

FILED
In the Office of the
Secretary of State of Texas

JUN 19 2002

Corporations Section

**ARTICLES OF INCORPORATION
OF
ENCLAVE AT MILL POINT TOWNHOME ASSOCIATION, INC.**

**ARTICLE ONE
NAME**

The name of the corporation is Enclave at Mill Point Townhome Association, Inc.

**ARTICLE TWO
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation, formed pursuant to the Texas Non-Profit Corporation Act, Article 1396, et seq, Vernon's Texas Civil Statutes (the "Act").

**ARTICLE THREE
DURATION**

The period of duration is perpetual.

**ARTICLE FOUR
PURPOSES**

The purpose for which the corporation is organized is to be the townhome association for a residential townhome development in Montgomery County, Texas.

**ARTICLE FIVE
POWERS**

Except as otherwise provided in these Articles, the corporation shall have all of the powers provided in the Act. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to members, directors and officers for services rendered to or for the corporation in furtherance of one or more of its purposes set forth above, as provided in the bylaws of the corporation.

**ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS**

The corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The corporation shall have no power to take any action prohibited by the Act.

**ARTICLE SEVEN
MEMBERSHIP**

The corporation shall have two classes of members as provided in the bylaws of the corporation.

**ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT**

The street address of its initial registered office is 9575 Katy Freeway, Suite 130, Houston, Texas 77024 and the name of its initial registered agent at such address is Association Management, Inc.

**ARTICLE NINE
BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors are:

Carl W. Bradow, Jr.	7676 Woodway, Suite 104 Houston, Texas 77063
Paul Blackburn	7676 Woodway, Suite 104 Houston, Texas 77063
Judy D. Johnson	7676 Woodway, Suite 104 Houston, Texas 77063

The number of directors may be increased or decreased by adoption or amendment of the bylaws, however the number of directors shall never be less than three. In electing directors, members shall not be permitted to cumulate their votes.

**ARTICLE TEN
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by statute in the State of Texas.

**ARTICLE ELEVEN
INDEMNIFICATION**

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions in the Act governing

indemnification. As provided in the bylaws, the board of directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers and others related to the corporation.

**ARTICLE TWELVE
INCORPORATOR**

The name and address of the incorporator is:

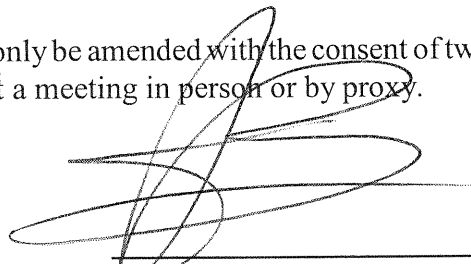
Sarah Ann Powers
Hoover Slovacek LLP
5847 San Felipe, Suite 2200
Houston, Texas 77057

**ARTICLE THIRTEEN
DISSOLUTION**

Upon dissolution, the assets of the corporation shall be dedicated to a public body, or conveyed to a non-profit organization with a similar purpose as the corporation.

**ARTICLE FOURTEEN
AMENDMENT**

These Articles of Incorporation may only be amended with the consent of two-thirds (2/3rds) of the members of the corporation present at a meeting in person or by proxy.



Sarah Ann Powers, Incorporator