

*The first terms are by the authority of*



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

.....  
BROKEN BAYOU, INC.

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 Business 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 AUGUST 24, 1972.....

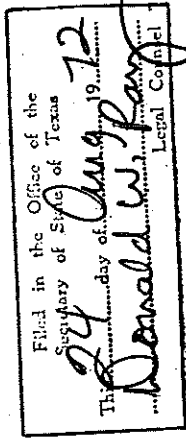
*[Handwritten Signature]*  
Secretary of State



ARTICLES OF INCORPORATION

OF

BROKEN BAYOU, INC.



We, the undersigned natural persons of the age of twenty-one (21) 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 BROKEN BAYOU, INC.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purpose or purposes for which said corporation is organized are for the support of a benevolent undertaking, namely being the conducting of property improvement campaigns, safety campaigns, and health campaigns for the residents of Broken Bayou, a development in Harris County, Texas. To carry out said purposes the said corporation shall, in addition to other powers given to corporations by law, possess the following powers:

(a) The corporation may own all common area in Broken Bayou, Harris County, Texas, common area being all property within the recorded plat of Broken Bayou not specifically designated for building sites, including park and playground areas, landscaped areas, walkways, a private street and parking areas, as reflected on said recorded plat.

(b) The corporation may care for such property as it owns, as well as vacant, unimproved and unkempt building sites in said development, remove and destroy grass, weeds and rodents therefrom and any unsightly and obnoxious thing therefrom and do any other things and perform any labor necessary or desirable in the judgment of this corporation to keep the property,

and the land contiguous and adjacent thereto neat and in good order.

(c) The corporation may perform any and all lawful things and acts which this corporation at any time, and from time to time, shall, in its discretion, deem to be the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.

(d) Any powers and duties exercised by said corporation relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor as agent.

(e) The corporation may provide for garbage and rubbish collection and disposal.

(f) The corporation may collect funds from its members, by assessment or otherwise, for the payment of taxes, charges and assessments levied by governmental bodies against properties owned by the corporation.

(g) The corporation may acquire by gift, purchase, or otherwise own, hold, enjoy, lease, operate, maintain, and convey, sell, lease, transfer, mortgage or otherwise encumber, dedicate for public use, or otherwise dispose of real or personal property in connection with the business of this corporation.

(h) It may expend the moneys collected by this corporation from assessments or charges and other sums received by this corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this corporation in carrying out any or all of the purposes for which this corporation is formed.

(i) The corporation may borrow for the purpose of carrying out the corporate affairs, if the Directors deem such advisable.

#### ARTICLE V.

The corporation shall have members, all of the same class, who shall be the same persons named as incorporators in Article VIII, below. The By-laws of the corporation may provide for additional members, including their manner of election or appointment, and the qualifications and rights of the members, provided that the rights of each member shall be equal to those of each other member.

#### ARTICLE VI.

The street address of the initial registered office of the corporation is 15603 Memorial Drive, Houston, Texas 77024,

and the name of its initial registered agent at such address is  
Henry E. Hood.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Henry E. Hood	15603 Memorial Drive, Houston, Texas 77024
Bonnie A. Hood	15603 Memorial Drive, Houston, Texas 77024
Lew W. Harpold	14318 Heatherfield, Houston, Texas 77024

#### ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Henry E. Hood	15603 Memorial Drive, Houston, Texas 77024
Bonnie A. Hood	15603 Memorial Drive, Houston, Texas 77024
Lew W. Harpold	14318 Heatherfield, Houston, Texas 77024

#### ARTICLE IX.


No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director of the corporation or any individual having a personal or private interest in the activities of the corporation, and the corporation shall not engage in any activity which includes the carrying on of propaganda or otherwise attempting to influence legislation, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.


No gift or contribution of property or funds of the corporation shall be made to any organization which engages in any activity in which the corporation is precluded from engaging or to any person for the purpose of engaging in any such activity.

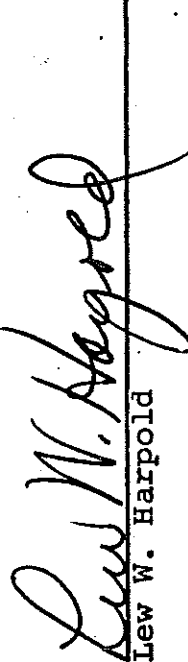
ARTICLE X.

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded from engaging.

IN WITNESS WHEREOF, the parties hereunto have set their hands this 24th day of August, 1972.


  
Henry E. Hood

  
Bonnie A. Hood

  
Lew W. Harpold

THE STATE OF TEXAS)  
COUNTY OF HARRIS)

I, the undersigned Notary Public, do hereby certify that on this the 24th day of August, 1972, personally appeared before me HENRY E. HOOD, BONNIE A. HOOD and LEW W. HARPOLD, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as Incorporators, and that the statements therein contained are true.

  
Notary Public in and for  
Harris County, Texas