise R. White
233 Benmar, Suite 840, Houston, Texas 77060
5. Elizabeth A. Schwantz
233 Benmar, Suite 770, Houston, Texas 77060

At the first annual meeting, the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each subsequent annual meeting, the members shall elect directors for a term of three years to replace directors whose terms of office have expired.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing by not less than two-thirds of the votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall not be transferred to or received by any individual, but shall, pursuant to a lawful plan of distribution, 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 dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds of the votes of each class of votes in the Association.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify any director, former director, officer or former officer of the Association to the full extent of applicable law.

ARTICLE XII

INCORPORATORS

The name and address of the incorporator is:

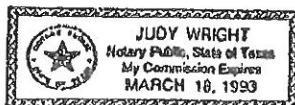
Jack C. McKinney
233 Benmar, Suite 700
Houston, Texas 77060

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation on August 14, 1992 1992.

Jack C. McKinney
Jack C. McKinney, Vice President
LAW 92L
TRANS. LB2
ADM.

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 14 1992, by Jack C. McKinney, who declared that he is the person who signed the foregoing document as incorporator and that the statements therein are true.



Judy Wright
Notary Public, State of Texas

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