

**DECLARATION OF COVENANTS, CODITIONS AND
RESTRICTIONS FOR BERKELEY PLACE DATED 4/7/1999**

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**ARTICLES OF INCORPORATION
OF
BERKELEY PLACE HOMEOWNERS ASSOCIATION**

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ARTICLES OF INCORPORATION
OF
BERKELEY PLACE HOMEOWNERS ASSOCIATION

FILED
in the Office of the
Secretary of State of Texas
FEB 12 1999
Corporations Section

ARTICLE ONE

The name of the Corporation is Berkeley Place Homeowners Association.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The specific and primary purposes for which the Corporation is organized and formed under the laws of the State of Texas are (i) the collection, expenditure and management of maintenance assessments provided for in any Declaration of Covenants, Conditions and Restrictions as amended from time to time ("Declaration"), to which a planned residential development in Harris County, Texas, known as Berkeley Place is subject, (ii) the enforcement of the Declaration, (iii) providing for the maintenance, preservation and architectural control within Berkeley Place as set forth in the Declaration, (iv) operating, maintaining and improving the Common Area (as defined in the Declaration), and (v) the general overall supervision of all of the affairs of such development and the promotion of the general welfare of the residents within Berkeley Place.

ARTICLE FIVE

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address is as follows:

John C. "Jack" Rose
c/o Westlane Development, Ltd.
13101 Northwest Freeway, Suite 312
Houston, Texas 77040

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

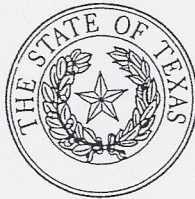
SUBSCRIBED, SWORN TO, AND ACKNOWLEDGED before me this 5th day of February, 1999, by Julie R. Caggiano, to which witness my hand and seal of office.



Jennifer Figge

Notary Public in and for
The State of Texas

RRR-CH



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF
BERKELEY PLACE HOMEOWNERS ASSOCIATION
CHARTER NUMBER 01523415

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 FEB. 12, 1999

EFFECTIVE FEB. 12, 1999



A handwritten signature in black ink, located in the bottom right corner of the page.