



The State of Texas

Secretary of State

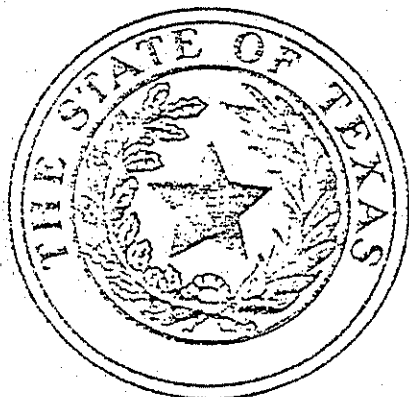
CERTIFICATE OF FILING
OF
ARTICLES OF INCORPORATION
FOR

KEMPWOOD VILLA TOWNHOUSE ASSOCIATION, INC.
CHARTER NO. 355735

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF THE ATTACHED FOR THE
ABOVE, DULY SIGNED AND VERIFIED, 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 AND ATTACHES HERETO THE DUPLICATE ORIGINAL.

DATED FEB. 07, 1975



Mark W. Liles
Secretary of State

CEC

ARTICLES OF INCORPORATION

OF

KEMPWOOD VILLA TOWNHOUSE ASSOCIATION, INC.

FILED
FEB 07 1975
SECRETARY OF STATE OF TEXAS

In compliance with the requirements of the State of Texas, the undersigned, all of whom are citizens of the State of Texas, and all of whom are over the age of 21 years, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is KEMPWOOD VILLA TOWNHOUSE ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

The initial registered office of the Association is located at 6401 Southwest Freeway, Houston, Texas, and the initial registered agent at such address is Thomas C. Bell.

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

KEMPWOOD VILLA, being 3.243 acres of land out of the A. T. Miles Survey, Abstract 556, Harris County, Texas, according to the plat thereof recorded in Volume 186, Page 8 of the Map Records of Harris County, Texas;

and to promote the health, safety and welfare of the residents within the above described property, 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded under clerk's file number E122883, in the office of the County Clerk of Harris County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein 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; 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 public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee

or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract Sellers, 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all those Owners as defined in Article VI with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VI. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for 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: The Class B member shall be the Declarant, as defined in the Declaration, and any successor to Declarant's rights. The Class B member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Article VI, provided that 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 the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on December 31, 1975.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of nine (9) 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:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS C. BELL	6401 Southwest Freeway, Houston, Texas
F. NORMAN ANKENMAN	6401 Southwest Freeway, Houston, Texas
JOHN R. MOSLEY	6401 Southwest Freeway, Houston, Texas
JACK L. WRANISCHAR	6401 Southwest Freeway, Houston, Texas
CHARLEY MICHALK	6401 Southwest Freeway, Houston, Texas
MICHAEL P. COUCH	6401 Southwest Freeway, Houston, Texas
W. DALE COUCH	6401 Southwest Freeway, Houston, Texas
EDWARD E. PATILLO	6401 Southwest Freeway, Houston, Texas
GERTRUDE L. BRAUNER	6401 Southwest Freeway, Houston, Texas

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at such annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE IX

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$ 25,000.00 while there is a Class B membership, and thereafter shall not exceed one hundred fifty per cent (150%) of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the

membership.

ARTICLE X

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the membership.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership, agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII

In order to take action under Articles IX through XII,

there must be a duly held meeting. Written notice setting forth the purposes of the meeting shall be given to all members not less than 15 days nor more than 30 days in advance of the meeting. The presence of members or of proxies entitled to cast sixty per cent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. In the event that two-thirds (2/3) of the membership are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XIV

AMENDMENTS

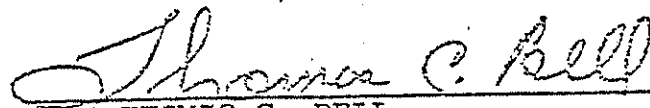
Amendments of these Articles shall require the assent of seventy-five (75%) of the entire membership.

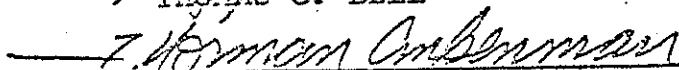
ARTICLE XV

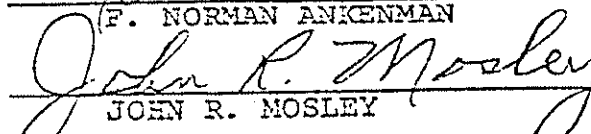
The names and addresses of each of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS C. BELL	6401 Southwest Freeway, Houston, Texas
F. NORMAN ANKENMAN	6401 Southwest Freeway, Houston, Texas
JOHN R. MOSLEY	6401 Southwest Freeway, Houston, Texas

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 4th day of February, 1975.


THOMAS C. BELL


F. NORMAN ANKENMAN


JOHN R. MOSLEY

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara McDaniel, a Notary Public
do hereby certify that on this 4th day of February, 1975,
personally appeared before me, THOMAS C. BELL, being by me
first duly sworn, declared that he is the person who signed
the foregoing document as incorporator, and that the statements
therein contained are true.

Barbara McDaniel
Notary Public in and for Harris
County, Texas

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara McDaniel, a Notary Public
do hereby certify that on this 4th day of February, 1975,
personally appeared before me, F. NORMAN ANKENMAN, being by me
first duly sworn, declared that he is the person who signed
the foregoing document as incorporator, and that the statements
therein contained are true.

Barbara McDaniel
Notary Public in and for Harris
County, Texas

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara McDaniel, a Notary Public
do hereby certify that on this 4th day of February, 1975,
personally appeared before me, JOHN R. MOSLEY, being by me
first duly sworn, declared that he is the person who signed
the foregoing document as incorporator, and that the statements
therein contained are true.

Barbara McDaniel
Notary Public in and for Harris
County, Texas

AMENDMENT

BY-LAWS TO BE CHANGED GIVING THE BOARD OF DIRECTORS THE
AUTHORITY TO MAKE DECISIONS BY QUORUM OF THE BOARD OF
DIRECTORS WITHOUT A SPECIAL CALLED MEETING OF ALL OWNERS
IN MATTERS OF EMERGENCY.

This Amendment was passed April 20, 1978.