

ARTICLES OF INCORPORATION
OF
QUAIL VALLEY EAST COMMUNITY ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
APR 24 1972

[Signature]
Secretary of State
Incorporation Division

We, the undersigned natural persons of the age of 21 years or more, at least two 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 ONE

The name of the corporation is Quail Valley East Community Association, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To maintain and improve the common area owned by the corporation in that certain subdivision known as Quail Valley East, Section I as shown by the plat thereof filed for record in the Map Records in the office of the Clerk of Fort Bend County, Texas; and
2. To collect and disburse the maintenance assessments which may be assessed against the lots in Quail Valley East, Section I.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 708 Houston First Savings Bldg., Houston, Texas, and the name of its initial registered agent at such address is Jot Hodges, Jr.

ARTICLE SIX

The number of directors (or trustees) constituting the initial board of directors (or trustees) of the corporation is five, and the name and addresses of the persons who are to serve as the initial directors (or trustees) are:

<u>NAME</u>	<u>ADDRESS</u>
Jot Hodges, Jr.	708 Houston First Savings Bldg. Houston, Texas 77002
Garland Fielder	201 Esperson Building Houston, Texas 77002
Hugh J. Buckley	4101 North Freeway Suite 121 Houston, Texas 77002
Billy Ed Daniels	First Continental Mortgage Co. 3693 Southwest Freeway Houston, Texas
Richard Conger	First Continental Mortgage Co. 3693 Southwest Freeway Houston, Texas

ARTICLE SEVEN

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jot Hodges, Jr.,	708 Houston First Savings Bldg. Houston, Texas 77002
Raymond C. Kerr	708 Houston First Savings Bldg. Houston, Texas 77002
Charles H. Arbaugh	708 Houston First Savings Bldg. Houston, Texas 77002

ARTICLE EIGHT

Every owner of a lot which is subject to assessment shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment. The Corporation shall have two classes of voting membership:

Class A: Class A members shall be all owners with the exception of MacNaughton & Co., Trustee, Agent and Attorney in Fact for Coronado Motor Hotels, Inc.

entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote of such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to a lot.

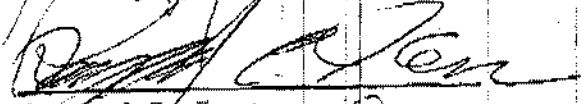
Class B: Class B members shall be MacNaughton & Co., Agent and Attorney in Fact for Coronado Motor Hotels, Inc. or its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from MacNaughton & Co., Trustee for the purpose of development. Class B members shall be entitled to three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (1) When the total votes outstanding in Class B membership including duly annexed areas, but subject to further cessation in accordance with the limitations set forth in this paragraph; or (2) on January 1 of 1980.

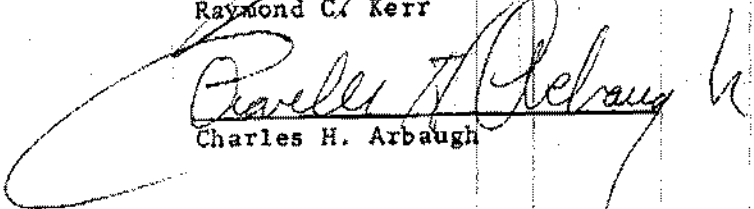
The Directors may adopt the By-laws for the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands, this

14th day of April, 1972


Jot Hodges, Jr.


Raymond C. Kerr


Charles H. Arbaugh

STATE OF TEXAS I

COUNTY OF HARRIS I

I, Jacqueline K. Bowles, a Notary Public, do hereby certify that on this 19th day of April, 1972, personally appeared before me, Jot Hodges, Jr., Raymond C. Kerr and Charles H. Arbaugh, 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.

Jacqueline K. Bowles
 Notary Public in and for:

(SEAL)

Harris County, Texas

My Commission expires: June 1, 1978



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

**QUAIL VALLEY EAST COMMUNITY ASSOCIATION, INC.
CHARTER #305504-01**

were filed in this office and a certificate of incorporation was issued on
APRIL 24, 1972;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 16, 1996.*

*Antonio O. Garza, Jr.
Secretary of State*

PH