

ARTICLES OF INCORPORATION

OF

APR 13 1979

TAYLORCREST COMMUNITY ASSOCIATION, INC.

Catrick Bruce
Attorney at Law

We, the undersigned natural persons 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:

of twenty-one (21) years, 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 TAYLORCREST COMMUNITY ASSOCIATION, INC. hereafter called the "Association".

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 community known as Taylorcrest, a subdivision in Harris County, Texas, and any other areas created by the dedication of additional property to the subdivision by the developer, 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 the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above described property and recorded in Harris County Deed Records;

(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 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 the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(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 or 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 have or hereafter have to exercise.

ARTICLE -V

The street address of the initial registered office of the corporation is 2401 Termini, Dickinson, Texas, and the name of the initial registered agent at such address is Charles R. Hancock.

ARTICLE VI

The names and street addresses of the incorporators are:
Charles R. Hancock, 2401 Termini, Dickinson, TX 77539
David M. Oualline, 2401 Termini, Dickinson, TX 77539
Sandra Thomas, 2401 Terminai, Dickinson, TX 77539

ARTICLE VII

The affairs of this Association shall be managed by a board of three (3) directors. The number of directors may be changed by amendment of the by-laws of the Association, but in no event shall the Board of Directors number less than three (3). The names and addresses of the persons who are to act in the capacity of initial directors are:

Charles R. Hancock, 2401 Termini, Dickinson, TX 77539

David M. Oualline, 2401 Termini, Dickinson, TX 77539

Sandra Thomas, 2401 Termini, Dickinson, TX 77539

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

ARTICLE VIII

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 this Corporation shall be held and administered to effectuate its purposes. In the event of liquidation, dissolution or winding up 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

The Corporation shall have two classes of membership:

Class A. Class A members shall be all owners (with the exception of W.G. Hall, Jr.) and each shall be entitled to one vote for each lot in Taylorcrest Subdivision (or other duly annexed areas) owned. When more than one person holds an interest in any lot, all of such persons shall be members. The vote of such lot 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 W.G. Hall, Jr., his heirs or assigns, who shall be entitled to four 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

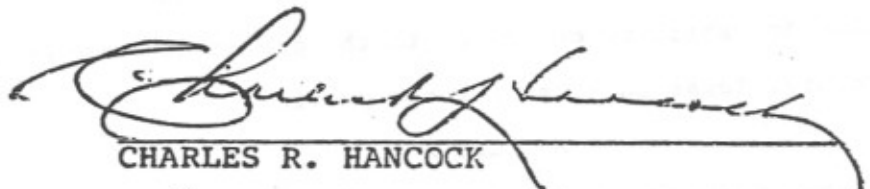
(b) On the first day January, 1985.

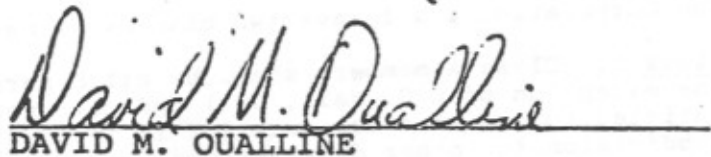
ARTICLE XI

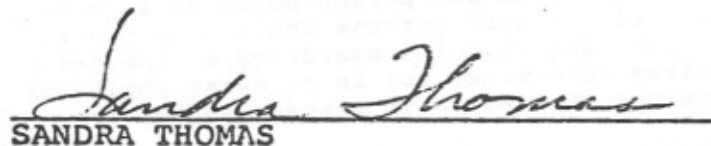
Additional properties may, from time to time, be annexed to and included in the jurisdiction of the Corporation. The owners of such properties shall be entitled to all rights and privileges and be responsible for all duties and obligations and become members of the Corporation at the time of such annexation.

Such annexation shall not require the assent of the members of the Corporation and may be completed by resolution of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of April, 1979.


CHARLES R. HANCOCK


DAVID M. OUALINE


SANDRA THOMAS

STATE OF TEXAS

COUNTY OF GALVESTON

Before me, a Notary Public in and for said county and State on this day did personally appear before me, CHARLES R. HANCOCK, DAVID M. OUALLINE and SANDRA THOMAS who being by me first duly sworn severally declared to me that they are the persons who signed the foregoing documents as incorporators of TAYLORCREST COMMUNITY ASSOCIATION, INC. and that the statements therein contained are true and correct.

SUBSCRIBED AND SWORN to before me on this the 9th day of April, 1979.

Lana J. Lohec
Notary Public in and for
Galveston County, Texas

Lana J. Lohec