

ARTICLES OF INCORPORATION
OF

JAN 08 2002

RIVERPARK WEST PROPERTY OWNERS ASSOCIATION, INC. ~~INCORPORATIONS SECTION~~

We, the undersigned natural persons of the age of eighteen (18) years or more, each of whom is a citizen of the State of Texas, acting as incorporators of a non-profit corporation pursuant to the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation under said statute of the State of Texas as therein provided.

ARTICLE I

The name of the Corporation is the Riverpark West Property Owners Association, Inc.

ARTICLE II

The Corporation is a property owners association formed under the Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Texas Revised Civil Statutes), and shall be a non-profit corporation.

ARTICLE III

The period of the Corporation's duration is perpetual.

ARTICLE IV

The principal purpose or purposes for which the Corporation is organized are:

(1) To act as the "Association" described in that certain Declaration of Covenants, Conditions and Restrictions For Riverpark West (as amended, if amended, the "Declaration") recorded in the Official Public Records of Real Property of Fort Bend County, Texas, on AUGUST 30, 2001 (bearing Clerk's File No. or Document No. V 267386); and

(2) To collect, expend, and manage the Assessments (as defined in the Declaration); and

(3) To enforce the covenants, conditions and restrictions contained in the Declaration and in any Supplemental Declarations (as defined in the Declaration); and

(4) To provide for the maintenance and preservation of the Common Areas (as defined in the Declaration) and the facilities of the Corporation; and

(5) To provide architectural control of the Units (as defined in the Declaration); and

(6) To establish a method for the administration, maintenance, preservation, use and enjoyment of the Restricted Property (as defined in the Declaration) now and hereafter subject to the Declaration.

ARTICLE V

The Corporation shall have each and all of the powers permitted and granted to corporations organized under the Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Texas Revised Civil Statutes), as now existing or as the same may hereafter be supplemented or amended.

ARTICLE VI

The Corporation shall have Members; however, the Corporation will not issue to its Members shares of stock or Membership certificates. The Membership of the Corporation shall be limited solely to entities (whether corporations, ventures, partnerships, trusts or otherwise) and individuals who own record fee title to portions of the Restricted Property, as set forth in the Declaration and in the Bylaws of the Corporation, and shall be automatically transferred to subsequent owners of record fee title to any portion of the Restricted Property. The Declaration and the Bylaws shall define the voting rights, powers and privileges of the Members.

No dividends shall be paid by the Corporation and no part of the revenues of the Corporation shall be distributed to its Members, Directors or Officers. Upon liquidation of the Corporation, after paying or discharging all of its obligations, or making adequate provision for payment and discharge thereof, the Corporation shall distribute the remainder of its assets in accordance with applicable law.

ARTICLE VII

The street address of the Corporation's initial registered office is 2727 North Loop West, Suite 200, Houston, Texas 77008, and the name of its initial registered agent at such address is Mark A. Kilkenny.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Members or until their successors are elected and qualify are:

<u>Position No.</u>	<u>Name</u>	<u>Address</u>
No. 1	Mark A. Kilkenny	2727 North Loop West Suite 200 Houston, TX 77008
No. 2	Roy R. Behrens, Jr.	2727 North Loop West Suite 200 Houston, TX 77008
No. 3	Walter Randall Corson	2727 North Loop West Suite 200 Houston, TX 77008

ARTICLE IX

The initial Bylaws of the Corporation shall be adopted by its initial Directors. The power to alter, amend or repeal such Bylaws or to adopt new Bylaws shall be vested only in the Members of the Corporation, upon the approval of two-thirds (2/3) of such Members evidenced by either written consent or a vote at an annual or special meeting called for that purpose, provided that such purpose is specified in the notice of such meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with applicable law, the Declaration or these Articles.

ARTICLE X

The Corporation may be dissolved at any time by written consent signed by Members holding two-thirds (2/3) of the votes of the Membership of the Corporation, or by the vote of Members holding two-thirds (2/3) of the votes of the Membership of the Corporation at a special meeting called for such purpose, provided that such purpose is specified in the notice of such meeting.

ARTICLE XI

These Articles of Incorporation may be amended or altered by Members holding two-thirds (2/3) of the votes of the Membership of the Corporation, either by written consent signed by the Members approving such amendments or alterations, or by vote at a special meeting called for that purpose, provided that the substance of the proposed amendment or alteration is set forth in the notice of such meeting.

ARTICLE XII

The names and addresses of the incorporators are:

	<u>Name</u>	<u>Address</u>
(1)	Mark A. Kilkenny	2727 North Loop West Suite 200 Houston, TX 77008
(2)	Roy R. Behrens, Jr.	2727 North Loop West Suite 200 Houston, TX 77008
(3)	Walter Randall Corson	2727 North Loop West Suite 200 Houston, TX 77008

IN WITNESS WHEREOF, we have hereunto set our hands effective as of the 10th day of SEPTEMBER, 2001.

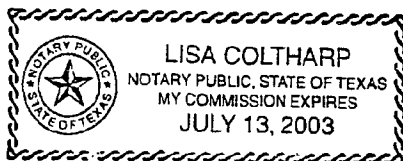
Mark A. Kilkenny
Mark A. Kilkenny

Roy R. Behrens, Jr.
Roy R. Behrens, Jr.

Walter Randall Corson
Walter Randall Corson

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

I, Lisa Coltharp, a notary public do hereby certify that on this 10th day of Sept., 2001, personally appeared before me Mark A. Kilkenny, Roy R. Behrens, Jr., and Walter Randall Corson, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation of Riverpark West Property Owners Association, Inc., as the incorporators thereof, and that the statements therein contained are true.



Lisa Coltharp
Notary Public in and for
Harris County, T E X A S

