

ARTICLES OF INCORPORATION
OF THE
HEATHLAKE COMMUNITY ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 01 1977

Lois S. ...
Deputy Secretary of State

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WE, the undersigned natural persons of the age of twenty-one (21) 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 HEATHLAKE COMMUNITY 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 Lakeview Forest, a subdivision in Harris County, Texas, or any other areas created by the annexation of additional property as hereinafter provided (all of which is herein called the "Property") 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 this Corporation 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 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 1402 Devon Glen, Houston, Texas 77077, and the name of the initial registered agent at such address is Kenneth A. Suminski.

ARTICLE VI

The corporation shall have no members.

ARTICLE VII

The name and street address of each incorporator is:

Clint Priess	1402 Devon Glen Houston, Texas 77077
Charles R. Martin	1402 Devon Glen Houston, Texas 77077
Kenneth A. Suminski	1402 Devon Glen Houston, Texas 77077.

ARTICLE VIII

The affairs of this Corporation shall be managed by a board of three 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 three (3). The names and addresses of the persons who are to act in the capacity of initial directors are:

Clint Priess	1402 Devon Glen Houston, Texas 77077
Charles R. Martin	1402 Devon Glen Houston, Texas 77077
Kenneth A. Suminski	1402 Devon Glen Houston, Texas 77077.

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 IX

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 X

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 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.

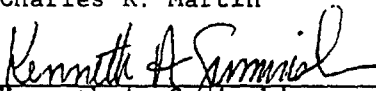
ARTICLE XI

Additional property (residential and/or Common Area) may, from time to time, be annexed to the jurisdiction of the Corporation by majority vote of the Board of Directors (without necessity of approval or ratification of any other person or entity).

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of October, 1977.


Clint Pries

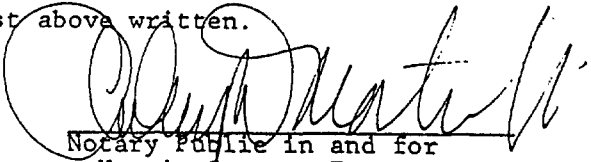

Charles R. Martin


Kenneth A. Supinski

THE STAT. OF TEXAS §
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COUNTY OF HARRIS §

I, AUBREY DICKSON MARTIN, JR., a Notary Public do hereby certify on this 21st day of OCTOBER, 1977, personally appeared before me, Clint Priess, Charles R. Martin and Kenneth A. Suminski, 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 THEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public in and for
Harris County, Texas