

MAR 14 1984

Clerk C  
Corporations Section

ARTICLES OF INCORPORATION

OF

GALLERIA DIPLOMAT TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

535-83-3741

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is GALLERIA DIPLOMAT TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and its specific and primary purpose is to provide for the preservation and maintenance of a Condominium Project, as provided in the Condominium Declaration of GALLERIA DIPLOMAT TOWNHOMES (hereinafter referred to as the "Declaration"), located in Harris County, Texas. *lll*

2. The general purposes and powers are:

a. To promote the common good, health, safety and general welfare of the residents within the Property;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising

from the Declaration applicable to the Property, as amended from time to time, and recorded or to be recorded in the Condominium Records in the Office of the County Clerk of Harris County, Texas, the Declaration being incorporated herein by reference for all purposes;

c. To enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;

d. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements (as defined in the Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

e. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

f. To acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation;

g. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

h. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause

shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5051 Westheimer, Suite 1600, Houston, Texas, 77056, and the name of its initial registered agent at such address is Frank Hudson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons are:

<u>NAME</u>	<u>ADDRESS</u>
Frank Hudson	5051 Westheimer, Suite 1600 Houston, Texas 77056
Walter F. Worth	5051 Westheimer, Suite 1600 Houston, Texas 77056
Alec Hudson	5051 Westheimer, Suite 1600 Houston, Texas 77056

At the first (1st) annual meeting of the Members of the Association, or any annual meeting thereafter, or special meeting of the Association called for that purpose, the number of Directors may be increased to five (5).

ARTICLE VII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Frank Hudson	5051 Westheimer, Suite 1600 Houston, Texas 77056
Walter F. Worth	5051 Westheimer, Suite 1600 Houston, Texas 77056
Alec Hudson	5051 Westheimer, Suite 1600 Houston, Texas 77056

ARTICLE VIII

## MEMBERSHIP

The authorized number of and qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. 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 subject to assessment by the Corporation.

ARTICLE IX

## DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the Property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set out in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, we have hereunto set our hands this 13 day  
of MARCH, A.D., 1984.

Frank Hudson  
Frank Hudson

535-83-3745 2

FILED  
In the Office of the  
Secretary of State of Texas

JUL 17 1985

Clerk II-1  
Corporations Section

STATEMENT OF RESIGNATION OF REGISTERED AGENT

The name of the corporation to which the resignation notice is to  
be sent is GALLERIA DIPLOMAT TOWNHOMES ASSOCIATION, INC.  
CHARTER NO. 695795  
The undersigned hereby resigns as registered agent of the above  
named corporation.

Written notice of resignation was given to the above named corporation  
MAY 20, 85 (date), by mailing or delivering such notice to  
the corporation at its last known address.

JEFF CRAVEY PH: (713) 781 6974  
6000 REIMS, SUITE 2101  
HOUSTON, TX. 77036

Frank Hudson  
Resigning Registered Agent

FRANK HUDSON  
5051 WESTHEIMER, SUITE 1600, HOUSTON

File Triplicate originals of this notice with the Secretary of State TX. 77056  
within ten days after mailing or delivery of written notice of the  
corporation.

535-83-3746

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH  
BY A TEXAS DOMESTIC CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas

AUG 6 1985

Clerk II-I  
Corporations Section

1. The name of the corporation GALLERIA DIPLOMAT TOWNHOMES  
HOMEOWNERS ASSOCIATION, INC.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 5051 WESTHEIMER #1600  
HOUSTON, TX. 77056
3. The address, including street and number, to which its registered office is to be changed is 6000 REINA #2101  
HOUSTON, TX. 77036  
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is FRANK HUDSON
5. The name of its new registered agent is JEFFREY M. CRAVEY  
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

J. H. Cravey  
President or Vice President

Sworn to 7-29-85  
(date)

Marge H. Smith  
Notary Public

HARRIS County, Texas

MARGE H. SMITH  
Notary Public, State of Texas  
My Commission Expires July 14, 1985

535-83-3747

In the Office of the  
Secretary of State of Texas

AUG 27 1987

Clerk II-G  
Corporations Section

ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION OF GALLERIA DIPLOMAT TOWNHOMES  
HOMEOWNERS' ASSOCIATION, INC., A TEXAS NON-PROFIT CORPORATION

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation to reflect a change in the name of the corporation.

ARTICLE 1. The current name of the corporation is GALLERIA DIPLOMAT TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 2. The following amendment to the Articles of Incorporation was adopted by the corporation on January 12, 1987.

Article I of the Articles of Incorporation is hereby amended so as to read as follows:

The name of the corporation is GALLERIA DIPLOMAT ASSOCIATION, INC.

ARTICLE 3. The amendment was adopted at a meeting of members held on January 12, 1987 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

DATED this 3 day of August, 1987.

GALLERIA DIPLOMAT TOWNHOMES  
HOMEOWNERS' ASSOCIATION, INC.

By: Allan Bruce  
ALLAN BRUCE, President

By: Diann Bruce  
DIANN BRUCE, Secretary

VERIFICATION

STATE OF TEXAS  
COUNTY OF HARRIS

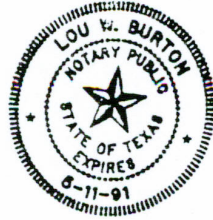
§  
§  
§

Before me, a notary public, on this day personally appeared  
ALLAN BRUCE, President of GALLERIA DIPLOMAT TOWNHOMES HOMEOWNER'S

0079532007  
535-83-3748

ASSOCIATION, INC., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 3rd day of August, 1987.



*Lou W. Burton*  
NOTARY PUBLIC in and for the  
STATE OF TEXAS  
My Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

0079-ho70-0001a



535-83-3749

STATEMENT OF CHANGE OF ADDRESS OF  
REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH,  
OF A TEXAS NON-PROFIT DOMESTIC CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas  
SEP 14 1997

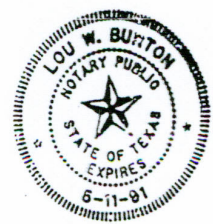
1. The name of the corporation is GALLERIA DIPLOMAT ASSOCIATION, INC. (formerly known as GALLERIA DIPLOMAT TOWNHOMES HOMEOWNERS ASSOCIATION, INC.).
2. The address, including street and number, of its present registered office as shown on the records of the Secretary of the State of Texas prior to filing this statement is 6000 Reims, #2101, Houston, Texas 77036.
3. The address, including street and number, to which its registered office is to be changed is 5301 Hollister, Suite 490, Houston, Texas 77040.
4. The name of its present registered agent, as shown in the records of the Secretary of State of Texas prior to filing this statement is JEFFREY M. CRAVEY.
5. The name of the new registered agent is LOU W. BURTON.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

GALLERIA DIPLOMAT ASSOCIATION,  
INC.  
By: [Signature]  
ALLAN BRUCE, President

STATE OF TEXAS  
COUNTY OF HARRIS

Before me, a notary public, on this day personally appeared ALLAN BRUCE known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 10th day of ~~August~~, 1987.  
Sept.



[Signature]  
NOTARY PUBLIC in and for the  
STATE OF TEXAS  
Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Walter F. Worth  
Walter F. Worth

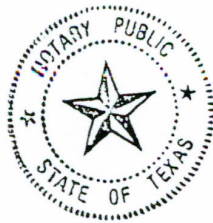
535-83-3750

Alec Hudson  
Alec Hudson

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 13 day of MARCH, A.D., 1984, personally appeared before me Frank Hudson, Walter F. Worth and Alec Hudson, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Gay C. Lee  
Notary Public in and for  
The State of Texas  
My Commission Expires: \_\_\_\_\_

GAY C. LEE  
Notary Public, State of Texas  
My Commission Expires January 25, 1987  
Bonded by Carey C. Shaw

NON-PROFIT  
FILING FEE - \$5.00

0 0 0 9 3 3 0 1 2 2 0

535-83-3751

FILED  
In the Office of the  
Secretary of State of Texas

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH  
BY A TEXAS NON-PROFIT CORPORATION

JUL 8 1988

Corporations Section

1. The name of the corporation is GALLERIA DIPLOMAT ASSOCIATION, INC.

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 5301 Hollister, Suite 490, Houston, TX 77040

3. The address, including street and number, to which its registered office is to be changed is 8323 Southwest Freeway, Suite 330, Houston, TX 77074-1690

(Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Lou Burton

5. The name of its new registered agent is Creative Property Management Co.

(Give new name or state "no change")

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by: (Check One)

A. The Board of Directors.

B. An officer of the corporation so authorized by the Board of Directors.

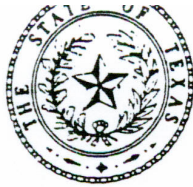
C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Non-Profit Corporation Act.

[Signature]  
President or Vice President

Sworn to [Signature] 27, 1988  
(date)

[Signature]  
Notary Public

[Signature] County, Texas



29181402743  
535-83-3752

FILED  
In the Office of the  
Secretary of State of Texas

The State of Texas  
Secretary of State

MAR 28 1994

JOHN HANNAH, JR.  
SECRETARY OF STATE

Corporations Section  
CHARTER NO. 00695735-C1  
ARTICLE 9.01, T.N.P.C.A. REPORT  
FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

GALLERIA DIPLOMAT ASSOCIATION, INC.

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: 8323 SOUTHWEST FRWY STE 330 HOUSTON, TX 770 (MAKE ANY CHANGES HERE)

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: CREATIVE PROPERTY MANAGEMENT (MAKE ANY CHANGES HERE)

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE IN THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ETC.) AND OFFICERS ARE: (NAME AT LEAST 3)

NAME	TITLE	ADDRESS
Jeffrey Cravey	President	770 S. Post Oak Ln. #505 Hstn 7705
Melba Wilson	Vice President	6000 Rejms. #3509 Hstn TX 77036
Kelly Wert	Vice President	P.O. Box 420235 Hstn TX 77242
George Ciangaru	Secretary	6000 Rejms. #3504 Hstn TX 77036

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED March 23, 19 94

Galleria Diplomat Association, Inc.

NAME OF CORPORATION

BY [Signature] RECEIVED SECRETARY OF STATE

ITS President MAR 28 1994

(TITLE OF OFFICER SIGNING)

CORPORATIONS SECTION MAIL CLERK 10

NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH A \$5.00 FEE.

Office of the  
Secretary of State




535-83-3753  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH BY A CORPORATION,  
LIMITED LIABILITY COMPANY OR LIMITED PARTNERSHIP

FILED  
Office of the  
Secretary of State of Texas

AUG 11 1999

1. The name of the entity is GALLERIA DIPLOMAT ASSOCIATION, INC.  
The entity's charter/certificate of authority/file number is 00695795-01 Corporations Section.
2. The registered office address as **PRESENTLY** shown in the records of the Texas secretary of state is: 8323 SOUTHWEST FREEWAY, SUITE 330, HOUSTON, TX 77074
3. A.  The address of the **NEW** registered office is: (Please provide street address, city, state and zip code. **The address must be in Texas.**)  
\_\_\_\_\_
- OR B.  The registered office address will not change.
4. The name of the registered agent as **PRESENTLY** shown in the records of the Texas secretary of state is CREATIVE PROPERTY MANAGEMENT COMPANY
5. A.  The name of the **NEW** registered agent is CREATIVE MANAGEMENT COMPANY
- OR B.  The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by:  
Business Corporations may select A or B      Limited Liability Companies may select D or E  
Non-Profit Corporations may select A, B, or C      Limited Partnerships select F
- A.  The board of directors; OR  
B.  An officer of the corporation so authorized by the board of directors; OR  
C.  The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Texas Non-Profit Corporation Act.  
D.  Its members  
E.  Its managers  
F.  The limited partnership

  
(Authorized Officer of Corporation)  
(Authorized Member or Manager of LLC)  
(General Partner of Limited Partnership)  
Jeff Douglas

535-83-3754

FILED  
In the Office of the  
Secretary of State of Texas

NOV 10 1999

ARTICLES OF AMENDMENT  
TO THE  
AMENDED ARTICLES OF INCORPORATION  
OF  
GALLERIA DIPLOMAT ASSOCIATION, INC.

Corporations Section

Pursuant to the provisions of Article 1396, Sections 4.01 - 4.05 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Amended Articles of Incorporation.

ARTICLE ONE

The current name of the corporation is GALLERIA DIPLOMAT ASSOCIATION, INC.

ARTICLE TWO

The following amendment to the Amended Articles of Incorporation was adopted by the corporation on September 21, 1999.

The amendment changes Article I of the Amended Articles of Incorporation concerning the name of the corporation. The full text of the provision changed is as follows:

Article I of the Amended Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is DIPLOMAT ASSOCIATION, INC. @ 6000 REIMS.

ARTICLE THREE

The amendment was adopted at a meeting of the Board of Directors held on September 21, 1999, at which a quorum was present. Since the amendment was nonsubstantive, in that the geographical attribution to the name "Galleria" was changed to "6000 Reims", member approval/vote was not necessary. See Article 1396-4.02(A)(4)(d) of the Texas Non-Profit Corporation Act.

DATED this the 26 day of October, 1999.

GALLERIA DIPLOMAT ASSOCIATION, INC.

By: 

Printed Name: Spurgeon Robinson

Its: President