

ARTICLES OF INCORPORATION  
OF  
CHAMPION FOREST FUND, INC.

JUL 02 1990

We, the undersigned natural persons of the age of twenty-one 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

CORPORATE NAME

This corporation shall be known as CHAMPION FOREST FUND, INC. and by and under such name it shall conduct and transact all its business.

ARTICLE II

CORPORATE ADDRESS AND AGENT

The post office address of the Corporation's initial registered office is 12530 Champion Forest Blvd., Houston, Texas, and the name of its initial registered agent at such address is Donald E. Hand.

ARTICLE III

CORPORATE STATUS

The Corporation is a non-profit corporation.

025087

JUL 02 1980

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The Corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Restrictions and Covenants Governing Property and Lots in Champion Forest, Section One, a subdivision in Harris County, Texas, according to the plat recorded in Volume 241, Page 18 of the Map Records of Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Corporation ("Additional Subdivisions") and to promote the health, safety and welfare of the residents within the above-described property and any Additional Subdivisions and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth by Greenwood Properties, Inc. in that certain declaration of Restrictions and Covenants, hereinafter called the "Declaration", applicable to the property and recorded under File Number E959351, Official Public Records of Real Property of Harris County, Texas and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) arrange for, provide and pay for the furnishing of the following: the maintenance of streets, sidewalks, paths,

JUL 02 1950

parks, parkways, esplanades and vacant lots; the furnishing of bus service or the subsidizing of public bus service as may be necessary; providing street lighting, fogging for insect control, caring for and watering transplanted trees on vacant lots; providing back door garbage and rubbish pickup; encouraging compliance with and enforcement of all covenants and restrictions applicable to the above-described property and any Additional Subdivisions; and doing any other thing necessary or desirable in the opinion of the Directors of this Corporation to keep the above-described property and any Additional Subdivisions neat and in good order or which the Directors consider of general benefit to the owners and occupants of the above-described property or Additional Subdivisions; and to do any and all other acts in connection with all of the above purposes.

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

JUL 02 1950

(d) 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;

(e) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of any Common Area 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law now or hereafter has or exercises; provided that none of the objects or purposes herein set out shall be construed to authorize the Corporation

JUL 02 196

to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to such Act.

#### ARTICLE V

##### ADDITIONAL SUBDIVISIONS

Any future subdivisions of property in the immediate area of the above-described property which are called Champion Forest may also provide for payment of maintenance funds to this Corporation. Any such future subdivisions shall be within the jurisdiction of this Corporation and are hereby included in the term "Additional Subdivisions" as such term is used in these Articles.

#### ARTICLE VI

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation ("Owner"). The foregoing is not intended to include persons or entities who

JUL 02 1965

hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Corporation. Ownership of such property shall be the sole qualification for membership.

ARTICLE VII  
VOTING RIGHTS

The Corporation shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of Greenwood Properties, Inc. 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Greenwood Properties, Inc. and 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:

JUL 021

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) on January 1, 1984.

The Class A and B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act or these Articles, and both classes shall vote together upon all matters as one group.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of three (3) Directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald E. Hand	12530 Champion Forest Blvd., Houston, T
Harry Hewell	740 Esperson Building, Houston, Tex.
Warren Shaw	12530 Champion Forest Blvd., Houston, T

At the first annual meeting the members shall elect three directors for a term of one year.

025093

JUL 02 1964

ARTICLE IX  
INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
B. John Lange, III	2500 Exxon Bldg., Houston, Tex. 7700
John T. Cabaniss	2500 Exxon Bldg., Houston, Tex. 7700
John R. Williford	2500 Exxon Bldg., Houston, Tex. 7700

ARTICLE X  
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members as such memberships exist at the time of dissolution. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI  
DURATION

The Corporation shall exist perpetually.

JUL 02 1996

ARTICLE XII

BENEFIT

No part of any net earnings of the Corporation shall inure to the benefit of any private member or individual, except through the acquisition, construction, management, maintenance, or care of Corporation property or through the rebate of the excess membership dues, fees, or assessments.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 2 day of March, 1977.

  
B. John Lange, III

  
John T. Cabaniss

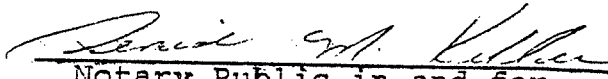
  
John R. Williford

JUL 02 1986

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on the 2 day of March, 1977, personally appeared B. JOHN LANGE, III JOHN T. CABANISS and JOHN R. WILLIFORD, who being by me each first duly sworn, each declared that he is one of the persons who signed the foregoing instrument as an incorporator and that the statements therein are true.

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

  
Notary Public in and for  
Harris County, Texas DENISE M. KELLER  
My commission expires June 1, 1977

025095