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SECRETARY'S CERTIFICATE OF FILING
OF
CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.

102

I, Harry Martello, certify that:

I am the duly qualified and acting Secretary of Cimarron Community Improvement Association, Inc., a duly organized and existing Texas non-profit corporation.

The attached instrument is a true copy of an unrecorded Dedicatory Instrument, as that term is identified by Section 202.001 of the Texas Property Code, pertaining to Cimarron Community Improvement Association, Inc.

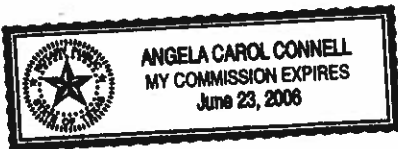
The attached instrument is being presented for recording in the Official Public Records of Real Property of Harris County, Texas, pursuant to Section 202.006 of the Texas Property Code.

Dated: 4-21-03

Harry Martello
Harry Martello, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 21st day of April, 2003 by Harry Martello, Secretary of Cimarron Community Improvement Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

Prepared in the Offices of and Return to:
Bartley & Spears, P.C.
Attorneys at Law
14811 St. Mary's Lane, Suite 270
Houston, Texas 77079

MAY 10 2003

POST-76-000

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.

NOV 14 1975

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are residents of the state of Texas and are of twenty-one (21) years of age or more, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Cimarron Community Improvement Association, Inc. hereafter called the "Association".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The street address of the initial registered office of the Association is 1929 Allen Parkway, Houston, Texas, 77001.

ARTICLE IV

G. R. Nerren whose address is 1929 Allen Parkway, Houston, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE V

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 Cimarron, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 226 Page 25, Map Records of Harris County, Texas, or any other areas created by the recording of additional plats by the developer; 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 the 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 Harris County Clerk and as the same may be amended from time to time herein 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 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 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, subject to Part Four, Texas Miscellaneous Corporation laws, Act;

(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 and 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 consolidations 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; provided, however, the annexation of residential property falling within the description of Article IV shall be accomplished as the property becomes developed and will not require 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 or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by 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. Membership shall be appurtenant to and may

not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be 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 events, 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 1st, 19 75.

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 By-Laws of the Association. 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>
G. R. Nerran	1929 Allen Parkway Houston, Texas
B. G. Butler	1929 Allen Parkway Houston, Texas
J. R. Gamble	1929 Allen Parkway Houston, Texas

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three 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 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 X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

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

ARTICLE XII
FHA/VA APPROVAL

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

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, have executed these Articles of Incorporation this 12th day of August, 19 75.

G. R. Nerren
G. R. Nerren

B. G. Butler
B. G. Butler

J. E. Gamble
J. E. Gamble

THE STATE OF TEXAS I

COUNTY OF HARRIS I

I, Ellen C. Griffin, a Notary Public in and for Harris County, do hereby certify on this 12th day of August, 1975 personally appeared before me, G. R. Merren, B. G. Butler and J. R. Gamble, 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 the day and year written above.

Ellen C. Griffin
Notary Public in and for
Harris County, T E X A S

FILE FOR RECORD
8:00 AM

MAY - 1 2003

Beverly B. Hayman
County Clerk, Harris County, Texas

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

MAY - 1 2003



Beverly B. Hayman
COUNTY CLERK
HARRIS COUNTY, TEXAS