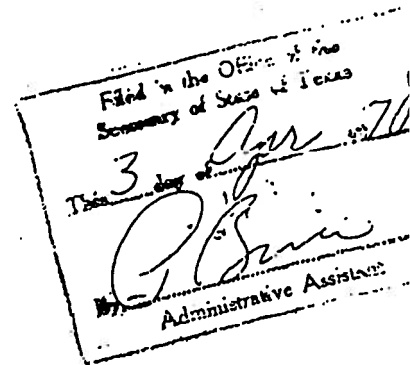


Charter No.  
431885-1  
Incorporated  
4-3-78

ARTICLES OF INCORPORATION  
OF  
BERINGWOOD ASSOCIATION, INC.



We, the undersigned natural persons of the age of twenty-one 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 I

The name of the corporation is BERINGWOOD ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Subject to Part IV of the Texas Miscellaneous Corporation Laws Act, the purposes for which the corporation is organized are:

To operate, manage, maintain and administer the affairs of BERINGWOOD ASSOCIATION, INC., a condominium project established pursuant to Article 1301a of the Texas Revised Civil Statutes and that certain Declaration and Master Deed dated January 31, 1978, recorded in Volume 67, Page 1, of the Condominium Records of Harris County, Texas (the "Declaration and Master Deed").

To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of BERINGWOOD ASSOCIATION, INC. as a condominium project in accordance with the Declaration and Master Deed.

ARTICLE V

Each Owner shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Unit in the Condominium Project.

Each Owner shall be entitled to a vote, the value of which shall equal the total of the percentages assigned to the Units owned by such Owners as set forth in the Declaration and Master Deed.

No Owner, other than the Developer, shall be entitled to vote at any meeting of the corporation until he has presented evidence of ownership of a Unit in the Condominium Project to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his or her spouse or to another Owner or to his duly authorized representative. If title to a Unit shall be in the name of two or more persons as Owners, any one of such Owners may vote as the Owner of the Unit at any meeting of the corporation

and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation in which case the unanimous action of all such Owners (in person or by proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall also be required to cast their vote as Owners.

An Owner in default of any provisions of the Declaration and Master Deed shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

The terms "Owner", "Unit", "Condominium Project" and "Developer", as used herein, shall have the same meaning as set forth in the Declaration and Master Deed.

#### ARTICLE VI

The street address of the initial registered office of the corporation is 4600 Post Oak Place Drive, Suite 102, Houston, Texas 77027, and the name of the initial registered agent at such address is KENNETH R. JOHNSON.

#### ARTICLE VII

The number of directors of the corporation shall be fixed by the by-laws of the corporation but shall not be less than three (3). The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial board of directors are:

Kenneth R. Johnson  
 4600 Post Oak Place Drive  
 Suite 102  
 Houston, Texas 77027

Arnie Miller  
 Gulf Republic Savings Association  
 2650 Two Shell Plaza  
 Houston, Texas 77002

W. Richard Stromatt  
 Gulf Republic Savings Association  
 2650 Two Shell Plaza  
 Houston, Texas 77002

ARTICLE VIII

The name and street address of each incorporator is:

Billie Strong  
 3314 Dalmation  
 Houston, Texas 77045

Mary Sumler  
 10511 Huntington Place Drive  
 Houston, Texas 77072

Sherrie Jo Loerwald  
 8501 Broadway, #2094  
 Houston, Texas 77061

IN WITNESS WHEREOF, we have hereunto set our hands this

31st day of March, 1978.

Billie Strong  
 BILLIE STRONG

Mary Sumler  
 MARY SUMLER

Sherrie Jo Loerwald  
 SHERRIE JO LOERWALD

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Carol M. Bludau, a Notary Public, do hereby certify that on the 31st day of March, 1978, personally appeared before me BILLIE STRONG, MARY SUMLER and SHERRIE JO LOERWALD, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and the statements therein contained are true.

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

Carol M. Bludau  
Notary Public in and for  
Harris County, Texas.