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ARTICLES OF INCORPORATION
OF

TIMBERGATE HOMEOWNERS' ASSOCIATION, INC.

FILED
in the Office of the
Secretary of State of Texas
MAY 7 1997
Corporations Section

The undersigned, a natural person of the age of eighteen (18) years or more and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Timbergate Homeowners' Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation organized pursuant to the provisions of the Texas Non-Profit Corporation Act. No part of the income of the Corporation shall inure to the benefit of any of its members or any other individual. The Corporation shall not carry on any activity for the profit of its members, or distribute any gains, profits, or dividends to any of its members or engage, except to an insubstantial degree, in any activities which are not in furtherance of the primary purpose of the Corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The street address of the initial registered office of the Corporation is 800 First City Tower, 1001 Fannin St., Houston,

Texas 77002, and the name of its initial registered agent at such address is Barry J. Palmer.

ARTICLE FIVE

The primary purpose for which the Corporation is formed is to be and constitute the corporation to which reference is made in that certain Supplemental Declaration of Covenants, Conditions and Restrictions for Timbergate, Section One (1) (hereinafter called the "Declaration") recorded or to be recorded in the Office of the County Clerk of Harris County, Texas, as the same may be amended from time to time in accordance with the provisions thereof, to exercise all rights and powers specified in the Declaration, in the Corporation's by-laws (the "By-Laws"), and as provided by law, and to further the interests of the owners of the property subject to the Declaration, and such other property as may hereafter be annexed to the jurisdiction of the Corporation.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the By-Laws, may be exercised by the Corporation's Board of Directors:

A. all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Texas in effect from time to time;

B. all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Declaration, or the By-Laws, including, without limitation, the following:

(i) preparing and adopting annual budgets of the Corporation's expenses;

(ii) making assessments to defray the Corporation's expenses as set forth in the Declaration and collecting such assessments;

(iii) providing for the operation, care, upkeep, and maintenance of certain property and facilities as set forth in the Declaration;

(iv) designating, hiring, and dismissing the personnel necessary for the operation of the Corporation and the maintenance, operation, repair, and replacement of its property and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;

(v) collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to operate the Corporation;

(vi) making and amending rules and regulations;

(vii) opening bank accounts on behalf of the Corporation and designating the signatories required;

(viii) making or contracting for the making of repairs, additions, and improvements to or alterations of the Corporation's property after damage or destruction by fire or other casualty;

(ix) enforcing the covenants, conditions, and restrictions created by the Declaration, and the rules and regulations adopted by the Corporation, and bringing any proceedings which may be instituted on behalf of or against the owners of property subject to the Declaration;

(x) obtaining and carrying insurance against casualties and liabilities as provided in the Declaration, including directors and officers liability insurance, and paying the premium cost thereof;

(xi) paying the cost of all services rendered to the Corporation or its members and not chargeable directly to specific owners;

(xii) keeping books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration, specifying the maintenance and repair expenses and any other expenses incurred;

(xiii) making available (for a reasonable charge) to any prospective purchaser of a portion of the property subject to the Declaration or any mortgagee, and the holders, insurers, and guarantors of a mortgage, current copies of the Declaration, these Articles, the By-Laws, the rules governing such property and all other books, records, and financial statements of the Corporation;

(xiv) permitting utility suppliers and suppliers of other services to use portions of the Corporation's property;

(xv) engaging in activities which will foster, promote, and advance the common interests of the owners of property subject to the Declaration;

(xvi) buying or otherwise acquiring, selling, or otherwise disposing of, mortgaging, or otherwise encumbering, exchanging, leasing, holding, using, operating, and otherwise dealing in and with real and personal property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration, by judicial or nonjudicial means;

(xvii) borrowing money for any purpose subject to such limitations as may be contained in the Declaration or the By-Laws;

(xviii) entering into, making, performing, and enforcing contracts of every kind and description, and doing all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(xix) acting as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(xx) adopting, altering, and amending or repealing such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(xxi) providing or contracting for services benefitting the property subject to the Declaration, including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article.

ARTICLE SIX

The Corporation shall be a membership corporation without certificates or shares of stock. Each and every person, persons, or legal entity who owns a Lot (as defined in the Declaration) within the property subject to the jurisdiction of the Corporation, but excluding any person or entity who holds an interest merely as security for the performance of an obligation or an easement right, a mineral interest or a royalty interest, shall be a member of the Corporation (such person, persons or entities being hereinafter referred to as an "Owner").

ARTICLE SEVEN

The Corporation shall have two classes of membership:

- (a) CLASS A. Class "A" Members shall be all Owners with the exception of the Declarant (as defined in the Declaration). Class "A" Members shall be entitled to one (1) vote for each Lot of which they are the Owner. In the event the Owner of a Lot is one or more persons or entities, the vote for such Lot shall be exercised as those Members among themselves determine but in no event shall more than one vote be cast with respect to each Lot in

which such Members own undivided interests. The vote for such Lot shall be suspended in the event more than one Member seeks to exercise it. The voting rights of a Lot owned by a corporation, a partnership or other entity shall be exercised by the individual designated from time to time by the Owner in a written instrument provided to the Secretary of the Corporation.

(b) CLASS B. The Class "B" Member shall be the Declarant who shall be entitled to three (3) votes for each Lot of which it is the Owner.

The Class "B" membership shall cease and be converted to Class "A" membership on the earlier of (i) the date that the number of Class "A" votes equals the number of Class "B" votes or (ii) on December 31, 2001 or such earlier date as may be established by the Declarant in a written instrument recorded by Declarant.

ARTICLE EIGHT

The Corporation shall act through a board of directors (the "Board of Directors" or the "Board"), which shall manage the affairs of the Corporation as specified in the By-Laws. The Board shall initially contain three (3) members. Members of the Board need not be members of the Corporation. The names and addresses of the initial Board of Directors who are to serve until their successors are appointed or elected are:

- (1) Jim Oster
5200 San Felipe
Houston, Texas 77056-2797
- (2) Bradley R. Freels
5200 San Felipe
Houston, Texas 77056-2797
- (3) Edwin R. Sanford, III
5200 San Felipe
Houston, Texas 77056-2797

The number of directors may be increased by amendment of the Corporation's By-Laws.

The method of election of members of the Board, removal and filing of vacancies, and the term of office of directors shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE NINE

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the authority to adopt, amend or repeal the By-Laws of the Corporation shall vest exclusively in the Corporation's members.

ARTICLE TEN

The Corporation reserves the right to amend or repeal any provision of these Articles in the manner now or hereafter prescribed by law; provided, however, any amendment of these Articles must be approved by two-thirds (2/3rds) vote of each class of the Members of the Corporation who are voting, in person or by proxy, at a meeting duly called for such purposes.

ARTICLE ELEVEN

In the event of the dissolution of the Corporation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TWELVE

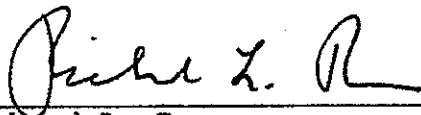
The name and address of the incorporator of the Corporation is:

Richard L. Rose
800 First City Tower
1001 Fannin Street
Houston, Texas 77002

ARTICLE THIRTEEN

The Corporation shall indemnify any person who is or was a director of the Corporation against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by such person in connection with any action, suit, or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been a director or serving at the Corporation's request to the fullest extent permitted by the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, the undersigned has executed these Articles of Incorporation this 6th day of May, 1997.



Richard L. Rose