

Articles of Incorporation
Two Worlds - Cook Road Residents' Association

RESTATED ARTICLES OF INCORPORATION
OF
TWO WORLDS - COOK ROAD RESIDENTS' ASSOCIATION

Pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following restated Articles of Incorporation which accurately copy the Articles of Incorporation of Two Worlds - Cook Road Residents' Association, a Texas non-profit corporation, in effect on the date hereof, as amended by the provisions hereof as hereinafter set forth:

In the presence of
Secretary of State

DEC 12 1973

ARTICLE ONE

The name of the corporation is TWO WORLDS RESIDENTS' ASSOCIATION.

Director, Corporation Commission

ARTICLE TWO

The following restated Articles of Incorporation effect an amendment to Article One, Nine and Sixteen of the Articles of Incorporation. Article Eleven of the original Articles of Incorporation is deleted and Articles Twelve through Eighteen are re-numbered to be Articles Eleven through Seventeen.

ARTICLE THREE

Each amendment made by the following restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such restated Articles of Incorporation and each amendment made by the restated Articles of Incorporation, having been proposed by the Board of Directors, were adopted by the Members of the corporation on October 1, 1973.

ARTICLE FOUR

All of the Members entitled to vote on said amendments have signed a consent in writing adopting said amendments.

ARTICLE FIVE

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following:

restated Articles of Incorporation which accurately copy the entire text thereof and as amended hereby (there being no prior amendments and this instrument containing no other change in any provision of such Articles of Incorporation):

ARTICLE ONE

Definitions

The following words when used in these Articles of Incorporation shall have the following meanings:

(a) "Corporation" shall mean and refer to the corporation incorporated hereunder.

(b) "Properties" shall mean and refer to the land and premises situated in Harris County, Texas, and more particularly described by metes and bounds on Exhibit "A" attached hereto, and such additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation as provided in the Declaration (as hereinafter defined).

(c) "Declaration" shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions applicable to the Properties, to be executed by Declarant (as hereafter defined) and to be recorded in the office of the County Clerk of Harris County, Texas, and as the same may be amended or supplemented from time to time as therein provided.

(d) "Common Properties" shall mean and refer to those areas of land designated as Common Properties on Exhibit "B" attached to the Declaration, together with any and all improvements that are now or may hereafter be constructed thereon.

(e) "Lot" shall mean and refer to each of the tracts or plots of land lying within the Properties and described on Exhibit "C" to the Declaration, and each other tract or plot of land which shall be designated as a Lot in any Supplementary Declaration filed pursuant to the provisions of Section 2 of Article II of the Declaration.

(f) "Owner" shall mean and refer to every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by virtue of the Declaration to assessment by the Corporation, including contract sellers, but excluding persons or entities who hold an interest merely as security for the performance of an obligation.

(g) "Members" shall mean and refer to each Owner as provided herein in Article Eight and Article Nine.

(h) "Declarant" shall mean and refer to Raldon Housing Corporation - Houston, a Texas corporation, its successors and any assigns if (i) such successors and assigns should acquire more than one undeveloped Lot from the said Raldon Housing Corporation - Houston for the purpose of development, and (ii) any such assignee shall receive by assignment from said Raldon Housing Corporation - Houston all or a portion of its rights under the Declaration as such Declarant, by an instrument expressly assigning such rights as Declarant to such assignee.

ARTICLE TWO

The name of the Corporation is TWO WORLDS - COOK ROAD RESIDENTS' ASSOCIATION.

ARTICLE THREE

This Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of and to promote the health, safety and welfare of the residents of the Properties, and to preserve the beautification of the Properties, and for these purposes:

(a) Subject to the other provisions of these Articles of Incorporation, to borrow money and to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(b) To maintain unkept lands or streets;

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, and reference to the Declaration is hereby made for all purposes;

(d) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments provided for by the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including any licenses, taxes or governmental charges which may be levied or imposed against the Common Properties or any other property owned by the Corporation;

(e) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties; provided, that no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; and provided, further, that no part of the activities of the Corporation shall be carrying on propaganda in order to influence legislation, or otherwise attempting to influence legislation, or participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 6610 Harwin Drive, Suite 270, Houston, Texas, and the name of its initial registered agent at such address is Michael S. Harix.

ARTICLE FIVE

The Corporation is a non-profit corporation and the period of its duration is perpetual.

ARTICLE SIX

The business and affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the By-laws of the Corporation, but shall in no event be less than five (5) nor more than nine (9). The names and addresses of the persons who are to act initially in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Don R. Dixon	13601 Preston Road Carillon Tower East, Suite 711 Dallas, Texas
Jim L. Holston	6610 Harwin Drive, Suite 270 Houston, Texas 77036
Beverly A. Johnston	6610 Harwin Drive, Suite 270 Houston, Texas 77036
Michael S. Marix	6610 Harwin Drive, Suite 270 Houston, Texas 77036
Philip R. Bertsch	6610 Harwin Drive, Suite 270 Houston, Texas 77036

ARTICLE SEVEN

The name and street address of each incorporator is:

William A. Thau	2200 First National Bank Bldg. Dallas, Texas 75202
Hugh W. Ferguson III	2200 First National Bank Bldg. Dallas, Texas 75202
Lawrence J. Brannian	2200 First National Bank Bldg. Dallas, Texas 75202

ARTICLE NINE

The Corporation shall have two classes of voting membership:

CLASS A. Class A Members shall be all Members with the exception of Declarant. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for 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 such Lot.

CLASS B. The Class B Member(s) shall be Declarant. The Class B Member(s) shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership. When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, then the Class B membership shall cease and be converted into Class A membership. Notwithstanding any other provision of this Article, from and after October 1, 1977, the Class B Member(s) shall be entitled to only one vote for each Lot in which it holds the interest required for membership.

ARTICLE TEN

When the Declaration requires that certain additions to the Properties be approved by this Corporation, such approval must be given by the Members as provided in Article Fifteen hereof.

ARTICLE ELEVEN

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, PROVIDED that any such merger or consolidation must first have the assent of the Members as provided in Article Fifteen hereof.

ARTICLE TWELVE

The Corporation shall have power to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, PROVIDED that any such mortgage must first have the assent of the Members as provided in Article Fifteen hereof.

ARTICLE THIRTEEN

The Corporation shall have power to dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority or utility for public use, PROVIDED that no such dedication, sale or transfer shall be effective unless it shall have been assented to by the Members as provided in Article Fifteen hereof.

ARTICLE FOURTEEN

The Corporation may be dissolved only with the assent of the Members as provided in Article Fifteen hereof.

ARTICLE FIFTEEN

(a) Subject to the provisions of Paragraph (b) of this Article, any section described in Article Ten, Article Eleven, Article Twelve, Article Thirteen or Article Fourteen hereof shall require the affirmative vote of two-thirds (2/3) of the votes of each class of membership entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present and which is duly called for that purpose, written notice of which shall be given to all Members at least ten (10) days in advance of the date appointed for the meeting. The notice shall set forth the purpose of such meeting.

(b) Any provision of these Articles of Incorporation to the contrary notwithstanding, any action described in Article Ten, Article Eleven, Article Twelve, Article Thirteen or Article Fourteen hereof may be taken, if allowed by law, with the assent given in writing and signed by two-thirds (2/3) of the Members of each class.

(c) The notice, voting and quorum requirements for all other action to be taken by the Corporation shall be as set forth in its By-laws, as amended from time to time.

ARTICLE SIXTEEN

Amendment to these Articles shall require the assent of seventy-five percent (75%) of the entire membership, PROVIDED that no amendment of Articles Eight and Nine (membership and voting rights) or Fifteen shall be effective except as provided in the Declaration. The provisions of Articles Eight and Nine and Fifteen have been incorporated into the Declaration and are part of the property interests created thereby.

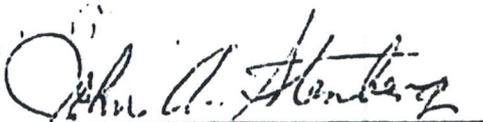
ARTICLE SEVENTEEN

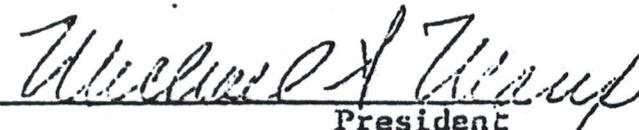
Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets both real and personal of the Corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization engaged in activities substantially similar to those of the Corporation and which are qualified as exempt organizations under the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

EXECUTED on this the 31 day of October, 1973.

TWO WORLDS - COOK ROAD RESIDENTS'
ASSOCIATION

ATTEST:


Secretary

By: 
President

[S E A L]

THE STATE OF TEXAS

Y
Y
Y

COUNTY OF HARRIS

I, Peter Martin, Notary Public,
do hereby certify that on this 31 day of October, 1973,
personally appeared before me Michael D. Masil,
President of TWO WORLDS - COOK ROAD RESIDENTS' ASSOCIATION,
a Texas Non-Profit corporation, who being by me first duly
sworn, severally declared that he is the person who signed the
foregoing document as President, and that the statements
therein contained are true.



Peter Martin
Notary Public in and for Harris
County, Texas

My Commission Expires:

1/75

EXHIBIT "A"

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas.

FIELD NOTES FOR

MAR 14 2012

20.11 ACRES



Stu Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

Out of The

DAIRY OUTLOT SUBDIVISION

Harris County, Texas

That certain tract of land described as being 20.11 acres, more or less, out of the Dairy Outlet Subdivision, a plat recorded in Volume I, Page 23, of the Harris County Map Records; said Subdivision being within the H.T. and B Railroad Company Surveys, Abstracts No. 405 and 406, Harris County, Texas.

Said tract being more particularly described by metes and bounds as follows:

COMMENCING at the Southeast corner of Outlot 128 and the Northeast corner of Outlot 133 of said Subdivision; said corner being on the centerline of Cook Road;

THENCE N 89°38'57" W, a distance of 40.00 feet to the POINT OF BEGINNING; said POINT being a 3/4" iron rod on the West line of Cook Road;

THENCE S 00°04'00" E with the West line of Cook Road, a distance of 322.50 feet to a 1/2" iron rod;

THENCE N 89°38'57" W, a distance of 1340.70 feet to a 1/2" iron rod;

THENCE N 00°04'00" W, a distance of 322.50 feet to a 1/2" iron rod;

THENCE N 89°38'57" W, a distance of 434.30 feet to a 1/2" iron rod;

THENCE N 00°04'00" W, a distance of 548.08 feet to a point on the centerline of a Shell Pipeline Easement (40 feet wide) recorded in Document D579437, Film Code 143-35-0137, of the Official Public Records of Harris County, Texas;

THENCE S 69°42'26" E with the said Shell Pipeline Easement centerline, a distance of 1319.79 feet to a point;

THENCE N 89°56'00" E, a distance of 440.61 feet to a point;

THENCE S 00°04'00" E, a distance of 101.13 feet to a point;

THENCE S 89°38'57" E, a distance of 97.00 feet to the POINT OF BEGINNING, and containing 20.11 acres, more or less.

RECORDER'S MEMORANDUM:
At the time of recording this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.