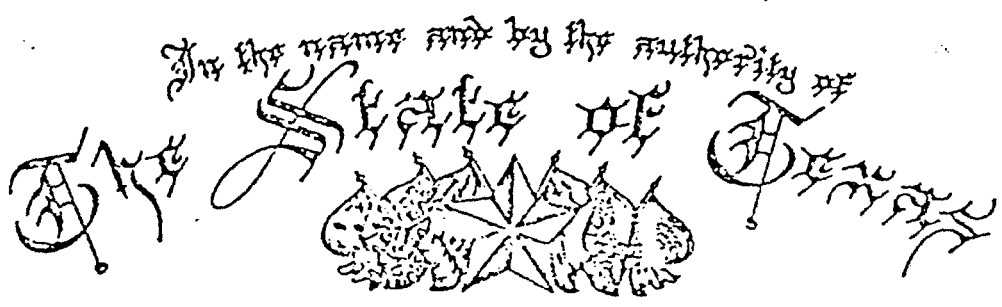


529-92-3837



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

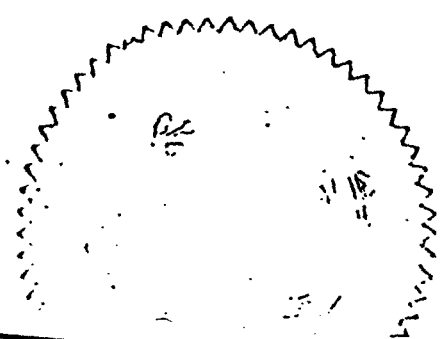
PARKWAY FOREST PROPERTY OWNERS ASSOCIATION, INC.
CHARTER NO. 310557

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 August 3, 1972

[Signature]
Secretary of State



ARTICLES OF INCORPORATION

OF

PARKWAY FOREST PROPERTY OWNERS ASSOCIATION, INC.

WE, THE UNDERSIGNED, being 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 of such corporation:

ARTICLE I

The name of the corporation is "Parkway Forest Property Owners Association, Inc.", hereinafter called the "Association."

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose or purposes for which the Association 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 that certain subdivision known as PARKWAY FOREST, SECTION ONE, in Harris County, Texas, 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 these purposes, and to:

(a) 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 Recorder of Deeds for 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 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 affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other nonprofit 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 (2/3) of each class 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 or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

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 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 member (s) 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 the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1976.

ARTICLE VII

The affairs of the 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>
Howard W. Edmunds	13318 Finerock, Houston, Texas 77024
Ronnie B. Edmunds	13318 Finerock, Houston, Texas 77024
Charles L. Lovell	6126 Coral Ridge, Houston, Texas 77040
David D. Gensmer	5900 N. Braeswood, #222, Houston, Texas 77036
Marie Crawford	29511 Spring Forest Drive, Spring, Texas 77373

At the first annual meeting, the members shall elect one director for a term of one year, two directors for terms of two years, and two directors for terms of three years, and at each annual meeting thereafter the members shall elect directors for terms of three years, as needed.

ARTICLE VIII

The post office address of the initial registered office of the Association is 11947 Tidwell Road, Houston, Texas 77044, and the name of its initial registered agent is Howard W. Edmunds, at this address.

ARTICLE IX

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

ARTICLE I

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

ARTICLE II

The names and street addresses of each incorporator is:

<u>Name</u>	<u>Address</u>
Howard E. Edmunds	13318 Finerock, Houston, Texas 77024
Bonnie B. Edmunds	13318 Finerock, Houston, Texas 77024
Charles L. Lawell	6126 Coral Ridge, Houston, Texas 77040

ARTICLE III

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.

IN WITNESS WHEREOF, we have hereunto set our hand this 21st day of July, 1972.

Howard W. Edmunds
HOWARD W. EDMUNDS

Bonnie B. Edmunds
BONNIE B. EDMUNDS

Charles L. Lawell
CHARLES L. LAWELL

THE STATE OF TEXAS I

COUNTY OF HARRIS I

I, the undersigned authority, Notary Public in and for Harris County, Texas, do hereby certify that on this the 21st day of July, 1972, personally appeared HOWARD W. EDMUNDS, who, being by me first duly sworn, declared that he is one of the persons who signed the foregoing instrument as an incorporator, and that the statements therein contained are true.

In witness whereof I have here unto set my hand and seal the date and year first above written.

Judy Deery
Notary Public in and for
Harris County, Texas

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned authority, Notary Public in and for Harris County, Texas, do hereby certify that on this the 21st day of July, 1972, personally appeared BUNNIE S. EDMOND, who, being by me first duly sworn, declared that she is one of the persons who signed the foregoing instrument as an incorporator, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal the date and year first above written.

J. M. Brown
Notary Public in and for
Harris County, Texas

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, the undersigned authority, Notary Public in and for Harris County, Texas, do hereby certify that on this the 21st day of July, 1972, personally appeared CHARLES L. LASWELL, who, being by me first duly sworn, declared that he is one of the persons who signed the foregoing instrument as an incorporator, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal the date and year first above written.

J. M. Brown
Notary Public in and for
Harris County, Texas

529-92-3843

SECRETARY OF STATE

AUSTIN, TEXAS

DETERMINATION OF FORFEITURE PURSUANT TO ARTICLE 12.17 TAXATION-
GENERAL, VERMONT'S CIVIL STATUTES

CASE to be considered on the date shown hereon, forfeiture of the Charter
or the Certificate of Authority of the following corporation; the Secretary of State
finds and determines the following:

CORPORATION NAME	CHARTER NO.	ISS. FOUNDER	CERTIFICATE OF AUTHORITY FOUNDER
PARKWAY FOREST PROPERTY OWNERS ASSOCIATION, INC.	310557-1		08-31-82

That the Comptroller of Public Accounts has notified this office that said corporation has failed to file a calendar year franchise tax report to establish the existence of assets from which a judgment for the franchise taxes, penalties and court costs may be satisfied.

That the Comptroller of Public Accounts has further stated that the said corporation has failed or refused to revive its right to do business prior to the first day of January next succeeding the date of forfeiture of its right to do business as provided by law.

IT IS THEREFORE ORDERED that the Charter or Certificate of Authority of the above named corporation be and the same is hereby forfeited without judicial ascertainment and made null and void, and that the proper entry be made upon the permanent files and records of such corporation to show such forfeiture as of the date hereof.


Secretary of State