

FILED
In the Office of the
Secretary of State of Texas

MAY 11 2016

CERTIFICATE OF FORMATION
for
BRIDLECREEK COMMUNITY ASSOCIATION, INC.
(a Texas Nonprofit Corporation)

Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE
NAME

The name of the corporation is BRIDLECREEK COMMUNITY ASSOCIATION, INC.

ARTICLE TWO
NON-PROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE
PURPOSES

The purposes for which the corporation is organized are as follows:

(1) The specific and primary purpose for which the corporation is organized is to govern the affairs of any residential subdivision over which the corporation obtains jurisdiction. At the time of filing this Certificate of Formation, it is anticipated that the corporation will obtain jurisdiction over the following residential subdivisions in Harris County, Texas: Bridlecreek. The residential subdivisions over which the corporation may obtain jurisdiction at any time subsequent to the filing of this Certificate of Formation is referred to herein as the "Property". IT IS NOT ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY OR THEIR GUESTS AND INVITEES. NEITHER THE CORPORATION, NOR ITS OFFICERS, DIRECTORS OR AGENTS, WILL EVER IN ANY WAY BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY NOR WILL THEY BE LIABLE FOR ANY LOSS OR DAMAGE BY REASON OF ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

(2) The general powers of the corporation are:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the restrictive covenants applicable to the Property as the same may be amended or supplemented from time to time as therein provided;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the restrictive covenants; pay all expenses in

connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(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 corporation;

(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;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area; and

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Business Organizations Code or any successor statute by law may now or hereafter have or exercise.

(3) Notwithstanding any of the foregoing statement of purposes and powers, this corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph (1) of this Article Three, and nothing set forth in the foregoing statement of purposes will 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.

ARTICLE FOUR **MEMBERSHIP**

Initially, the corporation will have no members. Provided that, if and when the corporation obtains jurisdiction over a residential subdivision (the "Property", as provided above), each owner, whether one person or more, of a lot in the Property will, upon and by virtue of becoming such owner, automatically become and remain a member of the corporation until ownership of the lot ceases for any reason, at which time the membership in the corporation will automatically cease. Membership in the corporation is appurtenant to and will automatically follow the ownership of each lot in the Property and may not be separated from such ownership.

ARTICLE FIVE **VOTING RIGHTS**

When the corporation has members, there will be two (2) classes of voting membership:

- Class A. Class A members will be all owners of lots within the Property, with the exception of Declarant, and will be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons will be members. The vote for such lot may be exercised as they determine, but in no event may more than one (1) vote be cast with respect to a lot.
- Class B. The Class B member will be Declarant, or its successor or assign so designated in writing by Declarant, and will be entitled to ten (10) votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the restrictive covenants applicable to the Property.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2800 Post Oak Boulevard, Suite 5777, Houston, Texas 77056 and the name of its initial registered agent at such address is Rick S. Butler.

ARTICLE SEVEN
MANAGEMENT

The affairs of the corporation will be managed by its Board of Directors, which will initially consist of three (3) Directors. The number of Directors may be increased or decreased as provided in the Bylaws of the corporation, provided there may never be less than three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Fred Caldwell	7904 N. Sam Houston Parkway West, 4 th Floor Houston, Texas 77064
Peter Barnhart	7904 N. Sam Houston Parkway West, 4 th Floor Houston, Texas 77064
Tim Fitzpatrick	7904 N. Sam Houston Parkway West, 4 th Floor Houston, Texas 77064

ARTICLE EIGHT
ORGANIZER

The name and street address of the organizer is:

NAMEADDRESS

Rick S. Butler

2800 Post Oak Blvd., Suite 5777
Houston, Texas 77056**ARTICLE NINE**
DISSOLUTION

Until such time that the corporation has members, the corporation may be dissolved upon the affirmative vote of a majority of the Directors. After the corporation has members, the corporation may be dissolved by the vote of the members representing not less than two-thirds (2/3rds) of the votes in the corporation, which vote will be taken at a meeting of the members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation must be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets will be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TEN
AMENDMENTS

Until such time that the corporation has members, amendment of this Certificate of Formation requires the affirmative vote of a majority of the Directors. After the corporation has members, amendment of this Certificate of Formation requires the assent of members representing two thirds (2/3rds) of the votes cast at a meeting of the members called for such purpose at which a quorum is present.

ARTICLE ELEVEN
INDEMNIFICATION

The corporation must indemnify any director, former director, officer and former officer of the corporation to the fullest extent allowed by the Texas Business Organizations Code.

ARTICLE TWELVE
WRITTEN CONSENT

Provided the provisions of Section 22.220 of the Texas Business Organizations Code are fully complied with, and subject to the provisions of the Bylaws of the corporation, any action required by the Texas Business Organizations Code to be taken at a meeting of members, directors, or any committee of the corporation, or any action that may be taken at a meeting of members, directors, or any committee of the corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

IN WITNESS WHEREOF, we have hereunto set our hand, on this 11th day of May, 2016.

By: *Rick S. Butler*
Rick S. Butler

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was executed before me on this 11th day of May, 2016 by Rick S. Butler for the purposes and consideration expressed therein.

Susan B. Kryger
Notary Public in and for the State of Texas

