

OCT 31 1996

ARTICLES OF INCORPORATION
OF
FALCON POINT EAST HOMEOWNERS ASSOCIATION, INC. Corporations Section

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

ARTICLE I

The name of the corporation is FALCON POINT EAST HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed are;

1. The specific primary purposes are to act as a management body for the Falcon Point East Homeowners Subdivision, in Fort Bend and Harris Counties Texas (the "Subdivision"), to provide for maintenance, preservation, and architectural control of the and to promote the general civic and social welfare of the owners and residents of the Subdivision.
2. The general purposes and powers are:
 - a. To constitute and have the rights, powers, duties, purposes and functions of the Falcon Point East Homeowners Association, Inc., as contemplated and provided for by the Declaration of Covenants, Conditions and Restrictions governing the

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529-89-2313

- management and use of the residential Lots in the subdivision (which said Declaration has been or is to be fully recorded in the Real Property Records of Fort Bend County, Texas) and the By-Laws of the corporation;
- b. To provide for the improvement and maintenance of the subdivision and other facilities dedicated to common use which now exists or which may hereafter be installed, erected or constructed within the subdivision;
 - 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 power conferred on Non-Profit Corporations under the Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended;
 - f. To borrow money and, with the assent of the majority of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
 - g. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall be in accordance with the Declaration; and
 - h. 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 Lot in the Subdivision, shall automatically become a member of this non-profit corporation subject to these Articles of Incorporation and the By-Laws of the corporation. Such memberships shall terminate without any formal corporate action whenever such person ceases to own a Lot in the Subdivision.

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ARTICLE VI

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII

Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership of the corporation.

ARTICLE VIII

The address of the initial registered office of the corporation is 800 Bering Drive, Suite 103, Houston, Texas 77057, and the name of its initial registered agent at such address is Samuel H. Yager, Jr..

ARTICLE IX

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:

Samuel H. Yager, Jr.	800 Bering Drive, Suite 103 Houston, Texas 77057 (713) 783-0308
Douglas S. Welker	800 Bering Drive, Suite 103 Houston, Texas 77057 (713) 783-0308
Samuel H. Yager, III	800 Bering Drive, Suite 103 Houston, Texas 77057 (713) 783-0308

ARTICLE X

The name and address of the incorporator is:

Samuel H. Yager, Jr.	800 Bering Drive, Suite 103 Houston, Texas 77057 (713) 783-0308
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IN WITNESS WHEREOF, we have hereunto set our hand this the 21st
_ day of October, 1996.

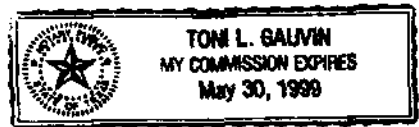
Samuel H. Yager, Jr.
Samuel H. Yager, Jr.

THE STATE OF TEXAS §
§
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally
appeared Samuel H. Yager (Incorporator), of Falcon
Point East Homeowners Association, Inc. (Corporation), known to me
to be the person whose name is subscribed to the above and
foregoing instrument, and acknowledged to me that he executed the
same for the purposes and considerations therein expressed, and in
the capacity therein stated and the act and deed of said
corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this 21st day
of October, 1996.

Toni L. Galvin
Notary Public in and for the
State of Texas



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