



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION
Charter No. 395026

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit 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 Amendment to the Articles of Incorporation and attaches hereto a duplicate original of the Articles of Amendment.

Dated August 30, 1977

A handwritten signature in cursive script, appearing to read "Mark White".

Secretary of State



AUG 30 1977

ARTICLES OF AMENDMENT

TO

THE ARTICLES OF INCORPORATION OF

Mark L. Sisk
Deputy Director, Corporation Division

ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

The name of the corporation is ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the Members of the corporation on August 12, 1977:

Article X of the Articles of Incorporation is hereby amended and revised in its entirety so as to read as follows:

"ARTICLE X

VOTING RIGHTS

The Association shall have two classes of ownership:

Class A. Class A members shall be all those Owners as defined in Article VIII with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VIII. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Johnson-Loggins, Inc., a Delaware corporation, the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article VIII; provided, however, that 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 equals the total votes outstanding in the Class B membership; or
- (b) on January 1, 1987."

ARTICLE III

A meeting of the members was held on August 12, 1977. There was present at such meeting five members who represented a quorum. The number of members voting in favor of the amendment was five, such number representing at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy were entitled to cast.

Sworn to August 12, 1977.

ATASCOCITA SOUTH COMMUNITY
IMPROVEMENT ASSOCIATION

By: Wallace H. Clapp

President

By: Sherrill Noble

Secretary

SUBSCRIBED AND SWORN TO before me, the undersigned authority,
on this 29th day of August, 1977.

Rose Marie Ellis
Notary Public in and for Harris County,
TEXAS

My Commission expires:

August 17, 1979



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION
CHARTER NUMBER 395026

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, 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 DEC. 15, 1976



Mark N. White Jr.
Secretary of State

PJB

FILED
In the Office of the
Secretary of State of Texas

DEC 15 1976

ARTICLES OF INCORPORATION

OF

Bill Kimbrough

Director, Corporation Division

ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION

We, the undersigned and 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

CORPORATE NAME

The name of the corporation is ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

The corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Covenants, Conditions and Restrictions applicable to ATASCOCITA SOUTH, SECTION ONE, a subdivision in Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within the above described property and to

1. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration."

applicable to the property and recorded or to be recorded in the Map Records of Harris County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and

3. have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

The street address of the initial registered office of the corporation is c/o Johnson-Loggins, Inc., 1600 First City East Building, 1111 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Wallace H. Claypool.

ARTICLE VI

TRUSTEES

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of their successors are:

Wallace H. Claypool	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
J. M. Tipps	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
R. E. Reamer	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Richard Therrien	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Ben M. Dyer	1600 First City East Building 1111 Fannin Street Houston, Texas 77002

At the first annual meeting beginning in 1977 the members shall elect one trustee for a term of one year, two trustees for a term of two years, and two trustees for a term of three years; and at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

ARTICLE VIII

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject to a maintenance charge assessment by the Association, including contract sellers, such persons or entities being hereinafter referred to as an "Owner", shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE X

VOTING RIGHTS

The Association shall have two classes of membership:

Class A. Class A members shall be all those Owners as defined in Article VIII with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VIII. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member shall be Johnson-Loggins, Inc., the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article VIII; provided, however, that 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 January 1, 1986.

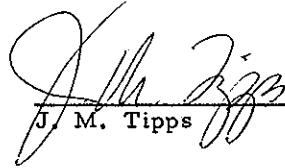
ARTICLE X

DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created or shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3s) of each class of members. So long as there is a Class B membership, dissolution and/or amendment of these Articles must have the prior approval of the Federal Housing Administration or Veterans Administration.

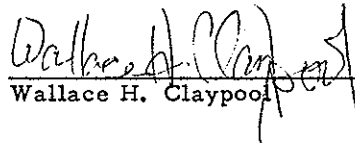
IN WITNESS WHEREOF, we the undersigned, have hereunto set our hand this 13th day of December, 1976.



J. M. Tipps



Dora Parker



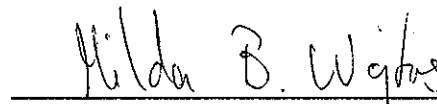
Wallace H. Claypool

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, Milda B. Wijtes, A Notary Public do hereby certify that on this 13th day of December, 1976, personally appeared before me, J. M. Tipps, Dora Parker and Wallace H. Claypool, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

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



Notary Public in and for Harris County
TEXAS