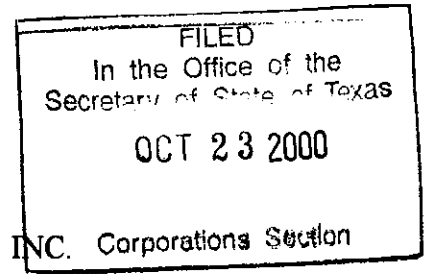


ARTICLES OF INCORPORATION

OF

TUSCANY COMMUNITY ASSOCIATION, INC. Corporations Section



The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Tuscany Community Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 4545 Post Oak Place, Suite 312, Houston, TX 77027, and the name of its initial registered agent at such address is John Santasiero.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation, improvement and architectural control of the properties described as Tuscany Section One, a subdivision in Harris County, Texas, according to the plats of various sections thereof recorded under Film Code No. U501968 of the Map Records of Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Corporation (the "Property"), and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto, and, for these purposes, to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Tuscany Section One Declaration of Covenants, Conditions and Restrictions dated July 1, 2000 (hereinafter called the "Declaration") applicable to the Property and recorded in the office of the County Clerk of Harris County, Texas under Film Code No. U501968, as the same

may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;
- (c) Acquire (by gift, purchase or otherwise), 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 Corporation;
- (d) Borrow money and, with the assent of a majority of the total eligible votes of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, mortgage the Common Areas (as defined in the Declaration), Common Facilities (as defined in the Declaration) or any part thereof;
- (e) Convey or dedicate to the appropriate governmental authority the Common Areas, or any part thereof, provided such conveyance or dedication is approved by a majority of the total eligible votes of Members (as defined in the Declaration) of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, written notice of which shall be given to all Members at least thirty (30) days in advance of the meeting and shall set forth the purpose of the meeting;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property;
- (g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.
- (h) Suspend the voting rights and rights of use of the Common Areas of any Member of the Corporation for any period during which any assessment or other amount owed by such member to the Corporation remains unpaid or during which such Member is in violation of any of the provisions of the Declaration; and
- (i) Establish reasonable rules and regulations governing the Members' use and enjoyment of the Common Areas, and to suspend the enjoyment rights and voting rights of any Member for any period not to exceed sixty (60) days for any infraction of such rules and regulations.

ARTICLE SIX

Each and every person, persons, or legal entity who shall own any Lot (as defined in the Declaration) in the Property, shall automatically be, and must remain, a Member of the Corporation. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom. Any person or entity who holds title to a Lot merely as security for the performance of any obligation shall not be a Member.

ARTICLE SEVEN

The Corporation shall initially have two classes of voting membership:

- (a) CLASS A. Class A Members shall be all those persons or legal entities who own a Lot with the exception (until the Conversion Date defined herein) of Declarant (as defined in Declaration). After the Conversion Date, Declarant shall become a Class A Member to the extent that Declarant is the Owner (as defined in the Declaration) of one or more Lots. Class A Members shall be entitled to one (1) vote for each Lot. When two or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members, and the vote for such part of the Property owned by such Members shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Lot in which such Members own undivided interests.
- (b) CLASS B. The Class B member shall be the Declarant and shall be entitled to five (5) votes for each Lot owned within the Property. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events (the "Conversion Date"): (i) on January 1, 2007; (ii) upon the sale by Declarant of all Lots within the Property; or (iii) such earlier date as may be established by Declarant in a written instrument recorded by Declarant in the Official Public Records of Real Property of Harris County, Texas.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
John D. Santasiero	4545 Post Oak Place, Suite 312 Houston, TX 77027
Dan Silvestri	3033 Chimney Rock, Suite 400 Houston, Texas 77056

ARTICLE NINE

The Corporation may be dissolved with the consent of two-thirds (2/3) of the 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 the 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.

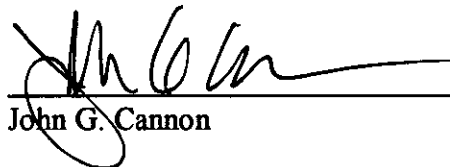
ARTICLE TEN

These Articles may be amended with the assent of two-thirds (2/3) of the Members of the Corporation.

ARTICLE ELEVEN

<u>Name</u>	<u>Mailing Address</u>
John G. Cannon	2400 Bank One Center 910 Travis Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of October, 2000.



John G. Cannon

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