

SEP 07 2000

ARTICLES OF INCORPORATION
OF
HIGHLAND VILLAGE CIVIC CLUB, INC.

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation (hereinafter called the "Association")

ARTICLE I

Corporate Name

The Association shall be known as Highland Village Civic Club, Inc and by and under such name it shall conduct and transact all of its business

ARTICLE II

Corporate Address and Agent

The street address of the Association's initial registered office is 4025 Essex, Houston, Texas 77027, and the name of its initial registered agent at such address is Kay McKeough

ARTICLE III

Corporate Status

The Association is a non-profit corporation

ARTICLE IV

Purpose and Powers of the Association

The Association is formed for the purposes of providing for the maintenance and preservation of properties within Highland Village, a residential subdivision located in Harris County, Texas, and such other properties that may be annexed thereto and subjected to the jurisdiction of the Association and promoting the health and welfare of the lot owners within such subdivision and for these purposes

- (a) enter into contracts for the purpose of providing services for the benefit, use, or enjoyment to owners in general, including but not by way of limitation, landscaping improvements and maintenance,
- (b) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any contract,

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ARTICLE VII

Amendments

Amendment of these Articles shall require the affirmative vote of not less than two-thirds (2/3) of the members entitled to vote who are present in person or by proxy at a meeting at which a quorum is present

ARTICLE VIII

Duration

The Association shall exist perpetually

ARTICLE IX

Dissolution

The Association may be dissolved upon the affirmative vote of not less than seventy-five percent (75%) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be granted, conveyed and assigned to any non-profit corporations, associations or other organizations deemed by the Board of Directors of the Association to be appropriate, to be devoted to similar purposes

ARTICLE X

Interested Directors

The Association may enter into contracts or transact business with one or more of its Directors or officers, or with any firm of which one or more of its Directors or officers are members or employees, or in which they are otherwise interested, or with any corporation or association in which any of its directors or officers are stockholders, Directors, officers, members, employees or otherwise interested, and no contract or other transaction between the Association and any firm of which one or more of its Directors, officers, or employees are otherwise interested, shall be void or voidable or otherwise affected by reason of such Directorship or office of the Association or such interest in such other firm, corporation or association, notwithstanding that such other Director or Directors, having such interest are present and counted in determining the existence of a quorum at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such Director or Directors having such interest shall have been necessary to authorize, approve, ratify, or otherwise obligate the Association upon such contract or transaction, provided, that the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. Nor shall any Director or officer be liable to account to this Association for any profits realized by or from or through any such transaction or contract of the Association for any profits realized by or from or through any such transaction or contract of the

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Association by reason of such Directorship, office or interest Nothing herein contained shall create liability in the events described or present the authorization, approval or ratification of such contracts or transactions in any other manner permitted by law This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto

ARTICLE XI

Indemnification

The Association shall indemnify any and all persons who may serve or who have served at any time as Directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Association

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaws, agreement, or otherwise

The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position of office or Director as specified above, against any liability incurred by him in any such position, or arising out of his status as such

ARTICLE XII

Incorporator

The name and street address of the incorporator is

<u>Name</u>	<u>Address</u>
Rick S Butler	1616 South Voss Road, Suite 500 Houston, Texas 77057

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this the 5th day of September, 2000


Rick S Butler

