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In the Office of the
Secretary of State of Texas

DEC 17 1991

Corporations Section

ARTICLES OF INCORPORATION
OF
KINGS CROSSING TRAIL ASSOCIATION

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned citizen of the State of Texas, being at least eighteen (18) years of age, for the purpose of forming a corporation not for profit, does hereby certify:

ARTICLE I

The name of the corporation is Kings Crossing Trail Association, hereinafter referred to as "Association".

ARTICLE II

The initial registered office of the Association is located at 233 Benmar, Suite 700, Houston, Texas 77060.

ARTICLE III

Nanette R. Peavey, whose address is 233 Benmar, Suite 700, Houston, Texas 77060, 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 (i) for within the area of Kingwood located generally south of the intersection of Kingwood Drive and Lake Houston Parkway subject to the jurisdiction of this Association, to provide for street lighting, cleaning, sweeping, and general maintenance of all of the southerly one-half (1/2) of Kingwood Drive and all of Lake Houston Parkway, mowing and general maintenance of all of the southerly one-half (1/2) of the esplanades within such Kingwood Drive and all of the esplanades within such Lake Houston Parkway, and all the Common Area and recreational facilities owned by the Association, mowing and general maintenance of surface drainage swales in, removal of dead trees and brush from, cleaning out culverts under pathways on, emptying trash and garbage receptacles located in, care of diseased and insect-infested trees, and repairs of pathways and fences in the Common Area, and (ii) to promote the health, safety and welfare of the Owners of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for these purposes 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 the Kings Crossing Trail Association, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Harris County Real Property Records, 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; and 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, except that easements for utility purposes may be approved by the Board of Directors;

(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) Indemnify the Association's officers and directors to the full extent provided by applicable law; and

(h) 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; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to such Act.

ARTICLE V

MEMBERSHIP

Every record Owner, including contract sellers, of a fee or undivided fee interest in any Lot, Parcel, Apartment or tract of Commercial Land (as defined in the Declaration) which is subject to assessment by the Association, 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, Parcel, Apartment or tract of Commercial Land which is subject to assessment by the Association.

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 (1) vote for each Lot or Parcel, one (1) vote for each voting unit for a tract of Commercial Land owned, and two-thirds (2/3) vote for each Apartment owned. When more than one person holds an interest in any Lot, Parcel, Apartment or tract of Commercial Land, all such persons shall be Members. The vote of such Lot, Parcel, Apartment or tract of Commercial Land shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot, or Parcel, or one (1) voting unit with respect to any tract of Commercial Land, or two-thirds (2/3) vote with respect to any Apartment.

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 or Parcel, or three (3) votes for each Voting Unit of Commercial Land owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) January 1, 2000.

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 directors until the selection of their successors are:

1. Elizabeth B. Dantone
233 Benmar, Suite 700, Houston, Texas 77060
2. David M. Reitze
233 Benmar, Suite 700, Houston, Texas 77060
3. Claire Petersen
233 Benmar, Suite 700, Houston, Texas 77060
4. Nanette R. Peavey
233 Benmar, Suite 700, Houston, Texas 77060
5. Richard E. Francis
233 Benmar, Suite 700, Houston, Texas 77060

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect directors for a term of three (3) years to replace directors whose terms of office have expired.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing by not less than two-thirds (2/3) of the votes in 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 Article shall require the assent of two-thirds (2/3) of the votes in the Association.

ARTICLE XI

INCORPORATORS

The name and address of the incorporator is:

J. J. Thompson
233 Benmar, Suite 700
Houston, Texas 77060

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 16th day of December, 1991.

J. J. Thompson
J. J. Thompson

LAW One
TRANS. ll
ADM. ll

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 16th day of December, 1991, by J. J. Thompson, who also declared that he is the person who signed the foregoing document as incorporator and that the statements therein are true.



Cora Lee Casey
Notary Public, State of Texas

My Commission Expires _____