



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Riverpark West Property Owners Association, Inc.
Filing Number: 800046150

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a 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: 01/08/2002

Effective: 01/08/2002



Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

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TTY7-1-1

Prepared by: Saleena Sahibdeen

ARTICLES OF INCORPORATION
OF

JAN 08 2002

RIVERPARK WEST PROPERTY OWNERS ASSOCIATION, INC. ~~ON~~ Corporations 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. V267386); 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.

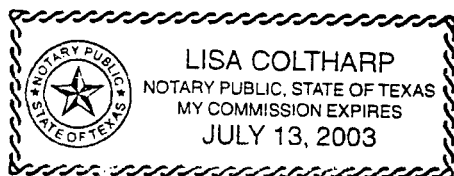
Walter Randall Corson
Walter Randall Corson

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



Office of the Secretary of State

January 16, 2002

Attn: Robert L. Morgan

Mayer, Brown & Platt
700 Louisiana Street, Ste 3600
Houston, TX 77002 USA

RE: Riverpark West Property Owners Association, Inc.
File Number: 800046150

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Saleena Sahibdeen

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