

JAN 06 1992

ARTICLES OF INCORPORATION
OF

HIGHLAND KNOLLS COMMUNITY ASSOCIATION

Corporations Section

We, the undersigned natural persons of the age of eighteen (18) 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, hereby adopt the following Articles of Incorporation of such corporation:

529-89-2642

ARTICLE I

The name of the corporation is Highland Knolls Community Association, hereafter called the "Association".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are: to provide for maintenance, preservation and architectural control of the residential lots within Memorial Parkway, Section Seventeen, a subdivision in Harris County, Texas, according to the map or plat thereof recorded on Film Code No. 349140 of the Map Records of Harris County, Texas, or any other areas created by the dedication of additional property to the subdivision by the developer 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 the Association for this purpose to:

- A. exercise the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Real Property Records 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 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 of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for borrowed money 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 nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale, or transfer;
- F. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3rds) of each class of members; provided, however additional residential property and Common Area may be annexed by Declarant without the consent 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 to exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 2028 Buffalo Terrace, Houston, Texas 77019 and the name of its initial registered agent at such address is Charles E. Burge.

ARTICLE VI

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

ARTICLE VII

The name and street address of the incorporators are:

<u>Name</u>	<u>Address</u>
Charles E. Burge	2028 Buffalo Terrace Houston, Texas 77019
Arthur Coburn, II	2028 Buffalo Terrace Houston, Texas 77019
Stephen M. Pierce	2028 Buffalo Terrace Houston, Texas 77019

ARTICLE VIII

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 (1) 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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. Class B members 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 Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas, or

(b) on the 1st day of January, 2002.

The affairs of this Association shall be managed by a Board of five (5) 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 initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Arthur Coburn, II	2028 Buffalo Terrace Houston, Texas 77019
Charles E. Burge	2028 Buffalo Terrace Houston, Texas 77019
Stephen M. Pierce	2028 Buffalo Terrace Houston, Texas 77029

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Walter M. Mischer, Jr.

2727 North Loop West, Suite 200
Houston, Texas 77008

Roy Behrens

2727 North Loop West, Suite 200
Houston, Texas 77008

At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years.

ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 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 voted to such similar purposes.

ARTICLE XI

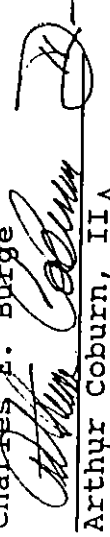
Amendment of these Articles shall require the assent of two-thirds (2/3rds) of the entire membership.

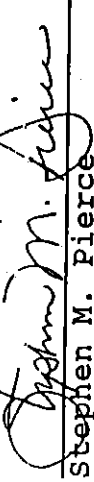
ARTICLE XII

Cumulative voting is expressly denied.

IN WITNESS HEREOF, we have hereunto set our hands, this 17th day of DECEMBER, 1991.


Charles F. Burge


Arthur Coburn, II


Stephen M. Pierce

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Janet S. Bruner, a Notary Public, do hereby certify on this 17th day of December, 1991, personally appeared before me, Charles E. Burge, Arthur Coburn, II, and Stephen M. Pierce who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents 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 written above.

Janet S. Bruner
Notary Public in and for
the State of Texas

