

ARTICLES OF INCORPORATION

SEP 20 1978

OF

NORTHCLIFFE ADDITION CIVIC IMPROVEMENT ASSOCIATION

Patrick Bruce
Attorney, Corporation Division

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

The name of the corporation is Northcliffe Addition Civic Improvement Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 2630 Westridge, Houston, Texas 77054.

ARTICLE III

The street address of the initial registered office of the corporation is 2630 Westridge, Houston, Texas and the name of its initial registered agent at such address is Richard V. Gadd, Jr.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association 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 the residence Lots and Common Area within that certain tract of property described as: Northcliffe, as shown in the plat filed for record in the Map Records of Harris County, Texas, Volume , Page , dated ; and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the juris-

diction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk, 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) fix, levy, collect and enforce payment by any lawful means, all charges and 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 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 public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) 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.

(e) dedicate, sell or transfer all or any part of the 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;

(f) participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association. The foregoing is not intended to include persons or entities who 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 any Lot which is subject to assessment by the Association,

ARTICLE VI

VOTING RIGHTS

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) shall be the Declarant (as defined in the Declaration), 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 event, whichever

occurs earlier:

- (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, 1981.

ARTICLE VII

BOARD OF DIRECTORS

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 changed 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 the selection of their successors are:

<u>Name</u>	<u>Address</u>
John Johnson	2630 Westridge, Houston, Texas 77025
George Sims	2630 Westridge, Houston, Texas 77025
John Mulvany	2630 Westridge, Houston, Texas 77025
Wayne Sikes, Jr.	2630 Westridge, Houston, Texas 77025
Richard V. Gadd, Jr.	2630 Westridge, Houston, Texas 77025

At the first annual meeting the members shall elect three directors for a term of one year and two directors for a term of two years; and at each annual meeting thereafter the members shall elect three directors in one year and two directors in the next year in continuing sequence, all for a term of office of two years.

ARTICLE VIII

DISSOLUTION

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 this Association 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 IX

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

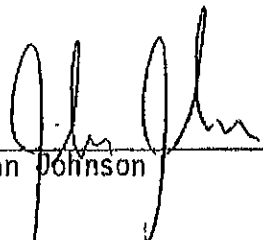
The Association is a non-profit corporation.

ARTICLE XIII

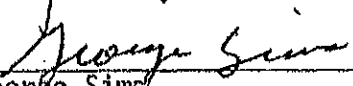
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
John Johnson	2630 Westridge, Houston, Texas 77054
George Sims	2630 Westridge, Houston, Texas 77054
John Mulvany	2630 Westridge, Houston, Texas 77054
Wayne Sikes, Jr.	2630 Westridge, Houston, Texas 77054
Richard V. Gadd, Jr.	2630 Westridge, Houston, Texas 77054

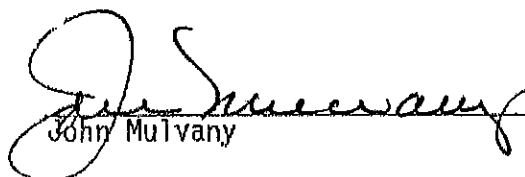
IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15th day of September, 1978.



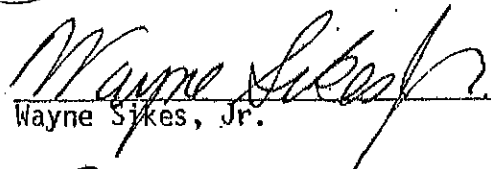
John Johnson



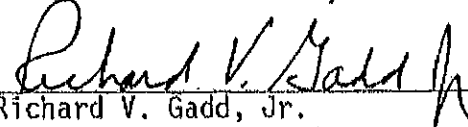
George Sims



John Mulvany



Wayne Sikes, Jr.



Richard V. Gadd, Jr.

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, Carolyn H. Baley, a Notary Public, do hereby certify that on this 15th day of September, 1978, personally appeared before me, John Johnson, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

Carolyn H. Baley
Notary Public, Harris County, Texas

CAROLYN BALEY

Notary Public in and for Harris County, Texas
My Commission Expires December 2, 1978

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, Carolyn H. Baley, a Notary Public, do hereby certify that on this 15th day of September, 1978, personally appeared before me, George Sims, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

Carolyn H. Baley
Notary Public, Harris County, Texas

CAROLYN BALEY

Notary Public in and for Harris County, Texas
My Commission Expires December 2, 1978

THE STATE OF TEXAS |
COUNTY OF HARRIS |

I, Carolyn H. Baley, a Notary Public, do hereby certify that on this 15th day of September, 1978, personally appeared before me, John Mulvany, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

CAROLYN BALEY
Notary Public in and for Harris County, Texas
My Commission Expires December 2, 1978

Carolyn H. Baley
Notary Public, Harris County, Texas

THE STATE OF TEXAS }
COUNTY OF HARRIS }

I, Carolyn H. Baley, a Notary Public, do hereby certify that on this
15th day of September, 1978, personally appeared before me,
Wayne Sikes, Jr., who being by me first duly sworn, declared that he
is the person who signed the foregoing document as an incorporator and that the
statements therein contained are true.

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

Carolyn H. Baley
Notary Public, Harris County, Texas

CAROLYN BALEY

Notary Public in and for Harris County, Texas
My Commission Expires December 2, 1978

THE STATE OF TEXAS }
COUNTY OF HARRIS }

I, Carolyn H. Baley, a Notary Public, do hereby certify that on this
15th day of September, 1978, personally appeared before me,
Richard V. Gadd, Jr., who being by me first duly sworn, declared that he
is the person who signed the foregoing document as an incorporator and that the
statements therein contained are true.

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

Carolyn H. Baley
Notary Public, Harris County, Texas

CAROLYN BALEY

Notary Public in and for Harris County, Texas
My Commission Expires December 2, 1978