

CORPORATION RECORD BOOK

Loose Leaf

This book is designed to afford a convenient method of compiling and keeping corporate records. Index sheets with tabs are provided, subdividing the contents of the book under the following subjects:

Organization Meetings

By-Laws

Charter, Certificate of Incorporation
or Incorporation Documents

Subscription List

Stockholders' Minutes

Directors' Minutes

Stock Transfer Record

Stockholders' Ledger

Dividend Record

Secretary's Calendar

Miscellaneous Documents, Information, etc.

Each index sheet contains suggestions as to the manner in which the record under that particular heading is to be compiled. These suggestions are general in character and sufficiently flexible to be adapted to the practice in any state. If supplemented by examination of the requirements of local law, they should be adequate to enable the Secretary of the corporation to compile and keep in readily accessible form an accurate and complete corporate record.

ORGANIZATION MEETINGS

In most jurisdictions the first step in the actual formation of a corporation is the calling of a meeting of the incorporators. This is either done by call in the form provided by local law or by a Waiver of Notice signed by all the incorporators and made a part of the record of the first meeting. In some jurisdictions this Waiver of Notice is a part of the form required to be filled out and submitted to the proper State authority. A customary form of Waiver of Notice is as follows:

"We, the undersigned, being all the incorporators of _____, hereby waive all the requirements of law for notice of the first meeting for organization and appoint the _____ day of _____ at _____ o'clock _____ M., at _____ .

as the time and place of holding said meeting.

In Witness Whereof, we have hereunto set our hands on the _____ day of _____ in the year of _____ .

_____"

The steps ordinarily taken at the organization meetings are the following:

1. Determining who are to be the incorporators.
2. Determining upon a name for the corporation.
3. Location of corporation's principal office.
4. Fixing the amount and kinds of capital stock.
5. Method of issuance and payment for stock.
6. The corporate purposes.
7. The election of Officers and directors.
8. The adoption of By-laws which, among other things, should conform to the suggestions set forth on the index page under the tab "By-laws".
9. Execution and provision for filing with State authority of requisite organization documents and payment of required corporation fees.
10. Designating banks of deposit and officers authorized to sign checks.

FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS

OF

INWOOD FOREST HOMES ASSOCIATION

The first meeting of incorporators and subscribers of Inwood Forest Homes Association was held at the Guaranty Building, Houston, Texas, on the 21st day of November, 1968, at which meeting the following incorporators and subscribers were present:

John G. Minniece

Carolyn Guthry

Jane Bouldin

Jane Bouldin acted as chairman of the meeting and John G. Minniece acted as secretary of the meeting.

The chairman reported that the original charter of the corporation was filed in the Office of the Secretary of State of Texas in Austin, Texas on the 18th day of November, 1968 and a copy of said original charter was exhibited to the meeting. The secretary was instructed to attach a certified copy of the charter to the Minute Book of the corporation.

Thereupon, on motion duly made, seconded and unanimously carried, it was resolved to accept said charter as the charter of the corporation.

A draft of the By-Laws for the regulation of the affairs of the corporation was read section by section to the meeting, and upon motion duly made, seconded and unanimously carried, the By-Laws of the corporation were adopted.

The chairman announced that it would be in order to elect directors of the corporation to serve until the first annual meeting of shareholders. An election was held and the following directors were elected;

Ray V. Mayfield, Sr.

John Y. Allen, Jr.

S. M. Gillette

There being no further business to come before the meeting,
the same was, on motion duly made, seconded and unanimously carried,
adjourned.



John G. Minniece
Secretary of the meeting

BY-LAWS

The By-laws adopted at the organization meeting should be here inserted. The following outlines the principal subjects to be covered:

- Article I. Name of corporation, principal place of business and corporate seal.
- Article II. Corporate powers and purposes.
- Article III. Capital stock with sections designating the amount, number of shares and value per share; voting rights; form of certificates and method of signing same, and procedure in case of lost certificates.
- Article IV. Officers and directors.
- Article V. Authority and duties of officers and directors.
- Article VI. Fiscal year of corporation.
- Article VII. Meetings of stockholders and directors with sections fixing date of annual meetings, notice required for calling same, provision as to meetings upon waiver of notice and requirements for a quorum.
- Article VIII. Amendment of By-laws providing method of amendment either by vote of the stockholders representing a majority or some other designated proportion of the outstanding shares at any stockholders' meeting or at any special meeting when notice of proposed amendment has been given in the notice of the meeting.

(Note: In the event of subsequent amendment, alteration or repeal of By-laws, a marginal notation should be made by the Secretary opposite the By-law affected referring to the date of the meeting taking such action).

BY-LAWS

OF

INWOOD FOREST HOMES ASSOCIATION

ARTICLE I.

Definitions

Section 1: The words "said property" as used in these By-laws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

All of that certain subdivision known as Inwood Forest in Harris County, Texas;

Together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this corporation and be accepted as within the jurisdiction of this corporation by resolution of the Board of Directors of this Corporation.

Section 2: The words "Building Site" wherever used in these By-laws shall be deemed to mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.

ARTICLE II.

Functions of the Corporation

Section 1: Purposes: The purposes for which Inwood Forest Homes Association is formed are civic and social, for the benefit and betterment of the residents and property owners of Inwood Forest, a residential development in Harris County, Texas. To carry out such purposes properly, the Corporation may at the discretion of its Board of Directors perform the following

functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate charter:

(a) The Corporation may care for vacant, unimproved and unkept lots in said development, remove and destroy grass, weeds and rodents therefrom and do any other things, and perform any labor necessary or desirable in the judgment of this Corporation to keep the property, and the land contiguous and adjacent thereto, neat and in good order.

(b) The Corporation may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Corporation has jurisdiction; the Corporation may pay all expenses incidental thereto; the Corporation may enforce the decisions and rulings of this Corporation having the jurisdiction over any of said property; the Corporation may pay all of the expenses in connection therewith; and may reimburse any declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement, of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any declaration.

(c) The Corporation may perform any and all lawful things and acts which this Corporation at any time and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.

(d) Any powers and duties exercised by said Corporation relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor as agent.

(e) The Corporation may provide for garbage and rubbish collection and disposal.

(f) The Corporation may expend the funds collected by it from assessments, maintenance charges and all other moneys received by the Corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this Corporation in carrying out any or all of the purposes for which the Corporation is formed.

Section 2: Area: The activities of the Corporation shall be limited to the area known as Inwood Forest, a development in Harris County, Texas, and to such other areas which may hereinafter through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.

ARTICLE III.

Offices

The principal office of the Corporation shall be located in the City of Houston, County of Harris, State of Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV.

Members

Section 1: Annual Meeting: The annual meeting of the members shall be held on the 15th day of January in each year, at 10:00 o'clock A. M., if not a legal holiday, and if a legal holiday, then on the next succeeding business day, for the purpose of electing directors (after the term of office of the initial Board of Directors or the successors to the initial Board of Directors has terminated) and for the transaction of any and all such other business which may be brought before or submitted to the meeting. All annual meetings of the members shall be held at the office of the Corporation in the City of Houston, Texas, unless otherwise determined by the Board of Directors. No notice of the annual meeting shall be necessary.

Section 2: Special Meetings: Special meetings of the members shall be held at the office of the Corporation in the City of Houston, Texas, or at such other places as may be designated in the notice or waiver or waivers of notice of the respective meetings. Special meetings of the members may be called by the President or by a Vice President or by the Board of Directors, or by a majority in number of the members. Written notice of each special meeting of the members, stating the time and place thereof and indicating briefly the purpose or purposes thereof, shall be sent by mail or telegram or be delivered, by the Secretary, or in the event of his absence or failure, refusal, inability or omission to so do, by the President or a Vice President or any Assistant Secretary, to each of the members of the Corporation at their respective addresses, as shown by the records of the Corporation, at least five (5) days prior to the date set for the holding of the meeting. Unless otherwise indicated in the notice or waiver or waivers of notice thereof, any and all business may be transacted at any annual or special meeting of the members.

Section 3: Quorum: A majority in number of the members, present in person or by proxy, shall constitute a quorum for all purposes at any meeting of the members. If the number of members necessary to constitute a quorum at any annual or special meeting of the members shall fail to attend in person or by proxy, the members present in person or by proxy, may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present or attend in person or by proxy. A majority of the members present in person or by proxy, may also adjourn any annual or special meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 4: Organization: The President of the Corporation, and in the event of his absence, a Vice President of the Corporation, shall call meetings of the members to order and shall act as Chairman of such meetings. In the absence of the President and a Vice President of the Corporation, the members present may appoint a chairman. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the members but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 5: Voting: Each member shall be entitled to one vote at each meeting of the members. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or by the duly authorized attorney of such member. At all meetings of members all questions, except those the manner of deciding which is otherwise expressly governed by statute, the charter of the Corporation or by the by-laws, shall be decided by the vote of the majority of the members of the Corporation present in person or by proxy and entitled to vote, a quorum being present. All voting shall be viva voce, except that, upon the determination of the presiding officer of any meeting of upon the demand of any member or his proxy, voting on any further question or questions at any meeting shall be by ballot. Each ballot shall be signed by the member voting or by his proxy.

Section 6: Qualifications: The members of the Corporation shall be the persons constituting the Board of Directors of the Corporation. The Board of Directors of the Corporation may at any time by resolution vote to include all building site owners in Inwood Forest as members of the Corporation.

ARTICLE V.

Board of Directors

Section 1: Number and Term of Office: The business and property of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions, imposed by law, by the charter, or by these by-laws, the Board of Directors may exercise all the powers of the Corporation.

The number of directors shall be three (3), but the number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the members, present in person or by proxy, at any annual or special meeting of the members, provided that the number of directors shall never be less than three. The initial Board of Directors as set forth in the Articles of Incorporation shall serve for a period of ten (10) years, commencing with the date of incorporation. In the event of the death or resignation of any member of the initial Board of Directors, the remaining members or member of said Board shall select a successor member or members to serve the unexpired portion of such ten year term. After the expiration of the aforesaid ten year term, the Directors shall be elected each year at the annual meeting of the members of the Corporation or at the adjourned annual meeting of the members, and each Director shall be elected to hold office and serve until the next annual meeting of the members and until his successor shall be elected and shall qualify.

Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the directors then in office. In the event of any increase in the number of directors, the additional directors shall be elected by the majority vote of the members of the Corporation present in person or by proxy, at any annual or special meeting of the members. Until such time as the Board of Directors vote to include all building site owners in Inwood Forest as members of the corporation, directors of the Corporation need not be building site owners in Inwood Forest.

Section 2: Meeting of Directors: The Directors may hold their meetings and have offices and keep the books of the Corporation, except as otherwise provided by statute, in such place or places in or outside of the State of Texas, that the Board of Directors may from time to time determine.

Section 3: First Meeting: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of the members, or adjourned annual meeting of the members, and no notice of such meeting shall be necessary.

Section 4: Election of Officers: At the first meeting of the Board of Directors in each year at which a quorum is present, the Board of Directors shall proceed to the election of the officers of the Corporation. No notice or waiver of notice of any such first meeting shall be required or necessary if it be held immediately after either the annual meeting or the adjourned annual meeting of the members, and any and all business of any nature or character may be transacted at such first meeting.

Section 5: Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 6: Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or a majority of the directors then in office. Notice of each special meeting shall be given by any officer of the Corporation by telegraph, mail, telephone or personal delivery to each director at his residence or usual place of business at least two days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even though without any notice, any business may be transacted.

Section 7: Quorum: The majority of the directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance thereat. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the charter of the Corporation, or by these By-laws.

Section 8: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a Chairman shall be chosen from the directors present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9: Services: No director or officer of the Corporation shall be required to devote his time or render services exclusively to the Corporation. Each director and officer of the Corporation shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of the Corporation without liability to this Corporation. Likewise, each and every director and officer of the Corporation shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a director or officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the purposes, business or activities of this Corporation, without breach of duty to this Corporation or its members and without liability of any character or description to the Corporation or its members. No contract or other transaction of this Corporation shall ever be affected by the fact that any director or officer of the Corporation is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the disinterested directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

ARTICLE VI.

Officers

Section 1: Titles and Term of Office: The officers of the Corporation shall be a President (who shall be a director), one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including but not limited to one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors may from time to time elect or appoint. One person may hold more than one office. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors. A vacancy in the office of any officer shall be filled by vote of a majority of the directors then in office.

Section 2: Duties and Powers of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business; he shall preside at all meetings of the members and of the Board of Directors; he may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and, he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 3: Vice Presidents: Each Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 4: Treasurer: The Treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as is designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of the Corporation to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he shall at all reasonable times exhibit his books and accounts to any director of the Corporation during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 5: Assistant Treasurers: Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 6: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President or a Vice President in the name of the Corporation all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation and affix the seal of the Corporation thereto. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director upon request at the office of the Corporation during business hours and he shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 7: Assistant Secretaries: Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE VII.

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1: The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2: No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences or indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

ARTICLE VIII.

Miscellaneous Provisions

Section 1: Fiscal Year: The fiscal year of the Corporation shall end at midnight on December 31, of each calendar year.

Section 2: Seal: The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the Corporation.

Section 3: Notice and Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of these by-laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4: Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE IX.

Amendments

These By-laws may be supplemented, altered, amended or repealed either by the affirmative vote of a majority of the members of the Corporation at any annual or special meetings, or by the affirmative vote of a majority of the Board of Directors at any regular or special meeting.

CHARTER, CERTIFICATE OF INCORPORATION
OR INCORPORATION DOCUMENTS

After the approval of organization documents required by law to be submitted to State authority, the corporation is usually issued a Charter or a Certificate of Incorporation or other similar document. A receipt is usually issued by public authority evidencing the payment of the requisite fees. These documents should be here inserted or, in the alternative, copies thereof here inserted for ready reference.



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

Martin Dies Jr.
SECRETARY OF STATE

October 8, 1970

W. O. Bowers III
ASST. SECRETARY OF STATE

Mr. John C. Harris, Jr.
Attorney at Law
Guaranty Building
Houston, Texas 77002

CHARTER NO.: 253940

RE: INWOOD FOREST HOMES ASSOCIATION

The following instrument is enclosed for your files, the original has been filed in this office:

- () Certificate of Amendment and duplicate original copy.
- () Certificate of Merger and duplicate original copy.
- (X) Duplicate original copy of Statement of Change of Registered Office & Registered Agent.
- () Duplicate original copy of Statement of Resolution Authorizing Incorporation by Reference.
- () Duplicate original copy of Designation of Registered Office and appointment of Registered Agent.
- ()

This will acknowledge receipt of your remittance in payment of the filing fee.

Sincerely yours,

MARTIN DIES, JR.
Secretary of State

BY:

Ted W. Hejl

Ted W. Hejl
Director
Corporation Division

STATEMENT OF CHANGE OF
REGISTERED AGENT OF
INWOOD FOREST HOMES ASSOCIATION

5th October 1970
A. Jergins
Assistant

To the Secretary of State of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered agent in the State of Texas:

I.

The name of the corporation is INWOOD FOREST HOMES ASSOCIATION.

II.

The Post Office address of its present registered office is 1302 Rusk Avenue, Houston, Texas.

III.

The name of its present registered agent is S. M. GILLETT.

IV.

The name of its successor registered agent is CHARLES WARD.

V.

The Post Office address of its registered office and the Post Office address of the business office of its registered agent, as changed, will be identical.

VI.

Such change was authorized by resolution duly adopted by its Board of Directors dated August 8th, 1970.

INWOOD FOREST HOMES ASSOCIATION

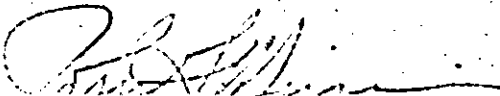
By Ray T. Mayfield
President

By Charles Ward
Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

I, John G. Minviere, a Notary Public, do hereby certify that on this 25th day of SEPTEMBER, 1970, personally appeared before me, RAY V. MAYFIELD, SR., who being by me first duly sworn declared that he is the President of Inwood Forest Homes Association, that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Notary Public in and for Harris
County, Texas





STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE
AUSTIN, TEXAS 78711

Mark W. White, Jr.
SECRETARY OF STATE

November 12, 1973

Bruce Hughes
ASST. SECRETARY OF STATE

John C. Harris, Jr.
Morris, Termini, Harris & McCanne
6th Floor Melrose Building
1121 Walker
Houston, Texas 77002

CHARTER NO: 253940

RE: INWOOD FOREST HOMES ASSOCIATION

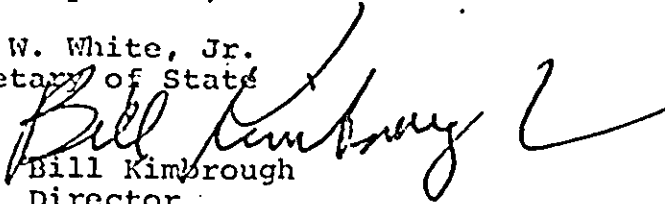
The following instrument is enclosed for your files, the original has been filed in this office;

- x' Certificate of Amendment and duplicate original copy.
-) Certificate of merger and duplicate original copy.
- () Duplicate original copy of Statement of Change of Registered Office & Registered Agent.
- () Duplicate original copy of Statement of Resolution Authorizing Incorporation by Reference.
- () Duplicate original copy of Designation of Registered Office and appointment of Registered Agent.
- () Duplicate original copy of Statement of Cancellation of Treasury Shares.
- ()

This will acknowledge receipt of your remittance in payment of the filing fee.

Sincerely Yours,

Mark W. White, Jr.
Secretary of State

By: 
Bill Kimbrough
Director
Corporation Division



OFFICE OF THE SECRETARY OF STATE

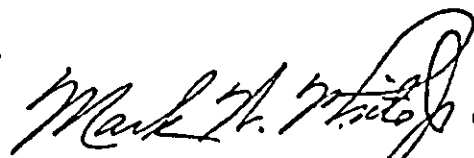
CERTIFICATE OF AMENDMENT
OF

INWOOD FOREST HOMES ASSOCIATION.....
CHARTER NO. 253940

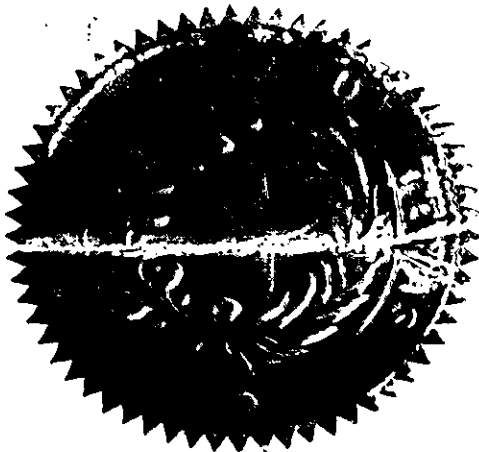
The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of the above corporation duly signed and verified pursuant to the provisions of the Texas Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a duplicate original of the Articles of Amendment.

Dated..... October 30, 1973.



Secretary of State



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INWOOD FOREST HOMES ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

OCT 30 1973

Bill Zimmerman

Deputy Director, Corporation Division

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which:

Provide for the services of the corporation to be rendered to certain sections of Inwood Forest Subdivision in Harris County, Texas.

I.

The name of the corporation is INWOOD FOREST HOMES ASSOCIATION.

II.

The following amendment to the Articles of Incorporation was adopted by the corporation on October 25, 1973.

~~Article IV. of the Articles of Incorporation is hereby amended so~~
as to read as follows:

"ARTICLE IV.

The purpose or purposes for which the said corporation is organized are civic and social, for the benefit and betterment of the residents and property owners of SECTIONS SIX (6), TEN (10) and TWELVE (12) of INWOOD FOREST, a residential subdivision in Harris County, Texas."

III.

The amendment was adopted at a meeting of the Board of Directors held on October 25, 1973, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

DATED, October 25, 1973.

INWOOD FOREST HOMES ASSOCIATION

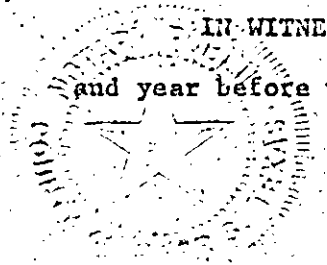
By *Ed Best*
Its President

By *Evonne Smith*
Its Secretary

THE STATE OF TEXAS, Y
 Y
COUNTY OF HARRIS. Y

I, Julia M. Babb, a Notary Public, do hereby certify that on this 26th day of October, 1973, personally appeared before me Ed Est, being duly sworn, declared that he is President of the corporation executing the foregoing or attached document, that he signed the same in the capacity therein set forth and that the statements therein contained are true.

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



Julia M. Babb
Notary Public, in and for Harris County,
Texas

MINUTES OF DIRECTORS' MEETINGS

The report of minutes of directors' meetings should record all business transacted thereat and should cover the following:

1. Date, place and time of meeting.
2. Method of convening, i. e., whether by call in accordance with the By-laws or upon waiver of notice.
3. The officer presiding.
4. The presence of a quorum.
5. The reading and approval of minutes of the previous meeting.
6. Reports of officers or others.
7. Discussion of unfinished business and action taken.
8. Discussion of new business and action taken.
9. Election of any officers required by By-laws to be elected by directors.
10. Adjournment.

(Note: The foregoing constitutes the customary business transacted at an annual meeting; special meetings may omit annual reports and elections unless vacancies exist).

PHOENIX, ARIZONA

April 20th, 1970

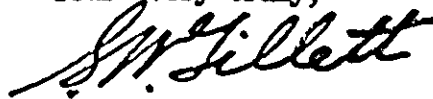
Inwood Forest Homes Association
1302 Rusk Avenue
Houston, Texas 77002

Gentlemen:

I hereby resign as a Director of Inwood Forest Homes Association

Effective this date.

Yours very truly,



S. M. Gillett

cb

Houston, Texas

August, 19 1970

Inwood Forest Homes Association
1302 Rusk Avenue
Houston, Texas 77002

Gentlemen:

I hereby resign as a director of Inwood Forest Homes Association
effective as of this date.

Yours very truly,


John Y. Allen, Jr.

cb

PHOENIX, ARIZONA

April 20 , 1970

Architectural Control Committee
Inwood Forest, Section 6
1302 Rusk Avenue
Houston, Texas 77002

Gentlemen:

I hereby resign as a member of the Architectural Control
Committee of Inwood Forest, Section 6, effective this date.

Yours very truly,


S. M. Gillette

cb

APPOINTMENT OF DIRECTORS

WHEREAS, the initial Board of Directors named in the Articles of Incorporation of INWOOD FOREST HOMES ASSOCIATION consisted of RAY V. MAYFIELD, SR., JOHN Y. ALLEN, JR. and S. M. GILLETTE; and

WHEREAS, JOHN Y. ALLEN, JR. and S. M. GILLETTE have resigned as directors of said association; and,

WHEREAS, it is provided in Article V, Section 1 of the By-Laws of INWOOD FOREST HOMES ASSOCIATION that the initial Board of Directors as set forth in the Articles of Incorporation shall serve for a period of ten years commencing with the date of incorporation and that in the event of a death or resignation of any member of the initial Board of Directors the remaining members or member of said board shall select a successor member or members to serve the unexpired portion of such ten year term; and,

WHEREAS, said Articles of Incorporation were filed in the Office of the Secretary of State of Texas on November 21, 1968 and ten years have not elapsed since the filing of such Articles of Incorporation and the undersigned RAY V. MAYFIELD, SR. is the remaining member of said board and desires to select successor members to serve the unexpired portion of such ten year term;

NOW THEREFORE, in consideration of the premises I, the undersigned RAY V. MAYFIELD, SR., do hereby select and appoint ED BEST and CHARLES WARD as directors of INWOOD FOREST HOMES ASSOCIATION to serve the remainder of the terms of the members of the said board who have resigned effective as of this date.

EXECUTED this the 19th day of August, 1970.


RAY V. MAYFIELD, SR.

MINUTES OF A MEETING OF THE
BOARD OF DIRECTORS
OF
INWOOD FOREST HOMES ASSOCIATION

A special meeting of the Board of Directors of Inwood Forest Homes Association was duly called and held in accordance with the By-Laws of the corporation, at 1302 Rusk Avenue, Houston, Texas, on the 20th day of August, 1970, at which meeting the following directors were present, they being all of the directors of the corporation:

Ray V. Mayfield, Sr.
Ed Best
Charles Ward

Mr. Mayfield acted as chairman of the meeting and Mr. Ward acted as secretary of the meeting.

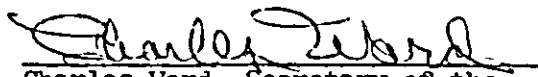
The chairman announced that the purpose of the meeting was to elect officers of the corporation. An election was held and the following persons were unanimously elected to the offices set opposite their names:

Ray V. Mayfield, Sr.- President
Ed Best - Vice President
Charles Ward - Secretary - Treasurer

The chairman announced that S. M. Gillett, registered agent of the corporation, had resigned as a director and it would be in order for the President of the corporation to file with the Secretary of State of Texas a new designation of the registered agent of the corporation and upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

"BE IT RESOLVED that the President and other officers of the corporation be and they are hereby authorized to file with the Secretary of State of Texas an instrument to record in the Office of the Secretary of State a change in the person designated as the registered agent of the corporation from S. M. Gillett to Charles Ward."

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.


Charles Ward, Secretary of the
Meeting

CORPORATION RESOLUTIONS TO GOVERN HANDLING OF ACCOUNT

To First National Bank of Stafford, Stafford, Texas

I HEREBY CERTIFY that at a meeting of the Board of Directors of

INWOOD FOREST HOMES ASSOCIATION

(a Corporation), duly and regularly called, noticed and held on the 5 day of

March, 1971, and at which there was present a quorum of said Board, the following resolution was unanimously adopted, to-wit:

"RESOLVED: That FIRST NATIONAL BANK OF STAFFORD, STAFFORD, TEXAS, be and hereby selected as a depository for funds of this Corporation; that said funds may be deposited in an account styled as follows:

Inwood Forest Homes Association

that such funds may be withdrawn from said account on the check of this Corporation signed

by any 2 of the following officers of this Corporation; that any of them are authorized, for and on behalf of this Corporation, to endorse for deposit or for encashment checks and drafts, and to demand and receive the proceeds thereof:

PLEASE PRINT PLAINLY BELOW THE NAMES OF THE
AUTHORIZED SIGNATORY OFFICERS

(Designate special combinations, if any.)

NAME	TITLE
<u>Eilene Broadway</u>	
<u>Howard Lee</u>	
<u>Cecil N. Cook</u>	
<u>Stewart Morris</u>	
<u>Jake Kamin</u>	

It is further resolved that any of the above named officers shall be authorized to individually sign for and receive the statements and cancelled vouchers of this corporation, or to appoint in writing agents to so sign for and receive such documents, and any of the above named officers are hereby further authorized to stop payments against checks of this corporation, and to bind the corporation thereto. It is further resolved that any indebtedness created in connection with this account by any of the signing officers of the corporation, whose signatures shall be required on checks or drafts or other orders of payment or fund transfers shall be the debt of this Corporation.

It is further resolved that the said Bank is hereby authorized to receive such drafts, checks, notes or orders so executed for the credit of, or in payment from, the payee or any other holder without inquiry in any case as to the circumstances of their issue or the disposition of their proceeds whether drawn to the individual order of, or tendered in payment of any individual obligations of, any of the officers above named, or other officers of this Company or otherwise.

It is further resolved that the authority hereby conferred shall remain in force until written notice of the revocation thereof shall be received by said Bank; and that the certification of the Secretary of this corporation as to the election and appointment of the officers so authorized to sign such checks and endorsements and as to the signatures of such officers, shall be binding upon this Corporation."

I further certify that said resolution has never been amended or modified and is now in full force and effect.

IN WITNESS WHEREOF:

I have hereunto set my hand
and the corporate seal of this Corporation,

this 5 day of March, 1971

Charles Ward Secretary.

Houston, Texas

February 26, 1973

Inwood Forest Homes Association
1302 Rusk Avenue
Houston, Texas 77002

Gentlemen:

I hereby resign as a Director and as Secretary-Treasurer
of Inwood Forest Homes Association, effective this date.

Yours very truly,


CHARLES WARD

Houston, Texas

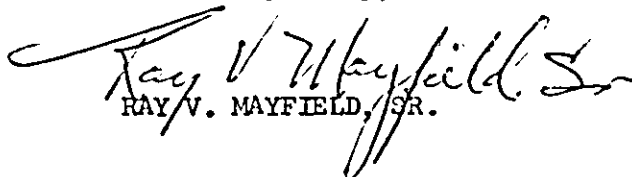
February 26, 1973

Inwood Forest Homes Association
1302 Rusk Avenue
Houston, Texas 77002

Gentlemen:

I hereby resign as a Director and President of Inwood Forest Homes Association, effective this date.

Yours very truly,


RAY V. MAYFIELD, SR.

APPOINTMENT OF DIRECTORS OF
INWOOD FOREST HOMES ASSOCIATION

WHEREAS, it is provided in Article V, Section 1 of the By-Laws of INWOOD FOREST HOMES ASSOCIATION that the initial Board of Directors as set forth in the Articles of Incorporation shall serve for a period of ten years commencing with the date of incorporation, and that in the event of the death or resignation of any member of the initial Board of Directors the remaining member or members of said Board shall select a successor member or members to serve the unexpired portion of such ten-year term; and,

WHEREAS, said Articles of Incorporation of INWOOD FOREST HOMES ASSOCIATION were filed in the Office of the Secretary of State of Texas on November 21, 1968, and ten years have not elapsed since the filing of such Articles of Incorporation; and,

WHEREAS, the initial Board of Directors named in the Articles of Incorporation consisted of Ray V. Mayfield, Sr., John Y. Allen, Jr., and S. M. Gillett; and,

WHEREAS, John Y. Allen, Jr. and S. M. Gillett resigned as Directors of said INWOOD FOREST HOMES ASSOCIATION and Ed Best and Charles Ward were appointed Directors to serve the remainder of the terms of such members who resigned on August 19, 1970; and,

WHEREAS, Ray V. Mayfield, Sr. and Charles Ward have resigned as Directors and the undersigned Ed Best is the only remaining member of

such Board and desires to select successor members to serve the un-
expired portion of such ten-year term;

NOW, THEREFORE, in consideration of the premises, I, ED BEST,
do hereby select and appoint EVONNE SMITH and JOHN G. MINNIECE as
Directors of INWOOD FOREST HOMES ASSOCIATION to serve the remainder
of the terms of the members of said Board who have resigned.

EXECUTED, this 26 day of February, 1973.


ED BEST

MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
INWOOD FOREST HOMES ASSOCIATION

A Special Meeting of the Board of Directors of Inwood Forest Homes Association was duly called and held in accordance with the By-Laws of the Corporation at the Guaranty Building, 1302 Rusk Avenue, Houston, Texas, on the 26 day of February, 1973, at which meeting the following Directors were present, they being all of the Directors of the Corporation:

Ed Best

Evonne Smith

John G. Minniece

Mr. Best acted as Chairman of the meeting, and Miss Smith acted as Secretary of the meeting.

The Chairman announced that the purpose of the meeting was to elect officers of the Corporation. An election was held and the following persons were unanimously elected to the offices set opposite their names.

Ed Best

President

John G. Minniece

Vice President

Evonne Smith

Secretary-Treasurer

The Chairman announced that Charles Ward, Registered Agent of the Corporation, had resigned as Director and as Secretary and Treasurer of the Corporation and that it would be in order for the President of the Corporation to file with the Office of the Secretary of State of Texas

a new designation of the Registered Agent of the Corporation, and, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

"BE IT RESOLVED, That the President and other officers of the Corporation be, and they are hereby authorized to file with the Secretary of the State of Texas an instrument to record in the Office of the Secretary of State a change in the person designated as the Registered Agent of the Corporation from Charles Ward to Ed. Best; and to change the Registered Office of the Corporation to 7502 Fondren, Houston, Texas 77036."

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and unanimously carried, adjourned.

E. vonne E. Smith
Secretary of the Meeting

Houston, Texas
October 25, 1973

Inwood Forest Homes Association
Houston, Texas

Gentlemen:

I hereby resign as a Director and as President of Inwood
Forest Homes Association, effective this date.

Yours very truly,


ED BEST

Houston, Texas
October 25, 1973

Inwood Forest Homes Association
Houston, Texas

Gentlemen:

I hereby resign as a Director and Vice President and
Director of Inwood Forest Homes Association, effective this date.

Yours very truly,



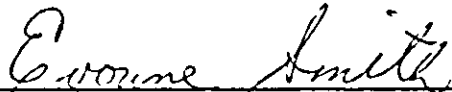
JOHN G. MINNIECE

Houston, Texas
October 25, 1973

Inwood Forest Homes Association
Houston, Texas

Gentlemen:

I hereby resign as Secretary-Treasurer and as a Director
of Inwood Forest Homes Association, effective this date.



EVONNE SMITH

APPOINTMENT OF DIRECTORS
OF
INWOOD FOREST HOMES ASSOCIATION

WHEREAS, it is provided in Article V., Section 1, of the By-Laws of INWOOD FOREST HOMES ASSOCIATION that the initial Board of Directors as set forth in the Articles of Incorporation shall serve for a period of ten (10) years, commencing with the date of incorporation, and that in the event of the death or resignation of any member of the initial Board of Directors the remaining member or members of said Board shall select a successor member or members to serve the unexpired portion of such ten year terms.

AND, WHEREAS, the Articles of Incorporation of INWOOD FOREST HOMES ASSOCIATION were filed in the Office of the Secretary of State of Texas on November 21, 1968, and ten (10) years have not elapsed since the filing of such Articles of Incorporation, and

WHEREAS, the initial Board of Directors named in the Articles of Incorporation consisted of Ray V. Mayfield, Sr., John Y. Allen, Jr. and S. M. Gillett, and

WHEREAS, John Y. Allen, Jr. and S. M. Gillett resigned as Directors of said Inwood Forest Homes Association and Ed Best and Charles Ward were appointed Directors to serve the remainder of the terms of such members who resigned on August 19, 1970, and

WHEREAS, Ray V. Mayfield, Sr. and Charles Ward resigned as Directors and John G. Minniece and Evonne Smith were appointed Directors to serve the remainder of the terms of such Directors who resigned on February 26, 1973, and

WHEREAS, John G. Minniece and Evonne Smith have resigned as Directors and the undersigned Ed Best is the only remaining member of such Board and desires to select Successor Directors to serve the unexpired portion of such ten year term, and

WHEREAS, the By-Laws of Inwood Forest Homes Association have been amended to as to now provide for five (5) Directors; now, therefore, I, Ed Best, do hereby select and appoint Paul H. Meeting, Mike Hutton, Donald F. Aeck and Marcia L. Mick as Directors of Inwood Forest Homes Association to serve the remainder of the terms of said Board who have resigned.

EXECUTED, this 25th day of October, 1973.


ED BEST

APPOINTMENT OF DIRECTORS
OF
INWOOD FOREST HOMES ASSOCIATION

WHEREAS, a vacancy exists in the Board of Directors of Inwood Forest Homes Association because of the resignation of Ed Best as a Director, and the undersigned, in accordance with the By-Laws of this Corporation, desire to select a Director to serve the unexpired portion of the term of such resigning Director.

NOW, THEREFORE, Paul H. Meeting, Mike Hutton, Donald F. Aeck and Marcia L. Mick do hereby appoint DON R. BYRNES as a Director of Inwood Forest Homes Association to serve the remainder of the term of said member of the Board who has resigned.

EXECUTED, this 25th day of October, 1973.

Paul H. Meeting

Paul H. Meeting

Mike Hutton

Mike Hutton

Donald F. Aeck

Donald F. Aeck

Marcia L. Mick

Marcia/L. Mick

12/11/73

New directors appoint
Don Byrnes as of Oct.
25, 1973 to replace
Ed Best.

SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
INWOOD FOREST HOMES ASSOCIATION

A Special Meeting of the Board of Directors of Inwood Forest Homes Association was duly called and held in accordance with the By-Laws of the Corporation at 7502 Fondren, Houston, Texas, on the 25th day of October, 1973 at which meeting the following Directors were present, they being all of the Directors of the Corporation:

Ed Best
Evonne Smith
John G. Minniece

Mr. Best, President of the Corporation, acted as Chairman of the meeting, and Miss Smith, Secretary-Treasurer of the Corporation, acted as Secretary of the meeting.

The Chairman announced that an agreement had been reached with the home owners of Inwood Forest whereby certain homeowners would be appointed Directors of Inwood Forest Homes Association and assume responsibility for the operation of this Corporation, and in order to carry out such change, the following resolution was adopted:

"BE IT RESOLVED: That Article IV. of the Articles of Incorporation of this Corporation be amended so that the same shall hereafter read as follows:

'Article IV.

The purpose or purposes for which the said corporation is organized are civic and social, for the benefit and betterment of the residents and property owners of Sections Six (6), Ten (10) and Twelve (12) of Inwood Forest, a residential subdivision in Harris County, Texas, and that the officers of this Corporation be, and they are hereby, authorized and directed to execute and file in the Office of the Secretary of State of Texas Articles of Amendment to the Articles of Incorporation of this Corporation to accomplish the foregoing amendment."

The Chairman announced that the homeowners desired a change in the registered office and the registered agent of the corporation, and that the registered agent of this Corporation shall be changed from Ed Best to Paul H. Meeting, and that the registered office of this Corporation be changed from 7502 Fondren to 7430 Deep Forest, Houston, Texas 77088, and that the President of this Corporation is hereby authorized and directed to execute a change of registered agent and registered office of the Corporation to be filed in the Office of the Secretary of State, and to file such change in the Secretary of State pursuant to the foregoing resolution.

The Chairman then stated that the residents of Inwood Forest had requested that the By-Laws of the Corporation be amended to provide for five Directors, and the following resolution was submitted:

"BE IT RESOLVED: That Section 1. of Article V. of the By-Laws of this Corporation be amended so that the same shall hereafter read as follows:

Section 1: Number and Term of Office: The business and property of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, by the Charter or by these By-Laws, the Board of Directors may exercise all the powers of the Corporation. The number of Directors shall be five (5), but the number of Directors may be increased or decreased from time to time by the affirmative vote of the majority of the members, present in person or by proxy, at any annual or special meeting of the members provided that the number of Directors shall never be less than three (3). The initial Board of Directors as set forth in the Articles of Incorporation shall serve for a period of ten (10) years commencing with the date of incorporation. In the event of the death or resignation of any member of the initial Board of Directors, the remaining members or member of said Board shall select a successor member or members to serve the unexpired portion of such ten year terms. After the expiration of the aforesaid ten years, the Directors shall be elected each year at the Annual Meeting of the Members of the Corporation or at the adjourned Annual Meeting of the Members, and each Director shall be elected to hold office and serve until the next Annual Meeting of the Members and until his successor shall be elected and shall qualify.

Any vacancy occurring in the Board of Directors shall be filled by a vote a majority of the Directors then in office. In the event of any increase in the number of Directors, the additional Directors shall be elected by the majority vote of the members of the Corporation present in person or by proxy at any Annual or Special Meeting of the Members. Until such time as the Board of Directors vote to include all building site owners in Inwood Forest as members of the Corporation, Directors of the Corporation need not be building site owners in Inwood Forest."

A ballot was taken and such amendment to the By-Laws was approved by the unanimous vote of the Directors present at the meeting.

The Chariman also stated that the residents had selected persons who may desire to be Directors of the Corporation. Whereupon, John G. Minniece and Evonne Smith submitted their resignations as Officers and Directors of the Corporation, which were accepted and ordered filed with the minutes of the Corporation.

There being no further business to come before the meeting, the same was, on motion duly made and seconded, and unanimously carried, adjourned.

E. W. Smith

Secretary of the Meeting

MISCELLANEOUS DOCUMENTS, INFORMATION, ETC.

Under this subdivision the Secretary may file miscellaneous memoranda, documents and information to which frequent reference must be had in the course of his duties. The following are suggested as among the matters which may be appropriately grouped following this index page:

1. Agenda for stockholders' and directors' meetings.
2. Commonly used forms of various reports.
3. Mailing lists for reports or other information.
4. Alphabetical list indicating location of important corporate papers and documents, such as deeds, bills of sale, insurance policies, leases, contracts, etc.
5. Forms used from time to time, such as the printed forms which follow this index sheet. These printed forms include a form of Proxy, Notice of Meeting, Waiver of Notice of Meeting, Minutes of Meeting, Fidelity Bond, Certificate of Secretary, and Bond of Indemnity.