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In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

OF

JAN 16 1978

WESTCHASE COUNCIL OF CO-OWNERS

Lorna Salzman

Deputy Director, Corporation Division

We, the undersigned, natural persons of the age of twenty-one (21) years or more, at least two (2) 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:

WESTCHASE COUNCIL OF CO-OWNERS

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

(1) To provide for the administration, management, maintenance, preservation and control of TOWNHOMES AT WESTCHASE, a Condominium project located in Houston, Harris County, Texas established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes Article 1301a).

(2) To exercise and perform all of the obligations and duties of the "Council of Co-Owners" of such Condominium project, as that term is used in the Texas Condominium Act.

(1)

(3) To exercise all powers and perform all duties imposed upon this corporation as agent for all members in accordance with the Declaration of Condominium of TOWNHOMES AT WESTCHASE, as such Declaration may hereafter be amended including, without limitation, to fix, levy, collect and enforce payment by lawful means of all charges or assessments affecting such condominium project; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Condominium and all licenses, franchise taxes, and governmental charges levied or imposed against this corporation or the Common Elements of the Condominium.

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(4) In connection with the affairs of such Condominium, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law now or hereafter may exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 2400 Fountainview, Suite 515, Houston, Texas 77057 and the name of its initial registered agent at such address is William B. Bush, Jr.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the names and address of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
William B. Bush, Jr.	2400 Fountainview, Suite 515 Houston, Texas 77057

OF
COUNTY CLERK

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PLAT OF CO-OWNERS
CERTIFICATE

OF 4 PAGES

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Harry W. Burrow

2400 Fountainview, Suite 515
Houston, Texas 77057

Peter Alandt

2400 Fountainview, Suite 515
Houston, Texas 77057

Dennis D. O'Connor

2400 Fountainview, Suite 515
Houston, Texas 77057

J. David Heaney

2900 South Tower Pennzoil Place
Houston, Texas 77002

ARTICLE VII

The name and address of each incorporator is:

NAME	ADDRESS
William B. Bush, Jr.	2400 Foutainview, Suite 515 Houston, Texas 77057
Harry W. Burrow	2400 Fountainview, Suite 515 Houston, Texas 77057
J. David Heaney	2900 S. Tower Pennzoil Place Houston, Texas 77002

ARTICLE VIII

Every person or entity who is a record owner of a Unit or legal interest therein, in TOWNHOMES AT WESTCHASE (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be Members of this corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any Unit in TOWNHOMES AT WESTCHASE. Ownership of such Unit or interest therein shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

Except as provided herein, there shall be one (1) vote in the affairs of this corporation for each Unit to be included in the Condominium. When more than one (1) person or entity has an interest in a Unit, all such persons shall

have, in the aggregate, one (1) vote in the management of the affairs of the corporation and such vote shall be exercised as the Owners of the Unit may among themselves determine as set forth in the Declaration, but, except as provided herein for Townhomes at Westchase, a Joint Venture between Envilew Corp., a Texas corporation and Venture West Corp., a Texas corporation (the "Developer") in no event shall more than one (1) vote be counted with respect to such Unit. Notwithstanding the foregoing, Developer shall be entitled to four (4) votes for each Unit owned by it (whether or not such Unit is completed or ready for occupancy) until such time as the total number of votes exercisable by the Members of this corporation other than Developer exceeds the number of votes exercisable by Developer. Cumulative voting in the election of Directors or in other exercises of the right to vote is prohibited.

ARTICLE IX

These Articles of Incorporation may be amended only upon the affirmative vote of the holders of three-fourths (3/4ths) of the total number of votes exercisable by the Members of this corporation.

ARTICLE X

All of the powers and prerogatives of the corporation shall be exercised by the original Board of Directors named above until the first meeting of the Members of the corporation. The first meeting of the Members of the corporation shall be called by the initial Board of Directors on ten (10) days notice to the Members at any time, but must be called no later than one hundred twenty (120) days after the time at which at least eighty percent (80%) of the total number of Units to be constructed and made part of the Condominium have been sold by Developer, deeds therefor delivered and the full purchase price therefor paid.

ARTICLE XI

The By-Laws of the corporation may be altered, amended or repealed only by the affirmative vote of sixty percent (60%) of the total number of votes entitled to be cast by Members upon an amendment thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of JANUARY, 1978.

William B. Bush, Jr.
William B. Bush, Jr.

Harry W. Burrow
Harry W. Burrow

J. David Heaney
J. David Heaney

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 9th day of JANUARY, 1978, personally appeared before me William B. Bush, Jr. and Harry W. Burrow, who after being by me duly sworn, declared that they are the persons who signed the foregoing document as incorporators and that the statements contained therein are true and correct.

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

J. A. Martin
Notary Public in and for
Harris County, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 9th day of January, 1978, personally appeared before me Harry W. Burrow, who after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true and correct.

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

S. K. Martin
Notary Public in and for
Harris County, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 9th day of January, 1978, personally appeared before me J. David Heaney, who after being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true and correct.

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

Connie D. Wiatrek
Notary Public in and for
Harris County, T E X A S
CONNIE D. WIATREK
Notary Public in and for Harris County, Texas.
My Commission Expires 2-20-79