

SEP 17 1976

ARTICLES OF INCORPORATION
OF
BROOKFIELD TOWNHOUSE COMMUNITY ASSOCIATION, INC.

Lorna Edgerton
Deputy Director, Corporation Divisi

529-76-3876

We, the undersigned natural persons of the age of twenty-one (21) 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 of such corporation:

ARTICLE I

The name of the corporation is BROOKFIELD TOWNHOUSE COMMUNITY ASSOCIATION, INC.

ARTICLE II

The street address of the initial registered office of the corporation is 1919 Allen Parkway, Houston, Texas and the name of its initial registered agent at such address is J. R. Dupuy.

ARTICLE III

The corporation is a non-profit corporation.

ARTICLE IV

The period of its duration is perpetual.

Art 9 Inc.

ARTICLE V

The purpose or purposes for which the corporation is organized are: To provide for maintenance, preservation and architectural control of the residential townhouses and Common Area within Reserve F and G of the Partial Replat of Brookfield, Section One, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 197, Page 99, Map Records of Harris County, Texas, or any other areas created by the dedication of additional property thereto 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 jurisdiction of this Association for this purpose to:

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(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the property filed for record on the 10th day of September, 1976, under File # E885948, in the Official Public Records of Real Property of Harris County, Texas, and recorded under Film Code # 148-17-0144.

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the restrictions, 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 borrowed money 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 nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other non-profit 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 Law of the State of Texas by law may now or hereafter have to exercise.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any townhouse which is subject by covenants of record as to assessment of the Association, including contract sellers, shall be a member of 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. Memberships shall be appurtenant to and may not be separated from ownership of any townhouse which is subject to assessment by the Association.

ARTICLE VII

The Association shall have two classes of voting membership: Class A. Class A members shall be all future owners of any townhouse with the exception of the current record owners of the townhouses as of the date hereof and shall be entitled

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to one vote for each townhouse owned. When more than one person holds an interest in any townhouse, all such persons shall be members. The vote for such townhouse shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any townhouse.

Class B. Class B members shall be the current record owner as of the date hereof, and shall be entitled to three votes for each townhouse 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:

- (a) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership including duly annexed areas, or
- (b) June 1, 1978

ARTICLE VIII

The affairs of this Association shall be managed by a board of three 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>
J. R. Dupuy	1919 Allen Parkway Houston, Texas
C. W. Coneley	1919 Allen Parkway Houston, Texas
Carla Baughman	1919 Allen Parkway Houston, Texas

ARTICLE IX

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 the Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to such similar purposes.

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ARTICLE X

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

ARTICLE XI

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
J. R. Dupuy	1919 Allen Parkway Houston, Texas
C. W. Coneley	1919 Allen Parkway Houston, Texas
Carla Baughman	1919 Allen Parkway Houston, Texas

IN WITNESS WHEREOF, we have hereunto set our hands, this 15th day of September, 1976.

J. R. Dupuy
J. R. Dupuy

C. W. Coneley
C. W. Coneley

Carla Baughman
Carla Baughman

THE STATE OF TEXAS I

COUNTY OF HARRIS I

I, Arnette Chancel, a Notary Public, do hereby certify on this 15th day of September, 1976, personally appeared before me, J. R. Dupuy, C. W. Coneley and Carla Baughman who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents as incorporators, and that the statements therein contained are true.

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

Arnette Chancel
Notary Public in and for
Harris County, T e x a s

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CHARTER NO. 388967

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