

ARTICLES OF INCORPORATION

OFFICIAL RECORDS

OF

QUAIL VILLAGE, SECTION ONE COMMUNITY IMPROVEMENT

ASSOCIATION

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned, all of whom are residents of Quail Village, Section One and all of whom are of full age, 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 Quail Village, Section One Community Improvement Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 3820 West Alabama, Suite 100, Houston, Texas 77027, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE 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:

Quail Village, Section One, a subdivision of 20.74

acres of land out of J. Poitevert Survey No. 3, abstract

no. 305, Fort Bend County, Texas.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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

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Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of CML Development, Inc. 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, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 V

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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, 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 for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) 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:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1st, 1987.

ARTICLE VII

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:

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NAME	ADDRESSES
<u>C. Michael Lucas</u>	<u>3820 W. Alabama, Houston, Tx 77027</u>
<u>Robert Atkinson</u>	<u>1800 St. James #600, Houston, Tx. 77056</u>
<u>Robert Atkinson, Jr.</u>	<u>1800 St. James #600, Houston, Tx. 77056</u>
<u>Marie Vajdak</u>	<u>3820 W. Alabama, Houston, Tx 77027</u>
<u>Michael Peery</u>	<u>Humble S&L Assoc., P.O. Box 429</u> <u>Humble, Texas 77347-0429</u>
<u>S. John Arabian</u>	<u>11200 Westheimer, Suite 410, Houston, TX 77041</u>
<u>Marc Morton</u>	<u>11200 Westheimer, Suite 410, Houston, TX 77041</u>
<u>Mike Bodin</u>	<u>11200 Westheimer, Suite 410, Houston, TX 77041</u>
<u>Bob Manning</u>	<u>11200 Westheimer, Suite 410, Houston, TX 77041</u>

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 each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles.

IN WITNESS THEREOF, 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 24th day of FEBRUARY, 1984.

C Michael Lucas

Marie J. Hajdak

Michael V. Gordon

John M. ...

Man L M Norton

LENDER:

Humble Savings and Loan Association

Michael J. Peery

Michael J. Peery, President

FILED

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Dianne Wilson
COUNTY CLERK
FORT BEND COUNTY, TEXAS



MAR 5 1984

Dianne Wilson
County Clerk, Fort Bend Co., Tex.

MAR 8 1984
Capital Hill

STATE OF TEXAS
I, hereby certify that this instrument was filed on the
date and time stamped hereon by me and was duly recorded in
the volume and page of the named records of Fort Bend
County, Texas as stamped hereon by me on