

FILED
In the Office of the
Secretary of State of Texas
AUG 20 1984

ARTICLES of INCORPORATION

OF

SOUTHWYCK, SECTION IV HOMEOWNERS' ASSOCIATION

Clerk B
Corporations Section

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 Southwyck, Section IV Homeowners' Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 7322 S.W. Fwy., Suite 1820, Houston, Texas 77074.

ARTICLE III

The street address of the initial registered office of the corporation is 7322 S.W. Fwy., Suite 1820, Houston, Texas, and the name of its initial registered agent at such address is Terese Buess.

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 Residential Lots and Common Area under the jurisdiction of the Southwyck, Section IV Homeowners'

Association and to promote the health, safety and welfare of the residents under the jurisdiction of this Association and any additions thereto as may hereafter be brought within the jurisdiction 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 this property and recorded or to be recorded in the Office of the County Clerk, Brazoria 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 and terms used herein shall have the same meaning as in the Declaration;
- (b) fix and levy 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 the membership of the Association, 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 of the Association. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of membership of the Association, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidation 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 be initiated and approved by the Declarant when the Class B membership is larger than the Class A membership. At such time that Class A membership is larger than Class B membership, such merger, consolidation or annexation shall require the assent of the Board of Directors of said Association, and of the Southwyck Planned

Community Master Association, Inc., a Texas nonprofit corporation;

- (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

The membership includes 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 members 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 equals the total votes outstanding in the Class B membership; or
- (b) on January 1, 1994.

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>
Terese M. Buess	7322 S.W. Fwy., #1820, Houston, Texas 77074
Alan F. Bauer	7322 S.W. Fwy., #1820, Houston, Texas 77074
Mary E. Jacobs	7322 S.W. Fwy., #1820, Houston, Texas 77074
Karen E. Beck	7322 S.W. Fwy., #1820, Houston, Texas 77074
Kenneth F. Belanger	7322 S.W. Fwy., #1820, Houston, Texas 77074

At the first annual meeting the members shall elect three (3) directors for a term of three (3) years; one (1) director for

a term of two (2) years; and one (1) director for a term of one (1) year.

At each annual meeting thereafter the members shall elect a director or directors to fill any and all vacancies created by the expired term of a director or directors.

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 the membership of the Association. 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 non-profit 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 (75%) percent of the entire membership.

ARTICLE XI

FHA/VA Approval

As long as there is a Class B membership, the following actions will require the approval of 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.

ARTICLE XII

In the case of any conflict between the By-Laws and these Articles of Incorporation, the Articles shall control, and in the case of any conflict between the Declaration and these Articles of Incorporation, the Declaration shall control.

ARTICLE XIII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Terese M. Buess	7322 S.W. Fwy., #1820, Houston, Texas 77074
Alan F. Bauer	7322 S.W. Fwy., #1820, Houston, Texas 77074
Mary E. Jacobs	7322 S.W. Fwy., #1820, Houston, Texas 77074
Karen E. Beck	7322 S.W. Fwy., #1820, Houston, Texas 77074
Kenneth F. Belanger	7322 S.W. Fwy., #1820, Houston, Texas 77074

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 August, 1984.

Terese M. Buess
Terese M. Buess

Alan F. Bauer
Alan F. Bauer

Mary E. Jacobs
Mary E. Jacobs

Karen E. Beck
Karen E. Beck

Kenneth F. Belanger
Kenneth F. Belanger

THE STATE OF TEXAS)
)
COUNTY OF BRAZORIA)

I, Nancy EOFF, a Notary Public do hereby certify that on this 15th day of August, 1984, personally appeared before me Terese Buess, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

Nancy Eoff

NANCY EOFF

Notary Public in and for the State of Texas
My Commission expires June 25, 1983

Notary Public in and for the State of T E X A S

My commission expires: June 25, 1988

THE STATE OF TEXAS)
)
COUNTY OF BRAZORIA)

I, Nancy EOFF, a Notary Public do hereby certify that on this 15th day of August, 1984, personally appeared before me Alan E. Bauer, 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.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

Nancy Eoff

Notary Public in and for the State of T E X A S

My commission expires: June 25, 1988

NANCY EOFF

Notary Public in and for the State of Texas
My Commission expires June 25, 1983

THE STATE OF TEXAS)
)
COUNTY OF BRAZORIA)

I, Nancy Eoff, a Notary Public do hereby certify that on this 15th day of August, 1984, personally appeared before me Mary E. Jacobs, 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.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

Nancy Eoff

NANCY EOFF
Notary Public in and for the State of Texas
My Commission expires June 25, 1988

Notary Public in and for the State of T E X A S

My commission expires: June 25, 1988

THE STATE OF TEXAS)
)
COUNTY OF BRAZORIA)

I, Nancy Eoff, a Notary Public do hereby certify that on this 15th day of August, 1984, personally appeared before me Karen E. Beck, 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.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

Nancy Eoff

Notary Public in and for the State of T E X A S

My commission expires: June 25, 1988

NANCY EOFF
Notary Public in and for the State of Texas
My Commission expires June 25, 1988

THE STATE OF TEXAS

COUNTY OF BRAZORIA

I, Nancy Eoff, a Notary Public do hereby certify that on this 15th day of August, 1984, personally appeared before me Kenneth F. Belanger, 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.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

Nancy Eoff

Notary Public in and for the State of T E X A S

My commission expires: June 25, 1988

NANCY EOFF

Notary Public in and for the State of Texas

My Commission expires June 25, 1988