

APR 14 1981

CLERK OF
Corporation Division

ARTICLES OF INCORPORATION
OF
WINCHESTER COUNTRY MAINTENANCE ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) 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

The name of the corporation is WINCHESTER COUNTRY MAINTENANCE ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation without capital stock, and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose for which the corporation is organized is to assess and collect a maintenance charge against the residential lots situated in the residential subdivision known as Winchester Country, Section One (1), as shown by the corrected map or plat thereof recorded in Volume 300, Page 118, of the Map Records of Harris County, Texas (hereinafter sometimes called the "initial subdivision"), in accordance with the provisions of the Declaration of Restrictions pertaining to said initial subdivision and filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. G885047 and Film Code No. 179-88-1320 (said Declaration of Restrictions being incorporated herein by this reference as though set forth herein verbatim), together with the residential lots situated in any subsequently

developed residential subdivision area which is duly annexed to said initial subdivision in the manner specified in said Declaration of Restrictions (hereinafter referred to as an "annexed subdivision"), and to use the maintenance fund thereby created to provide and pay for such services and things as the Board of Directors of the corporation shall deem necessary or advisable from time to time for the maintenance, improvement, and general benefit of said initial subdivision and any annexed subdivision, including the approaches thereto and adjacent streets and rights-of-way, all to be in accordance with the provisions of said Declaration of Restrictions and the deed restrictions covering any duly annexed subdivision.

ARTICLE V

The street address of the initial registered office of the corporation is 6001 Savoy Drive, Suite 502, Houston, Texas 77036, and the name of its initial registered agent at such address is Marvin E. Leggett.

ARTICLE VI

Every person or entity owning of record either the entire fee title or an undivided interest in the fee title to any residential lot which is situated in the initial subdivision or an annexed subdivision shall be a member of this corporation. (The foregoing is not intended to include persons or entities holding an interest in a lot merely as security for the performance of an obligation.) Membership shall be appurtenant to and may not be separated from ownership of any lot.

This corporation shall have two classes of members, designated as Class A and Class B, said classes and their voting rights being defined as follows:

Class A members shall be all of the owners of residential lots situated in the initial subdivision and any annexed subdivision, other than the Class B members. Voting rights of

Class A members shall be limited to one vote for each lot owned. If any lot is owned by more than one person or entity, all such persons or entities shall be members and the vote to which such lot is entitled shall be exercised as the owners of such lot may determine among themselves.

The Class B member or members shall be Jones Road Development Corp., the developer of the aforementioned initial subdivision, and the successors and assigns of such developers. The Class B membership shall be entitled to three (3) votes for each residential lot owned until such time as the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or on December 31, 1987, whichever date occurs the earliest. Upon the earliest to occur of the foregoing events, the voting rights of the Class B membership shall be automatically converted to one (1) vote for each lot owned, the same as the Class A membership. It is specially provided, however, that at any time other residential subdivision areas are duly annexed to the initial subdivision in accordance with the provisions of the aforesaid Declaration of Restrictions, the voting rights as to all lots owned by the Class B membership shall (if previously converted automatically to one vote per lot) revert to three (3) votes for each lot owned until such time as the total votes outstanding in the Class A membership throughout the initial subdivision and all annexed subdivisions (collectively) equal or exceed the total votes outstanding in the Class B membership throughout such total area, or until December 31, 1987, whichever date occurs the earliest, at which time Class B voting rights shall be automatically converted again to one (1) vote for each lot owned.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and address of the persons who are to serve as the initial Directors are:

Marvin E. Leggett

6001 Savoy Drive, Suite 502
Houston, Texas 77036

Earl D. Elliott

6001 Savoy Drive, Suite 502
Houston, Texas 77036

Ronald G. Thomas

2401 San Felipe Road
Houston, Texas 77019

ARTICLE VIII

The aforementioned initial Board of Directors shall hold office until such time as at least 25% of the lots in the initial subdivision and all annexed subdivisions (collectively) are owned by persons or entities other than Class B members of the corporation, at which time the initial Board of Directors shall call a special meeting of the members of the corporation for the purpose of holding an election (at which election only Class A members shall be entitled to vote) to elect a Director to replace one of said initial Directors (the retiring Director to be determined by the members of the initial Board), said Director so elected to serve until the next regular annual meeting of the members of the corporation. The two remaining members of the initial Board of Directors shall continue to hold office until such time as the voting rights of the Class B membership of the corporation shall be automatically converted to the same voting rights as the Class A membership (as specified above), at which time the Board of Directors shall call a special meeting of the members of the corporation for the purpose of holding an election to select another Director to replace one of the two remaining members of the initial Board of Directors, said Director so elected to serve until the next regular annual meeting of the members of the corporation. The then-remaining member of the initial Board of Directors shall continue to hold office until such time as the Class B members of the corporation have sold to other persons or entities all residential lots situated in the initial subdivision and all annexed subdivisions.

In case of the resignation, death or incapacity to serve of any of the aforesaid initial Directors during the period for which such Director is to hold office, the remaining Director or Directors of said initial Board shall appoint a successor to serve the balance of the term of office of said Director, except that in the case of resignation, death or incapacity to serve of the last of said initial Directors to hold office, then Jones Road Development Corp., or its successors and assigns, shall appoint a successor to serve the balance of the term of office of said initial Director.

At each regular annual meeting of the members of the corporation prior to the conversion of the voting rights of the Class B membership to the same voting rights as the Class A membership, the Class A members only shall elect for a term of one year the one Director that the Class A membership separately is then entitled to elect, as provided above. At each regular annual meeting of the members of the corporation after the voting rights of the Class B membership have been converted to the same voting rights as the Class A membership, the total membership shall elect for a term of one year the two Directors that the membership is then entitled to elect. At the first regular annual meeting of the members of the corporation after the Class B members have sold to other persons or entities all residential lots situated in the aforementioned initial subdivision and all annexed subdivisions, the total membership of the corporation shall elect at least one Director for a term of one year, at least one Director for a term of two years, and at least one Director for a term of three years, and at each regular annual meeting thereafter the total membership shall elect at least one Director for a term of three years.

At any time after all lots situated in the initial subdivision and all annexed subdivisions have been sold to persons

or entities other than the Class B members of the corporation, the number of Directors of the corporation may be increased or decreased from time to time by amendment to the By-Laws of the corporation, provided the number of Directors shall never be less than three (3).

In the case of the resignation, death or incapacity to serve of any of the aforesaid Directors elected to office by the members of the corporation, a special meeting of the members entitled to elect such Director shall be called to elect a successor to serve the balance of the term of said Director.

Any Director elected by the members of the corporation may be removed from the Board, with or without cause, by a majority vote of those members of the corporation who were entitled to vote for the election of such Director, and in the event of such removal of a Director, a successor shall be elected to serve for the unexpired term of such removed Director by a special election to be held by those members who were entitled to vote for the election of the Director so removed.

No Director shall receive compensation for any service rendered to the corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of services on behalf of the corporation.

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the Directors, provided that the action so taken is stated in writing, signed by all the Directors, and recorded in the minutes of the corporation. Any action so taken and recorded shall have the same effect as though taken at a meeting of the Directors.

ARTICLE IX

The name and street address of each incorporator is:

Marvin E. Leggett	6001 Savoy Drive, Suite 502 Houston, Texas 77036
Earl D. Elliott	6001 Savoy Drive, Suite 502 Houston, Texas 77036
Diane Johns	6001 Savoy Drive, Suite 502 Houston, Texas 77036

ARTICLE X

As long as there is any Class B membership of the corporation, the following actions of the corporation shall require the approval of the Federal Housing Administration or the Veterans Administration: (a) the annexation of any additional residential areas to the aforementioned initial subdivision; (b) the mortgaging of any common area; (c) the dedication or annexation of any common area; (d) the merger or consolidation of this corporation with any other non-profit corporation; (e) the dissolution or amendment of these Articles of Incorporation.

ARTICLE XI

This corporation may be dissolved with the assent given in writing and signed by those parties entitled to vote not less than two-thirds (2/3) of the votes of each class of membership. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is not accepted, such assets shall be conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to similar purposes.

ARTICLE XII

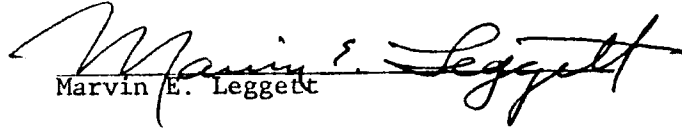
In the absence of fraud: No Director or Officer of this corporation shall be disqualified by holding such position from dealing or contracting with the corporation as vendor, purchaser

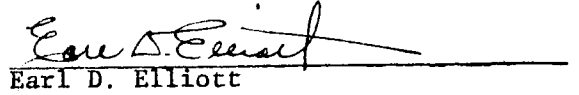
or otherwise; nor shall any contract, transaction or act of the corporation be void or voidable or otherwise affected by reason of the fact that any Director or Officer of this corporation, or any firm or corporation of which any such Director or Officer is an officer, director, stockholder, member or employee, has any interest in such contract, transaction or act, even though the vote of the Director or Officer having such interest shall have been necessary to obligate the corporation upon such contract, transaction or act; nor shall any Director or Officer of the corporation be accountable for any gains or profits realized from any such contract, transaction or act; and no Director or Officer of the corporation having any such interest shall be liable to the corporation or to any member or creditor thereof, or to any other person, for any loss incurred by it or them by reason of such contract, transaction, or act.

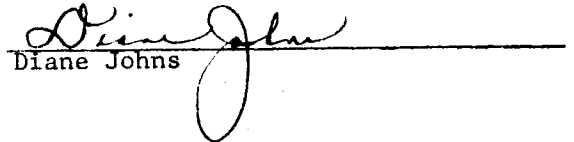
ARTICLE XIII

Every Director or Officer of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on such Director or Officer in connection with any controversy or proceeding to which he or she may be made a party, or may become involved, by reason of being or having been a Director or Officer at the time such expenses or liabilities are incurred, except in cases where such Director or Officer is adjudged to be guilty of willful misfeasance or malfeasance in the performance of his or her duties of office; provided, that in the event of a settlement of any such controversy or proceeding, the indemnification herein shall apply only when the Board of Directors approves such settlement and any related reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any Director or Officer may be entitled.

IN WITNESS WHEREOF, we have hereunto subscribed our
signatures this 13th day of April, 1981.


Marvin E. Leggett

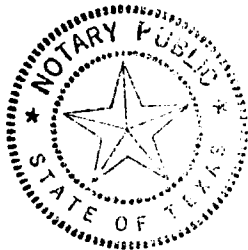

Earl D. Elliott

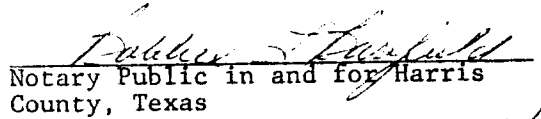

Diane Johns

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day
personally appeared Marvin E. Leggett, Earl D. Elliott, and
Diane Johns, who being by me first duly sworn, severally de-
clared that they are the persons who signed the foregoing docu-
ment as incorporators and that the statements therein contained
are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 13th day of April, 1981.




Notary Public in and for Harris
County, Texas

My Commission expires 5/27/84