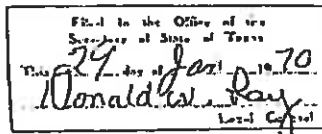


ARTICLES OF INCORPORATION

OF

TIMBER LANE COMMUNITY
IMPROVEMENT 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 ONE

The name of the corporation is TIMBER LANE COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which said corporation is organized are civic and social, for the benefit and the betterment of the residents and property owners of TIMBER LANE, SECTION 1, a subdivision in Harris County, Texas, according to the map or plat thereof, recorded in Volume 163 at Page 55 of the Map Records of Harris County, Texas, and for any and all other property which is accepted by this Association for similar purposes, in accordance with its By-Laws.

ARTICLE FIVE

The street address of the initial registered office of the corporation is Suite 500, Citizens Bank Building, 400 Main Street, Houston, Texas, and the name of its initial registered agent at such address is CHARLES REINHARDT.

ARTICLE SIX

The number of directors constituting the initial Board of the corporation is three (3), who need not be members of the Association. And the names and addresses of the persons who are to serve as the initial Directors and the terms each is to serve, are as follows:

<u>Name</u>	<u>Address</u>
Charles Reinhardt	Suite 500, Citizens Bank Bldg., 400 Main Street, Houston, Texas <u>TERM:</u> Three (3) years from the date hereof or until his successor shall have been elected.
George Rimmey	Suite 500, Citizens Bank Bldg., 400 Main Street, Houston, Texas <u>TERM:</u> Two (2) years from the date hereof or until his successor shall have been elected.
Ellis Monk	Suite 500, Citizens Bank Bldg., 400 Main Street, Houston, Texas <u>TERM:</u> One (1) year from the date hereof or until his successor shall have been elected.

At the first annual meeting of the members, which shall be one (1) year from the date hereof, one (1) Director shall be elected for a term of three (3) years, and at each annual meeting thereafter one (1) Director shall be elected for a term of three (3) years.

ARTICLE SEVEN

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Charles Reinhardt	Suite 500, Citizens Bank Bldg. 400 Main Street Houston, Texas
George Rimmey	Suite 500, Citizens Bank Bldg. 400 Main Street Houston, Texas
Ellis Monk	Suite 500, Citizens Bank Bldg. 400 Main Street Houston, Texas

ARTICLE EIGHT

529-96-0328

Each person or entity who is a record owner of a fee or undivided interest in any lot as shown on the map or plat heretofore referred to, or of any additional property which is accepted by the Directors of this Association according to its By-Laws, 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.

The Association shall have two classes of voting membership:

CLASS A: Class A members shall be all those owners other than the developer, and for these purposes, the developer shall mean and refer to MORTGAGE COMPANY OF AMERICA, or its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the developer for the purpose of development. Class A members shall be entitled to one (1) vote in each lot for which they hold the interest required for membership by this Article. When more than one person or entity holds such interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they among themselves determine; but in no event shall more than one (1) vote be cast with respect to any lot.

CLASS B: The Class B members shall be the developer as defined heretofore. The Class B members shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by this Article, 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 January 1, 1972.

IN WITNESS WHEREOF, we hereunto set our hands this the 26th day of

JANUARY, 1970.

Charles Reinhardt
Charles Reinhardt

George Rimmey
George Rimmey

Ellis Monk
Ellis Monk

529-96-0329

THE STATE OF TEXAS)

COUNTY OF HARRIS)

I, the undersigned Notary Public, do hereby certify that on this 26th day of JANUARY, 1970, personally appeared before me, CHARLES REINHARDT, GEORGE RIMMEY and ELLIS MONK, 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.

Maryna Morris
Notary Public in and for Harris County, Texas

