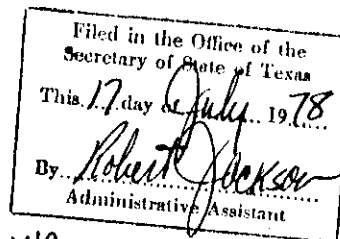


ARTICLES OF INCORPORATION

for

STONE CREEK HOMEOWNERS ASSOCIATION, INC.



We, the undersigned, being natural persons of at least twenty-one years of age, 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 STONE CREEK HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSE

The corporation is being formed for the purposes of providing for maintenance and preservation of the properties subject to the Covenants, Conditions and Restrictions applicable to STONE CREEK, a subdivision in Harris County, Texas, and any additional properties which 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 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 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 777 South Post Oak Road, Suite 800, Houston, Texas 77056 and the name of its initial registered agent at such address is Larry D. Johnson.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be three (3), and the following persons shall serve as the initial Board of Directors until the first annual meeting of the corporation:

Larry Johnson	777 So. Post Oak Rd. Houston, Texas 77056
Dempsey Wattson	777 So. Post Oak Rd. Houston, Texas 77056
Gerald J. Goff	777 So. Post Oak Rd. Houston, Texas 77056

At the first annual meeting beginning in 1979, the members shall elect one director for a term of one year, two directors for a term of two years, and two directors for a term of three years; and at each annual meeting thereafter the members shall elect the number of directors equal to the number of directors whose term expire at such time.

ARTICLE VII

MEMBERSHIP

Every person or entity who is a recorded 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 hereafter 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 VIII  
VOTING RIGHTS

The Association shall have two classes of membership. Class A. Class A members shall be all those owners as defined in Article VII 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 VII. 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 the Declarant as defined in the Declaration, its successors or assigns. 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 VII; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening or 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, 1988.

ARTICLE IX  
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 non-profit 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 (2/3) of each class of members.

ARTICLE X

INCORPORATORS


The names and addresses of the Incorporators, herin are as follows:

Dora Parker, 800 Bell/ Mezzanine, Houston, Texas 77002

Tim Cook, 800 Bell/Mezzanine, Houston, Texas 77002

Donna Muras, 800 Bell/Mezzanine, Houston, Texas 77002

IN WITNESS WHEREOF, we the undersigned have hereunto set our hands this 13th day of July, 1978

~~DORA PARKER~~  
  
\_\_\_\_\_

Donna Muras

THE STATE OF TEXAS X

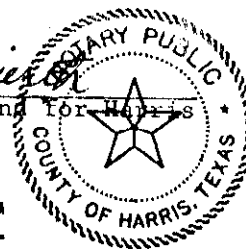
COUNTY OF HARRIS X

I, JOHANNA NIERTH, a Notary Public, do hereby certify that on the 13th day of July, 1978, personally appeared before me TIM COOK, who being by me first duly sworn declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

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

Johanna Nieth  
Notary Public in and for Harris  
County, Texas

JOHANNA NIERTH  
Notary Public in and for Harris County, Texas  
My Commission Expires 1-31-79



THE STATE OF TEXAS X

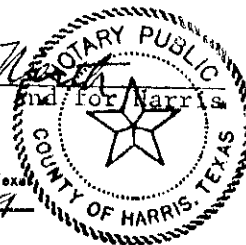
COUNTY OF HARRIS X

I, JOHANNA NIERTH, a Notary Public, do hereby certify that on the 13th day of July, 1978, personally appeared before me DONNA MURKIN, who being by me first duly sworn declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

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

Johanna Nieth  
Notary Public in and for Harris  
County, Texas

JOHANNA NIERTH  
Notary Public in and for Harris County, Texas  
My Commission Expires 1-31-79



THE STATE OF TEXAS X

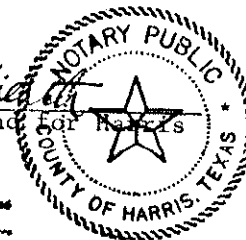
COUNTY OF HARRIS X

I, JOHANNA NIERTH, a Notary Public, do hereby certify that on the 13th day of July, 1978, personally appeared before me DONNA MURKIN, who being by me first duly sworn declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

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

Johanna Nieth  
Notary Public in and for Harris  
County, Texas

JOHANNA NIERTH  
Notary Public in and for Harris County, Texas  
My Commission Expires 1-31-79



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S/C  
HOA

NON-PROFIT



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

STONE CREEK HOMEOWNERS ASSOCIATION, INC.

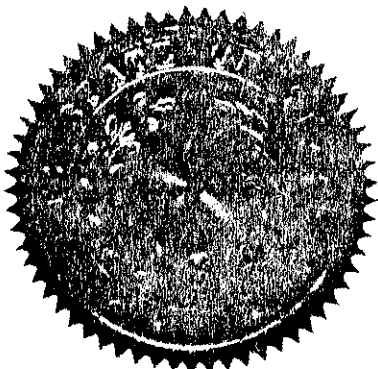
The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to 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 Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated JULY 17, 1978

Secretary of State

cmb



Charter #  
442234-1