

EXHIBIT "D"

ARTICLES OF INCORPORATION
OF
5550 NORTH BRAESWOOD COUNCIL OF CO-OWNERS, INC.

We, the undersigned natural persons of the age of eighteen years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is 5550 North Braeswood Council of Co-Owners, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the 5550 North Braeswood Council of Co-Owners, Inc. is organized are:

To provide administrative, civic and social services and assistance for the benefit and betterment of the owners of units at 5550 North Braeswood, a Condominium Regime to be created in Houston, Harris County, Texas.

The objectives of the 5550 North Braeswood Council of Co-Owners, Inc. shall be and its Board of Directors shall be empowered:

- a. to maintain and operate the general and limited common areas of the condominium regime;
- b. to enforce any and all covenants, restrictions and agreements applicable to the general and limited common elements and the units in the condominium regime, particularly those covenants, restrictions, and agreements set forth in the Condominium Declaration of the 5550 North Braeswood Condominium or similar Declaration amendment thereto, and which hereafter may be recorded among the Condominium Records of Harris County, Texas.

ARTICLE V

The purpose or purposes for which the 5550 North Braeswood Council of Co-Owners, Inc. is organized are:

To provide administrative, civic and social services and assistance for the benefit and betterment of the owners of units at 5550 North Braeswood, a Condominium Regime to be created in Houston, Harris County, Texas.

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- a. to maintain and operate the general and limited common areas of the condominium regime;
- b. to enforce any and all covenants, restrictions and agreements applicable to the general and limited common elements and the units in the condominium regime, particularly those covenants, restrictions, and agreements set forth in the Condominium Declaration of the 5550 North Braeswood Condominium or similar Declaration amendment thereto, and which hereafter may be recorded among the Condominium Records of Harris County, Texas.

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- c. to manage, maintain, operate and administer the project, the general and special covenants and easements appurtenant thereto in accordance with the said Declaration and any duly adopted rules and regulations of the Council and the laws of the State of Texas; and
- d. to make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any of the objectives enumerated herein and not in conflict with the Texas Non-Profit Corporation Act.

ARTICLE V

The street address of the initial registered office of the corporation is 50 Briar Hollow Lane, Suite 450 East, Houston, Texas, and the name of its initial registered agent at such address is Robert Wade Townley.

ARTICLE VI

The number of directors which constitute the initial Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
1. Charles R. Zeller,	50 Briar Hollow Lane, Suite 450 East Houston, Texas
2. E. Scott Cope	50 Briar Hollow Lane, Suite 450 East Houston, Texas
3. Robert Wade Townley	50 Briar Hollow Lane, Suite 450 East Houston, Texas
4. James L. Eddins	50 Briar Hollow Lane, Suite 450 East Houston, Texas

ARTICLE VII

The name and street address of each incorporated is:

NAME	ADDRESS
Charles R. Zeller	50 Briar Hollow Lane, Suite 450 East Houston, Texas
E. Scott Cope	50 Briar Hollow Lane, Suite 450 East Houston, Texas
Robert Wade Townley	50 Briar Hollow Lane, Suite 450 East Houston, Texas

IN WITNESS WHEREOF, we have hereunto set our hands this the 12th day of
June A.D., 1978.

Charles R. Zeller
 Charles R. Zeller

ORTH BRAESWOOD
 MINIMUM PROJECT
 MINIMUM RECORDS
 COUNTY, TEXAS

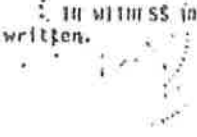
E. Scott Cope
E. Scott Cope

Robert Wade Townley
Robert Wade Townley

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, a Notary Public do hereby certify that on this the 12th day of June, 1978, personally appeared Charles R. Zeller, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

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



Joy A. Carrier
NOTARY PUBLIC IN AND FOR HARRIS
COUNTY, TEXAS
JOY A. CARRIER

MY COMMISSION EXPIRES:

4/7/80

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, a Notary Public do hereby certify that on this the 12th day of June, 1978, personally appeared E. Scott Cope, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

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



Joy A. Carrier
NOTARY PUBLIC IN AND FOR HARRIS
COUNTY, TEXAS
JOY A. CARRIER

MY COMMISSION EXPIRES:

4/7/80

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, a Notary Public do hereby certify that on this the 12th day of June, 1978, personally appeared Robert Wade Townley, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.



Joy A. Carrier
NOTARY PUBLIC IN AND FOR HARRIS
COUNTY, TEXAS

MY COMMISSION EXPIRES:

4/7/80

JOY A. CARRIER

NON PROFIT



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

5550 NORTH BRAESWOOD COUNCIL OF CO-OWNERS, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attests hereto a duplicate original of the Articles of Incorporation.

Dated JULY 28 1978


 Secretary of State

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