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ARTICLES OF INCORPORATION

OF

RIVER OAKS COUNCIL OF CO-OWNERS

Mark L. Fox
Deputy Director, Corporation Division

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two (2) 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:

RIVER OAKS COUNCIL OF CO-OWNERS

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

- (1) To provide for the administration, management, maintenance, preservation and control of RIVER OAKS GARDENS, a Condominium project located in Houston, Harris County, Texas established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes Article 1301a).
- (2) To exercise and perform all of the obligations and duties of the "Council of Co-Owners" of such Condominium project, as that term is used in the Texas Condominium Act.
- (3) To exercise all powers and perform all duties imposed upon this corporation as agent for all members

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in accordance with the Declaration of Condominium of RIVER OAKS GARDENS as such Declaration may hereafter be amended including, without limitation, to fix, levy, collect and enforce payment by lawful means of all charges or assessments affecting such condominium project; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Condominium and all licenses, franchise taxes, and governmental charges levied or imposed against this corporation or the Common Elements of the Condominium.

(4) In connection with the affairs of such Condominium, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law now or hereafter may exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 50 Briar Hollow Lane, Suite 200 East, Houston, Texas 77027 and the name of its initial registered agent at such address is Wayne B. Duddlesten.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the names and address of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Wayne B. Duddlesten	3005 Del Monte Houston, Texas 77019
Henry Lyngos	627 Chevy Chase Circle Sugarland, Texas 77478
Donald K. Reed	11842 Cedar Pass Drive Houston, Texas 77027

532-49-239

William F. Barkwell

10402 Tenneta
Houston, Texas 77099

Buford J. Couch

1700 Seaspray, Apt. 1239
Houston, Texas 77008

ARTICLE VII

The name and address of each incorporator is:

NAME	ADDRESS
Wayne B. Duddleston	3005 Del Monte Houston, Texas 77019
Henry Lyngos	627 Chevy Chase Circle Sugarland, Texas 77478
Donald K. Reed	11842 Cedar Pass Drive Houston, Texas 77207

ARTICLE VIII

Every person or entity who is a record owner of a Unit or legal interest therein, in RIVER OAKS GARDENS (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be Members of this corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any Unit in RIVER OAKS GARDENS. Ownership of such Unit or interest therein shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

Except as provided herein, there shall be one (1) vote in the affairs of this corporation for each Unit to be included in the Condominium. When more than one (1) person or entity has an interest in a Unit, all such persons shall have, in the aggregate, one (1) vote in the management of the affairs of the corporation and such vote shall be exercised as the Owners of the Unit may among themselves determine as set forth in the Declaration, but, except as provided herein for Duddleston Properties, Inc., a Texas corporation, in no event shall more than one (1) vote be counted with respect to such Unit. Notwithstanding the foregoing, Duddleston Properties, Inc. shall be entitled to four (4) votes for each Unit owned by it (whether or not

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such Unit is completed or ready for occupancy) until such time as the total number of votes exercisable by the Members of this corporation other than Duddleston Properties, Inc. exceeds the number of votes exercisable by Duddleston Properties, Inc. Cumulative voting in the election of Directors or in other exercises of the right to vote is prohibited.

ARTICLE IX

These Articles of Incorporation may be amended only upon the affirmative vote of the holders of three-fourths (3/4ths) of the total number of votes exercisable by the Members of this corporation.

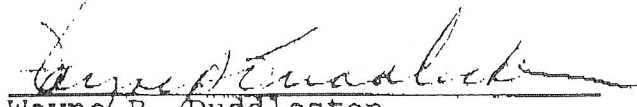
ARTICLE X

All of the powers and prerogatives of the corporation shall be exercised by the original Board of Directors named above until the first meeting of the Members of the corporation. The first meeting of the Members of the corporation shall be called by the initial Board of Directors on ten (10) days notice to the Members at any time, but must be called no later than one hundred twenty (120) days after the time at which at least eighty percent (80%) of the total number of Units to be constructed in the Project have been sold by Duddleston Properties, Inc., deeds therefor delivered and the full purchase price therefor paid.


ARTICLE XI

The By-Laws of the corporation may be altered, amended or repealed only by the affirmative vote of sixty percent (60%) of the total number of votes entitled to be cast by Members upon an amendment thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of November, 1977.


Wayne B. Duddleston


Henry Lyngos


Donald K. Reed

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