

Articles of Incorporation
San Miguel Civic Association

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION
OF
SAN MIGUEL CIVIC ASSOCIATION

FEB 14 1979

Robert W. Wauson
Attorney, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, 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 ONE

The name of the corporation is San Miguel Civic Association.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

Purposes

Section 1. Specific and Primary Purpose. The preservation of the values and amenities and the administration and enforcement of all of the reservations, covenants, obligations, assessments, liens, terms and provisions of (a) the Declaration of Wonaco Development, Inc., covering Mission Bend, San Miguel, Section One, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 40866, in Volume 767, Page 273, Deed Records of Fort Bend County, Texas, and all modifications and amendments and supplementations thereto; (b) the Declaration of Fairtex Corporation, covering Mission Bend, San Miguel, Section Two, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas under County Clerk's File No. 40867 in Volume 767, Page 292, Deed Records of Fort Bend County, Texas, and amendments and supplementations thereto; and (c) the Declarations of

covenants, conditions and restrictions covering this, and any other property which Declaration select the Corporation to govern and administer such property, provided however, any such selection of the Corporation must, in order for such election to be effective, be consented to in writing by the Corporation.

Section 2. General Purpose: Civic and educational purposes including, but not limited to, conducting safety, sanitation, and insect and rodent control campaigns and programs, and the preservation of the values, amenities and characters of the subdivisions covered by the Declarations described in Section 1. of this Article Four, and in all other property selected to be governed and administered by the corporation.

Section 3. Non-Profit. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes

ARTICLE FIVE

Registered Office and Registered Agent

The post office address of the initial registered office of the corporation is 1225 Bank of the Southwest Building, Houston, Texas, 77002, and the name of the initial registered agent at such address is John M. Robinson.

ARTICLE SIX

Board of Directors

Section 1. Initial Board of Directors. The number of directors constituting the initial Board of Directors of the corporation is three (3) who need not be residents of the State of Texas.

Section 2. Names and Addresses. The names and addresses of the persons elected to serve as directors until the first annual meeting of members, and until their successors shall have been elected and qualified are:

William Wong

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

John M. Robinson

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

W. Timothy Weaver

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, but no decreases shall have the effect of shortening the terms of any incumbent director, and the number of directors shall not be decreased to less than one (1) director. In the absence of a By-Law fixing the number of directors, the number shall be three (3).

ARTICLE SEVEN

Provisions for Regulation of the Internal Affairs of the Corporation

Section 1. Membership. The owner of record of the fee simple title of each Assessable Tract (as herein defined) shall automatically be a member of the corporation, during the period of his ownership. Wonaco Development and Fairtex Corporation or their successors, irrespective of whether it is the owner of record of the fee simple title of an Assessable Tract, shall also be a member of the corporation until its membership terminates pursuant to the provisions of Section 2. below.

An "Assessable Tract", for the purposes of this Article Seven shall mean any lot, tract or parcel of land:

- (a) from and after the date on which such lot, tract or parcel of land is conveyed by Wonaco Development, Inc., or Fairtex Corporation (for land of which Wonaco Development, Inc. and /or Fairtex Corporation is the developer); or
- (b) from and after the date on which the corporation gives its written consent to its being selected to govern and administer such lots, tracts or parcels of land (for land of which Wonaco Development, Inc. and Fairtex Corporation is not the developer); and
- (c) which meets both of the following requirements:

(1) such lot, tract or parcel of land is located in MISSION BEND, SAN MIGUEL, SECTION ONE, an addition in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 32 of the Map Records of Fort Bend County, Texas, or in MISSION BEND, SAN MIGUEL, SECTION TWO, an addition in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 33, of the Map Records of Fort Bend County, Texas, or in any other property, the declaration covering which selects the corporation (with the written consent of the corporation) to govern and administer such property; and

(ii) on which lot, tract or parcel of land there is located or intended to be located improvements which are designed and intended for occupancy and use as a residence by one person, by a single family or by persons maintaining a common household.

Section 2. Voting Classes and Rights. The corporation shall have the following classes of voting membership with the following rights:

Class A: The owners of the Assessable Tracts shall be the Class A Members, and by virtue of such membership, the owner of each Assessable Tract shall be entitled to one vote. There shall be no fractional votes.

Class B: Wonaco Development, Inc. and Fairtex Corporation (or its successors) shall be the sole Class B Members, and by virtue of such membership, shall be entitled to the same number of votes in the corporation as the aggregate votes of all of the Class A Members, plus one hundred (100) additional or addition enumerated or referred to in Section 1. (c)(i) of this Article Seven. The Class B Membership shall terminate at 11:59 PM on December 31, 1983, or at the time when seventy-five percent (75%) of the lots, tracts or parcels of land shown on the recorded plats of the properties referred to in Article Four, Section 1, of these Articles have become Assessable Tracts upon which are located improvements which are actually occupied as residences, whichever occurs later; provided Wonaco Development, Inc. or Fairtex Corporation (or its successors) shall have the right and option to terminate its Class B Membership at any time, in its sole discretion, by notifying the corporation in writing of its election to so terminate the Class B Membership.

Section 3. No Class Voting: The classes of voting membership set forth in Section 2 above shall not be entitled to vote as classes on any matters to be voted upon by the members, and all classes of membership shall vote as one (1) class on all matters to be voted upon by the membership.

ARTICLE EIGHT

Upon dissolution of the corporation, the assets of the corporation shall be applied and distributed as follows:

- (1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all of the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
- (2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (3) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, together with any income earned thereon shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in purely charitable activities pursuant to a plan of distribution adopted as provided in the Texas Non-Profit Corporation Act.
- (4) Any remaining assets shall be distributed to such persons, societies, organizations, or domestic or foreign corporations, organized exclusively for religious, charitable, scientific or literary or educational purposes, or to the Federal, State or Local government for public purposes, or to a court for distribution to another organization to be used in such manner in the judgment of the court will best accomplish charitable or educational purposes.

ARTICLE NINE

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
John M. Robinson	1225 Bank of the Southwest Bldg. Houston, Texas 77002
W. Timothy Weaver	1225 Bank of the Southwest Bldg. Houston, Texas 77002
Linda Kline	1225 Bank of the Southwest Bldg. Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day
of February, 1979.

John M. Robinson
JOHN M. ROBINSON

W. Timothy Weaver
W. TIMOTHY WEAVER

Linda Kline
LINDA KLINE

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, *Linda Kuffel*, a Notary Public, do hereby certify that on this *13* day of *February* A.D., 1979, personally appeared John M. Robinson, W. Timothy Weaver, and Linda Kline, being by me duly sworn, declared that they are the persons who signed the foregoing document as Incorporators, and that the statements contained therein are true.

Linda Kuffel
Notary Public in and for
Harris County, T e x a s

RETURN TO: Property Masters, Inc.
11311 Richmond Ave., Ste. L-103
Houston, Texas 77082

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

12-29-1999 08:35 AM 1999111051

KW \$27.00

DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS

CERTIFICATION

I, the undersigned, pursuant to Texas Property Code 202.006 do hereby certify:

That I am the duly elected and acting Secretary of the San Miguel Civic Association, Inc. (hereinafter the "Association"), a Texas corporation;

That the attached document is the current document that applies to the operation and utilization of property within San Miguel Civic Association, Inc., a subdivision in Harris County and Fort Bend County, Texas.

That the property affected by these documents is set out on the attached Exhibit "A".

That the document which affects the use and operation of San Miguel Civic Association, Inc. is set out on the attached Exhibit "B".

That the attached document is a true and correct copy of the original.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this the 23rd day of December, 1999.

John Bowen
John Bowen, Secretary

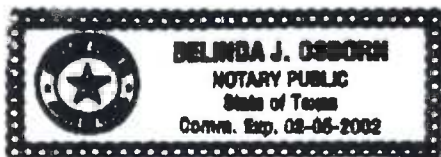
STATE OF TEXAS *

COUNTY OF HARRIS *

BEFORE ME the undersigned authority, on this day personally appeared John Bowen the Secretary of the San Miguel Civic Association, Inc., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity, and that the statements therein contained are true and correct.

Given under my hand and seal of office this the 23rd day of December, 1999.

Belinda J. Osborn
NOTARY PUBLIC, STATE OF TEXAS



AS PER ORIGINAL

EXHIBIT "A"

PROPERTY DESCRIPTION

Mission Bend, San Miguel Civic Association, Inc. Sections One, Two, Five and Six described as follows:

Section One:

Lots 1 through 65, both inclusive, in Block 6
Lots 1 through 71, both inclusive, in Block 5
Lots 1 through 26, both inclusive, in Block 4
Lots 1 through 8, both inclusive, in Block 3

All in MISSION BEND, SAN MIGUEL, SECTION ONE (1), a subdivision in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 32, of the Map Records of Fort Bend County, Texas.

Section Two:

Lots 1 through 54, both inclusive, in Block 21
Lots 1 through 25, both inclusive, in Block 22
Lots 24 and 25, in Block 23
Lots 1 through 6, both inclusive in Block 25

All in MISSION BEND, SAN MIGUEL, SECTION TWO (2), a subdivision in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 33, of the Map Records of Fort Bend County, Texas.

Section Five:

Lots 1 through 57, both inclusive, in Block 1
Lots 1 through 65, both inclusive, in Block 2
Lots 9 through 27, both inclusive, in Block 3

All in MISSION BEND, SAN MIGUEL, SECTION FIVE (5)
a subdivision in Fort Bend and Harris Counties, Texas, according to
the map or plat thereof recorded in Volume 22, Page 20, and
Volume 280, Page 1, of the Map Records of Fort Bend and Harris
Counties, Texas respectively.

Section Six:

Lots 1 through 23, both inclusive, in Block 23
Lots 26 through 53, both inclusive, in Block 23
Lots 1 through 56, both inclusive, in Block 24
Lots 7 through 23, both inclusive, in Block 25
Lots 1 through 16, both inclusive, in Block 26

All in MISSION BEND, SAN MIGUEL, SECTION SIX (6),
a subdivision in Fort Bend County, Texas, according to the map
or plat thereof recorded in Volume 22, Page 21, of the Map
Records of Fort Bend County, Texas.

RETURN TO:

SAN MIGUEL CIVIC ASSOCIATION, INC.
C/O PROPERTY MASTERS, INC.
11311 RICHMOND AVE., SUITE L-103
HOUSTON, TEXAS 77082

EXHIBIT "B"

**RECORD OF DEDICATORY INSTRUMENT FOR MISSION BEND, SAN MIGUEL,
CIVIC ASSOCIATION, INC. SECTIONS ONE, TWO, FIVE AND SIX PURSUANT
TO PROPERTY CODE 202.006**

1. **Articles of Incorporation of San Miguel Civic Association, Inc.**

FILED
In the Office of the
Secretary of State of Texas

MAY 21 1979

Steve Wassdorf
Attorney, Corporation Division

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SAN MIGUEL CIVIC ASSOCIATION

Pursuant to the Provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, SAN MIGUEL CIVIC ASSOCIATION, a Texas non-profit Corporation which is subject to the provisions of the Texas Non-Profit Corporation Act, adopts the hereinafter stated Articles of Amendment to its Articles of Incorporation which defines and sets out membership and voting rights of the Association.

ARTICLE ONE

The name of the Corporation is SAN MIGUEL CIVIC ASSOCIATION.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the Corporation May 1, 1979.

Article Seven, Section 2, of the Articles of Incorporation, Voting Classes and Rights is hereby amended to read as follows:

Section 2: MEMBERSHIP AND VOTING RIGHTS

Section A: Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section B: The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Declarant, 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 for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s), Wonaco Development, Inc. and Fairtex Corporation (or its successors) shall be entitled to three (3) 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 events, whichever occurs earlier:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (ii) on December 31, 1985.

The amendment was adopted at a meeting of the Board of Directors held on May 1, 1979, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Dated this 4th day of May, 1979.

SAN MIGUEL CIVIC ASSOCIATION

BY: [Signature]
John M. Robinson, Director

BY: [Signature]
W. Timothy Weaver, Director

BY: [Signature]
Linda S. Kline, Director

RETURN TO: Property Masters, Inc.
11311 Richmond Ave., Ste. L-103
Houston, Texas 77082

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

12-29-1999 08:35 AM 1999111052
KW \$21.00
DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS

Property Masters' Document

CERTIFICATION

I, the undersigned, pursuant to Texas Property Code 202.006 do hereby certify:

That I am the duly elected and acting Secretary of the San Miguel Civic Association, Inc. (hereinafter the "Association"), a Texas corporation;

That the attached document is the current document that applies to the operation and utilization of property within San Miguel Civic Association, Inc., a subdivision in Harris County and Fort Bend County, Texas.

That the property affected by these documents is set out on the attached Exhibit "A".

That the document which affects the use and operation of San Miguel Civic Association, Inc. is set out on the attached Exhibit "C".

That the attached document is a true and correct copy of the original.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this the 23rd day of December, 1999.

John Bowen
John Bowen, Secretary

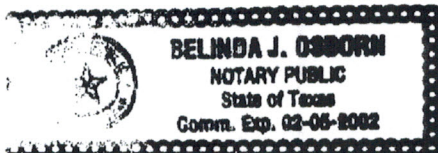
STATE OF TEXAS *

COUNTY OF HARRIS *

BEFORE ME the undersigned authority, on this day personally appeared John Bowen the Secretary of the San Miguel Civic Association, Inc., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity, and that the statements therein contained are true and correct.

Given under my hand and seal of office this the 23rd day of December, 1999.

Belinda J. Osborn
NOTARY PUBLIC, STATE OF TEXAS



AS PER ORIGINAL

EXHIBIT "A"

PROPERTY DESCRIPTION

Mission Bend, San Miguel Civic Association, Inc. Sections One, Two, Five and Six described as follows:

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Lots 1 through 65, both inclusive, in Block 6
Lots 1 through 71, both inclusive, in Block 5
Lots 1 through 26, both inclusive, in Block 4
Lots 1 through 8, both inclusive, in Block 3

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Section Two:

Lots 1 through 54, both inclusive, in Block 21
Lots 1 through 25, both inclusive, in Block 22
Lots 24 and 25, in Block 23
Lots 1 through 6, both inclusive in Block 25

All in MISSION BEND, SAN MIGUEL, SECTION TWO (2), a subdivision in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 33, of the Map Records of Fort Bend County, Texas.

Section Five:

**Lots 1 through 57, both inclusive, in Block 1
Lots 1 through 65, both inclusive, in Block 2
Lots 9 through 27, both inclusive, in Block 3**

**All in MISSION BEND, SAN MIGUEL, SECTION FIVE (5)
a subdivision in Fort Bend and Harris Counties, Texas, according to
the map or plat thereof recorded in Volume 22, Page 20, and
Volume 280, Page 1, of the Map Records of Fort Bend and Harris
Counties, Texas respectively.**

Section Six:

**Lots 1 through 23, both inclusive, in Block 23
Lots 26 through 53, both inclusive, in Block 23
Lots 1 through 56, both inclusive, in Block 24
Lots 7 through 23, both inclusive, in Block 25
Lots 1 through 16, both inclusive, in Block 26**

**All in MISSION BEND, SAN MIGUEL, SECTION SIX (6),
a subdivision in Fort Bend County, Texas, according to the map
or plat thereof recorded in Volume 22, Page 21, of the Map
Records of Fort Bend County, Texas.**

RETURN TO:

**SAN MIGUEL CIVIC ASSOCIATION, INC.
C/O PROPERTY MASTERS, INC.
11311 RICHMOND AVE., SUITE L-103
HOUSTON, TEXAS 77082**

EXHIBIT "C"

RECORD OF DEDICATORY INSTRUMENT FOR MISSION BEND, SAN MIGUEL,
CIVIC ASSOCIATION, INC. SECTIONS ONE, TWO, FIVE AND SIX PURSUANT
TO PROPERTY CODE 202.006

1. Articles of Amendment to Articles of Incorporation of San Miguel Civic Association, Inc.