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CORPORATE PACKAGE
FOR
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

SEPTEMBER 5, 2001

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CLOSING PACKAGE
FOR
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

SEOTENBER 5, 2001

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ORGANIZATIONAL MINUTES

ACTION OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING
OF
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

The undersigned, being all of the initial directors of Crosby Street Townhomes Association, Inc. (hereinafter designated "Corporation"), a Texas non-profit corporation, hereby consent to the adoption of following resolutions in lieu of an organizational meeting of the directors:

1. ACTION OF DIRECTORS.

We, the undersigned, being all of the initial Directors of Crosby Street Townhomes Association, Inc., a Texas non-profit corporation (the "Corporation") named in the Articles of Incorporation of the Corporation, do by this instrument in writing consent to the following actions and adopt the following resolutions in lieu of an organizational meeting of Directors. Notwithstanding the fact that these actions and resolutions shall become effective as of the date indicated on the signature page hereof, the actions evidenced hereby shall be construed to have occurred in the order indicated herein.

2. ARTICLES OF INCORPORATION.

RESOLVED that the Articles of Incorporation filed in the office of the Secretary of State of Texas on September 5, 2001 are accepted and approved.

3. BYLAWS.

RESOLVED that the Bylaws submitted to and reviewed by the Directors are adopted as the Bylaws of this Corporation and the Secretary shall insert them in the Minute Book.

4. OFFICERS.

RESOLVED that the following individuals are hereby nominated and elected to the corporate offices as indicated below:

Larry S. Davis, President
Sherry Filé Davis, Vice President
Joel S. Davis, Secretary
Larry S. Davis, Treasurer

5. MINUTE BOOK.

RESOLVED that (1) the Minute Book presented to the Directors is approved and adopted, and the action of the Secretary in copying or inserting therein the Articles of Incorporation and the Bylaws is ratified and approved, and (2) the Secretary is instructed to authenticate the Minute Book, to retain custody of it, and to insert therein these actions by the Directors and of other proceedings of the Shareholders and Directors.

6. ACTIONS BY OFFICERS.

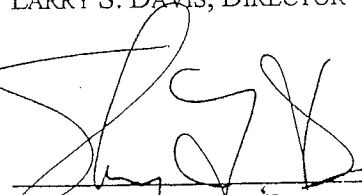
RESOLVED that the officers of the Corporation are authorized and directed to take those actions necessary to effect the hereinabove described activities of the Corporation.

The resolutions contained herein and the actions contemplated hereby are taken by unanimous written consent of the Board of Directors pursuant to Article 9.10, Texas Business Corporation Act.

DATED EFFECTIVE the 5th day of September, 2001.



LARRY S. DAVIS, DIRECTOR



SHERRY FILE DAVIS, DIRECTOR



JOEL DAVIS, DIRECTOR

CLOSING PACKAGE
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SEOTENBER 5, 2001

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CERTIFICATE OF INCORPORATION



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Crosby Street Townhomes Association, Inc.
Filing Number: 800008435

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/05/2001

Effective: 09/05/2001



A handwritten signature in cursive script, reading "Henry Cuellar".

Henry Cuellar
Secretary of State

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FOR
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

SEOTENBER 5, 2001

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ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

SEP 05 2001

Corporations Section

ARTICLES OF INCORPORATION
OF
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is Crosby Street Townhomes Association, Inc., referred to as the "Association."

ARTICLE II
LEGAL STATUS

The Association is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE III
DURATION

The period of the duration of the Association is perpetual.

ARTICLE IV
PURPOSES

The purposes for which the Association is formed are:

- (a) Specifically and primarily to provide an organization consisting of the Owner of a residential townhome regime in order to provide for the management, maintenance, preservation and architectural control of the townhome project located in Harris County, Texas and more particularly described in the Declaration recorded in the Office of the County Clerk of Harris County, Texas.
- (b) Generally:
 - (i) To promote the welfare of the owners of the Association.
 - (ii) To exercise all of the powers and privileges and to perform all of the duties and obligation of the Board of Directors as set forth in the Declaration and Bylaws.

- (iii) To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declarations governing the community and to pay all expenses in connection with such charges or assessments, all office expenses, and all other expenses incidental 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.
 - (iv) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, 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 Association.
 - (v) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.
 - (vi) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.
 - (vii) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.
- (c) Notwithstanding any of the above statements or purposes, the Association 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 Association.

ARTICLE V

ANY SUBDIVISION GUARDS, PATROLMEN, ACCESS CONTROL PERSONNEL, AND ACCESS CONTROL GATES AND WALLS WILL BE PROVIDED TO THE MEMBERS AS A COURTESY ONLY AND THEIR EXISTENCE SHALL NOT BE CONSTRUED AS ANY PROMISE, WARRANTEE, GUARANTEE OR REPRESENTATION OF ANY TYPE OR NATURE OF THE SECURITY OF THE SUBDIVISION OR THAT SUCH SERVICE WILL PREVENT, DETER OR OTHERWISE STOP ANY CRIME, VANDALISM, UNAUTHORIZED ACCESS OR OTHER UNWANTED CIRCUMSTANCE OR EVENT.

BY ACCEPTING TITLE TO THEIR LOT OR TRACT OF LAND, EACH OWNER FOR HIMSELF, HIS FAMILY, GUESTS, INVITEES, TENANTS, SUCCESSORS, AND ASSIGNS HEREBY RELEASES THE DEVELOPER, THE ASSOCIATION, THE ASSOCIATION BOARD OF DIRECTORS, ALL MANAGEMENT COMPANIES, ALL GUARD PATROL OR ACCESS CONTROL SERVICES AND ALL BUILDERS OF ANY AND ALL LIABILITY AND ANY AND ALL CLAIMS OF WHATSOEVER NATURE, HOWSOEVER OCCURRING, KNOWN OR UNKNOWN, FORESEEABLE OR UNFORESEEABLE, NEGLIGENCE, GROSS NEGLIGENCE, OR INTENTIONAL CONDUCT, INCLUDING, BUT NOT LIMITED TO, CLAIMS FOR DAMAGE, INJURY OR LOSS TO PERSONS OR PROPERTY, RESULTING FROM CRIMINAL ACTIVITY, VANDALISM, UNAUTHORIZED ACCESS OR ANY OTHER EVENT GUARDS, PATROL SERVICE, OR ACCESS CONTROL SERVICE, OR

ACCESS CONTROL GATES ARE DESIGNED TO DETER, IT BEING AGREED THAT THE ASSOCIATION AND ITS DEVELOPER AND ITS CONTRACT VENDORS CANNOT PREVENT SUCH OCCURRENCES AND THAT EACH LOT OWNER, THEIR FAMILY, GUESTS, INVITEES, AND TENANTS SHALL BE RESPONSIBLE FOR THEIR OWN SAFETY AND THE SAFETY OF THEIR PROPERTY AND HAS THE OPTION OF OBTAINING THIRD PARTY INSURANCE FOR SAME.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 2472 Bolsover, Suite 240, Houston, Texas 77005 and the name of its initial registered agent is Larry S. Davis.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board is three (3). The number of Directors may not be increased.

The names and addresses of the persons who are to serve as the initial Directors are:

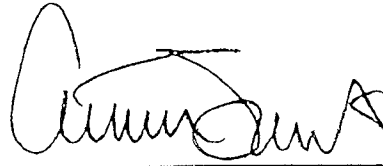
NAME	ADDRESS
Larry S. Davis	2472 Bolsover, Suite 240 Houston, Texas 77005
Sherry File Davis	2472 Bolsover, Suite 240 Houston, Texas 77005
Joel Davis	2472 Bolsover, Suite 240 Houston, Texas 77005

ARTICLE VIII
INCORPORATORS

The name and street address of the incorporator of this Association is:

NAME	ADDRESS
Arthur Fant	DiCecco, Fant & Burman, LLP 1900 West Loop South, Suite 1100 Houston, Texas 77027

IN WITNESS WHEREOF, I have set my hand, this 5 day of September, 2001.



ARTHUR FANT, INCORPORATOR

CLOSING PACKAGE
FOR
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SEOTENBER 5, 2001

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SS4-EMPLOYER IDENTIFICATION NUMBER

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
AUSTIN TX 73301

DATE OF THIS NOTICE: 10-02-2001
NUMBER OF THIS NOTICE: CP 575 F
EMPLOYER IDENTIFICATION NUMBER: 76-0692562
FORM: SS-4
1817140369 0

CROSBY STREET TOWNHOME ASSOCIATION
% ARTHUR FANT
2472 BOLSOVER STE 240
HOUSTON TX 77005

FOR ASSISTANCE CALL US AT:
1-800-829-1040

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

OCT 05 2001

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 76-0692562. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Please use the label IRS provided when filing tax documents. If that isn't possible, use your EIN and complete name and address shown below to identify your account and to avoid delays in processing.

CROSBY STREET TOWNHOME ASSOCIATION
INC
% ARTHUR FANT
2472 BOLSOVER STE 240
HOUSTON TX 77005

If this information isn't correct, please correct it using page 2 of this notice. Return it to the address shown so we can correct your account.

If you want to apply to receive a ruling or a determination letter recognizing your organization as tax exempt, and have not already done so, you should file Form 1023/1024, Application for Recognition of Exemption, with the IRS Ohio Key District Office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply.

Form **SS-4** **Application for Employer Identification Number**

(Rev. December 1995) (For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, certain individuals, and others. See instructions.)

EIN _____
OMB No. 1545-0003

Department of the Treasury
Internal Revenue Service

► Keep a copy for your records.

1 Name of applicant (Legal name) (See instructions.)
Crosby Street Townhome Association, Inc.

2 Trade name of business (if different from name on line 1) _____

3 Executor, trustee, "care of" name
Arthur Fant

4a Mailing address (street address) (room, apt., or suite no.)
2472 Bolsover, Suite 240

5a Business address (if different from address on lines 4a and 4b) _____

4b City, state, and ZIP code
Houston, Texas 77005

5b City, state, and ZIP code _____

6 County and state where principal business is located
Harris County, Texas

7 Name of officer, general partner, grantor, owner, or trustee—SSN required (See instructions.) ► Larry S. Davis 507-66-5434

76-06925602

8a Type of entity (Check only one box.) (See instructions.)

Sole proprietor (SSN) _____ Estate (SSN of decedent) _____

Partnership Personal service corp. Plan administrator-SSN _____

REMIC Limited liability co. Other corporation (specify) ► _____

State/local government National Guard Trust Farmers' cooperative

Other nonprofit organization (specify) ► Townhome Association (enter GEN if applicable) _____

Other (specify) ► _____

8b If a corporation, name the state or foreign country (if applicable) where incorporated

State	Foreign country
<u>Texas</u>	_____

9 Reason for applying (Check only one box.)

Started new business (specify) ► Manage affairs of townhome regime

Banking purpose (specify) ► _____

Changed type of organization (specify) ► _____

Purchased going business

Created a pension plan (specify type) ► _____

Created a trust (specify) ► _____

Other (specify) ► _____

10 Date business started or acquired (Mo., day, year) (See instructions.)
September 5, 2001

11 Closing month of accounting year (See instructions.)
December

12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) _____

13 Highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0". (See instructions.)

Nongovernmental	Agricultural	Household
<u>0</u>	<u>0</u>	<u>0</u>

14 Principal activity (See instructions.) ► Develop Real Estate

15 Is the principal business activity manufacturing? If "Yes," principal product and raw material used _____

Yes No

16 To whom are most of the products or services sold? Please check the appropriate box.

Public (retail) Other (specify) ► _____ Business (wholesale) N/A

17a Has the applicant ever applied for an identification number for this or any other business? Note: If "Yes," please complete lines 17b and 17c.

Yes No

17b If you checked "Yes" on line 17a, give applicant's legal name and trade name shown on prior application, if different from line 1 or 2 above.

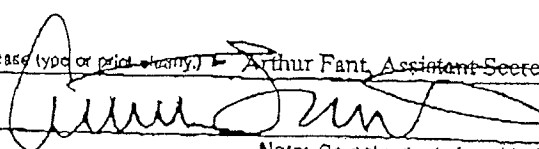
Legal name ► _____ Trade name ► _____

17c Approximate date when and city and state where the application was filed. Enter previous employer identification number if known.

Approximate date when filed (Mo., day, year) _____ City and state where filed _____ Previous EIN _____

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (Please type or print clearly.) ► Arthur Fant, Assistant Secretary

Signature ►  Date ► September 5, 2001

Business telephone number (include area code)
713/961-3366

Fax telephone number (include area code)
713/961-3260

Note: Do not write below this line. For official use only.

Please leave blank ►	Gov.	Ind.	Class	Size	Reason for applying

CLOSING PACKAGE
FOR
CROSBY STREET TOWNHOMES ASSOCIATION, INC.

SEOTENBER 5, 2001

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BYLAWS

BYLAWS

OF

CROSBY STREET TOWNHOMES ASSOCIATION, INC.
(A TEXAS NON-PROFIT CORPORATION)

HARRIS COUNTY, TEXAS