

ARTICLES OF INCORPORATION
OF
THE TERRACE OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

FILED
In the Office of the
Secretary of State of Texas

FEB 29 1980

Patrick Bice
Attorney, Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) years of more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is THE TERRACE OWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and its specific and primary purpose is to provide for the preservation and maintenance of a condominium project, as provided in the Condominium Declaration of THE TERRACE CONDOMINIUM (hereinafter referred to as the "Declaration"), located in Harris County, Texas.

2. The general purposes and powers are:

(a) To promote the common good, health, safety and general welfare of the residents within the Property;

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration applicable to the Property, as amended from time to time, and recorded or to be recorded in the Office of Public Records of Real Property in the office of the County Clerk of Harris County, Texas.

see

the Declaration being incorporated herein by reference for all purposes;

(c) To enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;

(d) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements (as defined in the Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

(e) To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

(f) To acquire (by purchase, grant or otherwise), annex and merge, 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;

(g) To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

(h) To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or interference from the

terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 13600 Murphy Road, Stafford, Texas 77477, and the name of its initial registered agent at such address is Micky Thompson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Mike Chambers</u>	<u>14203 Ella Lee</u> <u>Houston Texas 77077</u>
<u>Jerry Mc Quillin</u>	<u>8402 Little River</u> <u>Houston Texas 77064</u>
<u>Gene Thompson</u>	<u>3319 Oyster Cove</u> <u>Missouri City, Texas 77459</u>

At the first annual meeting of the Members of the Association, the number of Directors may be increased to five (5).

ARTICLE VII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Mike Chambers</u>	<u>14203 Ella Lee</u> <u>Houston Texas 77077</u>
<u>Jerry Mc Quillin</u>	<u>8402 Little River</u> <u>Houston Texas 77064</u>
<u>Gene Thompson</u>	<u>3319 Oyster Cove</u> <u>Missouri City, Texas 77459</u>

ARTICLE VIII

MEMBERSHIP

The authorized number of and qualifications for Membership in the Corporation along with the appurtenant voting rights and other privileges due Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a Record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from Ownership of any Unit which is subject to assessment by the Corporation.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the Property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set out in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of January, A. D., 1980.

Mike Charles

James McQuilkin

[Signature]

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 30th day of January A. D., 1980, personally appeared before me Mike Chambers, Jerry McLaughlin and Gene J. Thompson, Jr. 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 date and year above written.

Gene J. Thompson, Jr.
Notary Public in and for
Ft. Bend County, Texas

001-22-0011