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Corporations Section

AS PER ORIGINAL

ARTICLES OF INCORPORATION

OF

CINCO COMMERCIAL PROPERTY ASSOCIATION, INC.

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, Tex. Civ. Stat. Ann. art. 1396-1.01, et seq., as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation.

Article 1. Name. The name of the Corporation is Cinco Commercial Property Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Texas Non-Profit Corporation Act Article 1396-1.01, et seq.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the Association to which reference is made in the Cinco Commercial Reserves Declaration of Covenants, Conditions and Restrictions filed for record under Harris County, Texas, Clerk's File No. J816520, and in Volume 1575, Page 1, et seq., of the Official Public Records of Fort Bend County, Texas, and as it may be further amended from time to time (hereinafter the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of Cinco Commercial Property Association, Inc. ("By-Laws"), and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the

Board of Directors:

(a) all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Texas in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(i) to fix, levy, and collect assessments and other charges to be levied against the property subject to the Declaration and to enforce payment thereof by any lawful means;

(ii) to manage, control, operate, maintain, preserve, repair, and improve property subjected to the Declaration or any other property for which the Corporation by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying

out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide or contract for services benefiting the property subject to the Declaration and any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to said Act.

The powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

Article 6. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. The Members shall be divided into classes and entitled to vote in accordance with the By-Laws. The conditions and regulations of membership in the Association, and the designation, rights and privileges of the members

shall be determined and established by the Declaration and the By-Laws of the Association.

Article 7. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such entities, individuals, or committees as it, in its discretion, may determine. The Board shall consist of no less than three (3) and no more than five (5) members. The initial Board of Directors shall consist of the following persons:

John T. Potts
3007 Evergreen Glade
Kingwood, Texas 77339

Travis Stone
7442 Foxtan Place Court
Houston, Texas 77095

Peggy S. Haden
9800 Centre Parkway #100
Houston, Texas 77036

J. F. Jenkins
13915 Emerald Forest Court
Sugar Land, Texas 77478

Wayne McLane
2777 Allen Parkway
Houston, Texas 77019

The method of election, term of office, and method of removal and filling of vacancies shall be as set forth in the By-Laws.

Article 8. Liability of Directors. To the fullest extent permitted by Texas statutes, as the same exist or as they may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article 8 by the Corporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

Article 9. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Texas. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes

similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, notwithstanding the provisions of Article 1396-6.02.A.(3) of the Texas Non-Profit Corporation Act.

Article 10. Amendments. These Articles may be amended as provided by the Texas Non-Profit Corporation Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 11. Registered Agent and Office. The initial registered office of the Corporation is 2777 Allen Parkway, Houston, Texas 77019, and the initial registered agent at such address is Robert C. Thompson.

Article 11. Incorporator. The name and address of the incorporator are as follows:

J. F. Jenkins
13915 Emerald Forest Court
Sugar Land, Texas 77478
(713) 242-6268

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 1990.

J. F. Jenkins
J. F. JENKINS

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