

530-21-1028

In the Office of the
Secretary of State of Texas

JUL 19 1974

R. B. Miller

ARTICLES OF INCORPORATION

OF

CHARTERWOOD COMMUNITY IMPROVEMENT ASSOCIATION

JUL 19 1974

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) 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 ONE

The name of the corporation is:

CHARTERWOOD COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which said Association is organized are civic and social, for the benefit and the betterment of the residents and property owners of CHARTERWOOD, SECTION ONE, a Subdivision in Harris County, Texas, according to the map or plat thereof recorded in Vol. 213, at pg. 71, of the Map Records of Harris County, Texas, and for any and all other property which is accepted by this Association to perform all duties and obligations and exercise all rights, powers, and privileges of the Association as set forth in the "DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR CHARTERWOOD, SECTION ONE, A SUBDIVISION IN HARRIS

COUNTY, TEXAS," recorded with the County Clerk of Harris County, Texas, under County Clerk's File No. E 123 669, and any and all amendments thereto and any subsequent Declaration of Covenants, Conditions, and Restrictions for any additional properties which are accepted by this Association in accordance with its By-laws, such subsequent declaration as may be filed in the future, such purposes and powers to include, but not be limited to:

- a) 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 Association;
- b) To borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
- c) To dedicate, sell, or transfer all or any part of the property owned by it to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors of the Association;
- d) To participate in mergers and consolidations with other non-profit corporations organized for similar purposes or to annex additional property, such annexation to be in accordance with the By-laws of the Association.

ARTICLE FIVE

Each and every person, firm, partnership, corporation, or other entity who may now or at anytime hereafter be the record owner of the fee or a fee interest in any lot or lots, as defined in the said Declaration, whether improved or unimproved, within the property now constituting CHARTERWOOD, SECTION ONE, and any subsequent sections of CHARTERWOOD, SECTION ONE, which may be accepted by this Association in accordance with its By-laws, shall automatically, upon becoming such owner, be a member of the Association with the voting rights set forth in the following Article, and shall remain a member thereof until his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. The term "Owner", as used herein, shall have the same meaning as such term is defined in the Declaration. Membership in the

Association shall be appurtenant to and shall automatically follow the ownership of each lot and may not be separated from such ownership. It shall be the obligation of each member to notify the Association in writing of his name, ownership, and mailing address, so that the same may be recorded on the membership roll and records of the Association.

ARTICLE SIX

The Association shall have two classes of voting membership, designated as Class "A" and Class "B", who shall be composed of and have voting rights as follows:

Class "A" members shall be all Owners with the exception of CHARTERWOOD, a Joint Venture composed of CHARTER LAND & HOUSING CORPORATION, a Florida corporation licensed to do business in Texas, and PROPERTIES INTERNATIONAL, INC., a Texas corporation, (herein referred to as "Declarant") its successors and assigns, if such successors or assigns should acquire more than one unimproved lot from the Declarant for the purpose of constructing improvements thereon, each of which Owners shall be entitled to one vote for each lot owned by him. When more than one person owns a fee interest in any lot, all such interested persons shall be members; however, the vote for such lot in which more than one person has a fee interest shall be cast by the person or persons having a majority interest, and in the event the persons having a majority interest are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such subject, as there shall be no fractional votes.

Class "B" members shall be the Declarant, its successor and assigns, if such successors or assigns shall acquire more than one unimproved lot from the Declarant for the purpose of constructing the improvements thereon. Class "B" members shall be entitled to

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three (3) votes for each lot owned by them, whether improved or unimproved. In determining the number of lots owned by Class "B" members, there shall also be counted the number of lots owned by them within any property which has been accepted by this Association in accordance with its By-laws. The Class "B" membership shall cease and be converted to Class "A" membership upon the happening of either of the following events, whichever occurs earlier:

- a) When the total votes outstanding in the Class "A" memberships equals, for a period of at least twenty-four (24) consecutive months, the total votes outstanding in the Class "B" membership; or
- b) January 1, 1980.

ARTICLE SEVEN

The street address of the initial Registered Office of the corporation is 1333 West Loop South, Suite 1130, Houston, Texas 77027, and the name of its initial Registered Agent at such address is JOE M. WILSON.

ARTICLE EIGHT

The number of Directors constituting the initial Board of the Association is four (4), who need not be members of the Association. The names and address of the persons who are to serve as the initial Directors, and the term each is to serve is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>TERM:</u>
Joe M. Wilson	1333 West Loop South Suite 1130 Houston, Texas 77027	- 3 years from date hereof or until his successor shall have been elected.
James H. Fulton	1333 West Loop South Suite 1130 Houston, Texas 77027	- 2 years from date hereof or until his successor shall have been elected.
Jack R. Bryan	8520 So. Braeswood Houston, Texas 77071	- 1 year from date hereof or until his successor shall have been elected.
W. J. Parritte	P. O. Box 35196 Houston, Texas 77035	- 1 year from date hereof or until his successor shall have been elected.

At the first annual meeting of the members, which shall be one year from the date hereof, two Directors shall be elected for a term of three (3) years, and at each annual meeting thereafter, one Director shall be elected for a term of three (3) years for each Directorship for which the term has expired.

ARTICLE NINE

The name and address of each incorporator is:

<u>Joe M. Wilson</u>	<u>1333 West Loop South, Suite 1130</u> <u>Houston, Texas 77027</u>
<u>James H. Fulton</u>	<u>1333 West Loop South, Suite 1130</u> <u>Houston, Texas 77027</u>
<u>Jack R. Bryan</u>	<u>8520 So. Braeswood</u> <u>Houston, Texas 77071</u>
<u>W. J. Perritte</u>	<u>P. O. Box 35196</u> <u>Houston, Texas 77035</u>

ARTICLE TEN

The Board of Directors of the Association is expressly authorized to alter, amend, or appeal the By-laws or to adopt new By-laws for this Association without any action on the part of the members; but the By-laws made by the Board of Directors and the powers so conferred may be altered or repealed by the members entitled to vote, if any, with respect thereto.

IN WITNESS WHEREOF, we hereunto set our hands this the 17th day of May, 1974.

Joe M. Wilson
James H. Fulton
Jack R. Bryan
W. J. Perritte

530-21-1033

THE STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 3rd day of July, 1974, personally appeared JOE M. WILSON, who, being by me first duly sworn, declared that he signed the foregoing document as Incorporator and that the statements therein contained are true.

Sue Eoff
 NOTARY PUBLIC in and for HARRIS COUNTY,
 TEXAS

THE STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 7th day of July, 1974, personally appeared JAMES H. FULTON, who, being by me first duly sworn, declared that he signed the foregoing document as Incorporator and that the statements therein contained are true.

Sue Eoff
 NOTARY PUBLIC in and for HARRIS COUNTY,
 TEXAS

THE STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 17th day of May, 1974, personally appeared JACK R. BRYAN, who, being by me first duly sworn, declared that he signed the foregoing document as Incorporator and that the statements therein contained are true.

Olivia J. Hill
 NOTARY PUBLIC in and for HARRIS COUNTY,
 TEXAS
 also J. Gilligan

THE STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this 17th day of May, 1974, personally appeared W. J. PERRITE, who, being by me first duly sworn, declared that he signed the foregoing document as Incorporator and that the statements therein contained are true.

Mary E. Setzborn
 NOTARY PUBLIC in and for HARRIS COUNTY,
 TEXAS

530-21-1034

ARTICLES OF AMENDMENT

CHARTERWOOD COMMUNITY IMPROVEMENT ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

DEC 10 1990

Corporations Section

Charterwood Community Improvement Association, a nonprofit corporation subject to the Texas Non-Profit Corporation Act, has adopted the following amendments to its Articles of Incorporation filed on July 19, 1974, as stated in these Articles of Amendment.

ARTICLE I.

NAME

The name of the corporation is Charterwood Community Improvement Association.

ARTICLE II.

SUBSTANCE OF AMENDMENT

ARTICLE FIVE of the Articles of Incorporation is amended to read as follows:

Each and every person, firm, partnership, corporation, or other entity who may now or at any time hereafter be the record Owner of any of the fee or fee interest in any lot or lots, as defined in the said Declaration, whether improved or unimproved, within the property now constituting CHARTERWOOD, SECTION 1 and any subsequent sections of CHARTERWOOD which are or may be accepted by this Association in accordance with its By-laws shall automatically, upon becoming such Owner, be a Member of the Association with the voting rights set forth in the following Article, and shall remain a Member thereof until his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. The term "Owner", as used herein, shall have the same meaning as such term is defined in the Declaration. Membership in the Association shall be appurtenant thereto and shall automatically follow

the ownership of each lot and may not be separated from such ownership. It shall be the obligation of each Member to notify the Association, in writing, of his name, ownership, and mailing address, so that the same may be recorded on the membership roll and the records of the Association.

ARTICLE SIX of the Articles of Incorporation is amended to read as follows:

Each Member shall be entitled to one vote for each lot owned by him. When more than one person owns a fee interest in any lot, all such interested persons shall be Members; however, the vote for such lot in which more than one person has a fee interest shall be cast by the person or persons having the majority interest, and in the event the persons having a majority interest are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such subject, as there shall be no fractional votes.

ARTICLE EIGHT of the Articles of Incorporation is amended to read as follows:

Pursuant to the provisions of the Texas Non-Profit Corporation Act, Article 1396-2.02, the powers of the corporation shall be for and reserved to the Members of the Association; all authority for the Association in the exercise of such power shall be vested in the Members unless delegated to the Board of Directors in these Articles of Incorporation or the By-laws of the Association.

ARTICLE TEN of the Articles of Incorporation is amended to read as follows:

Upon the adoption of new By-laws or amendments by the Members to the By-laws of the Association, the number of Directors and the term each shall serve may be changed without further alteration or amendment to the Articles of Incorporation.

The Articles of Incorporation are amended by adding a new ARTICLE ELEVEN, reading as follows:

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The authority and ability to amend the By-laws of the Association shall be vested in and remain with the Members acting in a meeting of the Members in accordance with the By-laws; such amendments shall be consistent with the law, the Declarations of the various Sections filed with the Clerk of Harris County, and the Articles of Incorporation.

ARTICLE III.

PROCEDURE OF ADOPTION OF AMENDMENT

The amendments were adopted in the following manner: A meeting was held on May 6, 1990 for the purpose of amending the Articles of Incorporation. Notice was given to the membership in accordance with the By-laws. A quorum was present at the meeting. The preceding amendments received at least 2/3rds of the votes which Members present at the meeting, in person or by proxy, were entitled to cast.

I am officer of the Corporation and I hereby execute these Articles of Amendment on behalf of the Corporation on this the 23RD day of October, 1990.

CHARTERWOOD COMMUNITY
IMPROVEMENT ASSOCIATION

By: Sharon F. Harris
Sharon F. Harris, Secretary

530-21-1037

THE STATE OF TEXAS *

COUNTY OF HARRIS *

BEFORE ME, a notary public, on this day personally appeared Sharon F. Harris, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this the 23rd day of October, 1990.

Marsha J. Lesselyong
Notary Public in and for the
State of Texas

My Commission Expires: 7-24-93

MARSHA J. LESSELYONG

ARTAMEND: Charterwood/the

