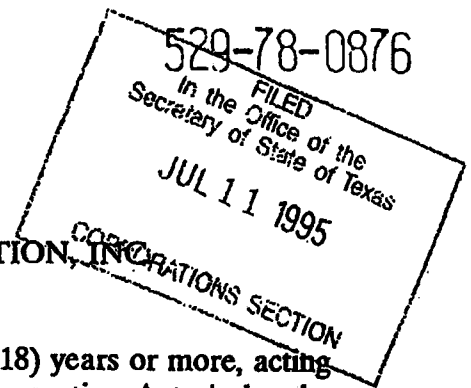


ARTICLES OF INCORPORATION
OF
WILLOW POINTE HOMEOWNERS ASSOCIATION, INCORPORATIONS SECTION



I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is WILLOW POINTE HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "Association." Each capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the Declaration of Covenants, Conditions and Restrictions for Willow Pointe Section One filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on May 16, 1995 under Clerk's File Number R397487 (as the same may be amended from time to time, the "Declaration").

ARTICLE TWO

The Association is a non-profit corporation.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

The purpose for which this corporation is organized is to discharge those functions necessary to the general maintenance, preservation, and development of the Common Properties and Common Facilities and to enforce the Declaration for the common benefit of the members of the Association and in general, to have and exercise any and all powers, rights and privileges which a corporation organized and existing under the Texas Non-Profit Corporation Act may by law now or hereafter have.

ARTICLE FIVE

The street address of its initial registered office is:

ONE RIVERWAY
SUITE 2050
HOUSTON, TEXAS 77056

The name of its initial registered agent at such address is David E. Garrett.

ARTICLE SIX

The number of directors constituting the initial board of directors is three (3).
The names and addresses of the persons who are to serve as directors are:

- (i) David E. Garrett
ONE RIVERWAY
SUITE 2050
HOUSTON, TEXAS 77056
- (ii) Jan J. Rayburn
ONE RIVERWAY
SUITE 2050
HOUSTON, TEXAS 77056
- (iii) Israel Fogiel
ONE RIVERWAY
SUITE 2050
HOUSTON, TEXAS 77056

ARTICLE SEVEN

The name and address of the incorporator is:

David E. Garrett
ONE RIVERWAY
SUITE 2050
HOUSTON, TEXAS 77056

ARTICLE EIGHT

Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE NINE

If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

ARTICLE TEN

Amendment of the Articles of Incorporation requires the approval of at least 2/3rds vote of the Lot owners.

ARTICLE ELEVEN

Annexation of additional properties, mergers and consolidations, mortgaging of Common Properties and Common Facilities, dissolution and amendment of the Articles of Incorporation requires prior approval of HUD/VA as long as there is a Class B membership.

ARTICLE TWELVE

A member of the Board of Directors, the New Construction Committee, or the Modifications Committee of the Association (collectively, the "Designated Members"; individually, "Designated Member") shall not be liable to the Association or its members for monetary damages for an act or omission in the Designated Member's capacity as a Designated Member, except that this Article does not eliminate or limit the liability of a Designated Member to the extent the Designated Member is found liable for:

- (1) a breach of the Designated Member's duty of loyalty to the Association or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the Designated Member 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 Designated Member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Designated Member's office; or
- (4) an act or omission for which the liability of a Designated Member is expressly provided for by statute.

Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a Designated Member of the Association existing at the time of such repeal or amendment. In addition to the circumstances in which a Designated Member of the Association is not liable as set forth in the preceding sentences, a Designated Member shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a director.

IN WITNESS WHEREOF, I have hereunto set my hand, this 7th day of July, 1995.


David E. Garrett, Incorporator

AFFIDAVIT REGARDING AUTHENTICITY OF DOCUMENTS

U140086

12/22/99 201141154 U140086

\$49.00

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

§

COUNTY OF HARRIS


§

THAT the foregoing and attached documents, including By-Laws of Willow Pointe Homeowners Association, Inc. and Articles of Incorporation of Willow Pointe Homeowners Association, Inc., are true, correct and complete photocopies of the original documents which were adopted in connection with the development of Willow Pointe Homeowners Association, Inc. and all of the properties governed thereby. Such documents constitute all of the "dedicatory instrument", as such term is defined within section 202.001(1) of the Texas Property Code, save and except those which have previously been filed/recorded in the Official Public Records of Real Property of Harris County, Texas. The foregoing and attached documents are hereby filed/recorded in compliance with the mandate of Section 202.006 of the Texas Property Code.

All facts recited and statements made herein are true, correct and in all respects accurate.

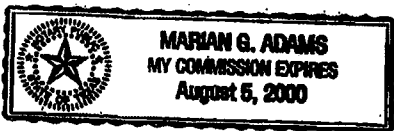
WILLOW POINTE HOMEOWNERS ASSOCIATION, INC.

By:


Israel Fogiel, President

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no
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SUBSCRIBED AND SWORN TO BEFORE ME on this the 14th day of December, 1999.




NOTARY PUBLIC - STATE OF TEXAS

After Recording, Please Return to:
Willow Pointe Homeowners Association, Inc.
8000 IH-10 West, Suite 700
San Antonio, Texas 78230