



The State of Texas

Secretary of State

1987

CERTIFICATE OF INCORPORATION

OF

BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01048396

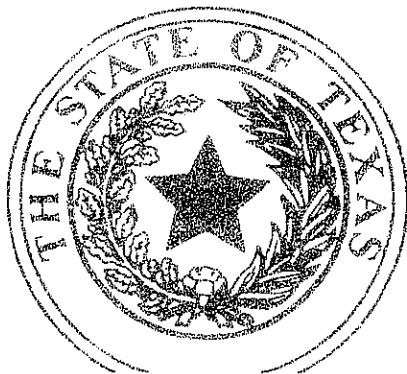
lee

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT 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 THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED DEC. 3, 1987



Paul M. Reins
Secretary of State



The State of Texas

Secretary of State

DEC. 3, 1987

SANDRA K. USELTON--CRADY JEWETT JOHNSTON &
909 FANNIN 1400 TWO HOUSTON CENTER
HOUSTON TX 77010-1006

RE:

BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.
CHARTER NUMBER C1048396-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

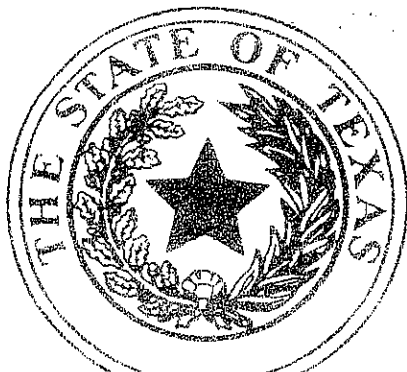
AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,

A handwritten signature in cursive script, reading "Cecil M. Raines".

Secretary of State



DEC 03 1987

ARTICLES OF INCORPORATION
OF
BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.

Corporations Section

ARTICLE ONE

The name of the corporation is Briar Meadow Homeowners' Association, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are the not for profit support of a benevolent undertaking, that being the administration and management of Briar Meadow Subdivision, a community within Harris County, including providing for the safety and health of the residents of the Subdivision and the promotion of social welfare within the community.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 811 Dallas Avenue, Houston, Texas 77002, and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE SIX

The number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Michael J. Wood	440 Louisiana, Suite 200 Houston, Texas 77002
James C. Noonan	2401 Fountainview Drive, Suite 910 Houston, Texas 77057
Jay R. Houren	909 Fannin, Suite 1400 Houston, Texas 77010-1006

ARTICLE SEVEN

A director of the corporation is not liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

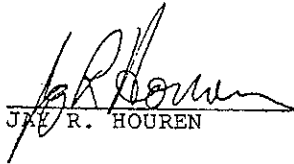
- (1) a breach of a director's duty of loyalty to the corporation or its members;

- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

ARTICLE EIGHT

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jay R. Houren	909 Fannin, Suite 1400 Houston, Texas 77010-1006

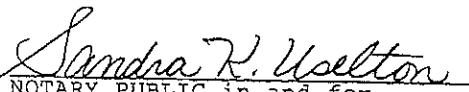


 JAY R. HOUREN

STATE OF TEXAS §
 COUNTY OF HARRIS §

BEFORE ME, A NOTARY PUBLIC, on this day personally appeared JAY R. HOUREN, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 2nd day of December, A.D., 1987.


 NOTARY PUBLIC in and for
 The State of TEXAS

JRH27L

SANDRA K. USELTON
 Notary Public in and for the State of Texas
 My Commission Expires 8-3-89



The State of Texas

Secretary of State

JAN. 20, 1989

CRADY, JEWETT, ETAL, SANDRA USELTON
1400 TWO HOUSTON CENTER, 909 FANNIN
HOUSTON ,TX 77010-1006

RE:
BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01048396-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF MERGER. THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES; THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



Paul M. Reins

Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF MERGER

BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, AS SECRETARY OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF MERGER OF

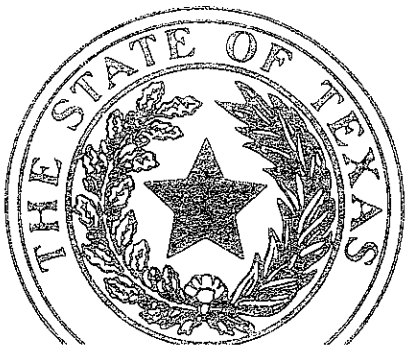
BRIARMEADOW COMMUNITY IMPROVEMENT ASSOCIATION
A TEXAS CORPORATION

INTO

BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.
A TEXAS CORPORATION

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 THE SECRETARY BY LAW, ISSUES THIS CERTIFICATE OF MERGER AND ATTACHES HERETO A COPY OF THE ARTICLES OF MERGER.

DATED JAN. 18, 1989



Carl M. Reins

Secretary of State

JAN 18 1989

Corporations Section

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan and Agreement of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Texas Non-Profit Corporation Act:

[See attached copy of Plan and Agreement of Merger]

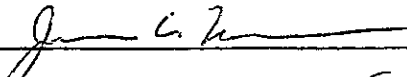
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:

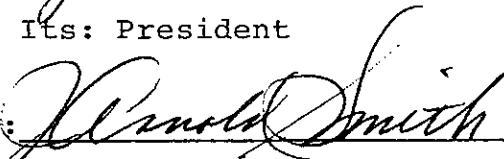
The Plan of Merger was adopted by the Briar Meadow Homeowners' Association, Inc. at a meeting of members held on November 1, 1988, at which a quorum was present, and the Plan and Agreement of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

The Plan of Merger was adopted by the Briar Meadow Community Improvement Association at a meeting of members held on November 1, 1988, at which a quorum was present, and the Plan and Agreement of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

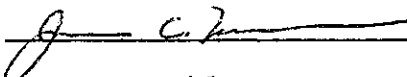
Dated: November 1, 1988.

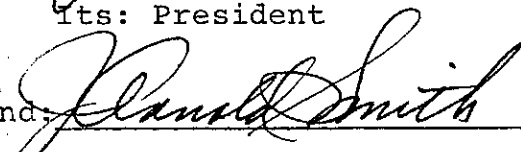
BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.

BY: 
Its: President

And: 
Its: Secretary

BRIARMEADOW COMMUNITY IMPROVEMENT ASSOCIATION

BY: 
Its: President

And: 
Its: Secretary

JRH26D

PLAN AND AGREEMENT OF MERGER

Briar Meadow Community Improvement Association,
A Non-Profit Texas Corporation
Into
Briar Meadow Homeowners' Association, Inc.,
A Non-Profit Texas Corporation

Agreement effective January 1, 1988, between Briar Meadow Community Improvement Association (hereinafter called "BCIA"), a non-profit corporation of the State of Texas whose principal office is at 3203 Freshmeadows Drive, Houston, Texas 77063, and Briar Meadow Homeowners' Association, Inc. (hereinafter called "BHAI"), a non-profit corporation of the State of Texas whose principal offices is at 3203 Freshmeadows Drive, Houston, Texas 77063, as follows:

WHEREAS, BHAI shall continue transacting business as the homeowners' association for the Briar Meadow subdivision in the same manner and form as BCIA has in prior years and in fact shall merely be a change of name from BCIA to BHAI;

WHEREAS, it is intended for federal income tax purposes that BHAI shall continue as the same taxable entity, but for the change in name;

WHEREAS, the members of BCIA and BHAI and the directors of BCIA and BHAI believe that it will be to the best interest of each corporation that BCIA be merged into BHAI;

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, BCIA and BHAI agree as follows:

(a) BCIA shall be merged into BHAI by the transfer to BHAI of all the assets of BCIA subject to all of its liabilities and obligations which liabilities and obligations BHAI shall assume, in complete cancellation of all the members interest in BCIA;

(b) The name of the surviving corporation shall be Briar Meadow Homeowners' Association, Inc.;

(c) The number, names and post office addresses of the first directors and officers of the surviving corporation, who shall hold office until their successors are chosen or appointed according to the bylaws of the surviving corporation, are:

Directors:

<u>Name</u>	<u>Address</u>
Richard A. Arnold	3203 Freshmeadows Drive Houston, Texas 77063
Zou Cherry	3203 Freshmeadows Drive Houston, Texas 77063
Susan Lutens	3203 Freshmeadows Drive Houston, Texas 77063
James C. Noonan	3203 Freshmeadows Drive Houston, Texas 77063
James R. Dilger	3203 Freshmeadows Drive Houston, Texas 77063
John D. Glauser	3203 Freshmeadows Drive Houston, Texas 77063
Debbie McGee	3203 Freshmeadows Drive Houston, Texas 77063

Arnold Smith	3203 Freshmeadows Drive Houston, Texas 77063
David Douglas	3203 Freshmeadows Drive Houston, Texas 77063
Maxine Asbury	3203 Freshmeadows Drive Houston, Texas 77063
Jay R. Houren	3203 Freshmeadows Drive Houston, Texas 77063

Officers:

James C. Noonan	-	President
J. Arnold Smith	-	Secretary
Zou Cherry	-	Vice President
Debbie McGee	-	Treasurer

(d) The members of BCIA shall continue to be represented and shall have the same voting rights in BHAI as they previously had in BCIA and shall have no further claims of any kind.

(e) Each member of the surviving corporation shall have the rights and privileges as stated in the BHAI Articles of Incorporation, corporate by-laws and as provided under applicable state law.

(f) Following the adoption of this Agreement by the members of BCIA and of BHAI, the merger, transfer of assets

from BCIA to BHAI, assumption of obligations and liabilities of BCIA by BHAI shall all be effective as of the 1st day of January, 1988.

BRIARMEADOW HOMEOWNERS' ASSOCIATION, INC.

ATTEST:

Ronald Smith
Secretary

BY: *J. C. M.*, President

BRIARMEADOW COMMUNITY IMPROVEMENT ASSOCIATION

ATTEST:

Ronald Smith
Secretary

BY: *J. C. M.*, President

JRH26E

SECRETARY'S CERTIFICATE

I, J. Arnold Smith, Secretary of Briar Meadow Community Improvement Association ("BCIA"), hereby affirm that a quorum was present at a Meeting of the Directors on November 1, 1988, and the Board of Directors of BCIA adopted the following resolution effective January, 1, 1988:

WHEREAS, there has been presented to and discussed by the Board of Directors a proposed Plan and Agreement of Merger, a copy of which is attached hereto, providing for the merger of BCIA into Briar Meadow Homeowners' Association, Inc. ("BHAI"); and

WHEREAS, this Board of Directors deems it to be in the best interest of BCIA and its members that the Plan and Agreement of Merger be approved and that BHAI and BCIA be merged;

WHEREAS, BHAI shall continue transacting business as the homeowners' association for the Briar Meadow subdivision in the same manner and form as BCIA has in prior years and in fact shall merely be a change of name from BCIA to BHAI;

WHEREAS, it is intended for federal income tax purposes that BHAI shall continue as the same taxable entity, but for the change in name;

RESOLVED, that the terms and conditions of the proposed Plan and Agreement of Merger presented to the Board of Directors, and the mode of carrying them into effect as well as the manner and basis of converting the membership interests of the constituent corporations into membership interests of the surviving corporation as set forth in the Plan and Agreement of Merger, are hereby approved;

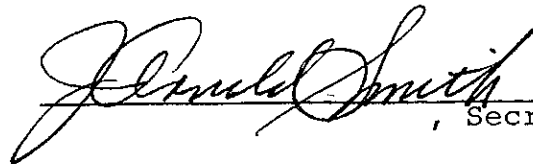
RESOLVED FURTHER, that the President and the Secretary of BCIA are directed to execute said Plan and Agreement of Merger in the name and on behalf of BCIA;

RESOLVED FURTHER, that the directors of BHAI deem it to be in the best interest of BHAI to continue to transact business as the homeowners' association for the Briar Meadow subdivision in the same manner and form as BCIA has in prior years and in fact shall merely be a change of name from BCIA to BHAI; and

RESOLVED FURTHER, that but for the change in name, BHAI shall continue as the same taxable entity for purposes of federal income tax.

This resolution is still in full force and effect and has not been altered or amended.

EXECUTED this the 10 day of January, 1989.


Secretary

JRH26F