

**THE SPIRES**  
**FIRST AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

FILED In the Office of the Secretary of State of Texas  OCT 28 1996  Corporations Section
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Pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act (hereafter referred to as the "Act"), the undersigned Corporation adopts the following First Amended and Restated Articles of Incorporation, the effect of the hereinafter stated provisions being the following:

1. Restate the Articles of Incorporation of the Corporation pursuant to Article 1396-4.06.A.(2) of the Act, based on the combined effect of:
  - (a) The Corporation's Articles of Incorporation dated June 15, 1983 filed in the Office of the Secretary of State of Texas on June 24, 1983; and
  - (b) The amendments set forth in this First Amended and Restated Articles of Incorporation as more particularly described in Item 2 next succeeding and as expressly stated subsequently in this instrument.
2. Amend such Articles of Incorporation for the following purposes:
  - (a) To change the name of the Corporation from The Spires Council of Co-Owners to The Spires Association;
  - (b) To indicate, in substance, that notwithstanding that The Spires was "established" pursuant to the Texas Condominium Act (as presently provided in Article IV(1) of the Articles of Incorporation), The Spires is electing to be governed by the Uniform Condominium Act (and ceasing to be governed by the Texas Condominium Act) and to indicate an enlargement of the purposes of the Corporation;
  - (c) To delete the entirety of the second paragraph of existing Article VIII of the Articles of Incorporation;
  - (d) To delete existing Article X of the Articles of Incorporation;
  - (e) To delete existing Article XI of the Articles of Incorporation (relating to alteration, amendment and repeal of the By-Laws of the Corporation) for the purpose of providing that the procedures

and necessary approvals for amending the By-Laws of the Corporation shall not be contained in the Articles of Incorporation;

(f) To provide for exculpation of directors of the Corporation pursuant to Article 1302-7.06 of the Texas Miscellaneous Corporation Laws Act;

(g) Pursuant to Article 1396-9.08 (entitled "Greater Voting Requirements") of the Act, to provide in the Articles of Incorporation, as hereby amended and restated, that any portion of the By-Laws of the Corporation which, from time to time, requires the vote or concurrence of a greater proportion of the members than is required by the Act, shall be deemed required by the Articles of Incorporation, as amended and restated; and

(h) To comply with the provisions of Article 1396-9.10.C.(1) of the Act which provides that Articles of Incorporation may provide that any action required by the Act which is to be taken at a meeting of the members or directors (or that any action which may be taken at a meeting of the members or directors) 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 or directors as would be necessary to take that action at a meeting at which all of the members or directors were present and voted;

#### ***ARTICLE I.***

The name of the Corporation is:

THE SPIRES ASSOCIATION

#### ***ARTICLE II.***

The Corporation is a non-profit corporation.

#### ***ARTICLE III.***

The period of the Corporation's duration shall be perpetual.

#### ***ARTICLE IV.***

The purpose or purposes for which the Corporation is organized are:

1. To provide for the administration, management, maintenance, preservation and control of The Spires, a condominium project located in Houston, Harris County, Texas ("The Spires"), established pursuant to the Texas Condominium Act, Tex. Prop. Code Ann. (Vernon's 1984)

§ 81.001, *et seq.*, formerly, prior to its recodification, cited as Tex. Rev. Civ. Stat. (Vernon's 1963) Art. 1301(a), *et seq.*

Notwithstanding the provisions of the preceding sentence indicating that The Spires was "established" pursuant to the Texas Condominium Act, by a separate instrument being filed in the Official Public Records of Real Property of Harris County, Texas, the Corporation is electing to be governed exclusively under Chapter 82 (entitled "Uniform Condominium Act") of the Texas Property Code, Tex. Prop. Code (Vernon's 1994) § 82.001, *et seq.* (hereafter referred to as the "Uniform Condominium Act") in the manner provided in the Uniform Condominium Act.

2. To exercise all of the powers of a unit owners' association pursuant to Tex. Prop. Code (Vernon's 1994) § 82.102 (except, however, that, notwithstanding the provisions of Paragraph (a) of said § 82.102 authorizing the Board of Directors to adopt or amend By-Laws of the Corporation unless otherwise provided by the Declaration, except in the event that the powers of the Board of Directors of the Corporation are subsequently hereafter enlarged by means of amendment of the Articles of Incorporation or By-Laws or Declaration of the Corporation to specifically authorize such action, the Board of Directors of the Corporation is not authorized to adopt or amend the By-Laws of the Corporation) and henceforth (and heretofore) one of the purposes for which the Corporation is (and was) organized and shall be (and has been) operated is primarily for the purpose of carrying on one or more of the exempt functions of a homeowners association (as a condominium management association) under Section 528 of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto (specifically including Treas. Reg. Sec. 1.528-2(1)), such functions being the acquisition, construction, management, maintenance, and care of Corporation property.

3. To exercise all powers and perform all duties imposed upon this corporation in accordance with the Declaration of Condominium of The Spires, as such Declaration may hereafter be amended, including, without limitation, to fix, levy, collect and enforce payment by lawful means of all charges or assessments affecting The Spires; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of The Spires and all licenses, franchise taxes, and governmental charges levied or imposed against the Corporation or the Common Elements of The Spires.

4. In connection with the affairs of The Spires, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges which a corporation organized under the Act by law may now or hereafter exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent. Notwithstanding the foregoing, nothing contained herein shall be construed as authorizing the Corporation to transact any business in the State of Texas which is expressly prohibited by any law of Texas, or to engage in any activity which cannot be lawfully engaged in by a corporation under the Act.

**ARTICLE V.**

The street address of the registered office of the Corporation is 808 Travis Street, Houston, Texas 77002, and the name of the Corporation's registered agent at such address is Richard C. Lievens.

**ARTICLE VI.**

The number of Directors constituting the Board of Directors of the Corporation is eleven (11) and the names and addresses of the persons serving as Directors on August 19, 1996, the effective date hereof, are:

<i>Name</i>	<i>Address</i>
Raye Lynn Alford	2001 Holcombe Houston, Texas 77030
Mostafa Banijamali	2001 Holcombe Houston, Texas 77030
Pam Blohm	2001 Holcombe Houston, Texas 77030
Maurice Blonstein	2001 Holcombe Houston, Texas 77030
Mary Fairbrother	2001 Holcombe Houston, Texas 77030
Lewis Humke	2001 Holcombe Houston, Texas 77030
Mahmood Pakzaban	2001 Holcombe Houston, Texas 77030

Richard Palmer	2001 Holcombe Houston, Texas 77030
David Rieniets	2001 Holcombe Houston, Texas 77030
Nancy Wagner	2001 Holcombe Houston, Texas 77030
Ralph Yarborough	2001 Holcombe Houston, Texas 77030

#### *ARTICLE VII.*

These First Amended and Restated Articles of Incorporation may be amended only upon the affirmative vote of the holders of seventy-five (75%) percent or more of the total number of votes entitled to be cast by all of the members of the Corporation.

#### *ARTICLE VIII.*

Every person or entity who is a record owner of a residence unit ("Residence Unit") or legal interest therein, in The Spires (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be a member of the Corporation. Membership in the Corporation shall be appurtenant to and may not be separated from ownership of any Residence Unit in The Spires. Ownership of such Residence Unit or interest therein shall be the sole qualification for membership in the Corporation. The Corporation may (but shall not be required to) issue certificates evidencing membership herein.

#### *ARTICLE IX.*

Pursuant to Article 1302-7.06 of the Texas Miscellaneous Corporation Laws Act, it is hereby provided that a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the

director's capacity as a director, except that this provision does not eliminate or limit the liability of a director to the extent that the director is found liable for:

- (a) A breach of the director's duty of loyalty to the Corporation or its members;
- (b) An act or omission not in good faith that constitutes a breach of the duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission for which the liability of a director is expressly provided by an applicable statute.

#### *ARTICLE X.*

Pursuant to Article 1396-9.08 (entitled "Greater Voting Requirements") of the Act, it is here provided that any portion of the By-Laws of the Corporation which, from time to time, requires the vote or concurrence of a greater proportion of the members than is required by the Act, shall be deemed required by these First Amended and Restated Articles of Incorporation.

#### *ARTICLE XI.*

In order to comply with the provisions of Article 1396-9.10.C.(1) of the Act, it is here provided that any action required by the Act which is to be taken at a meeting of the members or directors (or that any action which may be taken at a meeting of the members or directors) may be taken without a meeting of the members or directors if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or directors as would be necessary to take that action at a meeting at which all of the members or directors were present and voted. In this connection, to the extent applicable, the other provisions of Article 1396-9.10.C. of the Act shall also be complied with.

*ARTICLE XII.*

The members of the Corporation have voting rights. Effective as of August 19, 1996, the amendments in the Articles of Incorporation of the Corporation which are set forth in this First Amended and Restated Articles of Incorporation were adopted at an annual meeting of members held on such date (as adjourned to August 28, 1996). A quorum was present at such meeting (as adjourned to August 28, 1996). Such amendments received the requisite affirmative vote (in person or by proxy) of the holders of not less than seventy-five percent (75%) of the total number of votes entitled to be cast by all of the members of the Corporation.

*ARTICLE XIII.*

This instrument accurately copies the Articles of Incorporation of the Corporation and all amendments thereto that are in effect to date (of which there are none) and as further amended by these First Amended and Restated Articles of Incorporation; and this instrument contains no other change in any provision of such Articles of Incorporation.

*ARTICLE XIV.*

Each amendment of said Articles of Incorporation made by this First Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Act.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment on behalf of the Corporation effective as of the 19th day of August, 1996.

THE SPIRES COUNCIL OF CO-OWNERS  
(henceforth to be known as THE SPIRES  
ASSOCIATION)

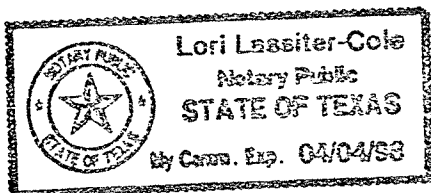
By:   
Maurice Blonstein, President

Date: October 4, 1996

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

The undersigned, a Notary Public in and for the State of Texas, does hereby certify that on this the 4TH day of October, 1996 personally appeared before me **Maurice Blonstein**, who declared that he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged under oath that he signed the foregoing document in the capacity therein set forth, and declared that the statements therein contained are true.

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



*Lori Lassiter-Cole*  
Notary Public, State of Texas

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