



OFFICE OF THE SECRETARY OF STATE

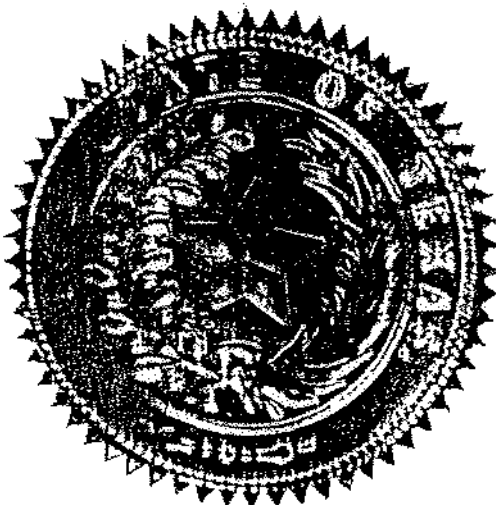
CERTIFICATE OF INCORPORATION
OF

SAN FELIPE SQUARE TOWNHOMES ASSOCIATION

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 pursuant to the provisions of the Texas Non-Profit Corporation Act, 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 Nov. 1, 1978



Secretary of State

plk

ARTICLES OF INCORPORATION

NOV 01 1978

OF

Loma Salzman

SAN FELIPE SQUARE TOWNHOMES ASSOCIATION Deputy Director, Corporation Division

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) 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 SAN FELIPE SQUARE TOWNHOMES ASSOCIATION, hereinafter sometimes called the "corporation" or the "Association".

ARTICLE TWO

NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

Subject to Part IV of the Texas Miscellaneous Corporation Laws Act, the purposes for which the corporation is organized are:

To operate, manage, maintain and administer the affairs of SAN FELIPE SQUARE TOWNHOMES ASSOCIATION, a condominium project established pursuant to Article 1301a of the Texas Revised Civil Statutes and that certain Declaration and Master Deed dated December 10, 1976, recorded in Volume 31, Pages 112-117, of the Condominium Records of Harris County, Texas (the "Declaration and Master Deed").

To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of SAN FELIPE SQUARE TOWNHOMES ASSOCIATION as a condominium project in accordance with the Declaration.

MEMBERSHIP AND VOTING RIGHTS

Each Owner shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner, except as an appurtenance to his Unit in the Condominium Project.

Each Owner shall be entitled to a vote, the value of which shall equal the total of the percentages assigned to the Units owned by such Owners as set forth in the Declaration.

No Owner, other than the Developer, shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Unit in the Condominium Project to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his or her spouse or to another Owner or to his duly authorized representative. If title to a Unit shall be in the name of two or more persons as Owners, any one of such Owners may vote as the Owner of the Unit at any meeting of the corporation and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation in which case the unanimous action of all such Owners (in person or by Proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Owners.

An Owner in default of any provision of the Declaration shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

The terms "Owner", "Unit", "Condominium Project" and "Developer", as used herein, shall have the same meaning as set forth in the Declaration.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed by the by-laws of the corporation but shall not be less than five (5). The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial board of directors are:

1. James R. Treptow
2425 Fountainview, Suite 290
Houston, Texas 77057
2. Dennis E. Murphee
2425 Fountainview, Suite 290

3. Dennis W. Nelson
2425 Fountainview, Suite 290
Houston, Texas 77057
4. John Duncan
2425 Fountainview, Suite 290
Houston, Texas 77057
5. Sharon Searcy
2425 Fountainview, Suite 290
Houston, Texas 77057

ARTICLE SEVEN

REGISTERED AGENT

The street address of the initial registered office of the corporation is 2777 Allen Parkway, Suite 1122, Houston, Texas 77019, and the name of its registered agent at such address is Timothy R. Brown.

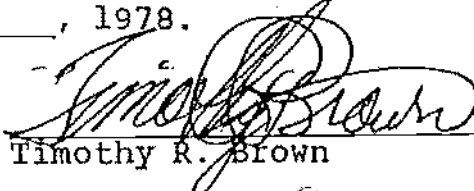
ARTICLE EIGHT

INCORPORATORS

The name and street address of each incorporator is:

1. Timothy R. Brown
2777 Allen Parkway, Suite 1122
Houston, Texas 77019
2. Roger C. Jackson
2777 Allen Parkway, Suite 1122
Houston, Texas 77019
3. Rex G. Baker, III
2777 Allen Parkway, Suite 1122
Houston, Texas 77019

IN WITNESS WHEREOF, we have hereunto set our hands,
this 31st day of October, 1978.



Timothy R. Brown



Roger C. Jackson



Rex G. Baker, III

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Vicki Foote, a notary public, do hereby certify that on this 31st day of October, 1978, personally appeared before me TIMOTHY R. BROWN, ROGER C. JACKSON and REX G. BAKER, III, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

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

Vicki Foote
_____, Notary
Public in and for Harris
County, T E X A S

VICKI L. FOOTE
NOTARY PUBLIC IN HARRIS COUNTY, TEXAS
MY COMMISSION EXPIRES April 19, 1980