

FILED
In the Office of the
Secretary of State of Texas

MAY 03 1974

Billy Waller

Deputy Director, Corporation Division

ARTICLES OF INCORPORATION

OF

GREENGATE PLACE HOMEOWNERS ASSOCIATION, INC.

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 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 GREENGATE PLACE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The corporation is in perpetual existence.

ARTICLE IV

The purposes for which the corporation is organized are to provide for the maintenance, preservation and architectural control of the residential lots, houses, and community properties within that certain tract of land in Harris County, Texas, known as Greengate Place Subdivision, being 332.28 acres of land out of the Robert Giles One Third League Survey, Abstract 282, Harris County, Texas, and any additions thereto as may hereafter be brought within the jurisdiction of this corporation, and to promote the health, safety, and welfare of the residents within the above-described property.

ARTICLE V

The street address of the initial registered office of the corporation is 815 Walker, Suite 740, Houston, Harris County, Texas, and the name of its initial registered agent at such address is Charles A. Beyer.

ARTICLE VI

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:

William G. Orr
American General Building
2727 Allen Parkway
Houston, Texas 77019;

C. Randolph Curson
Mellie Esperson Building, Suite 740
815 Walker Street
Houston, Texas 77002; and

Charles A. Beyer
Mellie Esperson Building, Suite 740
815 Walker Street
Houston, Texas 77002.

ARTICLE VII

The name and street address of each incorporator is:

William G. Orr
2727 Allen Parkway
Houston, Texas 77019;

C. Randolph Curson
740 Mellie Esperson Building
815 Walker Street
Houston, Texas 77002; and

Charles A. Beyer
740 Mellie Esperson Building
815 Walker Street
Houston, Texas 77002.

ARTICLE VIII

Every person or entity who is a record owner of a fee or undivided fee interest in any assessable tract in Greengate Place Subdivision 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 assessable tract.

ARTICLE IX

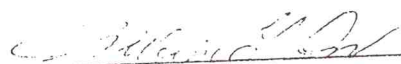
The Association shall have two classes of voting membership:

Class A. Class A members shall be the owners of the assessable tracts in Greengate Place Subdivision and shall be entitled to one vote for each assessable tract owned. When more than one person holds an interest in any assessable tract, all such persons shall be members. The vote for such assessable tract shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any assessable tract.

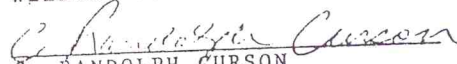
Class B. The Class B member shall be Treaschwig (the Declarant in the Declaration) and shall be entitled to three (3) votes for each assessable tract owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) At Midnight on December 31, 1983.

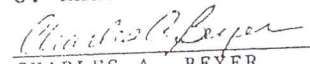
IN WITNESS WHEREOF, we have hereunto set our hands at Houston, Harris County, Texas, this twenty-fifth day of April, 1974 A. D.



WILLIAM G. ORR

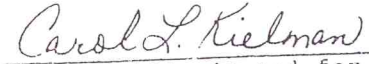


C. RANDOLPH EURSON



CHARLES A. BEYER

SUBSCRIBED AND SWORN to before me by the said WILLIAM G. ORR, on this 25th day of April, 1974, to certify which, witness my hand and seal of office.



Notary Public in and for
Harris County, Texas.

SUBSCRIBED AND SWORN TO before me by the said
C. RANDOLPH CURSON and CHARLES A. BEYER on this twenty-fifth
day of April, 1974 A. D., to certify which, witness my hand and
seal of office.

Alice Kendrick
Notary Public in and for
Harris County, Texas.

THE STATE OF TEXAS X
COUNTY OF HARRIS X

I, Carol L. Kielman, a Notary Public, do hereby
certify that on the twenty-fifth day of April, 1974, personally
appeared before me William G. Orr, who 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 hereunto set my hand and seal the
day and year above written.

Carol L. Kielman
Notary Public in and for
Harris County, Texas.

THE STATE OF TEXAS X
COUNTY OF HARRIS X

I, Alice Kendrick, a Notary Public, do hereby
certify that on the twenty-fifth day of April, 1974, personally
appeared before me C. Randolph Curson and Charles A. Beyer, 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 hereunto set my hand and seal the
day and year above written.

Alice Kendrick
Notary Public in and for
Harris County, Texas.