



The State of Texas
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

NORTHSRING COMMUNITY IMPROVEMENT ASSOCIATION

Articles of Incorporation

January 22, 1973



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

4th day of March A. D. 19 80

KW Strake, Jr.
Secretary of State

North Spring
CIA

ARTICLES OF INCORPORATION
OF
NORTHSPRING
COMMUNITY IMPROVEMENT ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

JAN 22 1973

Bill Zimmerman

Secretary Director, Corporations Division

We, the undersigned and 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

CORPORATE NAME

The name of the corporation is NORTHSPRING COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

The corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Covenants, Conditions and Restrictions applicable to NORTHSPRING, SECTION ONE, a subdivision in Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within the above-described property and to

1. 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 Map Records 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;

2. 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 of the Association; and

3. have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

The street address of the initial registered office of the corporation is c/o Johnson-Loggins, Inc., 1600 First City East Building, 1111 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Larry D. Johnson.

ARTICLE VI

TRUSTEES

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of their successors are:

Larry D. Johnson	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Glenn W. Loggins	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
R. E. Reamer	1600 First City East Building 1111 Fannin Street Houston, Texas 77002

Eugene A. Barbles

Post Office Box 66609
Houston, Texas 77006

Jim Box

1600 First City East Building
1111 Fannin Street
Houston, Texas 77002

At the first annual meeting beginning in 1973 the members shall elect one trustee for a term of one year, two trustees for a term of two years, and two trustees for a term of three years; and at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

ARTICLE VIII

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject to a maintenance charge assessment by the Association, including contract sellers, such persons or entities being hereinafter referred to as an "Owner," 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. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE IX

VOTING RIGHTS

The Association shall have two classes of membership:

Class A. Class A members shall be all those Owners as defined in Article VIII with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VIII. When more than one person holds such 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.

Class B. The Class B member shall be Northspring Joint Venture, composed of Johnson-Loggins, Inc. and ASIA, Inc., the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article VIII; provided, however, that 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:

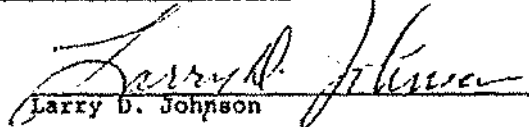
- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on January 1, 1987.

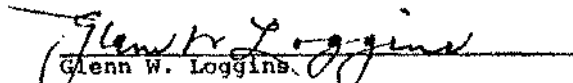
ARTICLE X
DISSOLUTION

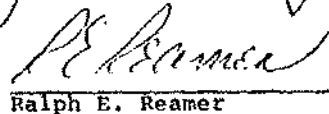
Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3s) of each class of members. So long as there is a Class B membership, dissolution and/or amendment of these Articles must have the prior approval of the Federal Housing Administration or Veterans Administration.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 22nd day of November, 1972.


Larry D. Johnson


Glenn W. Loggins


Ralph E. Reamer

THE STATE OF TEXAS I

COUNTY OF HARRIS I

I, Not Edwards, a Notary Public,
do hereby certify that on this 14th day of December, 1972,
personally appeared before me, Larry D. Johnson, Glenn W. Loggins,
and Ralph E. Reamer, 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 contained therein are true.

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

Not Edwards
Notary Public in and for Harris County,
TEXAS

AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

NORTH SPRING* COMMUNITY
IMPROVEMENT ASSOCIATION

[These amendments to the original Articles of Incorporation of NORTHSPRING COMMUNITY IMPROVEMENT ASSOCIATION, which were filed with the Secretary of State on January 22, 1973, change only those articles specifically referenced herein. All of the original Articles of Incorporation remain effective except where in conflict with these amendments which shall prevail.]*

ARTICLE I

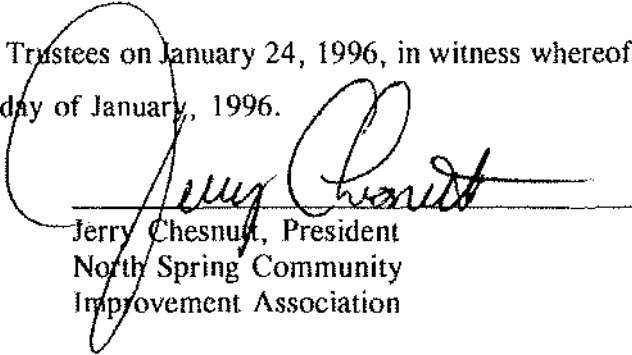
CORPORATE NAME

The name of the corporation is NORTH SPRING COMMUNITY IMPROVEMENT ASSOCIATION. *[*Original articles were filed under NORTHSPRING COMMUNITY IMPROVEMENT ASSOCIATION.]*

ARTICLE V

The street address of the registered office of the corporation is 13700 Veterans Memorial Drive, Suite 252, Houston, Texas 77014 and the name of the registered agent at such address is Thomas Garth, III.

Approved and adopted by the Board of Trustees on January 24, 1996, in witness whereof the undersigned has set his hand this 24 day of January, 1996.


Jerry Chesnut, President
North Spring Community
Improvement Association

STATE OF TEXAS §

COUNTY OF HARRIS §

SIGNED under oath before me, the undersigned authority, on the ____ day of January, 1996.

Notary Public, State of Texas

My commission expires: ___/___/___