

Debbie

For your reference

Non-Profit



# The State of Texas

SECRETARY OF STATE

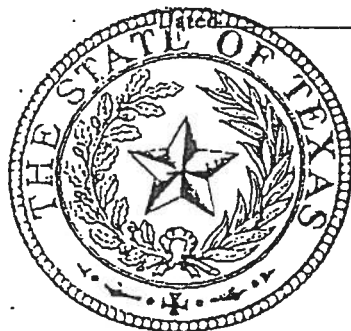
CERTIFICATE OF INCORPORATION  
OF

FONDREN GROVE HOMEOWNER'S ASSOCIATION, INC.  
CHARTER NO. 1005097

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

dated JULY 23, 19 86



Secretary of State

dae

529-86-2269

ARTICLES OF INCORPORATION  
OFFILED  
In the Office of the  
Secretary of State of Texas

FONDREN GROVE HOMEOWNER'S ASSOCIATION, INC., JUL 23 1986

A TEXAS NON-PROFIT CORPORATION

Loma Salzman  
Director, Corporation Division

In compliance with the requirements of Tex. Rev. Civ. Stat. Ann. art. 1396 (Vernon 1980), the undersigned incorporators, all of whom are citizens of the State of Texas and all whom are of the age of eighteen (18) years or older, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation and do hereby adopt the following Articles of Incorporation for such corporation:

## ARTICLE I

NAME

The name of the corporation is FONDREN GROVE HOMEOWNER'S ASSOCIATION, INC., (hereinafter called the "Association").

## ARTICLE II

NON-PROFIT

The Association is a non-profit corporation.

## ARTICLE III

DURATION

The period of the Association's duration is perpetual.

## ARTICLE IV

AGENT FOR PROCESS

The street address of the initial registered office of the Association is 10555 Northwest Freeway, Suite 131, Houston, Harris County, Texas 77092, and the name of its initial registered agent at such address is Jim De La Plaine.

## ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a non-profit corporation, and the primary purpose for which it is organized is to provide for maintenance, preservation, management and improvement of the

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(d) borrow money, 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, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger, consolidation shall have the assent of two-thirds (2/3) of the members;

(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 may now or hereafter have or exercise.

#### ARTICLE VI

##### MEMBERSHIP

Each legal Owner (as such term is defined in the Declaration and all Supplemental Declarations), whether one or more persons or entities, of a Lot in the Subdivision (as such term is defined in the Declaration), which is subject to a maintenance charge assessment by the Association, including contract sellers, shall be a member of the Association. Membership in the Association shall be appurtenant to and may not be separated from ownership of the Lot subject to assessment by the Association. No instrument shall be necessary to transfer membership and no certificate of membership will be issued.

#### ARTICLE VII

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

- (a) 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 individual or entity holds an ownership interest in a Lot, all such persons

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shall be members, but in no event shall they be entitled to more than one vote with respect to that particular Lot.

- (b) CLASS B. Class B members shall be the Declarant. Class B members 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: (1) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, or (ii) on January 1, 1994. However, if Class B membership has automatically converted to one vote per Lot owned, it shall automatically revert to three votes per Lot owned in the event additional Lots are subjected to the jurisdiction of the Association such that the Declarant owns more than twenty-five percent (25%) of all Lots. Such reinstated Class B membership shall terminate under the terms above.

#### ARTICLE VIII

##### BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
Jim De La Plaine	10555 Northwest Freeway Suite 131 Houston, Texas 77092
Martin Perlman	10555 Northwest Freeway Suite 131 Houston, Texas 77092

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residential Lots and Common Area, if any, within that certain property known as :

FONDREN GROVE Section One-A, a subdivision lying partly in Harris County, Texas and partly in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 335, Page 101 of the Map Records of Harris County, Texas and on Slide No. 831 A & B in the Plat Records of Fort Bend County, Texas (or any subsequently recorded plat thereof),

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.

The Association shall:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants and Restrictions of Fondren Grove, Section One-A (hereinafter referred to as the "Declaration"), and applicable to the property as the same may be amended from time to time as therein provided, and in any declaration, restriction, or covenant affecting any property that may hereafter be bought within the jurisdiction of this Association.

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration(s) or any amendments thereto and the Bylaws of the Association; 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), annex, 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;

529-86-2273

Noel Graubart

10555 Northwest Freeway  
Suite 131  
Houston, Texas 77092

After the first annual meeting the members shall elect one Director 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 Directors for vacancies becoming vacant as a result of the foregoing for a term of two years.

## ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the 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. On 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 X

INCORPORATORS

The name and address of each incorporator is :

<u>NAME</u>	<u>ADDRESS</u>
Jim De La Plaine	10555 Northwest Freeway Suite 131 Houston, Texas 77092
Martin Perlman	10555 Northwest Freeway Suite 131 Houston, Texas 77092
Noel Graubart	10555 Northwest Freeway Suite 131 Houston, Texas 77092

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 Association,

529-86-2274

have executed these Articles of Incorporation this 22<sup>nd</sup> day of

July, 1986.

Jim De La Plaine  
Jim De La Plaine

Martin Perlman  
Martin Perlman

Noel Graubart  
Noel Graubart

STATE OF TEXAS  
COUNTY OF HARRIS

Before me, a notary public on this day personally appeared Jim De La Plaine, 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 this 22<sup>nd</sup> day of July



STATE OF TEXAS  
COUNTY OF HARRIS

My commission expires: 11/30/88

Vicky L. Galyean  
Notary Public, State of Texas  
VICKY L. GALYEAN  
Notary Public, State of Texas  
My Commission Expires November 30, 1988  
Notary name typed or printed

Before me, a notary public on this day personally appeared Martin Perlman 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 this 22<sup>nd</sup> day of July



STATE OF TEXAS  
COUNTY OF HARRIS

My commission expires: 11/30/88

Vicky L. Galyean  
Notary Public, State of Texas  
VICKY L. GALYEAN  
Notary Public, State of Texas  
My Commission Expires November 30, 1988  
Notary name typed or printed

Before me, a notary public on this day personally appeared Noel Graubart 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 this 22<sup>nd</sup> day of July  
1986.

My commission expires: 11/30/88



Vicky L. Galyean  
Notary Public, State of Texas  
VICKY L. GALYEAN  
Notary Public, State of Texas  
My Commission Expires November 30, 1988  
Notary name typed or printed