



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

HERON LAKES TOWNHOME ASSOCIATION, INC.
CHARTER NUMBER 01607455

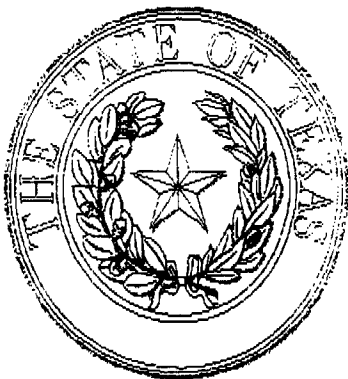
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

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 CORPORATE 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 DEC. 4, 2000

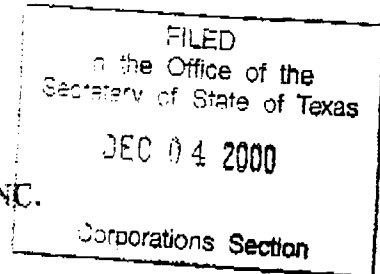
EFFECTIVE DEC. 4, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

ARTICLES OF INCORPORATION
OF
HERON LAKES TOWNHOME ASSOCIATION, INC.



I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is HERON LAKES TOWNHOME ASSOCIATION, INC.

ARTICLE II
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE III
DURATION

The period of the corporation's duration is perpetual.

ARTICLE IV
PURPOSES

The purposes for which the corporation is organized are as follow:

(1) The specific and primary purposes for which this corporation is incorporated are to provide for the management, maintenance, preservation and architectural control of Heron Lakes Town Homes, a subdivision in Harris County, Texas, as set forth in the map or plat thereof recorded among the Official Public Records of Real Property under Clerk's file No. U730121 (the "Property") and any and all lots ("Lots") depicted on the plat thereof. IT SHALL NOT BE ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY AND NEITHER THE CORPORATION, ITS BOARD, THE DEVELOPER OF THE PROPERTY, NOR ANY MANAGING AGENT OF THE PROPERTY, THEIR OFFICERS, DIRECTORS, OR EMPLOYEES SHALL IN ANY WAY BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY OR BE HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

2) The general powers of the corporation are:

(a) enforcement of the terms of the Declaration of Covenants, Conditions, Restrictions, and Easements for HERON LAKES TOWN HOME ASSOCIATION Townhomes recorded among the Official Public Records of Real Property of Harris County, Texas under Clerk's File No. U730121 ("Declaration"), and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length, as well as the restrictive covenants of any other properties brought within the jurisdiction of the corporation;

(b) fixing, levying, collecting, and enforcing payment by any lawful means of 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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(c) acquiring (by gift, purchase or otherwise), owning, holding, improving, building upon, operating, maintaining, conveying, selling, leasing, transferring, dedicating for public use or otherwise disposing of real or personal property in connection with the affairs of the corporation;

(d) borrowing money and mortgaging, pledging, or hypothecating any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicating, selling or transferring all or any part of the Common Area, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participating in mergers and consolidations with other nonprofit corporations organized for the similar purposes or annexing additional residential property and Common Area; and

(g) having and exercising 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.

(3) Notwithstanding any of the foregoing statements of purposes and powers, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article IV. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE V
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 corporation, including contract sellers, shall be a member of the corporation. 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 corporation.

ARTICLE VI
VOTING RIGHTS

The corporation shall have two classes of voting membership:

Class A. Class A Members shall be all those owners as defined in Article V with the exception of the Declarant named in the Declaration or its successor in interest.. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership in Article V. 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 such Lot.

Class B. The Class B Member shall be the Declarant. 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 V; provided, however, that the Class B membership shall cease and be converted to Class A membership on the Election Date as defined in the Declaration.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7910 North Sam Houston Parkway West, Houston, Texas 77064, and the name of its initial registered agent at such address is Moe Nasr.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of three (3) Directors. The number of directors may be changed by amendment of the Bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME	ADDRESS
Moe Nasr	7910 N. Sam Houston Parkway West Houston, Texas 77064
Ernest Loeb	4700 W. Sam Houston Parkway North, Suite 150, Houston, Texas 77041
Jorge Canseco	112 Pecan Street, #1300 San Antonio, Texas 78205

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify any director or former director, officer or former officer of the Association to the fullest extent allowed by the Texas Non-Profit Corporation Act.

ARTICLE X
WRITTEN CONSENT

Provided the provisions of Article 1396-9.10C of the Texas Non-Profit Corporation Act are fully complied with, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of members, directors, or any committee of the Corporation, or any action that may be taken at a meeting of members, directors, or any committee of the Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the Committee were present and voted.

**ARTICLE XI
INCORPORATOR**

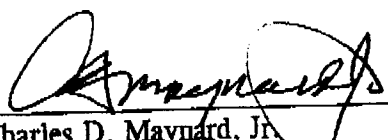
The name and street address of the incorporator is:

NAME	ADDRESS
Charles D. Maynard, Jr.	909 Fannin, Suite 3300 Houston, Texas 77010

**ARTICLE XII
DISSOLUTION**

The corporation may be dissolved with the assent given in writing and signed by Members of the corporation representing not less than sixty-seven percent (67%) of the votes in both Class A and Class B membership as defined in Article VI. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation 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.

IN WITNESS WHEREOF, I have hereunder set my hand, this 30~~th~~ day of November, 2000.

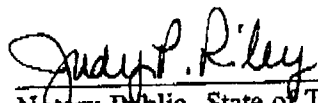


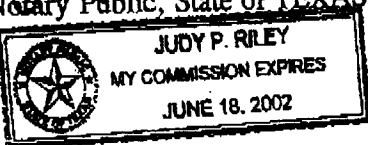
Charles D. Maynard, Jr.

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 30 day of November, 2000, by Charles D. Maynard, Jr. for the purposes and consideration expressed therein.



Notary Public, State of TEXAS

JUDY P. RILEY
MY COMMISSION EXPIRES
JUNE 18, 2002

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