

ARTICLES OF INCORPORATION
OF
GARDEN OAKS MAINTENANCE ORGANIZATION, INC.

The undersigned natural person of the age of twenty-one years or more, a citizen of the State of Texas and acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, adopts the following as the Articles of Incorporation for the corporation.

ARTICLE ONE
NAME

The name of the corporation is GARDEN OAKS MAINTENANCE ORGANIZATION, INC.

ARTICLE TWO
NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES AND POWERS

The purpose for which the corporation is organized is to further the common interests of the following subdivisions ("Subdivisions") of Harris County, Texas, which subdivisions exist by the following plats recorded in the Harris County, Texas, Map Records:

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and any other subdivision that elects to place itself within the jurisdiction of, and is accepted by, the corporation for that purpose. The common interests of the Subdivisions include, but are not limited to, collection of assessments, enforcement of deed restrictions, and promotion of the recreation, health, safety, and welfare of the residents and land within the Subdivisions, and for these purposes the corporation is authorized to:

(a) exercise all of the power and privileges and to perform all the duties and obligations of the corporation as set forth in the use restrictions (collectively "Restrictions") applicable to the Subdivisions and recorded in the Real Property Records of Harris County, Texas, as amended from time to time;

(b) fix, levy, collect, and enforce payment of all charges or assessments pursuant to the terms of the Restrictions and pay all expenses in connection with the assessments and incident to the conduct of the business of the corporation, including licenses, taxes, or governmental charges levied or imposed against the corporation or its property;

(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 corporation;

(d) borrow money and, with the consent of owners representing two-thirds of the parcels of land within the Subdivisions, 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 any part of the real property of the corporation to any public agency, authority, or utility for any service to the Subdivisions;

(f) have and exercise all powers, rights and privileges of a property owners association pursuant to Section 204.010 of the Texas Property Code, as amended; and

(g) have and exercise all powers, rights, and privileges of a corporation under the Texas Non-Profit Corporation Act, as amended.

ARTICLE FIVE MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel of land (as defined in the Restrictions) in the Subdivisions will be a member of the corporation. Membership will be appurtenant to and may not be separated from ownership of the parcel of land.

ARTICLE SIX VOTING RIGHTS

Each parcel of land within the Subdivisions is entitled to one vote in the corporation except as otherwise provided in the Restrictions. The vote for each parcel will be exercised as the owners determine in accordance with the Restrictions.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of the corporation will be managed by a Board of not less than three Directors, each of whom must own land within the Subdivisions. The number of directors may be increased or decreased (but may not be decreased to less than three) by amendment of the bylaws of the corporation. The initial Board of Directors will serve until the election of directors at the first annual meeting of the members.

ARTICLE EIGHT
DISSOLUTION

The corporation may be dissolved with the written consent of owners representing two-thirds of the parcels of land within the Subdivisions. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation will be granted, conveyed, and assigned to any other non-profit corporation, association, trust, or other organization to be devoted to similar purposes as the corporation.

ARTICLE NINE
AMENDMENTS

These Articles may be amended with the written consent of owners representing two-thirds of the parcels of land within the Subdivisions.

ARTICLE TEN
REGISTERED AGENT

The street address of the initial registered office of the corporation is 440 Louisiana, Suite 2200, Houston, Harris County, Texas 77002, and the name of its registered agent at such address is Mimi Trueheart.

ARTICLE ELEVEN
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five, and the names and addresses of the persons who are to serve as the initial directors are:

Donna J. Archer
503 W. 32nd Street
Houston, Texas 77018

Margaret Dalton-Jones
1063 W. 42nd Street
Houston, Texas 77018

Louis H. Runge, IV
236 W. 33rd Street
Houston, Texas 77018

Richard Stark
1335 Sue Barnett Drive
Houston, Texas 77018

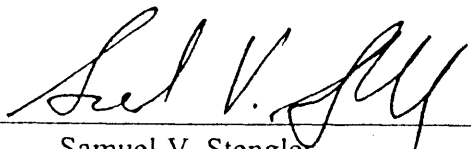
Samuel V. Stengler
710 Sue Barnett Drive
Houston, Texas 77018

ARTICLE TWELVE
INCORPORATOR

The name and street address of the incorporator is:

Samuel V. Stengler
710 Sue Barnett Drive
Houston, Texas 77018

Executed and dated September 27, 2002.



Samuel V. Stengler