



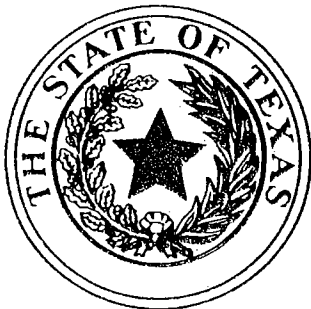
The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF
ASHWOOD CONDOMINIUMS ASSOCIATION
CHARTER NUMBER 455506

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION
FOR THE ABOVE CORPORATION, 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 OF INCORPORATION AND ATTACHES HERETO A DUPLICATE ORIGINAL
OF THE ARTICLES OF INCORPORATION.

DATED DEC. 1, 1978



M. C. Oak

Secretary of State

BJR



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

STEVEN C. OAKS
SECRETARY OF STATE

DEC. 11. 1978

SAM L. STOLBUN
5909 WEST LOOP SOUTH, STE 525
BELLAIRE, TX 77401

RE: ASHWOOD CONDOMINIUMS ASSOCIATION
CHARTER NUMBER 455506-1

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO THE FRANCHISE TAX LAWS. WE ARE INFORMED BY THE OFFICE OF THE COMPTROLLER OF PUBLIC ACCOUNTS THAT YOU WILL SOON BE CONTACTED BY THAT OFFICE CONCERNING THE PAYMENT OF AN INITIAL MINIMUM FRANCHISE TAX PAYMENT TO BE PAID WITHIN 45 TO 75 DAYS AFTER THE DATE OF YOUR CHARTER OR CERTIFICATE OF AUTHORITY.

YOU WILL BE ASSIGNED A TEMPORARY TAX IDENTIFICATION NUMBER UNTIL YOU SUPPLY THE COMPTROLLER'S OFFICE WITH YOUR FEDERAL EMPLOYERS IDENTIFICATION NUMBER. IF NO FEDERAL EMPLOYERS IDENTIFICATION NUMBER IS SUPPLIED, THE TEMPORARY NUMBER PREVIOUSLY ASSIGNED TO YOU WILL BECOME YOUR PERMANENT NUMBER.

UNDER THE FRANCHISE TAX LAWS, SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT FROM PAYMENT OF FRANCHISE TAX YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR SUCH EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,
STEVEN C. OAKS
SECRETARY OF STATE

BY: BILL KIMBROUGH
DIRECTOR, CORPORATION DIVISION

DEC 1 1978

ARTICLES OF INCORPORATION
OF
ASHWOOD CONDOMINIUMS ASSOCIATION

Patrick Brice
Attorney, Corporation Division

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two (2) 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 for such corporation:

ARTICLE I

The name of the corporation is ASHWOOD CONDOMINIUMS ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

(1) To provide for the administration, management, maintenance, preservation and control of ASHWOOD CONDOMINIUMS, a Condominium project located in Houston, Harris County, Texas, established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes Article 1301a).

(2) To exercise and perform all of the obligations and duties of the Association of such Condominium project, as that term "Council of Co-Owners" is used in the Texas Condominium Act.

(3) To exercise all powers and perform all duties imposed upon this corporation in accordance with the Declaration of Condominium of ASHWOOD CONDOMINIUMS, as such Declaration may hereafter be amended including, without limitation, to fix, levy, collect and enforce payment by lawful means of all charges or assessments affecting such condominium project; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Condominium and all licenses, franchise taxes and governmental charges levied or imposed against this corporation or the Common Elements of the Condominium.

(4) In connection with the affairs of such Condominium, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law now or hereafter exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 5909 West Loop South, Suite 525, Bellaire, Texas 77401 and the name of its initial registered agent at such address is SAM L. STOLBUN.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
HY APPLEBAUM	4615 Southwest Freeway, Suite 775E Houston, Texas 77027
JOHN HUTKIN	5373 W. Alabama, Suite 306, Houston, Texas 77056
PERRY RESSLER	4615 Southwest Freeway, Suite 775E Houston, Texas 77027
SAM L. STOLBUN	5909 West Loop South, Suite 525 Bellaire, Texas 77401
EUGENE WINOGRAD, M.D.	4580 South Wayside Drive Houston, Texas 77087

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
HY APPLEBAUM	4615 Southwest Freeway, Suite 775E Houston, Texas 77027
JOHN HUTKIN	5373 W. Alabama, Suite 306 Houston, Texas 77056
PERRY RESSLER	4615 Southwest Freeway, Suite 775E Houston, Texas 77027

ARTICLE VIII

Every person or entity who is a record owner of a Unit or legal interest therein, in ASHWOOD CONDOMINIUMS (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be Members of this corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any Unit in ASHWOOD CONDOMINIUMS. Ownership of such Unit or interest therein shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

There shall be one (1) vote in the affairs of this corporation for each Unit. When more than one (1) person or entity has an interest in a Unit in ASHWOOD CONDOMINIUMS, all such persons shall have, in the aggregate, one (1) vote in the management of the affairs of the corporation and such vote shall be exercised as the Owners of the Unit may among themselves determine, but in no event shall more than one (1) vote be counted with respect to such Unit. Cumulative voting in the election of Directors or in other exercises of the right to vote is prohibited.

ARTICLE IX

These Articles of Incorporation may be amended only upon the

affirmative vote of the holders of three-fourths (3/4ths) of the number of votes exercisable by the Members of this corporation.

ARTICLE X

All of the powers and prerogatives of the corporation shall be exercised by the original Board of Directors named above until the first meeting of the Members of the corporation. The first meeting of the Members of the corporation shall be called by the initial Board of Directors on ten (10) days notice to the Members at any time, but must be called no later than thirty (30) days after the time at which at least fifty (50%) percent of the total number of Units have been sold by Ashwood Condominiums Joint Venture, deeds therefor delivered and the full purchase price therefor paid.

ARTICLE XI

The By-Laws of the corporation may be altered, amended or repealed only by the affirmative vote of the holders of sixty (60%) percent of the number of votes entitled to vote upon an amendment thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of Oct., 1978.

HY APPLEBAUM

JOHN HUTCHIN

PERRY RESSLER

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned Notary Public, do hereby certify that on this 12th day of October, 1978, personally appeared before me, HY APPLEBAUM, who after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

E. Albert Kelso, Jr.
NOTARY PUBLIC in and for
Harris County, T E X A S

Name: E. ALBERT KELSO, JR.

My commission expires: 8/9/79

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned Notary Public, do hereby certify that on this 24th day of October, 1978, personally appeared before me, JOHN HUTKIN, who after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.


NOTARY PUBLIC in and for
Harris County, T E X A S

Name: DORIE ALLEN WARD

My commission expires: 7/17/79

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned Notary Public, do hereby certify that on this 12th day of OCTOBER, 1978, personally appeared before me, PERRY RESSLER, who after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.


NOTARY PUBLIC in and for
Harris County, T E X A S

Name: E. ALBERT KELSO, Jr.

My commission expires: 8/9/79