

ARTICLES OF INCORPORATION
OF
BEAR BRANCH TRAIL ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

OCT 25 1972

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are citizens of the State of Texas, and all of whom are at least twenty-one (21) years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Bear Branch Trail Association hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 800 Bell Avenue, Houston, Texas.

ARTICLE III

B. P. Pierce, whose address is 800 Bell Avenue, Houston, Texas is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The corporation is a non-profit corporation and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for street lighting, street cleaning and sweeping, esplanade maintenance and maintenance and preservation of the Common Area within that certain 1513.9110 acre tract Bear Branch Village or parcel of land within the Elijah Yotaw Survey, A-823, and the P. Whitty Survey, A-1458, the A. B. Langerman Survey, A-1196, the H. T. and B. R. R. Survey 3, A-1719, the H. T. & B. R. R. Co. Survey No. 5, A-422, the Harrison McLean Survey, A-529, and the John W. Asbury Survey, A-91, Harris County, Texas, said 1513.9110 acres being more particularly described by metes and bounds in Exhibit "A" attached hereto made a part hereof and incorporated herein for all purposes, and to promote the health,

safety and welfare of the residents within the above-described property and all additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) 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 Office of the County Clerk 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;

(b) 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;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer 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. No such dedication or transfer shall be effective unless an instrument has been signed by

two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, apartment, townhouse, patio, or other type of dwelling unit or other land which is subject or hereafter subjected by covenants or instruments of record to assessment by the Association, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot, apartment, townhouse, patio house living unit, or other type of dwelling unit, or land restricted to any other land use which is subject or subjected to assessment by the Association.

In the event that land restricted to specific uses such as commercial or other than for living units, is subjected by covenants or instruments of record to assessment by the Association, the Declarant shall have the right to set separate assessment rates and voting rights for such land; provided that the assessment rate and voting rights shall be set in a fair and equitable ratio to those existing for other land uses.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote

for each Lot, apartment, townhouse, patio house, or other living unit, and one vote or such additional vote fixed by Declarant for each tract of commercial land, or land subjected to other and different specific use restrictions owned by him. When more than one person holds an interest in any Lot, apartment, townhouse, patio house, or other living unit or tract of land, all such persons shall be members. The vote for such Lot, apartment, townhouse, patio house, or other living unit, or tract of land, shall be exercised as they among themselves determine.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot, apartment, townhouse, patio house, or other living unit, or tract of land owned. 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, 1990.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of eleven (11) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

1. J. D. BRUTON, P. O. DRAWER 809, HUMBLE, TEXAS
2. J. C. BYRD, P. O. DRAWER 809, HUMBLE, TEXAS
3. J. Y. CHOU, 800 BELL AVENUE, HOUSTON, TEXAS
4. P. L. CONROY, P. O. DRAWER 809, HUMBLE, TEXAS
5. A. G. SUTTON, III, P. O. DRAWER 809, HUMBLE, TEXAS
6. D. H. GREGG, 800 BELL AVENUE, HOUSTON, TEXAS
7. R. D. LEONHARD, P. O. DRAWER 809, HUMBLE, TEXAS
8. G. B. MITCHELL, P. O. DRAWER 809, HUMBLE, TEXAS
9. C. R. PARISH, P. O. DRAWER 809, HUMBLE, TEXAS

10. H. H. SCOTT, P. O. DRAWER 809, HUMBLE, TEXAS
11. HUBERT SMITH, P. O. DRAWER 809, HUMBLE, TEXAS

At the first annual meeting, the members shall elect four directors for a term of one year, four directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect four directors for a term of three years EXCEPT that at each third annual meeting after the first annual meeting, the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall not be transferred to or received by any individual, but shall, pursuant to a lawful plan of distribution, be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association 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 IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators are:

- J. C. Byrd, P. O. Drawer 809, Humble, Texas
C. R. Parish, P. O. Drawer 809; Humble, Texas
J. D. Bruton, P. O. Drawer 809, Humble, Texas

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 1st day of SEPTEMBER, 1972.

J. C. Byrd
J. C. BYRD

C. R. Parish
C. R. PARISH

J. D. Bruton
J. D. BRUTON

STATE OF TEXAS

COUNTY OF HARRIS

I, Corralee S. Knox, a Notary Public, do hereby certify that on this 1st day of September, 1972, personally appeared before me, J. C. BYRD, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Corralee S. Knox
Notary Public in and for
Harris County, Texas

STATE OF TEXAS

COUNTY OF HARRIS

I, Corralee S. Knox, a Notary Public, do hereby certify that on this 1st day of September, 1972, personally appeared before me, C. R. PARISH, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Corralee S. Knox
Notary Public in and for Harris County, Texas
My Commission Expires 6-1-73

STATE OF TEXAS

COUNTY OF HARRIS

I, Corralee S. Knox, a Notary Public, do hereby certify that on this 1st day of September, 1972, personally appeared before me, J. D. BRUTON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Corralee S. Knox
Notary Public in and for
Harris County, Texas

Corralee S. Knox
Notary Public in and for Harris County, Texas
My Commission Expires 6-1-73

Corralee S. Knox
Notary Public in and for
Harris County, Texas

Corralee S. Knox
Notary Public in and for Harris County, Texas

EXHIBIT "A"

TO ARTICLES OF INCORPORATION OF
BEAR BRANCH TRAILS ASSOCIATION

DESCRIPTION OF BEAR BRANCH VILLAGE

being a tract or parcel of land containing 211.0110 acres, located in the Lillian
Staw Survey, Abstract 325, the P. Hall Survey, Abstract 1458, the H. T. & B.
R. Co. Survey No. 3, Abstract 1719, the H. T. & B. R.R. Co. Survey No. 5, Abstract
22, the Harrison McLean Survey, Abstract 329, the A.B. Langermann Survey, Abstract
196 and the John W. Ashbury Survey, Abstract 91, Harris County, Texas and being more
particularly described by notes and bounds as follows (All bearings referenced to
the Texas Coordinate System South Central Zone.)

BEGINNING at the Northwest corner of Kings Forest, Section One, a subdivision of
record in Volume 13, Page 106, Map Records of Harris County, Texas, being in the
easterly line of Woodland Hills Drive (varying width, recorded in Volume 8506,
Page 136, Deed Records, Harris County, Texas).

THENCE with the easterly line of Woodland Hills Drive, THE FOLLOWING:
N 21° 35' 33" E, at 43.80 feet pass the common line of aforementioned
Votaw and Whitty Surveys and continuing to the beginning of a curve
at 407.95 feet in all;

1529.57 feet along the arc of a curve to the left having a chord which
bears N 17° 52' 13" E, 1523.49 feet, a central angle of 07° 28' 41"
and a radius of 11,719.42 feet to a point for corner on said arc;

N 20° 56' 39" E, 304.43 feet to a point for corner;

N 12° 10' 02" E, 201.54 feet to a point for corner;

THENCE leaving the easterly line of Woodland Hills Drive as described in
aforementioned Volume 8506, Page 136, Deed Records, Harris County, Texas,
N 02° 01' 33" E, 254.66 feet to a point for corner on the arc of a curve
in the easterly line of Woodland Hills Drive as described in aforementioned
Volume 8506, Page 136, Deed Records, Harris County, Texas;

THENCE with the easterly line of said Woodland Hills Drive, along the arc
of a curve to the left having a chord which bears N 04° 09' 45" E, 2566.45
feet, a central angle of 12° 34' 21" and a radius of 11,719.42 feet, at
2232.90 feet pass the common line of aforementioned H. T. & B. R.R. Co.
Survey No. 3 and the A. B. Langermann Survey and continuing to a point
of tangency at 2571.60 feet in all;

THENCE continuing with said easterly line, N 02° 17' 25" W, 1165.63 feet to a
point for corner in the southerly line of proposed North Park Drive
(varying width);

THENCE with the southerly line of proposed North Park Drive, THE FOLLOWING:
N 87° 52' 35" E, at 184.94 feet pass the aforementioned common line
of the H. T. & B. R.R. Co. Survey No. 3 and the H.T. & B. R.R. Co.
Survey No. 5 and continuing to the beginning of a curve at 240.00
feet in all;

555.22 feet along the arc of a curve to the right having a chord which bears S 86° 47' 36" E, 557.41 feet, a central angle of 10° 39' 40" and a radius of 3000.00 feet to a point of reverse curve;

1110.43 feet along the arc of a curve to the left having a chord which bears N 87° 52' 34" E, 1110.00 feet, a central angle of 21° 19' 20" and a radius of 3000.00 feet to a point of reverse curve;

Along the arc of a curve to the right having a chord which bears N 82° 32' 44" E, 557.41 feet, a central angle of 10° 39' 40" and a radius of 3000.00 feet at 529.53 feet pass the common line of aforementioned H.T. & B. R.R. Co. Survey No. 5 and the Harrison McLean Survey and continuing to a point of tangency at 558.22 feet in all;

N 87° 52' 35" E, 1164.78 feet to the beginning of a curve;

988.96 feet along the arc of a curve to the right having a chord which bears S 87° 21' 56" E, 987.82 feet, a central angle of 09° 30' 59" and a radius of 5954.25 feet to a point of compound curve;

450.71 feet along the arc of a curve to the right having a chord which bears S 76° 09' 05" E, 449.75 feet, a central angle of 12° 54' 43" and a radius of 2000.00 feet to a point of reverse curve;

1608.86 feet along the arc of a curve to the left having a chord which bears S 86° 09' 23" E, 1586.82 feet, a central angle of 32° 55' 18" and a radius of 2800.00 feet to a point of reverse curve;

Along the arc of a curve to the right having a chord which bears N 80° 27' 48" E, 214.95 feet, a central angle of 06° 09' 39" and a radius of 2000.00 feet, at 212.07 feet pass the common line of aforementioned McLean and Asbury Surveys and continuing to a point of reverse curve at 215.05 feet in all;

330.00 feet along the arc of a curve to the left having a chord which bears N 81° 44' 47" E, 329.95 feet, a central angle of 03° 35' 41" and a radius of 5260.00 feet to a point for corner in the westerly line of the proposed extension of North Lake Houston Parkway;

THENCE with the westerly line of proposed North Lake Houston Parkway, THE FOLLOWING:

S 11° 28' 02" E, 341.32 feet to the beginning of a curve;

439.81 feet along the arc of a curve to the right having a chord which bears S 10° 21' 38" E, 439.78 feet, a central angle of 02° 12' 49" and a radius of 11,384.16 feet to a point of tangency;

S 09° 15'13" E, 2867.43 feet to the beginning of a curve;

4400.85 feet along the arc of a curve to the left having a chord which bears S 20° 25'40" E, 4470.39 feet, a central angle of 22° 20'53" and a radius of 11,534.16 feet to a point of tangency;

S 31° 36'06" E, 340.00 feet to a point for corner in the northerly line of proposed Kingwood Drive;

THENCE with the Northerly line of proposed Kingwood Drive, THE FOLLOWING:

S 58° 23'54" W, 611.20 feet to the beginning of a curve;

2229.41 feet along the arc of a curve to the right having a chord which bears S 77° 45'08" N, 2187.26 feet, a central angle of 38° 42'28" and a radius of 3300.00 feet to a point of tangency;

N 82° 53'36" W, 787.15 feet to the beginning of a curve;

921.83 feet along the arc of a curve to the left having a chord which bears S 88° 18'11" W, 918.21 feet, a central angle of 17° 36'20" and a radius of 3000.00 feet to a point of tangency;

S 79° 30'02" W, 473.02 feet to the beginning of a curve;

1409.66 feet along the arc of a curve to the right having a chord which bears N 87° 02'17" W, 1396.74 feet, a central angle of 26° 55'22" and a radius of 3000.00 feet to the southeasterly corner of a forementioned Kings Forest, Section One;

THENCE with the North and easterly line of Kings Forest, Section One, THE FOLLOWING:

497.23 feet along the arc of a curve to the left having a chord which bears N 14° 31'03" W, 482.02 feet, a central angle of 49° 19'56" and a radius of 577.50 feet to a point of reverse curve;

376.41 feet along the arc of a curve to the right having a chord which bears N 22° 42'05" W, 370.25 feet, a central angle of 32° 57'52" and a radius of 652.50 feet to a point of reverse curve;

281.01 feet along the arc of a curve to the left having a chord which bears N 16° 34'24" W, 279.48 feet, a central angle of 20° 42'30" and a radius of 777.50 feet to a point of tangency;

N 26° 55'39" W, 138.97 feet to the beginning of a curve;

613.87 feet along the arc of a curve to the right having a chord which bears N 24° 47'47" E, 533.82 feet, a central angle of 103° 26'53" and a radius of 340.00 feet to a point of reverse curve;

62.1.1.1

316.54 feet along the arc of a curve to the left having a chord which bears N 33° 50'00" E, 286.21 feet, a central angle of 91° 22'14" and a radius of 200.00 feet to a point of reverse curve;

80.00 feet along the arc of a curve to the right having a chord which bears N 08° 06'34" W, 75.82 feet, a central angle of 13° 28'53" and a radius of 340.00 feet to a point of reverse curve;

657.55 feet along the arc of a curve to the left having a chord which bears N 50° 17'51" W, 580.50 feet, a central angle of 97° 51'26" and a radius of 385.00 feet to a point of reverse curve;

106.17 feet along the arc of a curve to the right having a chord which bears S 86° 27'33" W, 106.00 feet, a central angle of 11° 22'13" and a radius of 535.00 feet to a point of reverse curve;

Along the arc of a curve to the left having a chord which bears S 68° 32'44" W, 160.13 feet, a central angle of 47° 11'52" and a radius of 200.00 feet at 47.33 feet pass the common line of the aforementioned Whitty and Asbury Surveys and continuing to a point of reverse curve at 164.75 feet in all;

706.28 feet along the arc of a curve to the right having a chord which bears S 82° 45'57" W, 656.10 feet, a central angle of 75° 38'19" and a radius of 535.00 feet to a point of compound curve;

80.00 feet along the arc of a curve to the right having a chord which bears N 44° 08'09" W, 79.06 feet, a central angle of 30° 33'28" and a radius of 150.00 feet to a point of reverse curve;

201.09 feet along the arc of a curve to the left having a chord which bears N 67° 15'43" W, 186.36 feet, a central angle of 76° 48'35" and a radius of 150.00 feet to a point of reverse curve;

112.44 feet along the arc of a curve to the right having a chord which bears N 84° 11'33" W, 109.82 feet, a central angle of 42° 56'55" and a radius of 150.00 feet to a point of reverse curve;

716.89 feet along the arc of a curve to the left having a chord which bears S 87° 04'46" W, 684.15 feet, a central angle of 60° 24'16" and a radius of 680.00 feet to a point of reverse curve;

32.44 feet along the arc of a curve to the right having a chord which bears S 63° 04'22" W, 32.38 feet, a central angle of 12° 23'27" and a radius of 150.00 feet to a point of compound curve;

Description of Bear Branch Village

1245.20 feet along the arc of a curve to the right having a chord which bears N 89° 33' 41" W, 1217.06 feet, a central angle of 42° 20' 26" and a radius of 1685.00 feet to a point of tangency;

N 68° 23' 27" W, at 577.57 feet pass the aforementioned common line of the Votaw and Whitty Surveys and continuing to the POINT OF BEGINNING at 597.00 feet in all and containing 1513.9110 acres of land.