

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

BECKFORD PLACE HOMEOWNERS' ASSOCIATION

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

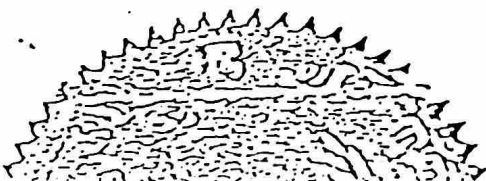
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated APRIL 26, 1977

A handwritten signature in cursive script, likely belonging to the Secretary of State.

Secretary of State

kf



OF
BECKFORD PLACE HOMEOWNERS' ASSOCIATION

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Beckford Place Homeowners' Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 4434 Bluebonnet Drive, Stafford, Texas 77477.

ARTICLE III

The street address of the initial registered office of the corporation is 4434 Bluebonnet Drive, Stafford, Texas, and the name of its initial registered agent at such address is Douglas S. Welker.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

BECKFORD PLACE, North of Bissonnet Street.

Lots 1 - 24, Block 1

Lots 1 - 7, Block 2

Lots 1 - 42, Block 3

Lots 1 - 75, Block 4

Lots 1 - 12, Block 5

Lots 1 - 28, Block 6

Lots 1 - 31, Block 7

BECKFORD PLACE, South of Bissonnet Street

Lots 1 - 33, Block 8

Lots 1 - 46, Block 9

Lots 1 - 80, Block 10

Lots 1 - 70, Block 11

and to promote the health, safety and welfare of the residents within the above-described property and any 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 for Beckford Place, a subdivision in Harris County, Texas, recorded in Volume 247, Page 136, Real Property Records of Harris County, Texas, hereinafter called the "Declaration," 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, and terms used herein shall have the same meaning as in the Declaration;

- (b) fix, levy, collect and enforce payment by any lawful means, all charges and 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 consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation 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 Act of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The membership includes 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 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 which is subject to assessment by the Association.

ARTICLE IV

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 owned. 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

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 owned. The Class B membership shall cease and be converted to Class

membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A

membership equals the total votes outstanding in

the Class B membership; or

(b) on January 1, 1987.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) 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 initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Douglas S. Welker	4434 Bluebonnet Drive, Stafford, Tx.
Michael S. Gavin	4434 Bluebonnet Drive, Stafford, Tx.
Linda B. Cheairs	4434 Bluebonnet Drive, Stafford, Tx.
Jerome R. Hutchins	4434 Bluebonnet Drive, Stafford, Tx.
Jeffrey P. Payson	4434 Bluebonnet Drive, Stafford, Tx.

At the first annual meeting the members shall elect three directors for a term of one year and two directors for a term of two years; and at each annual meeting thereafter the members shall elect three directors in one year and two directors in the next year in continuing sequence, all for a term of office of two 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 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

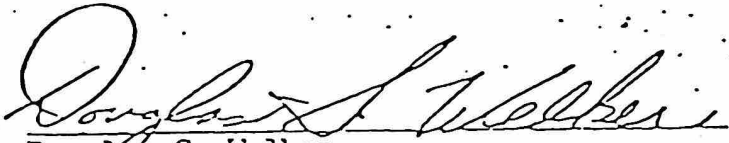
The Association is a non-profit corporation.

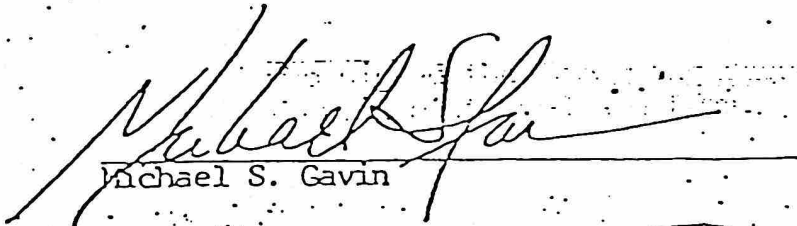
ARTICLE XIII

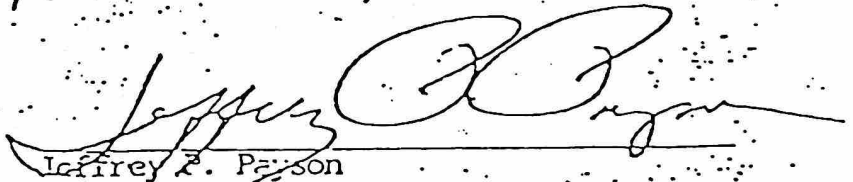
The name and street address of each incorporator is:

Douglas S. Welker	4434 Bluebonnet Drive, Stafford, Texas
Michael S. Gavin	4434 Bluebonnet Drive, Stafford, Texas
Jeffrey P. Payson	4434 Bluebonnet Drive, Stafford, Texas

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 25th day of April, 1977.


Douglas S. Welker


Michael S. Gavin


Jeffrey P. Payson

COUNTY OF FORT BEND

I, Becky L. Pool, a Notary Public, do hereby certify that on this 25th day of April, 1977, personally appeared before me, DOUGLAS S. WELKER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Becky L. Pool
Notary Public in and for Fort Bend
County, Texas

My commission expires: 3-8-79

STATE OF TEXAS

COUNTY OF FORT BEND

I, Becky L. Pool, a Notary Public, do hereby certify that on this 25th day of April, 1977, personally appeared before me, MICHAEL S. GAVIN, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Becky L. Pool
Notary Public in and for Fort Bend
County, Texas

My commission expires: 3-8-79

STATE OF TEXAS §
COUNTY OF FORT BEND §

I, Becky L. Pool, a Notary Public, do hereby certify that on this 25th day of April, 1977, personally appeared before me, JEFFREY P. PAYSON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Becky L. Pool
Notary Public in and for Fort Bend
County, Texas

My commission expires: 3-8-79