



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION

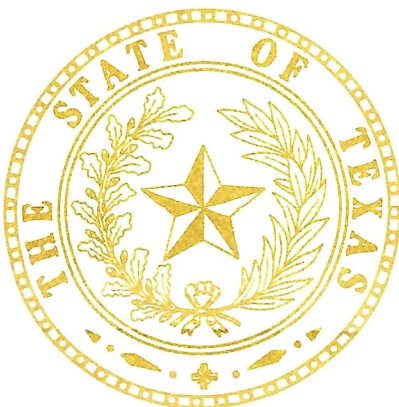
OF

BRIARFOREST OWNERS ASSOCIATION, INC.  
CHAPTER NUMBER 790394

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 THE SECRETARY BY LAW, HEREBY ISSUES  
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE  
ARTICLES OF INCORPORATION.

DATED MAR. 20, 1986



A handwritten signature in black ink, appearing to read "W. Daniel".

Secretary of State

ARTICLES OF INCORPORATION

OF

BRIARFOREST OWNERS ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas

MAR 24 1986

Office of  
Corporations Section

We the undersigned natural persons of the age of eighteen 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 as Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is BRIARFOREST OWNERS ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE TWO

NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are to provide for maintenance, preservation and architectural control of the residential lots and Common Properties within that certain residential subdivision known as Briarforest or any other areas created by the dedication of additional property to the subdivision, and to promote the recreation, 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 this Association for this purpose 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 County Clerk 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property by the Association;
- (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 Association;
- (d) ~~borrow money, and with the assent of members entitled to cast not less than two-thirds (2/3) of the votes of members~~ to 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 any part of the Common Properties to any public agency, authority, or utility for any service to the property above described and any additions thereto, or any part thereof, in accordance with the terms and provisions of the Declaration;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of members, or as may be provided for in said Declaration;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

#### ARTICLE FIVE

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by 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 SIX

VOTING RIGHTS

The Association shall have one class of voting membership.

Members shall be all Owners 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.

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of this Association for the year 1986 shall be managed by a Board of three (3) 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 members of the initial board of directors, or their successors, shall serve until January 1, 1987. In case of the resignation, death, or failure, incapacity, or refusal to serve of any of the said initial directors prior to said time, the remaining directors may nominate a substitute director or directors to be approved by the vote of the membership to serve the remainder of said period. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

At each annual meeting thereafter the members shall elect directors as terms are completed for terms of three years.

ARTICLE EIGHT

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to 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 NINE

AMENDMENTS

Amendment of these Articles shall require the assent of three-fourths (3/4) of the votes of the entire membership. Should any amendment conflict with the Declaration, the Declaration shall be deemed controlling.



ARTICLE TEN

REGISTERED AGENT

The street address of the initial registered office of the corporation is 1202 Briar Bayou, Houston, Texas 77077, and the name of its registered agent at such address is JOHN RICHARDS.

ARTICLE ELEVEN

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

1. JACK T. CHILES  
1314 Briar Bayou  
Houston, Texas 77077
2. JOHN RICHARDS  
1202 Briar Bayou  
Houston, Texas 77077
3. MARGO DANIEL  
1315 Briar Bayou  
Houston, Texas 77077


ARTICLE TWELVE


INCORPORATORS


The name and street address of each incorporator is:

1. JACK T. CHILES  
1314 Briar Bayou  
Houston, Texas 77077
2. JOHN RICHARDS  
1202 Briar Bayou  
Houston, Texas 77077
3. MARGO DANIEL  
1315 Briar Bayou  
Houston, Texas 77077

IN WITNESS WHEREOF, we have hereunto set our hands, this 17 day of March, A.D., 1986.

  
\_\_\_\_\_  
JACK T. CHILES

  
\_\_\_\_\_  
JOHN RICHARDS

  
\_\_\_\_\_  
MARGO DANIEL

WNA/bk1  
WNA1.2

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Carol McHutt, a Notary Public, do hereby certify that on this 17 day of March, A.D., 1986, personally appeared before me, JACK T. CHILES, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Carol McHutt  
Notary Public - State of Texas

My commission expires 9-1-87.

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Carol McHutt, a Notary Public, do hereby certify that on this 17 day of March, A.D., 1986 personally appeared before me, JOHN RICHARDS, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Carol McHutt  
Notary Public - State of Texas

My commission expires 4-7-86.

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, Carol McHutt, a Notary Public, do hereby certify that on this 17 day of March A.D., 1986 personally appeared before me, A. MARGO DANIEL, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Carol McHutt  
Notary Public - State of Texas

My commission expires 9-1-86.

WNA/bkl  
WNA1.2