

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION

JUN 14 1983

OF

Clerk B  
Corporations Section

2600 BERING DRIVE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of at least 21 years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of 2600 Bering Drive Homeowners Association, Inc., 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 2600 Bering Drive Homeowners Association, Inc.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purposes for which the corporation is organized are as follows:

(1) The primary purpose is to promote the civic and public interest of 2600 Bering Drive Townhomes (the "Project") and to obtain, manage, construct, and maintain the property in the Project pursuant to the provisions of the Declaration of Condominium for 2600 Bering Drive Townhomes (the "Declaration") for the benefit of present and future Owners of Units in the Project; to exercise and perform all of the obligations, duties, powers, and authority of the Association in accordance with the Declaration.

(2) To have and exercise any and all rights, powers and privileges available to a corporation organized under the Texas Non-Profit Corporation Act; and to do all other acts necessary, proper, advisable or convenient for the accomplishment or furtherance of the purposes of the corporation, and to do all other things incidental to or connected therewith, which are not forbidden by the Texas Non-Profit Corporation Act, by other law or by these Articles of Incorporation.

549-96-0645

EXHIBIT  
B-3

(3) Notwithstanding any of the above statements of purposes, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation as set forth in paragraph (1) of this Article IV, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for profit of its Members, or to distribute any gains, profits, or dividends to its Members, except on dissolution and winding up. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to its Members and is organized for non-profit purposes.

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ARTICLE V.

The street address of the initial registered office of the corporation is 1800 St. James Place, Suite 605, Houston, Texas 77056, and the name of its initial registered agent at such address is Albert E. Totah.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors of the corporation are:

Albert E. Totah  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

John E. Carey  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

Edgard Totah  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

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ARTICLE VII.

The name and street address of each incorporator is:

Albert E. Totah  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

John E. Carey  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

Edgard Totah  
1800 St. James Place  
Suite 605  
Houston, Texas 77056

ARTICLE VII.

For every person or entity who is a record Owner of the fee simple title to any Unit in the Project, but excluding Mortgagees and tenants, and only such persons or entities, shall be the Members of the Association. Each Member shall be entitled to cast one vote with respect to each Unit owned by that Member, on each matter submitted to a vote of the Members, a

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number of votes which are equal to that Member's Percentage Ownership Interest in the Common Elements of the Project as set forth in the Declaration. In the event a Unit is owned jointly or commonly by two or more persons, only one of those persons (whose authority is evidenced by a written agreement signed by all such persons and delivered to the Board of Directors prior to or at the beginning of the meeting) shall be entitled to vote. Cumulative voting in the election of directors shall not be permitted. Membership shall be appurtenant to and may not be separated from ownership of any Unit. Ownership of a Unit shall be the sole qualification for membership in the corporation.

ARTICLE IX.

All of the powers and duties of the corporation shall be exercised by the initial Board of Directors named herein (and their successors and assigns) until the first meeting of the Members of the corporation. The first meeting of the Members of the corporation shall be called as provided in the Declaration by the Board of Directors giving written notice of the date, time, and place of the meeting by mailing or delivering notice to the Owner (at the address which appears on the records of the corporation) of each Unit in the Condominium.

ARTICLE X.

No director of 2500 Bering Drive Homeowners Association, Inc. shall ever be liable to any person, firm or corporation for any action (other than fraud, gross negligence or theft) taken pursuant to the Declaration, and the acceptance by any party of a deed to any Unit in the Project shall constitute such party's covenant and agreement that such liability shall not exist.

IN WITNESS WHEREOF, we have hereunto set our hands on June 13, 1993.

Albert E. Totah  
 Albert E. Totah  
John E. ...  
 John E. ...

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04/02/2002 15:40 FAX 7138301014

ROBERTS MARKEL FOLGER

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*John E. Carey*  
\_\_\_\_\_  
John E. Carey

(2)

*Edgard Totah*  
\_\_\_\_\_  
Edgard Totah

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STATE OF TEXAS  
COUNTY OF HARRIS

I, the undersigned notary public, do hereby certify that on this 13<sup>th</sup> day of January, 1900, personally appeared before me Albert E. Totah, John E. Carey, and Edgard Totah, who after being by me duly sworn declared that they each signed the foregoing document as an incorporator and that the statements therein contained are true and correct.

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

*Dixie Barron*

Notary Public in and for  
the State of Texas

DIXIE BARRON

Notary Public State of Texas

My Commission Expires June 26, 1985

Bonded by L. Alexander Lovett, Lawyers Surety Corp.

549-96-0651

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS  
COUNTY OF HARRIS  
I hereby certify that this instrument was FILED in the Public Records on the date and at the time stamped hereon by me, and was duly RECORDED in the Public Records of Real Property of Harris County, Texas on

MAR 18 2002



*Bonny L. Lyford*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

COUNTY CLERK  
HARRIS COUNTY, TEXAS

MAR 18 PM 4:12

FILED

RECORDER'S MEMORANDUM  
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.