

FILED

In the Office of the  
Secretary of State of Texas

JUN 13 1977

ARTICLES OF INCORPORATION

OF

*Lena Salzman*  
Deputy Director, Corporation Division  
ASHFORD PARK HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen (18) 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 ASHFORD PARK HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation and shall have all the powers and duties specified in and allowable under the Texas Non-Profit Corporation Act.

ARTICLE III

The period of duration of this corporation is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

(a) To promote the health, safety and welfare of the residents of the following (hereinafter referred to as the "Subdivision"):

(1) Ashford Park, Section One, a subdivision located in Harris County, Texas, and being out of a 37.4188 acre tract of land out of the Wm. Hardin Survey, Abstract No. 24, exclusive of Unrestricted Reserve "A" as shown in the replat of said subdivision recorded in Volume 249, Page 71, of the Map Records of Harris County, Texas; and

(2) Any additional residential property and Common Area that may hereinafter be annexed to Ashford Park, Section One, pursuant to the provisions of Article XI of the Declaration of Covenants, Conditions and Restrictions for Ashford Park dated March 4, 1977, filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. F-068533;

through the construction and maintenance of recreational facilities, including swimming pools, tennis courts, clubhouses and appurtenant structures for the pleasure

and recreation of the members of the corporation, and to provide, insure and promote a well cared for and secure neighborhood for the primary benefit of the members.

(b) Without limiting the foregoing general statement of purposes, included herein are the following purposes:

- (1) To collect annual and monthly maintenance assessments, any special assessments, and each member's pro rata share of premiums due on a master policy of fire and extended coverage insurance, if any, and interest in accordance with the provisions hereinafter set forth as well as the applicable provisions of the Declaration of Covenants and Restrictions affecting the lots in the Subdivision recorded or to be recorded in the Office of the County Clerk of Harris County, Texas (hereinafter referred to as the "Restrictions").
- (2) To encourage compliance with and enforce the covenants contained in the above-mentioned Restrictions.
- (3) To arrange, provide and pay for the cleaning and maintenance of streets, public and private, and alleyways, sidewalks, parks and esplanades in the Subdivision.
- (4) To provide street lighting in the Subdivision.
- (5) To provide for the planting and upkeep of trees and shrubbery at entrances and on esplanades in the Subdivision.
- (6) To provide for garbage and rubbish pickup and fogging for insect control in the Subdivision.
- (7) To provide watchmen and/or employ a security agency that will patrol the Subdivision.
- (8) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey or otherwise dispose of, real and personal property of every kind, nature, or description, including but not limited to swimming pools, tennis courts, clubhouses, and private park areas, as may be necessary or desirable to promote the primary purpose of this corporation.
- (9) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
- (10) To do all other acts necessary, desirable, convenient, or expedient for the administration of the affairs and the attainment of the purposes of this corporation.
- (11) To carry out the hereinabove purposes in any state, territory or foreign country, to the extent such purposes are not forbidden by the laws of such state, territory or foreign country.

The purposes stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

Nothing contained herein shall be construed to require this corporation, its directors or officers to take any action in furtherance of the purposes for which this corporation is formed, however, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of said purposes as set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such, except on dissolution and winding up.

#### ARTICLE V

The mailing address of the initial registered office of the corporation is 740 Mellie Esperson Building, Houston, Texas 77002 and the name of its initial registered agent at such address is Charles A. Beyer.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Charles A. Beyer	740 Mellie Esperson Building Houston, Texas 77002
James C. Box	740 Mellie Esperson Building Houston, Texas 77002
Roy R. Behrens	740 Mellie Esperson Building Houston, Texas 77002

Jodee Schmalhausen

740 Mellie Esperson Building  
Houston, Texas 77002

Michael Hunt

740 Mellie Esperson Building  
Houston, Texas 77002

#### ARTICLE VII

The names and street addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Charles A. Beyer	740 Mellie Esperson Building Houston, Texas 77002
James C. Box	740 Mellie Esperson Building Houston, Texas 77002
Roy R. Behrens	740 Mellie Esperson Building Houston, Texas 77002

#### ARTICLE VIII

The initial directors shall serve until April 1, 1982.

In case of the resignation, death, failure, incapacity, or refusal to serve of any of the said initial directors prior to said time, the remaining directors may appoint a substitute director or directors to serve the remainder of said period. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

#### ARTICLE IX

The By-Laws of this corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered by a majority vote of the Board of Directors until April 1, 1982, and thereafter by a majority vote of the Members of this corporation.

#### ARTICLE X

Prior to June 1, 1977, there shall be no Members in this corporation. As of June 1, 1977, there shall be two classes of membership in this corporation, as follows:

(a) Class A members shall be the owners of lots in the Subdivision or any annexation thereto, exclusive

of Reserve "A" as shown on the plat of the Subdivision, with the exception of T.M.C. Funding, Inc., a Texas corporation.

(b) There shall be one Class A membership for each lot in the Subdivision not owned by T.M.C. Funding, Inc. regardless of the number of persons or entities who may own that lot or the form of ownership.

(c) Each Class A membership shall entitle the individual or entity holding it to one (1) vote on each matter coming before the members at any meeting or otherwise unless that membership has lost the right to vote as hereinafter provided. Joint owners of a lot shall designate in writing to the corporation the party authorized to cast the membership vote in person or by proxy for such joint owners, which written designation shall remain in effect until modified by a written designation signed by all of the joint owners or until the lot is sold. The executor, administrator or legal representative of any deceased member shall be entitled to cast the vote of such deceased member at any meetings.

(d) The Class B members shall be T.M.C. Funding, Inc., a Texas corporation, its successors and assigns.

(e) There shall be one Class B membership for each lot in the Subdivision owned by T.M.C. Funding, Inc., its successors and assigns as Declarant under the Restrictions.

(f) Each Class B membership shall entitle the holder to three (3) votes on each matter coming before the members at any meeting or otherwise. Once a lot is sold by T.M.C. Funding, Inc., or its successors or assigns as Declarant under the Restrictions, the three (3) votes attached to that lot are extinguished and the purchaser is only entitled to a Class A membership in the corporation.

(g) The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting of the members at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law or the By-Laws.

(h) The affairs of this corporation shall be run by five directors, each of whom shall be either (1) an owner of a lot in the Subdivision or (2) an officer or employee of a corporation, partner in a partnership or individual owning and developing one or more lots in the Subdivision; and said directors shall be elected as provided in the By-Laws.

(i) If any maintenance charge, assessment or other sum due the corporation as provided for in the recorded restrictions of the subdivision remains unpaid for more than thirty (30) days, the Board of Directors may in its sole discretion suspend the voting rights of the member(s) owing such sums for so long as such sums remain unpaid by giving said member(s)

three (3) days advance written notice of the suspension by mail or personally. This suspension shall include any and all voting rights attached to a membership in this corporation that are set forth in these articles or in the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this

2nd day of May, 1977.  
*June*

Charles A. Beyer  
CHARLES A. BEYER

James C. Box  
JAMES C. BOX

Roy R. Behrens, Jr.  
ROY R. BEHRENS, JR.

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Charles A. Beyer, James C. Box and Roy R. Behrens, who each after being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 2nd day of May, 1977.

Scott Clark  
Notary Public in and for  
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 signed by the parties on the date and at the time stated herein by me, and was duly recorded in the Official Public Records of said County, Texas on

AUG 19 2003



Dorothy B. Kayman  
COUNTY CLERK  
HARRIS COUNTY, TEXAS