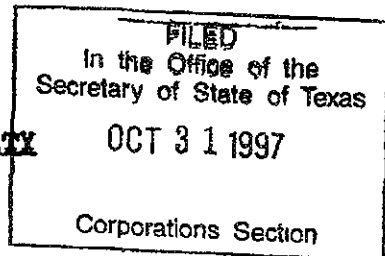


ARTICLES OF INCORPORATION
OF
STERLING GREEN SOUTH SECTION 6 COMMUNITY
IMPROVEMENT ASSOCIATION, INC.



ARTICLE ONE

The name of the corporation is Sterling Green South Section 6 Community Improvement Association, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to provide for the maintenance, preservation and development [as set forth in a Declaration of Covenants, Conditions and Restrictions for Sterling Green South, Section Six (Excluding Reserve A) Subdivision in Harris County, Texas, such Declaration and any amendments thereto hereinafter being referred to as "Declaration"], of certain real property, hereinafter referred to as "Property", described as follows:

Lots One (1) through Twenty-Six (26), inclusive, in Block One (1); Lots One (1) through Fifteen (15), inclusive, in Block Three (3); Lots One (1) through Twenty One (21), inclusive, in Block Four (4); Lots One (1) through Twenty-Three (23), inclusive, in Block Five (5); Lots One (1) through Fifty-Five (55), inclusive, in Block Six (6); and Lots One (1) through Twenty-Eight (28), inclusive, in Block Seven (7); of Sterling Green South, Section Six (6), an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 330, Page 90 of the Deed Records of Harris County, Texas.

To promote the purposes of the corporation, the corporation shall have the power and authority to:

- (a) Exercise all powers and privileges of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment of all charges or assessments levied pursuant to the terms of the Declaration;

(c) Acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association (as defined in the Declaration);

(d) Borrow money in the name of the Association, and mortgage, pledge, deed in trust, or hypothecate any or all property as security for money borrowed or debt incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area within the Association, if any;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes;

(g) Enforce all Covenants, Conditions and Restrictions provided in the Declaration;

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may or hereafter have or exercise; and

(i) Do any and all other things necessary to implement or accomplish the purposes set forth above to the extent permitted by law.

ARTICLE FOUR

The corporation is a non-profit corporation, without capital stock organized solely for the purposes specified herein, and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, Officer or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any such Director, Officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation. The Association does not contemplate pecuniary gain or profit to the members thereof. Upon dissolution of the Association or the corporation, the assets thereof shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

ARTICLE FIVE

Every person or entity who is a record owner of any of the real property described herein and who is or will be subject to any assessments and charges levied by the Association shall be a member of the Association. Members shall be entitled to vote and exercise the powers and privileges of Members as described in the Declaration or the By-Laws of the Association.

ARTICLE SIX

These Articles of Incorporation may not be modified or amended without the approval by a vote of the Owners of 2/3 of the lots within the Property at a meeting held for such purpose in accordance with the By-Laws of the Association. For as long as there is a Class B membership, as described in the Declaration, dissolution and amendment of these Articles of Incorporation shall require the prior approval of United States Department of Veterans Affairs or the United States Department of Housing and Urban Development.

ARTICLE SEVEN

The street address of its initial registered office is:

3033 Chimney Rock, Suite 400
Houston, Texas 77056

and the name of its initial registered agent at such address is:

Dan Silvestri

ARTICLE EIGHT

The affairs of the corporation shall be managed by a Board of Directors, who need not be members of the Association. The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and qualified are:

Jim Phelgaru
3033 Chimney Rock
Suite 400
Houston, Texas 77056

Dan Silvestri
3033 Chimney Rock
Suite 400
Houston, Texas 77056

Charles D. Prosser, III
3033 Chimney Rock,
Suite 400
Houston, Texas 77056

ARTICLE NINE

The name and address of the incorporator is Nicole Davis, 3033 Chimney Rock, Suite 400, Houston, Texas 77056.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27th day of October, 1997.

Nicole Davis

Nicole Davis

STATE OF TEXAS))

COUNTY OF HARRIS))

BEFORE ME, the undersigned authority, on this day personally appeared Nicole Davis, known to be the person whose name is subscribed to the foregoing document and, being by me duly sworn, declared that the statements therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 27th day of October, 1997.

Brian Hill

NOTARY PUBLIC

My commission expires:

