



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

COBBLESTONE COURT OWNERS ASSOCIATION, INC.

Articles Of Incorporation

July 17, 1979



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

26th day of June, A. D. 19 90

*pmj*  
*George S. Bayard Jr.*  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

JUL 17 1979

Loma Satyan

Deputy Director, Corporation Division

ARTICLES OF INCORPORATION  
OF  
COBBLESTONE COURT OWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) 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 of such corporation:

ARTICLE I

The name of the Corporation is COBBLESTONE COURT OWNERS ASSOCIATION, INC. (hereinafter called "the Association").

ARTICLE II

The street address of the initial registered office of the Association is 2100 Post Oak Tower, Houston, Texas, and the name of its initial registered agent at such address is Charles Holbrook.

ARTICLE III

The Association is a non-profit corporation.

ARTICLE IV

The period of the Association's duration is perpetual.

COBBLESTONE COURT

ARTICLE V

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are 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") for Cobblestone Court, a subdivision in the City of Houston, Harris County, Texas according to the map or plat thereof recorded in File No. G-147003 of the Map Records of Harris County, Texas, said Declaration being recorded under Film Code No. 132-93-1521 in the Official Public Records of Real Property of Harris 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 having the same meaning as in the Declaration;

(b) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such

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merger or consolidation shall have the assent of the members entitled to cast not less than two-thirds (2/3) of the aggregate of the votes of both classes of membership;

(c) have and 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

Every person or entity who is a record owner of a fee or undivided fee interest in any Assessment Unit, which is subject by covenants of record to assessment by the Association, 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 separate from ownership of any Assessment Unit which is subject to assessment by the Association. Ownership of such Assessment Unit shall be the sole qualification for membership.

ARTICLE VII

The Association shall have two classes of voting membership:

7.01. Class A. Except as provided under "Class B" below, each Owner (as defined in the Declaration) shall be a Class A member. Each Class A member shall be entitled to one vote for each Assessment Unit in which he holds the full fee interest. When the full fee interest in any Assessment Unit is held by more than one person, all such persons shall be members, and the vote for such Assessment Unit shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any Assessment Unit.

7.02. Class B. The Class B member(s) shall be Declarant. The Class B member(s) shall be entitled to three (3) votes for each Assessment Unit in which it holds the full fee interest, provided that the Class B membership shall cease upon termination of the Construction Period for the last Section added to the Properties pursuant to Article II of the Declaration.

7.03. Suspension of Voting Rights. No Owner may exercise a vote if such Owner is delinquent on the payment of any assessment under the Declaration on such Owner's Assessment Unit, and the President of the Association shall exercise the vote with respect to such Assessment Unit.

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ARTICLE VIII

The affairs of this Association shall be managed by a board of three 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>                              |
|---------------------|---|
| Donald Grieb        | 2100 Post Oak Tower<br>Houston, Texas 77027 |
| Kendall K. Nowstrup | 2100 Post Oak Tower<br>Houston, Texas 77027 |
| Richard N. Maier    | 2100 Post Oak Tower<br>Houston, Texas 77027 |

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 directors for terms of three years, as needed.

ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than ninety percent (90%) of the aggregate of the votes of both classes of membership. Upon dissolution of the

Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall vest in the Owners, who shall thereafter own equal, undivided interests in and to such assets.

ARTICLE X

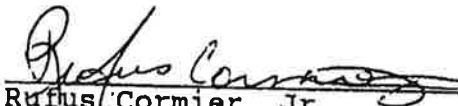
Amendment of these Articles shall require the assent of members entitled to cast not less than ninety percent (90%) of the aggregate of the votes of both classes of membership.

ARTICLE XI

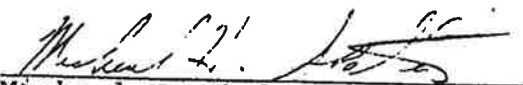
The name and street address of each incorporator is:

| <u>Name</u>        | <u>Address</u>                          |
|--------------------|---|
| Rufus Cormier, Jr. | One Shell Plaza<br>Houston, Texas 77002 |
| Diana M. Hudson    | One Shell Plaza<br>Houston, Texas 77002 |
| Michael H. Skelton | One Shell Plaza<br>Houston, Texas 77002 |

IN WITNESS WHEREOF, we have hereunto set our hands, this 13<sup>th</sup> day of July, 1979.

  
Rufus Cormier, Jr.

  
Diana M. Hudson

  
Michael H. Skelton

THE STATE OF TEXAS

COUNTY OF HARRIS

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I, Ruthie Miller, a Notary Public, do hereby certify on this 13th day of July 1979, personally appeared before me Rufus Cormier, Jr., Diana M. Hudson, and Michael H. Skelton, 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

Ruthie Miller  
Notary Public in and for  
Harris County, Texas

RUTHIE MILLER  
Notary Public, in and for Harris County, Texas  
My Commission Expires 12/31/80