

APR 14 1978 535-23-1367

ARTICLES OF INCORPORATION

OF

Lorna Salgado
Deputy Director, Corp. Div. 15100

NEW CASTLE AT TOWNE PLAZA HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NEW CASTLE AT TOWNE PLAZA HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

(1) To provide for the administration, management, maintenance, preservation and control of New Castle at Towne Plaza, a condominium project located in Houston, Harris County, Texas, established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes Article 1301a).

(2) To exercise and perform all of the obligations and duties of the "Council of Co-Owners" of such condominium project, as that term is used in the Texas Condominium Act.

(3) To exercise all powers and perform all duties imposed upon this corporation in accordance with the Declaration of Condominium of New Castle at Towne Plaza, as such Declaration may hereafter be amended including, without limitation, to fix, levy, collect and enforce payments affecting such condominium project; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Condominium and all licenses, franchise taxes and governmental charges levied or imposed against this corporation or the general common elements of the condominium.

(4) In connection with the affairs of such condominium, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may, by law, now or hereafter exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 701 North Post Oak, Houston, Texas 77024, and the name of its initial registered agent at such address is David M. Garrett.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>
David M. Garrett	701 North Post Oak Houston, Texas 77024
Melvin F. Kieke	701 North Post Oak Houston, Texas 77024
Jack Amschwand	701 North Post Oak Houston, Texas 77024

ARTICLE VII

The name and address of each incorporator is:

Michael R. Rooke	2001 Kirby Drive Houston, Texas 77019
John R. Cochran, Jr.	2001 Kirby Drive Houston, Texas 77019
Maxine Moss	2001 Kirby Drive Houston, Texas 77019

ARTICLE VIII

Every person or entity who is a record owner of a condominium unit or legal interest therein, in New Castle at Towne Plaza (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be members of this corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any condominium unit in New Castle at Towne Plaza. Ownership of such condominium unit or interest therein shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

Except as provided herein, voting in the affairs of this corporation shall be based upon the percentage of the undivided interest of each Condominium Unit owner in the general common elements owned by a member as more fully set forth in the Declaration of Condominium for New Castle at Towne Plaza hereinabove referred to. A member owning an undivided fractional interest in a condominium unit shall be entitled to a vote equal to his fractional ownership interest in the general common elements attributable to his fractional interest in the condominium unit. Cumulative voting is prohibited.

ARTICLE IX

These Articles of Incorporation may be amended only upon the affirmative vote of the holders, in person or by proxy, of three-fourths (3/4) of the number of votes exercisable by the members of this corporation.

ARTICLE X

All of the powers and prerogatives of the corporation shall be exercised by the original Board of Managers named above until the first meeting of the members of the corporation. The first meeting of the members of the corporation shall be called by the initial Board of Managers on ten (10) days notice to the members at any time, but must be called no later than 15 days from the date on which 70% of the condominium units have been conveyed to owners or December 1, 1980.

ARTICLE XI

The By-Laws of the corporation may be altered or repealed only by the affirmative vote of the holders of seventy percent (70%) of the number of votes entitled to vote upon an amendment thereof.

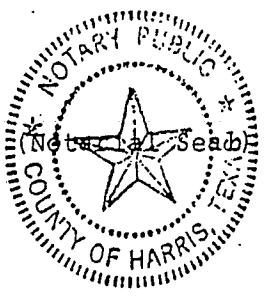
IN WITNESS WHEREOF, we have hereunto set out hands this 12th day of April, 1978.

Michael R. Rooke
Michael R. Rooke
John R. Cochran, Jr.
John R. Cochran, Jr.
Maxine Moss
Maxine Moss

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, Naureen Spitzer, a Notary Public, do hereby certify that on this 12th day of April, 1978, personally appeared before me, MICHAEL R. ROOKE, JOHN R. COCHRAN, JR. and MAXINE MOSS, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Naureen Spitzer
Notary Public in and for
Harris County, Texas
NAUREEN SPITZER
Notary Public in Harris County, Texas
My Commission Expires February 22, 1980
My Commission expires: February 22, 1980