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Secretary of State of Texas

DEC 18 1998

Corporations Section

ARTICLES OF INCORPORATION
OF
AUDUBON PLACE HOMEOWNERS CORPORATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, do hereby certify that we are all residents of the State of Texas and citizens of the United States.

We desire to form and serve as incorporators, trustees and initial directors of a Non-Profit Corporation organized under the Texas Non-Profit Corporation Act, as amended.

For this purpose, we hereby adopt the following Articles of Incorporation for the Audubon Place Homeowners Association, Inc. and do hereby further certify:

ARTICLE I

NAME OF THE CORPORATION

This Corporation shall be known as the AUDUBON HOMEOWNERS ASSOCIATION, INC. and by and under such name, it shall transact all its business.

ARTICLE II

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 4719 Backenberry Drive, Friendswood, Texas 77546-3138, and the name of the initial registered agent at such address is Pierre L. Nys.

ARTICLE III

CORPORATE STATUS

The Corporation is a non-profit Corporation. The Corporation is not formed for pecuniary profit and has no capital stock. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, trustees or officers, except to the extent permissible under law.

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ARTICLE IV

POWERS AND PURPOSES OF THE CORPORATION

The Corporation is operated for the benefit of all of the members of the community. The community is herein defined as the Audubon Place subdivision, located in Brazoria County, Texas and recorded in the records of the County at Volume 20, pages 195-196.

The Corporation is a Homeowners Association and is organized as a membership organization for the exclusive purposes of maintaining the common green areas, streets, sidewalks and enforcing the restrictive deed covenants, which are recorded in the Official Records of Brazoria county, Texas in instrument number 98 047501 and to preserve the appearance of the community for the benefit of the members of the community.

In order to fulfill its purposes, the Corporation shall have the power and authority to:

(a) Provide and maintain, to the extent deemed appropriate by the Corporation, the common areas, facilities, and services of overall benefit to Audubon Place members, residents and occupants in general, including, but not limited to, cleaning of the street within the land subject to the jurisdiction of the Corporation; maintain the common areas, including buildings, other facilities, green belts, conservation and landscape easements conveyed to the Corporation; maintain the rights of way of the streets, paths, trails and common areas that are within or adjacent to the boundaries of the Property; and provide other services, facilities, and activities as may be in the community's interest;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses, licenses, taxes or governmental charges levied or imposed against the Property of the Corporation and all other expenses incident to the conduct of the business of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs incurred;

(d) Borrow money, and pledge, deed in trust, or hypothecate any or all of the real or personal property owned by the Corporation as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Corporation's interest to protect the interests of the Corporation. No such dedication or transfer shall be effective unless an instrument has been signed by members holding more than at least two-thirds (2/3) of

Brazoria County, Texas

the votes of each class of members with such instrument indicating their agreement to such dedication, sale or transfer.

(f) Participate in mergers and consolidations with other non-profit Corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of at least two thirds (2/3) of each class of members, unless the Declaration or Bylaws provides otherwise.

(g) Exercise any and all powers, rights and privileges that a non-stock, non-profit Corporation organized under the laws of the State of Texas by law may now or hereafter have or exercise.

(h) Exercise all the powers and privileges and perform all the duties and obligations of the Corporation as set forth in the Declaration applicable to the Property and recorded among the Land Records of Brazoria 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 and made a part hereof;

ARTICLE V

USE OF CORPORATE ASSETS AND CORPORATE ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any of the provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under sections 501(c)(3) or section 528 of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

NO CAPITAL STOCK

This Corporation is not authorized to issue any capital stock and shall not be operated for profit. The Corporation does not anticipate distributing dividends gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Corporation.

ARTICLE VII

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot forming a part of the Property including contract sellers, shall be a member of the Corporation; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of the Property, which is subject to assessment, by the Corporation. Ownership of such Property shall be the sole qualification for membership.

ARTICLE VIII

VOTING RIGHTS

The Corporation shall initially have two (2) classes of voting membership:

Class A: Class A members shall be all the Owners with the exception of Kirby Run Associates, LLC, the Declarant as defined in the Declaration, and shall be entitled to one (1) vote for each Lot as defined in the Declaration. When more than one (1) person holds an 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 (1) vote be cast by a Class A member with respect to any Lot. In the event that a member or members owns more than one Lot, then they shall be entitled for (1) vote per Lot owned. Owners shall have the right to assign their voting rights hereunder to tenants or other persons as they may designate by use of a proxy, fully executed and acknowledged.

Class B: The Class B member shall be Kirby Run Associates, LLC, the Declarant as defined in the Declaration and shall be entitled to five (5) votes for each Lot owned.

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The members of the Corporation shall have no preemptive rights, as such members, to acquire any memberships of this Corporation that may at any time be issued by the Corporation except as may be specifically provided in these Articles of incorporation or the Bylaws of the Corporation.

ARTICLE IX

Board of Directors

A Board initially consisting of three (3) Directors whose names and addresses are hereinafter listed shall manage the affairs of this Corporation. Commencing with the first annual meeting of the Corporation, the Board shall consist of not less than three (3) or more than five (5) Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation. No change in the Number of Directors shall operate to curtail or extend the term of any incumbent Director. The Directors need not be members of the Corporation. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

Pierre L. Nys
4719 Backenberry Drive
Friendswood, Tx. 77546-3138

Anna Marie Nys
4719 Backenberry Drive
Friendswood, Tx. 77546-3138

Melinda J. Castro
13911 Round Oak Court
Houston, TX. 77059-3530

At the first annual meeting, the members shall elect two (2) directors for a term of three years and one (1) director for a period of (2) years; and at annual meetings thereafter, the members shall elect directors for two year terms as needed to maintain Board membership to five (5) directors.

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ARTICLE X

INCORPORATORS & TRUSTEES

The name and street address of each incorporator, trustee is:

Pierre L. Nys
4719 Backenberry Drive
Friendswood, Tx. 77546-3138

Anna Marie Nys
4719 Backenberry Drive
Friendswood, Tx. 77546-3138

ARTICLE XI

AMENDMENTS

Amendment of these articles shall require the assent of Two-thirds (2/3) of the votes OF the Corporation.

ARTICLE XII

DISSOLUTION

The Corporation may be dissolved at an Annual or Special Meeting by a vote of at least two-thirds (2/3) of the members of each Class. Written notice of such proposed action shall be sent to all members not less than twenty-five (25) nor more than fifty (50) days prior to a meeting called for such purpose.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XIII

DURATION

The Corporation shall exist perpetually.

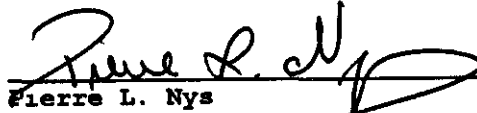
ARTICLE XIV

INDEMNIFICATION AND LIMITATION IN LIABILITY

The Corporation shall indemnify its directors, officers, trustees, employees, and agents to the full extent permitted by the laws of the State of Texas.

Also, the Corporation shall limit the liability of its directors to the full extent permitted by the laws of the State of Texas.

IN WITNESS WHEREOF, for the purpose of forming this Corporation, under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 15th day of DECEMBER, 1998.

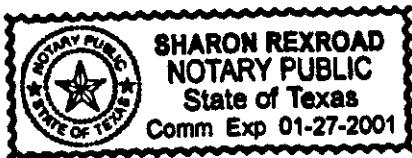

Pierre L. Nys


Anna Marie Nys

State of Texas

County of Galveston

I, the undersigned authority, a Notary Public in and for the State of Texas, do hereby certify that on the 15 th day of December, 1998 personally appeared Pierre L. Nys and Anna Marie Nys who being by me each first duly sworn, each declared that he is one of the persons who signed the foregoing instrument as an incorporator and that the statements therein are true.




Notary Public in and for
The State of Texas

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