



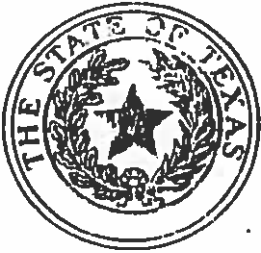
The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF
WLODWAY PLACE ATRIUM CONDOMINIUM ASSOCIATION
CHARTER NUMBER 916890

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED 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 COPY OF THE
ARTICLES OF INCORPORATION.

DATED APR. 30, 1980



W. W. Strake Jr.
Secretary of State
TEA

100450

ARTICLES OF INCORPORATION
OF
WOODWAY PLACE ATRIUM CONDOMINIUM ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas
APR 20 1980
CLERK I.C.
Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a nonprofit, no stock corporation, pursuant to Article 1396, Texas Revised Civil Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is WOODWAY PLACE ATRIUM CONDOMINIUM ASSOCIATION.

ARTICLE II.

The period of the corporation's duration is perpetual.

ARTICLE III.

The corporation is a nonprofit, benevolent corporation formed to promote, improve and protect the health, property, property rights, safety and general welfare of the residents of WOODWAY PLACE ATRIUM CONDOMINIUM, a condominium located in the City of Houston, Harris County, Texas; and, especially to administer, collect, receive, receipt for, expend and contract to expend the funds required and assessed for the maintenance and common expenses incident to the condominium known as WOODWAY PLACE ATRIUM CONDOMINIUM and to act as Managing Agent thereof and therefor with power and authority to encourage compliance with the provisions of the covenants and restrictions contained in and being part of the Declaration and Bylaws of WOODWAY PLACE ATRIUM CONDOMINIUM, and to do or cause to be done all acts and things therein and therefor authorized and required to be done by such Managing Agent of such condominium regime.

ARTICLE IV.

The members of the corporation shall be, and the membership of the corporation shall be composed of, the owners of the 79 individual apartment or condominium units of WOODWAY PLACE ATRIUM CONDOMINIUM, a condominium regime established under the Condominium Act of the State of Texas, and located in Houston, Harris County, Texas, in accordance with the "Condominium Declaration for WOODWAY PLACE ATRIUM CONDOMINIUM," filed for record in the Official Public Records of Real Property of Harris County, Texas.

ARTICLE V.

The manner in which Directors shall be elected is as follows: The owner (or owners) holding record title to each condominium unit in WOODWAY PLACE ATRIUM CONDOMINIUM shall own one (1) membership in the corporation and shall be entitled to one (1) vote in electing Directors and in voting on other matters presented to the members for decision; however, each vote shall be weighted, based upon the percentage of the undivided interest of each unit owner in the general common elements. When a condominium unit or apartment is sold or the ownership and record title thereof transferred in any lawful way, the membership in this corporation relating to said condominium and the right to vote as a member of this corporation shall automatically be transferred with the title to and ownership of such "condominium unit" to the purchaser upon such passage of record title, regardless of whether the conveyance (or other devolution of title by lawful means) does or does not contain words purporting to convey or transfer such membership and whether or not any seller seeks or purports to retain membership or any right thereof. No

part of the revenues of the corporation shall ever inure to the individual benefit of any member and no member of the corporation shall ever be entitled to be paid any dividend of any description from the corporation, or to require any distribution of any of the corporate assets.

VI.

The post office address of its initial registered office is 4544 Post Oak Place, Suite 110, Houston, Texas 77027, and the name of its initial registered agent is ROBERT F. BLAND, 4544 Post Oak Place, Suite 110, Houston, Texas 77027.

VII.

The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the Directors until the first meeting of the shareholders and until their successors are elected and qualified are:

ROBERT F. BLAND	4544 Post Oak Place, #110, Houston, Texas 77027
RONALD F. REILLY	5065 Westheimer, Suite 840, Houston, Texas 77056
ROBERT J. NEWTON	4544 Post Oak Place, #110, Houston, Texas 77027

VIII.

The names and addresses of the Incorporators are:

ROBERT F. BLAND	4544 Post Oak Place, #110, Houston, Texas 77027
RONALD F. REILLY	5065 Westheimer, Suite 840, Houston, Texas 77056
ROBERT J. NEWTON	4544 Post Oak Place, #110, Houston, Texas 77027

IX.

This corporation owns no goods, chattels, lands, rights or credits at this time; consequently, the estimated value thereof is none.

X.

This corporation is a nonprofit corporation and has no capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this 22nd day of April, 1980.


ROBERT F. BLAND

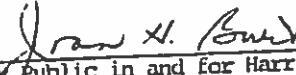

RONALD F. REILLY


ROBERT J. NEWTON

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Joan H. Buhl a Notary Public in and for Harris County, Texas, do hereby certify that on this 22nd day of April, 1980, personally appeared before me, ROBERT F. BLAND, who, being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as an Incorporator and that the statements therein contained are true and correct.


Notary Public in and for Harris County, Texas

JOAN H. BUHL
Notary Public in and for Harris County, Texas
My Commission Expires June 30, 1980

THE STATE OF TEXAS S

COUNTY OF HARRIS S

I, Joan H. Burt, a Notary Public in and for Harris County, Texas, do hereby certify that on this 22nd day of April, 19 88 personally appeared before me, RONALD F. REILLY, who, being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as an Incorporator and that the statements therein contained are true and correct.

Joan H. Burt
Notary Public in and for Harris County, Texas

JOAN H. BURT
Notary Public in and for Harris County, Texas
My Commission Expires June 30, 1990

THE STATE OF TEXAS S

COUNTY OF HARRIS S

I, Joan H. Burt, a Notary Public in and for Harris County, Texas, do hereby certify that on this 22nd day of April, 19 88 personally appeared before me, ROBERT J. NEWION, who, being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as an Incorporator and that the statements therein contained are true and correct.

Joan H. Burt
Notary Public in and for Harris County, Texas

JOAN H. BURT
Notary Public in and for Harris County, Texas
My Commission Expires June 30, 1990

MINUTES OF MEETING OF INCORPORATORS

OF

WOODWAY PLACE ATRIUM CONDOMINIUM ASSOCIATION

On May 1, 1980 at 10:00 o'clock A. M. there was held the meeting of incorporators of Woodway Place Atrium Condominium Association. Present were all of the incorporators in person, appropriate waiver of notice was duly executed and is herewith filed.

On motion duly made and seconded and unanimously approved, Robert F. Bland was elected Chairman and Robert J. Newton was elected Secretary of the meeting.

The Chairman reported that the Charter of the corporation was filed in the office of the Secretary of State of Texas on the 30th day of April, 1980, and that the Certificate of Incorporation of Woodway Place Atrium Condominium Association, had been on said date duly issued, bearing Charter No. 516890, by the Secretary of State of Texas, and presented the original of said Certificate of Incorporation duly signed by said officer with the seal of his office thereto affixed, to the meeting.

And thereupon, upon motion duly made and seconded, it was unanimously resolved to accept said Charter, and the Secretary was instructed to cause the original Certificate of Incorporation to be inserted in the Minute Book of the Association as a permanent record.

The Chairman stated that it was appropriate that officers be elected to serve until October 31, 1981 (or earlier date) until which time, by the terms of the Declaration and By-laws of Woodway Place Atrium Condominium, a Condominium as defined in Declaration placed and appearing of record at Volume 10B, Page 1, et seq. Condominium Records Harris County, Texas, it being specified that the incorporators were to serve as the Board of Managers.

Thereafter, upon appropriate motion, second and unanimous vote, in each case, Robert F. Bland was elected President; Robert J. Newton was elected Secretary-Treasurer.

Further, upon appropriate motion, duly seconded and unanimous adopted, it was

RESOLVED that, (a) the incorporators, being those persons defined to serve as Directors, be authorized to continue to serve as Directors until the "association date" described and defined in the Recorded Declaration and By-laws of Woodway Place Atrium Condominium without compensation; and

(b) the By-laws as recorded with said Declaration be adopted and ratified as the By-laws of this Association.

Thereafter, the matter of a Corporate Banking Account was considered, and upon appropriate motion, second and unanimous vote, it was

RESOLVED that an account in the name of the Corporation be opened at Tanglewood Commerce Bank, Houston, Texas and that appropriate authorization for withdrawals therefrom upon the signature of the President, the Secretary or of Frederic G. Hindle be duly authorized, and customary form resolution and signature cards be executed by the officers to give effect thereto.

The Chairman then reported that the Declarant under the Condominium Declaration for Woodway Place Atrium Condominium had entered into an agreement with Gulf Coast Cable Television dated April 24, 1980, for the purpose of providing Woodway Place Atrium Condominium with a community antenna television system and service of same and that Declarant proposed to assign the Agreement to the Association; said Agreement was read to the meeting and a discussion ensued, whereupon, it was

RESOLVED that Woodway Place Atrium Condominium Association accept the Assignment of said Agreement and undertake the performance of required action therein recited to be performed by "Owner"; that the Directors are authorized to execute said Assignment evidencing the agreement by Woodway Place Atrium Condominium Association to perform the covenants and duties therein recited; and that a copy of said Agreement and Assignment of Agreement be attached hereto and filed in the minute book of the Association.

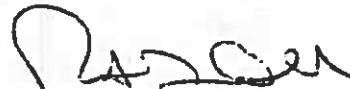
There being no further business before the meeting upon appropriate motion same was adjourned.



, Secretary

WAIVER

We, and each of us, being all of the Incorporators of Woodway Place Atrium Condominium Association, ~~do hereby acknowledge~~ *AM* receipt of notice of the meeting held on the 1st day of May, 1980 of the Incorporators of Woodway Place Atrium Condominium Association, and have and do hereby expressly waive all notice and all formality of notice in connection with such meeting and agree that such meeting might be held at the time and place specified and specifically ratify and confirm all actions recited as having been taken in the minutes hereto attached.



Robert F. Bland, Incorporator



Ronald F. Reilly, Incorporator



Robert J. Newton, Incorporator