

FILED  
In the Office of the  
Secretary of State of Texas

SEP 13 1977  
*[Signature]*  
Deputy Director, Corporation Division

ARTICLES OF INCORPORATION  
OF  
BRENTWOOD COUNCIL OF CO-OWNERS

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 herein 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 the BRENTWOOD COUNCIL OF CO-OWNERS.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for acquisition, construction, management, maintenance and care of the Council's property at the BRENTWOOD CONDOMINIUM PROJECT on that certain tract of property described on Exhibit "A" attached hereto and made a part hereof, as provided for in the Condominium Declaration hereinafter described, and to promote the health, safety and welfare of the members within the above described Project and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Council of Co-Owners ("Council") as set forth in the Condominium Act (Article 1301a, Revised Civil Statutes of Texas), and in that certain Condominium Declaration, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Condominium Records 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) 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 Council, including all licenses, taxes or governmental charges levied or imposed against the property of the Council;
- (c) 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 Council;
- (d) borrow money, and with the assent of the 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) 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 Co-Owner of a fee or undivided fee interest in any Unit (as defined in the Declaration) shall be a Member of the Council. 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 Unit which is

part of the condominium Project. The word "member" shall be synonymous with the word "Co-Owner" as defined in the Declaration.

ARTICLE VI  
VOTING RIGHTS

Each member shall be entitled to a vote for each Unit owned by such member weighted in accordance with the Unit's interest in the Common Elements as set forth in the Declaration. Cumulative voting is prohibited.

ARTICLE VII  
BOARD OF ADMINISTRATORS

The affairs of this corporation shall be managed by a Board of not less than seven (7) persons, who shall be known as "Administrators", and who shall be members of the Council (except for the initial Administrators named below or their successors prior to the first annual meeting of the members). Subject to such limitation, the number of Administrators shall be fixed by the Condominium Declaration and the By-Laws of the corporation and amendments thereto from time to time, except as to the number of the initial Board of Administrators. No decrease in the number of Administrators at any time shall affect or shorten the term of any incumbent Administrator.

The number of Administrators constituting the initial Board of Administrators of the corporation is seven (7) and the names and addresses of the persons who are to serve as the initial Administrators are:

Name:	Address:
James F. Russell	4543 Post Oak Place Drive, Suite 100 Houston, Texas 77027
Randall B. Rice	4543 Post Oak Place Drive, Suite 100 Houston, Texas 77027
Frank Genzer, Jr.	4543 Post Oak Place Drive, Suite 100 Houston, Texas 77027
Alice Harroff	4543 Post Oak Place Drive, Suite 100 Houston, Texas 77027
Lois Campo	2400 North Braeswood Drive Houston, Texas 77030
Russell T. Bumbalek	2400 North Braeswood Drive Houston, Texas 77030
Molly Jenson	2400 North Braeswood Drive Houston, Texas 77030

#### ARTICLE VIII

##### BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Developer of the condominium Project as provided by the Declaration and may be amended as provided for therein.

#### ARTICLE IX

##### DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by all of the members.

#### ARTICLE X

##### INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered office is 4543 Post Oak Place Drive, Suite 100, Houston, Texas

77057, and the name of the corporation's initial registered agent at such address is Randall B. Rice.

ARTICLE XI

AMENDMENTS

Amendment to these Articles shall require the assent of votes representing 75 percent of the total Units.

ARTICLE XII

INCORPORATORS

The following persons, whose addresses are shown opposite their names, all of whom are citizens of the State of Texas of the age of twenty-one (21) years or more, are the incorporators of this corporation:

Paulina Cook	1415 Fannin Houston, Texas 77002
Susie I. Fillman	1415 Fannin Houston, Texas 77002
Janis Creekmore	1415 Fannin Houston, Texas 77002

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 23rd day of August, 1977.

Paulina Cook  
Paulina Cook

Susie I. Fillman  
Susie I. Fillman

Janis Creekmore  
Janis Creekmore

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Paulina Cook, Susie I. Fillman, and Janis Creekmore, known to me to be the persons whose names are subscribed to the foregoing instrument, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 23rd day of August, 1977.

Sam F. Baskdale  
Notary Public in and for  
Harris County, Texas

EXHIBIT "A"

7.519 Acres (or 327,541 square feet) of land out of the P. W. Rose Survey, A-645, Houston, Harris County, Texas, being all of that certain 10.143 acres of land conveyed to Glenn H. McCarthy by Deed recorded in Vol. 1094, Pg. 734, Harris County Deed Records, Less & Except the following two (2) tracts:

1. 1.651 acres of land described in Deed to the Harris County Flood Control District recorded in Vol. 3171, Pg. 114, Harris County Deed Records.
2. 40,898 square ft. of land described in Judgment recorded in Vol. 6162, Pg. 603, Harris County Deed Records condemning said 40,898 square ft. for the right-of-way of North Braeswood Boulevard.

Said 7.5193 acres of land being described as follows:

BEGINNING at an 1½" iron pipe at the northeast corner of said 10.143 acre tract in the south right-of-way line of Underwood Boulevard, 60 ft. wide, and on a curve in the west right-of-way line of Kelving Drive, 60 ft. wide;

THENCE Southerly with said curve to the left having a radius of 1332.50 ft., a central angle of 2° 18' 24" and an arc length of 53.65 ft. (the chord of said arc bears South 1° 05' 12" West 53.64 ft.) to an 1½" iron pipe at the point of tangency of said curve in said west right-of-way line;

THENCE South 0° 04' East with said right-of-way line 355.00 ft. to an 1½" iron pipe at a point of curve;

THENCE Southwesterly with said right-of-way line along said curve to the right having a radius of 48.20 ft., a central angle of 93° 00' and an arc length of 78.24 ft. (the chord of said arc bears South 46° 26' West 69.93 ft.) to an 1½" iron pipe at the point of tangency in the north right-of-way line of North Braeswood Boulevard, said point being the northeast corner of the above described 40,898 sq. ft. tract;

THENCE North 87° 04' West with the north right-of-way line of North Braeswood Boulevard 196.15 ft. to an 1½" iron pipe at a point of curve;

THENCE Westerly with said north right-of-way line along said curve to the left having a radius of 1313.24 ft., a central angle of 16° 12' 23" and an arc length of 371.46 ft. (the chord of said arc bears South 84° 49' 48" West 370.22 ft.) to an 1½" iron pipe in the west line of said 10.143 acre tract and at the northwest corner of said 40,898 sq. ft. tract.

THENCE North 23° 07' West with said west line 521.02 ft. to an 1½" iron pipe at the northwest corner of said 10.143 acre tract and in the south right-of-way line of Underwood Boulevard;

THENCE North 89° 56' East with said south right-of-way line 820.44 ft. to the PLACE OF BEGINNING; subject to the following:

1. Taxes for the year 1977 and subsequent years.
2. The following lien(s) and all terms, provisions and conditions of the instrument(s) creating or evidencing said lien(s): Vendor's lien retained in Deed dated June 17, 1977, from Harold Farb to Portfolio Management of Texas, Inc., securing Southwestern Savings Association in the payment of one note of even date therewith in the principal sum of \$7,450,000.00, bearing interest and payable as therein provided; additionally secured by Deed of Trust of even date therewith to Rex G. Baker, Jr., Trustee, filed for record in the Office of the County Clerk of Harris County, Texas, on June 17, 1977, under Clerk's File No. F-182469; and by Lease and Rental Assignment filed for record in the Office of the County Clerk of Harris County, Texas, on June 17, 1977, under Clerk's File No. F-182470.
3. a). An unobstructed easement ten feet wide along the north, east and south property lines of subject property for the use of underground distribution systems as granted to Houston Lighting & Power Company and being more particularly described in instrument filed for record under Harris County Clerk's File No. E-739226.  
b). Terms, conditions and provisions of that certain agreement for underground electric system, etc., dated April 9, 1976, filed for record under Harris County Clerk's File No. E-767219, executed by and between Harold Farb Investment and Houston Lighting & Power Company.  
c). Subject to the right of Houston Lighting & Power Company and/or Southwestern Bell Telephone Company to use, operate and maintain, etc., those certain power lines, power poles, guy wires and the necessary appurtenances thereto shown to exist traversing the subject property along the southerly portion of the westerly end of the subject property and angling across the subject property near the center thereof, as shown on survey by Paul A. Lederer, dated May 23, 1977.  
d). Subject to the right of Southwestern Bell Telephone Company to use, operate and maintain, etc., that certain "telephone company box" located near the northwesterly corner of the subject property, all as shown on survey by Paul A. Lederer dated May 23, 1977.