

FILED
In the Office of the
Secretary of State of Texas

SEP 27 1982

Clerk A
Corporations Section

ARTICLES OF INCORPORATION

OF

EASTON COMMONS HOMEOWNERS ASSOCIATION

THE STATE OF TEXAS §
COUNTY OF HARRIS § KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of eighteen (18) years or more, all 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 Easton Commons Homeowners Association (hereinafter called the "Association"):

ARTICLE I

CORPORATE NAME

This Association shall be known as EASTON COMMONS HOMEOWNERS ASSOCIATION and by and under such name it shall conduct and transact all its business.

ARTICLE II

CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is Suite 120, 901 Threadneedle, Houston, Texas, 77079, and the name of its initial registered agent at such address is Larry E. Muller.

ARTICLE III

CORPORATE STATUS

The Association is a non-profit corporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed for the purposes of providing for maintenance and preservation of the properties subject to the Declaration of Covenants, Conditions and Restrictions applicable to the single-family portion of Easton Commons, Section Two, a subdivision in Harris County,

15-2-80

Texas, to be recorded in the Official Real Property Records of Harris County, Texas, and to promote the health, safety and welfare of the residents within the above-described property and 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 the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference, and to enter into contracts with third parties to perform such duties;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and/or the terms of any other document or agreement authorizing such fixing, levying, and collection of assessments;

(c) pay 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;

(d) 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;

(e) borrow money, and, with the assent of two-thirds (2/3) of the votes of the members, as hereinafter defined, mortgage, pledge, deed of trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area as defined in the Declaration and facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as

may be agreed upon. Except as to the dedication of easements for public utility purposes which can be approved by a majority of the Directors, no such dedication, sale or transfer shall be effective unless approved by two-thirds (2/3) of the votes of the members;

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

(h) establish and enforce rules and regulations governing the administration, use of, operation, maintenance and management of the Common Areas described in the Declaration; and

(i) be able 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 now or hereafter may have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act or the Declaration, and all such objects or purposes are subject to the same.

ARTICLE V

MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by the Declaration 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 the ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

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 Easton Village Joint Venture, the Declarant under the aforesaid Declaration, and shall be entitled to one vote for each Lot owned, also as defined in the By-Laws. 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Easton Village Joint Venture, the Declarant, 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 shall first occur:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) October 1, 1992.

The Class A and B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote together upon all matters as one group.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of such number of persons and for such terms as may be fixed by the By-laws of the Association. The Directors shall continue to serve until their successors are selected and qualified in the manner provided

in the By-laws of the Association. The names and addresses of the persons who are to serve as the initial Directors and constitute the initial Board of Directors of the Association until such time as the aforesaid Directors shall have been qualified to serve are:

<u>NAME</u>	<u>ADDRESS</u>
Larry E. Muller	901 Threadneedle, Suite 120, Houston, Texas 77079
John C. Standley, Jr.	901 Threadneedle, Suite 120, Houston, Texas 77079
Bernie Haines	901 Threadneedle, Suite 120 Houston, Texas 77079

ARTICLE VIII

OFFICERS

The Officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected in the manner prescribed in the By-laws.

ARTICLE IX

DURATION

The Association shall exist perpetually.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent of two-thirds (2/3) of the votes of the members at the time of dissolution. 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 XI
INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
W. David Tidholm	3300 Two Allen Center, Houston, Texas 77002
Wayne F. Sramek	901 Threadneedle, Suite 120, Houston, Texas 77079
John C. Standley, Jr.	901 Threadneedle, Suite 120, Houston, Texas 77079

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 ^{sworn to and} executed these Articles of Incorporation this 23 day of September, 1982.

W. David Tidholm
W. DAVID TIDHOLM

Wayne F. Sramek
WAYNE F. SRAMEK

John C. Standley, Jr.
JOHN C. STANDLEY, JR.

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 23rd day of September, 1982, by W. DAVID TIDHOLM, as an incorporator of EASTON COMMONS HOMEOWNERS ASSOCIATION.

Selden A. Wallace
Notary Public in and for
The State of Texas
SELDEN A WALLACE
My Commission Expires: 6-5-85

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the
23 day of September, 1982 by WAYNE F. SRAMEK, as an
incorporator of EASTON COMMONS HOMEOWNERS ASSOCIATION.

Barbara A Keller
Notary Public in and for
The State of Texas

My Commission Expires: 9-1-84

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the
23 day of September, 1982 by JOHN C. STANDLEY, JR., as
an incorporator of EASTON COMMONS HOMEOWNERS ASSOCIATION.

Barbara A Keller
Notary Public in and for
The State of Texas

My Commission Expires: 9-1-84

SWORN to on this 23rd day of September, 1982,
by the above named incorporators.

Selden A. Wallace.
Notary Public in and for
The State of Texas
SELDEN A. WALLACE
My Commission Expires: 6-5-85