



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

VICTORIAN VILLAGE TOWNHOUSE CORPORATION

CHARTER NO. 231684

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 JANUARY 19 . . . , 19 67 . . .

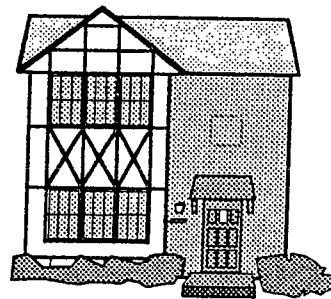


John L. Hill
Secretary of State

536-64-4217

ARTICLES OF INCORPORATION AND BY-LAWS

536-64-4218



**ARTICLES OF INCORPORATION
OF
VICTORIAN VILLAGE TOWNHOUSE CORPORATION**

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 I

NAME

The name of the Corporation is VICTORIAN VILLAGE TOWNHOUSE CORPORATION.

ARTICLE II

NON-PROFIT

The Corporation is a non-profit Corporation.

ARTICLE III

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 1323 Bank of the Southwest Building, Houston, Texas 77002, and the name of its initial registered agent at such address is J. H. MacNaughton.

ARTICLE IV

PURPOSES AND POWERS

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:

BEING a tract of land containing 20.315 acres, more or less, out of a 58.273 acre tract situated in the County of Harris, State of Texas, and being part of the J. M. Swisher Survey, A-1279, and being bounded on the North by the Southerly line of Spring Branch Valley, the official plat of which is of record in Volume 45 at page 63 of the map records of Harris County, on the East by a line which is 400 feet Westerly of and parallel with the Westerly line of the right-of-way (60 feet wide) for Gessner Road, on the South by the Northerly line of the right-of-way (80 feet wide) for Hammerly Boulevard and on the West by the Westerly line of the projected right-of-way (60 feet wide) for Trway Lane and being more particularly described by metes and bounds as follows:

FROM a 3/4 inch iron pipe marking the intersection of the Westerly line of the right-of-way (60 feet wide) for Gessner Road with the Northerly line of the right-of-way (80 feet wide) for Hammerly Boulevard along said Northerly right-of-way line N.89°, 27'58", 400.00 feet to the point of beginning;

THENCE continuing along the Northerly line of the right-of-way for Hammerly Boulevard N. 38°27'58"W., 1442.55 feet to a point of curvature in the Westerly line of the projected right-of-way (60 feet wide) for Trway Lane;

THENCE in a Northeasterly direction along the arc of a curve to the left, the central angle of which is 85°57'42" the radius of which is 25.00 feet and the long chord of which bears N.47°33'11"E. 34.09 feet, a distance of 37.51 feet to a point on a curve;

THENCE in a Northeasterly direction continuing along the Westerly line of the right-of-way for Trway Lane along the arc of a curve to the right, the central angle of which is 34°04'42", the radius of which is 330.00 feet and the long chord of which bears N. 21°36'41"E. 193.40 feet, a distance of 196.28 feet to a point of tangency;

THENCE N. 38°39'02"E., continuing along the Westerly line of the right-of-way for Trway Lane, 340.45 feet to a point for curvature;

THENCE Northerly along the arc of a curve to the left, the central angle of which is 38°21'42", the radius of which is 270.00 feet and the long chord of which bears N. 19°28'11"E. 177.42 feet, a distance of 180.78 feet to a point of tangency;

THENCE N. 00°17'20"E., continuing along the Westerly line of the right-of-way for Trway Lane, 72.82 feet to the Southeasterly corner of Lot No. 1, Block F of Spring Branch Valley (the official plat of which is of record in Volume 45 at page 63 of the map records of Harris County);

THENCE along the Southerly line of said Spring Branch Valley, S. 38°59'00"E., 1078.39 feet to a point which is located N. 38°59'00"W., 400.0 feet from a one inch iron pipe in the Westerly line of the right-of-way (60 feet wide) for Gessner Road marking the Northeasterly corner of said 58.273 acre tract;

THENCE along a line which is 400.00 feet Westerly of and parallel with said Westerly right-of-way line for Gessner Road, S. 00°20'42"W., 721.92 feet to the Point of Beginning and containing 20.315 acres, more or less,

together with such additions as may be hereafter 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 as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article IX herein, and for this purpose:

(a) To 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, hereinafter called the "Declaration", applicable to the property 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) To 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) To 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) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act 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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Townhouse Development Company. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such 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. The Class B member(s) shall be the Townhouse Development Company, the Declarant, (as defined in the Declaration). The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided that 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 two years from the date hereof.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three Directors until the first annual meeting of members, and thereafter by 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:

Name

Address

J. H. MacNaughton	1323 Bank of the Southwest Bldg. Houston, Texas 77002
R. W. Carey	1323 Bank of the Southwest Bldg. Houston, Texas 77002
Morris H. Sutton	1400 South Post Oak Road Houston, Texas 77027

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

LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$70,920.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

ARTICLE IX

ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article IV and so add to its membership under the provisions of Article V, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE X

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XI

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XII

AUTHORITY TO DEDICATE

The Association shall have power to 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 members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIV

DURATION

The corporation shall exist perpetually.

ARTICLE XV

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VIII THROUGH XIII

In order to take action under Articles VIII through XIII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than 30 days nor more than 60 days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XVI

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XVII

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, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XVIII

INCORPORATORS

The name and street address of each incorporator is:

Name	Address
J. H. MacNaughton	1323 Bank of the Southwest Bldg. Houston, Texas 77002
R. W. Carey	1323 Bank of the Southwest Bldg. Houston, Texas 77002
Morris H. Sutton	1400 South Post Oak Road Houston, Texas 77027

IN WITNESS WHEREOF, we have hereunto set our hands, this 17 day of January, 1967.

/s/ J. H. MacNaughton
J. H. MacNaughton

/s/ R. W. Carey
R. W. Carey

/s/ Morris H. Sutton
Morris H. Sutton

THE STATE OF TEXAS o
 o
COUNTY OF HARRIS o

I, Jane O'Hara, a Notary Public, do hereby certify that on this 17th day of January, 1967, personally appeared before me J. H. MacNAUGHTON, R. W. CAREY and MORRIS H. SUTTON, 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 of office the day and year above written.

/s/ Jane O'Hara
Notary Public in and for
Harris County, Texas

My Commission Expires:

June 30, 1967