

EXHIBIT "A"
(to the Declaration)

PART I: ARTICLES OF INCORPORATION



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Memorial Bend Place Owners Association, Inc.
Filing Number: 800336425

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: 04/30/2004

Effective: 04/30/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION

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In the Office of the
Secretary of State of Te

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APR 30 2004

MEMORIAL BEND PLACE OWNERS ASSOCIATION, INC.

Corporations Section

The undersigned, a natural person over the age of eighteen years, acting as incorporator of Memorial Bend Place Owners Association, Inc. (the "Association") under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation (these "Articles") for the Association:

ARTICLE I

Condominium Association

The Association shall be, mean, and constitute a unit owners' association organized under Section 82.101 of the Uniform Condominium Act (Texas Property Code, Chapter 82) (the "Condominium Act") as more specifically described in the Declaration of Condominium for Memorial Bend Place Condominium, as recorded in or to be recorded in the Real Property Records of Harris County, Texas, as amended from time to time (the "Declaration"), with respect to certain real property located in the City of Houston, Harris County, Texas, and described in the Declaration.

ARTICLE II

Name

The name of the Association is Memorial Bend Place Owners Association, Inc.

ARTICLE III

Nonprofit Corporation

The Association is a nonprofit corporation.

ARTICLE IV

Duration

The duration of the Association shall be perpetual.

ARTICLE V

Purposes

The purposes for which the Association is formed are the following:

1. To provide an organization consisting of the owners of units in Memorial Bend Place Condominium, as described in the Declaration (the "Condominium");
2. To provide for the management, maintenance, preservation, and architectural control of the Condominium;
3. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of the Association;
4. To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declaration and to pay all expenses in connection with such charges or assessments, all office expenses and all other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association, if any;
5. To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;
6. To borrow money, to mortgage, to pledge, to deed in trust, or to hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;
7. To act in the capacity of principal, agent, joint venturer, partner or otherwise; and notwithstanding any of the above statements of purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE VI

Powers

In furtherance of its purposes, the Association shall have the following powers which, unless otherwise provided in these Articles, the Declaration, the Bylaws, or the laws of the State of Texas, may be exercised by the board of directors:

1. All rights and powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time;
2. All rights and powers conferred upon condominium associations by the laws of the State of Texas, including the Condominium Act, as amended from time to time; and
3. All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles, the Declaration, the Bylaws, or the laws of the State of Texas.

ARTICLE VII

Membership

The Association shall be a non-stock membership corporation. The members of the Association shall consist solely of the owners of units of the condominium created by the Declaration. The Declaration and Bylaws shall determine the number and qualifications of members of the Association; the classes of membership, if any; the voting rights and other privileges of membership; and, the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE VIII

Management by Board of Directors

The management and affairs of the Association shall be vested in the board of directors, except for those matters expressly reserved to the members in the Declaration and Bylaws. The Bylaws shall determine the number and qualifications of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and, the methods of holding board meetings and obtaining consents.

ARTICLE IX

Limitations on Liability

An officer or director of the Association shall not be liable to the Association or any unit owner for monetary damages for an act or omission in the officer's or director's capacity as an officer or director, except that this Article IX does not eliminate or limit the liability of an officer or director to the extent the officer or director is found liable for: (1) a breach of the officer's or director's duty of loyalty to the Association; (2) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from an action taken

within the scope of the officer's or director's office; or (4) an act or omission for which the liability of the officer or director is expressly provided by statute.

If the Texas Miscellaneous Corporation Laws Act, the Condominium Act, or the Act is amended after the date of adoption of this Article IX to authorize action further eliminating or limiting the personal liability of officers or directors, then the liability of an officer or director of the Association shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not affect adversely any right of protection of an officer or director of the Association existing at the time of such repeal or modification.

ARTICLE X

Amendment of Articles

These Articles may be amended in accordance with the requirements of the Act; *provided however*, that:

1. An amendment shall not conflict with the Declaration or the Condominium Act; and
2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.

ARTICLE XI

Amendment of Bylaws

The Bylaws of the Association shall be amended or repealed according to the amendment provision of the Bylaws, which may reserve those powers to the members, exclusively.

ARTICLE XII

Dissolution

The Association may be dissolved only as provided in the Declaration, the Bylaws, and the laws of the State of Texas. On dissolution, the assets of the Association shall be distributed in accordance with the Declaration provision for distribution upon termination; if the Declaration has no such provision, then in accordance with the termination provision of the Condominium Act.

ARTICLE XIII

Action By Non-Unanimous Consent Without Meeting

Unless otherwise restricted by law, these Articles, or the Bylaws, any action required or permitted to be taken at any meeting of the members, directors, or members of a committee of the board of directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or members of a committee of the board of directors as would be necessary to take that action at a meeting at which all of the members, directors, or members of a committee of the board of directors were present and voted. Such written consent shall bear the date of the signature of each member, director, or committee member who signs the consent, and such written consent shall not be effective unless, within sixty (60) days after the date of the earliest dated consent, a consent or consents signed by the required number of members, directors, or committee members is delivered to the Association. Delivery shall be by hand or certified or registered mail, return receipt requested. Prior notice of the proposed action shall be given to all members, directors, or committee members who would be able to vote in the proposed action. Prompt notice of the taking of any action by members, directors, or committee members without a meeting by less than unanimous written consent shall be given to all members, directors, or committee members who did not consent in writing to the action.

ARTICLE XIV

Use of Names, Proprietary Information

The names "Memorial Bend Place" "Memorial Bend Place Condominium", and "Memorial Bend Place Town Homes (a Condominium Community)" as used within this document and related documents referenced herein which relate to the Condominium are proprietary to Declarant named in the Declaration and may not be used by any person or entity for any commercial use, pecuniary gain, or profit; and may not be used for any personal use whatsoever, including, without limitation, the creation, publication, or distribution of newsletters, publications, Internet websites, or other methods or manner of communication without the prior written consent or authorization of the Declarant named in the Declaration. The violation of the foregoing provisions shall be subject to injunctive relief. Similarly, the use of the name Memorial Bend Place Owners Association, Inc. shall be proprietary to the Association and may not be used by any person or entity for any commercial use whatsoever, including, without limitation, the creation, publication, or distribution of newsletters, publications, Internet websites or other methods or manner of communication without the prior consent of or authority of the respective Association. The violation of the foregoing shall be subject to injunctive relief.

ARTICLE XV

Initial Board of Directors

The number of directors constituting the board of directors of the Association and their qualifications shall be fixed or determined by, or in the manner provided in, the Bylaws of the Association; *provided, however*, that the number of directors may never be less than three (3). In the absence of a bylaw providing for the number of directors, or should the Association fail to determine the number of directors in the manner provided in the Bylaws, the number of directors constituting the board of directors shall be three (3). 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 of the Association are:

Name	Address
Scott C. Wise	10333 Richmond, Suite 400 Houston, Texas 77042
Brian P. Austin	10333 Richmond, Suite 400 Houston, Texas 77042
Jannetta Eaden	10333 Richmond, Suite 400 Houston, Texas 77042

ARTICLE XVI

Initial Registered Office and Registered Agent

The address of the initial registered office of the Association is 9575 Katy Freeway, Suite 130, Houston, Texas 77024, and the name of the initial registered agent at such address is Association Management, Inc..

ARTICLE XVII

Incorporation

The name and street address of the incorporator are as follows:

Richard C. Llevens
808 Travis Street, Suite 2600
Houston, Texas 77002

200 ✓ I execute these Articles of Incorporation on this 30TH day of April,


Richard C. Llevens

STATE OF TEXAS

COUNTY OF HARRIS

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30th BEFORE ME, the undersigned Notary Public, do hereby certify that on this the day of April, 2004, personally appeared before me Richard C. Llevens, who being by me first duly sworn, declared that he is the person who signed the foregoing documents as Incorporator, and that the statements therein are true.

Given under my hand and seal of office, this 30th day of April, 2004.

Carolyn Gordon

Notary Public in and for the State of Texas

