



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

THE NEW PROPERTY OWNERS ASSOCIATION OF NEWPORT, INC.
CHARTER NUMBER 01383675

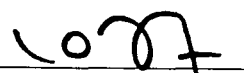
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JAN. 8, 1996

EFFECTIVE JAN. 8, 1996


Antonio O. Garza, Jr., Secretary of State

FILED
In the Office of the
Secretary of State of Texas
JAN 08 1996
Corporations Section

ARTICLES OF INCORPORATION
OF
THE NEW PROPERTY OWNERS ASSOCIATION OF NEWPORT, INC.

529-92-3731

I, the undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator under the Texas Non-Profit Corporation Act (the "Act"), do hereto adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is **THE NEW PROPERTY OWNERS ASSOCIATION OF NEWPORT, INC.**

ARTICLE TWO

The Corporation is a non-profit corporation. The Corporation shall not be for pecuniary gain to its members, shall pay no dividends or other pecuniary remuneration, directly or indirectly, to its members as such, and shall have no capital stock. No part of its net earnings shall inure to the benefit of its members or any private individual.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Corporation is organized is to devote itself to civic betterment and social improvement of the Newport property development in Harris County, Texas, and to the maintenance, operation, acquisition and ownership of common areas and recreational facilities within the Newport subdivision, and to engage in any other activity permitted by law which may be useful in accomplishing any of the foregoing, with the best interests of the residents of Newport to be its primary consideration.

ARTICLE FIVE

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE SIX

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

ARTICLE SEVEN

The Corporation shall have members. The membership of the Corporation shall be composed of the incorporator hereof, the initial directors and initial officers of the Corporation, and the owners and purchasers of real property in any section of the Newport property development which hereinafter amends its Declaration of Reservations, Restrictions, Covenants and Liens to appoint the Corporation as the entity authorized to collect and expend the monthly maintenance charges for such section.

Membership in the Corporation shall be inseparably appurtenant to the lot(s) or condominium unit(s) owned or being purchased by any given member, and upon the transfer of such lot(s) or condominium unit(s), the membership appurtenant thereto shall be deemed to be transferred to the purchaser or grantee of such lot(s) or condominium unit(s). Membership in the Corporation may not be conveyed or transferred in any other manner whatsoever.

ARTICLE EIGHT

The address of its initial registered office is 16945 Northchase Drive, Four Greenspoint, Suite 1600, Houston, TX 77060, and the name of the initial registered agent at such address is Daniel J. Kasprzak.

ARTICLE NINE

The direction and management of the affairs of the Corporation shall be vested in a Board of Directors composed of such number of persons (not less than three, nor more than ten) as may be fixed by the Bylaws of the Corporation. Until changed by the Bylaws, the original number of directors shall be three. Directors shall continue to serve until their successors are elected in the manner provided in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial Directors of the Corporation until their successors are duly elected and qualified are:

<u>Name of Director</u>	<u>Street Address</u>
Jimmy Ray Hembree	1902 Halyard, Crosby, Texas 77532
William T. Fontenot	16210 Port O'Call, Crosby, Texas 77532
B. J. Johnson	1746-31 Cloister Drive, Crosby, Texas 77532

The Directors shall adopt the initial Bylaws. Either the directors or the members may alter, amend or repeal the Bylaws or adopt new Bylaws. By acceptance of membership in the Corporation, the members shall be deemed to assent to, and to delegate, such power as is herein conferred on the directors to alter, amend or repeal the Bylaws or to adopt new Bylaws.

The qualifications, manner of selection, duties, terms, and other matters relating to the directors and officers of the Corporation shall be provided in the Bylaws. In electing directors and officers, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors and/or officers to be elected or by distributing the same number of votes among any number of candidates.

ARTICLE TEN

An officer or director is not liable to the Corporation or members for monetary damages for an act or omission in the their capacity as officer/director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE ELEVEN

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, officer or other person related to the Corporation as provided by the provisions in

the Act governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE TWELVE

Action may be taken by use of signed written consents by the number of members, directors, officers or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, officers or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, officer or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, officer or committee member.

ARTICLE THIRTEEN

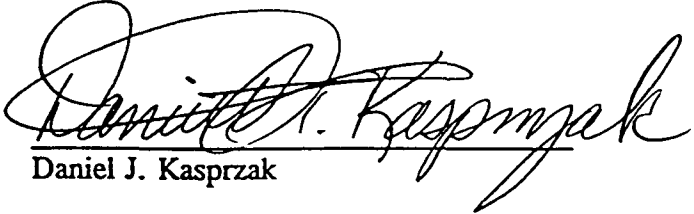
The name and street address of the incorporator is:

Daniel J. Kasprzak
16945 Northchase Drive
Four Greenspoint, Suite 1600
Houston, TX 77060

ARTICLE FOURTEEN

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand this the 5th day of January, 1996.


Daniel J. Kasprzak

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, a notary public, on this day personally appeared Daniel J. Kasprzak, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 5th day of January, 1996.


Notary Public - State of Texas

My Commission Expires: 12-13-96

