

SEP 16 1982

ARTICLES OF INCORPORATION
OF THE
MEMORIAL CHASE COMMUNITY IMPROVEMENT ASSOCIATION, INC. Class A
Corporations Section

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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 of such corporation:

ARTICLE I

The name of the corporation is MEMORIAL CHASE COMMUNITY IMPROVEMENT ASSOCIATION, INC., hereafter called the "Corporation".

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are: to provide for maintenance, preservation and architectural control of the residential lots and Common Area of Memorial Chase, Section Five (5), a subdivision in Harris County, Texas, and any other areas created by the dedication by Homecraft Land Development, Inc., its successors or assigns, of any additional property to the subdivision and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be so brought within the jurisdiction of the Corporation and for this purpose by and through the Board of Directors to:

- (a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the property and recorded in

- the Official Records of Real Property of Harris County, Texas;
- (b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Restrictions, to pay all 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;
 - (d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
 - (e) dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility company;
 - (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area;
 - (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have to exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 7707 Fannin, Houston, Texas 77025, and the name of the initial registered agent at such address is [REDACTED].

ARTICLE VI

The corporation shall have two classes of voting membership:

Class A: Class A members shall be all owners with the exception of the Developer, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such person shall be members. The vote of such lots shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: Class B members shall be the developer, 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:

(a) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas; or

(b) On the first day of January, 1990.

ARTICLE VII

The name and street address of each incorporator is:

Russell Bird	7707 Fannin Houston, Texas 77025
Rick Gadd	7707 Fannin Houston, Texas 77025
John Bourbonnais	7707 Fannin Houston, Texas 77025.

ARTICLE VIII

The affairs of this Corporation shall be managed by a board of five (5) directors. The number of directors may be changed by

amendment of the By-Laws of the Corporation, but in no event shall the Board of Directors number less than five (5). The names and addresses of the persons who are to act in the capacity of initial directors are:

Russell Bird	7707 Fannin Houston, Texas 77025
Rick Gadd	7707 Fannin Houston, Texas 77025
John Bourbannais	7707 Fannin Houston, Texas 77025
John Mulvaney	7707 Fannin Houston, Texas 77025
Mickey Sanders	7707 Fannin Houston, Texas 77025

The Directors shall continue to serve until their successors are selected and qualified in the manner provided by the By-Laws of the Corporation.

No part of the revenues of this corporation shall ever inure, directly or indirectly, to the benefit of any private person or entity, and no director, officer or any other persons, at any time, either upon dissolution of this Corporation or in any other event, shall be considered the owner of or entitled to any extent, to any of the assets, funds, properties or profits of this Corporation, all of which shall be used exclusively for the purposes for which this Corporation is formed.

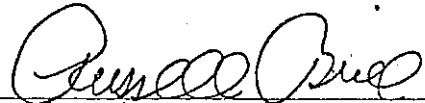
ARTICLE IX

All of the property of Corporation shall be held and administered to effectuate its purposes. In the event of liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, all assets not otherwise required to be distributed or applied pursuant to the Texas Non-Profit Corporation Act shall be dedicated to the public or conveyed to Harris County, Texas, in trust for the public.

ARTICLE X

Subject to the provisions of preceding Article IV, as long as there is a Class B membership, the following act will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, and the dissolution and amendment of these articles, mortgaging of Common Area, if any, and dedication of Common Area, if any.

WITNESS our hands this the 2ND day of SEPTEMBER, 1982.


RUSSELL BIRD

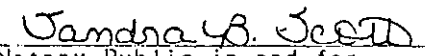

RICK GADD


JOHN BOURBANNAIS

THE STATE OF TEXAS .
COUNTY OF HARRIS .

I, SANDRA B. SCOTT, a Notary Public do hereby certify that on the 2nd day of September, 1982, personally appeared RUSSELL BIRD, RICK GADD and JOHN BOURBANNAIS who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents 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 first above written.


Notary Public in and for
The State of Texas

SANDRA B. SCOTT
My commission expires: 8-19-86.