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R. S. S. S.
Dep. Sec. of State of Texas

ARTICLES OF INCORPORATION
OF
CLAYTON HOME OWNERS 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 CLAYTON HOME OWNERS ASSOCIATION.

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 the corporation is organized are:

To enforce, supervise, put into effect and otherwise carry out the Declaration of Covenants, Conditions and Restrictions (hereinafter called "the Declaration") for Clayton Sections One and Two Subdivisions in Harris County, Texas (the plats of which are recorded respectively in Volume 238 at page 33 and Volume 247 at page 70 of the Map Records of Harris County, Texas) attached hereto as Exhibit "A" are hereby incorporated by reference, and terms used herein shall have the same meaning as in the Declaration;

To consent, approve, grant permission and otherwise perform all such functions and do any and all things that may be permitted or required by restrictions pertaining to said subdivisions;

To promote and supervise the beautification, care, maintenance and upkeep of said subdivisions;

To own, operate, manage and maintain a swimming pool and other recreational facilities for use by the residents of said subdivisions;

In general, to carry out any other activity in connection with the foregoing and to have and exercise all the powers conferred by the laws of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act and to do any and all other things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE V

The Owner of each Assessable Tract, during the period of his ownership, shall automatically be a Member, and such membership shall be appurtenant to and may not be separated from ownership of the Assessable Tract. Developer, whether or not it is the Owner of an Assessable Tract, shall also be a Member until its membership terminates pursuant to the provisions of Article VI.

ARTICLE VI

The Association shall have the following class or classes of voting membership with the following rights:

CLASS A: The Owners of the Assessable Tracts shall be the Class A Members, and by virtue of such membership, the Owner of each Assessable Tract shall be entitled to one vote in the Association. There shall be no fractional votes. When the Owner of an Assessable Tract consists of more than one person or entity, they shall designate one of their number to cast their one vote with respect to such Assessable Tract.

CLASS B: Developer shall be the sole Class B Member, and by virtue of such membership, shall be entitled to three (3) votes in the association for each Lot owned by Developer. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) On December 31, 1980.

ARTICLE VII

The street address of the initial registered office of the corporation is 9615 Fondren Road, Houston, Texas 77096, and the name of its initial registered agent at such address is James J. Gallagher.

ARTICLE VIII

The affairs of the Association shall be managed by a board of directors. The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial directors are:

R. D. Darnell	6250 Westpark, Suite 210 Houston, Texas 77057
James J. Gallagher	9615 Fondren Road Houston, Texas 77096
P. R. M. Brooks	1200 Milam, Suite 1280 Houston, Texas 77002

ARTICLE IX

The names and addresses of the incorporators are:

Frank Hubert, Jr.	One Shell Plaza Houston, Texas 77002
Fred H. Dunlap	One Shell Plaza Houston, Texas 77002
Fred W. Fulton	One Shell Plaza Houston, Texas 77002

ARTICLE X

Except as may otherwise be provided in the bylaws, the Board of Directors of the Corporation is expressly authorized to alter, amend or repeal the bylaws or to adopt new bylaws for this corporation without any action on the part of the members.

ARTICLE XI

Amendment of these Articles shall require the assent of members entitled to cast not less than ninety percent (90%) of the aggregate of the votes of both classes of membership.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of April, 1977.

Frank Hubert, Jr.
Frank Hubert, Jr.

Fred H. Dunlop
Fred H. Dunlop

Fred W. Fulton
Fred W. Fulton

STATE OF TEXAS §
COUNTY OF HARRIS §

I, Brenda Reed, a Notary Public, do hereby certify that on this 11th day of April, 1977, personally appeared before me Frank Hubert, Jr., Fred H. Dunlop and Fred W. Fulton, who being by me first duly sworn declared that they executed the foregoing document as incorporators of the corporation and that the statements therein contained are true and correct.

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

Brenda Reed
Notary Public in and for
Harris County, Texas

BRENDA REED
Notary Public in and for Harris County, Texas
My Commission Expires May 27, 1978