

NON-PROFIT



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

HUNTINGTON PLACE COMMUNITY ASSOCIATION, INC.
CHARTER NO. 291302

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 pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

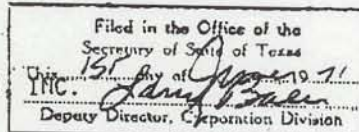
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated June 1, 1971

Martin Dies Jr.
Secretary of State



ARTICLES OF INCORPORATION
OF
HUNTINGTON PLACE COMMUNITY ASSOCIATION



We, the undersigned natural persons of the age of twenty-one 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 for such corporation:

ARTICLE ONE

The name of the corporation is Huntington Place Community Association, Inc. . .

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To maintain and improve the common area owned by the corporation in that certain subdivision known as Huntington Place, Section I as shown by the plat thereof filed for record in the Map Records in the office of the Clerk of Harris County, Texas; and
2. To collect and disburse the maintenance assessments which may be assessed against the lots in Huntington Place, Section I.

ARTICLE FIVE

The street address of the initial registered office of the corporation is Tenneco Building, 1010 Milam Street, Houston, Texas, and the name of its initial registered agent at such address is Harry B. Terry.

ARTICLE SIX

The number of directors (or trustees) constituting the initial board of directors (or trustees) of the corporation is five, and the name and addresses of the persons who are to serve as the initial directors (or trustees) are:

<u>NAME</u>	<u>ADDRESS</u>
John C. Archibald III	5406 Windswept Lane Houston, Texas 77027
Alfred M. Macdaniel	9026 Wickford Houston, Texas 77024
Michael M. Shannon	8209 Fulton, #163 Houston, Texas 77022
F. E. Marchisio	4614 Carleen Road Houston, Texas 77018
Harry B. Terry	3735 Westerman Houston, Texas 77025

ARTICLE SEVEN

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John C. Archibald III	5406 Windswept Lane Houston, Texas 77027
Alfred M. Macdaniel	9026 Wickford Houston, Texas 77024
Harry B. Terry	3735 Westerman Houston, Texas 77025

ARTICLE EIGHT

Every owner of a lot which is subject to assessment shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment. The Corporation shall have two classes of voting membership:

Class A: Class A members shall be all owners with the exception of Huntington Venture and shall be

entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all 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 a lot.

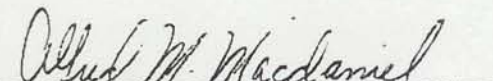
Class B: Class B members shall be Huntington Venture or its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from Huntington Venture for the purpose of development. Class B members shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (1) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership including duly annexed areas, but subject to further cessation in accordance with the limitations set forth in this paragraph: or (2) on January 1 of 1980.

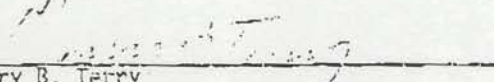
The Directors may adopt the By-laws for the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands, this

27th day of May, 1971.


John C. Archibald III


Alfred M. MacDaniel


Harry B. Terry

THE STATE OF TEXAS

COUNTY OF HARRIS

I, Nettie H. Vahl Alstine, a Notary Public, do hereby certify that on this 27th day of May, 1971, personally appeared before me, John C. Archibald, III, Alfred M. Macdaniel and Harry B. Terry, 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 day and year above written.

(SEAL)

Nettie H. Vahl Alstine
Notary Public in and for

Harris County, Texas

My Commission expires: June 1, 1971

NETTIE H. VAH ALSTINE
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1971