

<p>FILED In the Office of the Secretary of State of Texas NOV 02 2001</p>
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**ARTICLES OF INCORPORATION
 OF
 THE NEW KING'S COLONY PROPERTY OWNERS ASSOCIATION, INC.**

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, Tex. Civ. Stat. Ann. art. 1396-1.01, et seq., as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation:

Article 1. Name. The name of the corporation is The New King's Colony Property Owners Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is a non-profit corporation organized pursuant to the provisions of the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(a) to be and constitute the sole "Maintenance Association or Property Owner's Association" to which reference is made in (i) the declaration of covenants, conditions and restrictions for King's Colony recorded in the Office of the County Clerk of Montgomery County, Texas at Clerk's File No. 8004712, as it may have been and may be supplemented and amended from time to time, and (ii) the declaration of covenants, conditions and restrictions for King's Colony Two recorded in the Office of the County Clerk of Montgomery County, Texas at Clerk's File No. 8105058, as it may have been and may be supplemented and amended from time to time (collectively, the "Declaration"), to perform all obligations and duties of such "Maintenance Association or Property Owner's Association", and to exercise all rights and powers of such "Maintenance Association or Property Owner's Association", as specified therein, in the Bylaws and as provided by law;

(b) to be the successor in interest and assignee of the rights of King's Colony Property Owner's Association, Inc., a Texas non profit corporation, by virtue of certain orders and agreements filed in the case of *In Re: King's Colony Property Owners Association, Inc.*, In the United States Bankruptcy Court, Southern District of Texas (the "Prior Association"), as the successor in interest to King's Colony, Inc. with respect to the matters addressed in the Declaration; and

(c) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

(a) all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Texas in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration, including, without limitation, the following:

(i) to fix, levy, and collect assessments and other charges to be levied against the property subject to the Declaration and to enforce payment thereof by any lawful means;

(ii) to manage, control, operate, maintain, preserve, repair and improve the common area and facilities, and any property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration or contract, has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) to engage in activities which will actively foster, promote and advance the common interests of all owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or nonjudicial means;

(vi) to borrow money for any purpose subject to such limitations as may be contained in the Bylaws;

(vii) to enter into, make, perform and enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in concert with any other association, corporation or other entity or agency, public or private;

(viii) to act as agent, trustee or other representative of other corporations, firms or individuals and, as such, to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide or contract for services benefiting the property subject to the Declaration, including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; provided, none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to said Act.

The powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Board of Directors. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors (the "Board"). The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The Board shall consist of no less than three (3) and no more than seven (7) members. The initial Board shall consist of the following seven (7) members:

Pete Barsales	1020 Holcombe, Suite 410 Houston, Texas 77030
Mel Ilagan	6906 La Mirada Drive Houston, Texas 77083
Nancy Webster	1214 Lehman Houston, Texas 77018
Emerito Posadas	2023 Vista Lake Ct. Sugar Land, Texas 77478
Ghannie Khalim	9419 Brantfield Court Houston, Texas 77095
Omar Bitar	4426 Creekbend Houston, Texas 77035
Nabil Murad	1800 Bering Drive, Suite 755 Houston, Texas 77057

The method of election, removal and filling of vacancies, and the term of office and number of directors shall be as set forth in the Bylaws.

Article 6. Definitions. Unless otherwise defined herein, all capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

Article 7. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. Each property owner in the following subdivisions (collectively, the "Subdivision") is a member of the Association:

KING'S COLONY, a subdivision in Montgomery County, Texas according to the map or plat thereof recorded in Cabinet C, Sheet 39 of the Plat Records of Montgomery County, Texas.

KING'S COLONY TWO, a subdivision in Montgomery County, Texas according to the map or plat thereof recorded in Cabinet C, Sheet 132 of the Plat Records of Montgomery County, Texas.

Voting rights of members of the Association are set forth in the Declaration and Bylaws.

Article 8. Liability of Directors. To the fullest extent permitted by Texas statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article 8 by the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

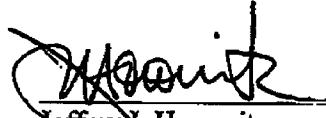
Article 9. Dissolution. The Corporation may be dissolved only as provided in the Bylaws, and by the laws of the State of Texas. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Article 10. Amendments. These Articles of Incorporation may be amended with the approval of the Board of Directors and a majority of the total votes in the Association attending, in person or by proxy, any meeting of the members of the Association. No amendment shall conflict with the Declaration nor shall any amendment be effective to impair or dilute any rights of members that are granted by the Declaration.

Article 11. Action Without a Meeting. Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or directors of the Corporation or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors or members of the committee were present and voted.

Article 12. Registered Agent and Office. The initial registered office of the Corporation is 909 Fannin, Suite 3300, Houston, Texas 77010, and the initial registered agent at such address is Jeffrey L. Horowitz.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2d day of November, 2001



Jeffrey L. Horowitz
Incorporator
909 Fannin, Suite 3300
Houston, Texas 77010