

ARTICLES OF INCORPORATION

OF

WESTPOINT ESTATES HOMEOWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 13 1994

Corporations Section

I, the undersigned, a natural person of the age of eighteen (18) years or more and a citizen of the State of Texas, acting as incorporator 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 Westpoint Estates Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE TWO

The principal office of the Association is located at 800 First City Tower, 1001 Fannin, Houston, Texas 77002.

ARTICLE THREE

The Association is a non-profit corporation.

ARTICLE FOUR

The period of duration of the Association is perpetual.

ARTICLE FIVE

The post office address of the initial registered office of the Association is 800 First City Tower, 1001 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Richard L. Rose.

ARTICLE SIX

The 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 the protection, maintenance, preservation and architectural control of the properties platted and to be platted as Westpoint Estates, a subdivision or subdivisions of land in Fort Bend County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Association, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto, and, for these purposes, 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 for Westpoint Estates, Section One (hereinafter called the "Declaration"), applicable to the property above described and recorded or to be recorded 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 of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and 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 and 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's) 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) upon approval by two-thirds (2/3's) of each class of members, dedicate, sell or transfer all or any part of the Association's property to any public agency or authority for such purposes and subject to such conditions as may be approved by such two-thirds (2/3's) of each class of members; provided however, nothing contained herein shall be construed to limit the right of the Association to grant or dedicate easements in portions of its properties to public or private utility companies;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation (except as otherwise provided in the Declaration) shall have the assent of two-thirds (2/3's) of each class of members; and
- (g) negotiate and enter into contracts with other non-profit corporations or entities for the paid use of any recreational or other amenity facilities owned or managed by the Association.
- (h) have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Association Act may now or hereafter have or exercise.

ARTICLE SEVEN

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration) which is subject to assessment by the Association, including contract sellers, shall be a member of the Association (such persons or entities being hereinafter referred to as an "Owner"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or those owning an easement right, a mineral interest, or a royalty interest. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE EIGHT

The Association shall initially have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned within the jurisdiction of the Association; provided, however, in the event two (2) or more adjoining Lots are being assessed as a single Lot pursuant to Section 6 of Article IV of the Declaration, the Owner of such adjoining Lots shall have only one (1) vote for such adjoining Lots. When more than one person holds an interest in any Lot, all of 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 members shall be the Declarant, and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

- (a) When the total votes in the Class A membership equals the total votes in the Class B membership;
or
- (b) On December 31, 1999.

However, at such time that additional property is annexed into the Association, the Class B membership of the Declarant, shall, if it has previously ceased due to the condition listed above in (a), be reinstated and shall apply to all Lots owned by Declarant in the newly annexed portion of the Properties (as defined in the Declaration) as well as to all Lots owned by Declarant in all other

areas of the Properties. Such reinstatement is subject to further cessation (and subsequent reinstatement at the time of subsequent annexations to the Properties) in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article, whichever occurs first.

ARTICLE NINE

The affairs of the Association shall be managed by a Board of three (3) 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 first annual meeting or until the election of their successors are:

- (1) Eugene E. Arensberg, Jr.
2919 Lakefield Way
Sugar Land, Texas 77479
- (2) David H. Parent
3000 East Parker Road
Plano, Texas 75074
- (3) Hans Peter Trumper
2400 Old South
Richmond, Texas 77469

At the first annual meeting the members shall elect one (1) Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter the members shall elect the number of Directors equal to the number of Directors whose terms expire at such time for a term of three years.

ARTICLE TEN

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3's) 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE ELEVEN

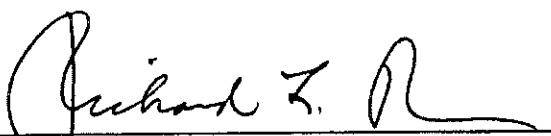
Amendments of these Articles shall require the assent of the Owners of two-thirds (2/3's) of the Lots in the Properties subject to the jurisdiction of the Association.

ARTICLE TWELVE

The name and address of the incorporator is:

Richard L. Rose 800 First City Tower
 1001 Fannin
 Houston, Texas 77002

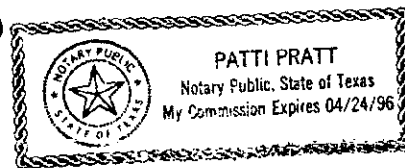
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, being the incorporator of the Association, have executed these Articles of Incorporation this 11th day of January, 1994.


Richard L. Rose

THE STATE OF TEXAS §
COUNTY OF FORT BEND §

I, Patti Pratt, a Notary Public, do hereby certify that on this 11th day of January, 1994, personally appeared before me Richard L. Rose, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

(SEAL)



Patti Pratt
Notary Public in and for
the State of Texas

Name printed or typed
My commission expires: _____