

Articles of Incorporation
North Waterford Community Association Inc.

MAR 09 1984

ARTICLES OF INCORPORATION
OF THE
NORTH WATERFORD COMMUNITY ASSOCIATION, INC. Clerk C
Corporations Section

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WE, the undersigned natural persons of the age of eighteen (18) 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 of such corporation:

ARTICLE I

The name of the corporation is NORTH WATERFORD COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

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 Association is organized are: to provide for maintenance, preservation and architectural control of the residential lots and Common Area, if any within WATERFORD, a residential subdivision in Fort Bend County, Texas, or any other areas created by the dedication of additional property to the said subdivision (herein called the "Property" or "development"), by the Developer and to promote the health, safety and welfare of the residents within the above described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above described property and recorded in the Official Public Records of Real Property of Fort Bend County, Texas;

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the restrictions, to pay all expenses in connection herewith and all office and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Area, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale or transfer;

(f) notwithstanding the foregoing, the Board of Directors may from time to time without authorization of the membership, grant or dedicate easements with respect to the Common Area, if any, as may be necessary or convenient to provide or assist in utility service to the Property;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, or consolidation, shall have the assent of two-thirds (2/3) of each class of members; however, the Association will and/or the developer of WATERFORD may unilaterally annex additional tracts of land by the Board of Directors of the Association without such approval by two-thirds (2/3) of each class of membership;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have to exercise.

ARTICLE V

The street address of the initial registered office of the Corporation is 1929 Allen Parkway, Suite 300 Houston, Texas 77063, and the name of the initial registered agent at such address is J. R. Moore.

ARTICLE VI

The name and street address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| H. Tyler Johnston | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| J. R. Moore | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| Wayne McLane | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |

ARTICLE VII

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Developer of the Property and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B members shall be the Developer of the Property and shall be entitled to five votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following event whichever occurs earlier:

(a) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas, or

(b) On the first day of January 2001. *(initials)*

ARTICLE VIII

The affairs of this Association shall be managed by a board of five (5) directors, who need not be members of the Association. The number of directors may be increased by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until selection of their successors are:

| | |
|-------------------|---|
| Wayne McLane | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| Carolyn Bigham | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| Andy Armstrong | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| H. Tyler Johnston | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |
| James R. Moore | 1929 Allen Parkway, Suite 300 Houston, Texas 77019 |

At the first annual meeting the members shall elect two (2) directors for a term of four (4) years and three (3) directors for terms of five (5) years, and at each annual meeting thereafter the members shall elect directors for terms of two (2) years, as may be needed.

ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of members. 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 the Association was created. In the event 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 used for similar purposes.

ARTICLE X

Amendment of these articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, we have hereunto set our hands this the 6th day of March, 1984.

H. Tyler Johnston
H. TYLER JOHNSTON

J. R. Moore
J. R. MOORE

Wayne McLane
WAYNE McLANE

THE STATE OF TEXAS S
S
COUNTY OF HARRIS S

I, DIANA HARBOUR, a Notary Public do hereby certify that on the 6th day of March, 1984, personally appeared H. TYLER JOHNSTON, J. R. MOORE and WAYNE McLANE, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents as incorporators and that the statements therein contained are true.

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

Diana Harbour
Notary Public in and for
The State of T e x a s

DIANA HARBOUR
Notary Public - State of Texas
My Commission Expires 09 28 1987