

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

FEB 15 1980

BAR X PROPERTY OWNERS' ASSOCIATION

ARTICLE ONE

The name of the corporation is BAR X PROPERTY OWNERS' 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 the corporation is organized are:

1. To provide for the acquisition, construction, management, maintenance and care of properties subject to the covenants, conditions and restrictions applicable to Bar X Ranch, Section One, a subdivision in Brazoria County, Texas, and any additional sections of Bar X Ranch that may hereafter be platted into subdivisions known as Bar X Ranch and to promote the health, safety, welfare, civic pride and aesthetic values of the residents of the above described property.
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Bar X Property Owners' Association as set forth in that certain Declaration of Restrictions for Bar X Ranch, Section One, and any such additional sections as are later platted (hereinafter called the "Declaration of Restrictions") which is applicable to the property and recorded or to be recorded in the Deed Records of Brazoria County, Texas, and as the same may be amended from time to time as therein provided, said Declaration of Restrictions being incorporated herein as if set forth at length.
3. To fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration of Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the said Bar X Property Owners' Association.

4. To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.
5. The corporation is prohibited from engaging in any activity which would constitute a regular business of a kind ordinarily carried on for profit.
6. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 4600 Post Oak Place Drive, Suite 152, Houston, Texas 77027, and the name of its initial registered agent at such address is Jerry H. Deutser.

ARTICLE SIX

The number of trustees constituting the initial Board of Trustees of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial trustees are:

Jerry H. Deutser	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027
William Schmuck	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027
S. Conrad Weil, Jr.	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027

ARTICLE SEVEN

The name and street address of each incorporator is:

Jerry H. Deutser	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027
William Schmuck	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027
S. Conrad Weil, Jr.	4600 Post Oak Place Drive Suite 152 Houston, Texas 77027

ARTICLE EIGHT

Every person or entity who is an owner of a fee, an undivided fee interest or a purchaser thereof under a contract of sale of any lot which is subject to a maintenance charge assessment by the Bar X Property Owners' Association, shall hereinafter be referred to as "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 hold only a mineral interest in the property.

There shall be one membership in the Bar X Property Owners' Association for each lot shown upon the subdivision plat of Bar X Ranch, Section One, and the Owner or Owners of each lot must designate in writing which Owner shall have the membership for that lot. When a single lot has more than one Owner, additional memberships may be available upon the approval of the Association's Board of Trustees, provided, however, that for each additional membership approved by the Board of Trustees, an additional annual maintenance charge must be paid for the lot owned by the additional member, and further provided that regardless of the number of additional memberships approved by the Board of Trustees, only one vote shall be cast with respect to any one lot. Each member and the member's spouse and minor children shall be entitled to use the Association's facilities. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the said Bar X Property Owners' Association. Ownership of such property and (i) written designation as the Owner entitled to membership in the Association or (ii) Board of Trustees' approval of an additional membership and payment of the additional maintenance charge required, shall be the only qualifications for membership.

Notwithstanding anything to the contrary contained herein, the Board of Trustees of the Bar X Property Owners' Association shall have the right to elect honorary members of the Association, provided that the number of honorary memberships shall not exceed twenty-five (25) at any one time. Each honorary member shall be elected for a term of one year, and the same person or persons may be re-elected to hold honorary membership for successive years. All facilities of the Association shall be extended to the honorary members and their immediate families. Honorary members shall not have any voting rights.

ARTICLE NINE

The corporation shall have two (2) classes of voting membership:

Class A. Class A members shall be all those members as hereinabove defined with the exception of those members designated below as Class B members. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership and for which they are the designated member. When more than one person holds such interest in any lot, 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 Bar X Ranch, a partnership; Jerry H. Deutser; S. Conrad Weil, Jr.; any corporation owned or controlled by either Jerry H. Deutser or S. Conrad Weil, Jr., or both which at the time of platting thereof is the record owner of the fee title to an entire section of Bar X Ranch; and any individual who at the time of platting

thereof is the record owner of the fee title to an entire section of Bar X Ranch.

So long as any Class B member remains the record owner to any property which is subject to a maintenance charge assessment by the Bar X Property Owners' Association, no member shall be entitled to vote except the Class B members, provided, however, that at any time the Class B members' exclusive voting rights may be relinquished by the unanimous written consent of all Class B members. At such time as the Class B members' exclusive voting rights are so relinquished, or when no Class B member remains as the record owner to property which is subject to a maintenance charge assessment by the Bar X Property Owners' Association, the Class B membership shall cease and be converted to Class A membership and all voting rights shall be vested in the Class A members.

The Class A and Class B members shall have no rights as such to vote as a class, except where required by the Texas Non-Profit Corporation Act.

ARTICLE TEN

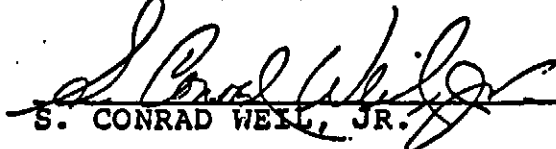
Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated and transferred to an appropriate public agency to be used for purposes similar to those for which this corporation was created or shall be conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, no member thereof shall be entitled to any distribution or division of its remainder property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Supreme Court of the State of Texas as provided by law, exclusively for purposes within those set forth in Article I and within the intentment of either Section 501(c) or Section 528, both of the Internal Revenue Code of 1954 and its regulations as the same now exists or as they may be hereafter amended.

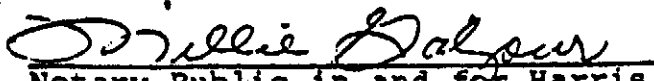
IN WITNESS WHEREOF, we have hereunto set out hands this 11 day of February, 1980.


JERRY H. DEUTSER


WILLIAM SCHMUCK


S. CONRAD WEILL, JR.

SWORN TO on February 11, 1980 by the above named incorporators.


Notary Public in and for Harris
County, T E X A S