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In the Office of the
Secretary of State of Texas

NOV 26 1976

Loma Satron
Deputy Director, Corporation Division

ARTICLES OF INCORPORATION
OF

UNIVERSITY PARK PLACE OWNERS' ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) 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 UNIVERSITY PARK PLACE OWNERS' ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which this corporation is formed are:

(1) The specific and primary purposes are to act as a management body for the UNIVERSITY PARK PLACE CONDOMINIUM DEVELOPMENT, a condominium development in Houston, Harris County, Texas, (the "Condominium Development"), to provide for maintenance, preservation, and architectural control of the Condominium Development, and to promote the general civic and social welfare of the owners and residents of the Condominium Development.

(2) The general purposes and powers are:

(a) to constitute and have the rights, powers duties, purposes, and functions of the University Park Place Owners' Association, Inc., as contemplated and provided for by the Condominium Declara-

tion governing the development, management and use of the condominium units in said University Park Place (which Condominium Declaration has been duly recorded in the real property records of Harris County, Texas under County Clerk's File No. _____), and the By-Laws of the corporation attached to such Condominium Declaration, as Exhibit "C" thereto.

(b) to provide for the improvement and maintenance of the Condominium Development and other facilities dedicated to common use which now exists or which may hereafter be installed, erected or constructed within the Condominium Development.

(c) to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purposes of this corporation.

(d) to make and perform contracts of every kind for any lawful purposes without limit as to amount with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(e) to have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in affect or may at any time hereafter be amended.

(f) to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

ARTICLE V

Any person on becoming an owner of a condominium unit in the Condominium Development shall automatically become a member of this non-profit corporation and be subject to these Articles of Incorporation and the By-Laws of the corporation. Such membership shall terminate without any formal corporate action whenever such person ceases to own a condominium unit in the Condominium Development.

ARTICLE VI

The voting of the members shall be based upon the percentage of the undivided interest of each unit owner in the common elements

of the condominium Development as described on Exhibit "B" to the Condominium Declaration. An owner of an undivided fractional ownership interest in and to a condominium unit shall be entitled to a vote equal to his fractional ownership interest in such unit. Cumulative voting is prohibited.

ARTICLE VII

The address of the initial registered office of the corporation is 5353 Institute Lane, Apartment #1, Houston, Texas 77005, and the name of its initial registered agent at such address is Mary Callahan.

ARTICLE VIII

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 Directors are:

JOHN F. PRESTON, III
White Oak Development Corporation
4615 Post Oak Place #280
Houston, Texas 77027

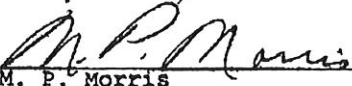
M. P. MORRIS
White Oak Development Corporation
4615 Post Oak Place #280
Houston, Texas 77027

MARY CALLAHAN
5353 Institute Lane
Apt. #1
Houston, Texas

IN WITNESS WHEREOF, We have hereunto set our hands this
the 11th day of October, 1976,



John F. Preston, III



M. P. Morris




Mary Callahan

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared JOHN F. PRESTON, III, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein expressed are true.

GIVEN UNDER MY HAND and SEAL OF OFFICE this the 11th day of October, 1976.



NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S
SANDRA S. HEIL
Notary Public in and for Harris County, Texas
My Commission Expires 2-19-78

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared M. P. MORRIS, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein expressed are true.

GIVEN UNDER MY HAND and SEAL OF OFFICE this the 11th day of October, 1976.



NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S
SANDRA S. HEIL
Notary Public in and for Harris County, Texas
My Commission Expires 2-19-78

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared MARY CALLAHAN, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein expressed are true.

GIVEN UNDER MY HAND and SEAL OF OFFICE this the 11th day of October, 1976.


NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S
SANDRA S. HEIL
Notary Public in and for Harris County, Texas
My Commission Expires 2-19-78