

ARTICLES OF INCORPORATION
OF THE
COUNTRYGROVE COMMUNITY ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of
Texas

FEB 22 1982

CLERK (H)
Corporation Division

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 COUNTRYGROVE COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the residential lots and Common Area, if any, of COUNTRYGROVE, a subdivision in Brazoria County, Texas, or any other areas created by the dedication of additional sections or properties to the said subdivision (herein called the "Property" or "development"), by the Developer and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above described property and recorded in Brazoria County Deed Records;

(b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Restrictions, to pay all expenses in connection therewith and all office and other expenses in connection 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 the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money 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. No such dedication nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale or transfer;

(f) notwithstanding the foregoing, the Board of Directors may from time to time without authorization of the membership, grant or dedicate easements with respect to the Common Area, if any, as may be necessary or convenient to provide or assist in utility service to the Property;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members; however, the Developer of COUNTRYGROVE may annex such additional stages or sections of COUNTRYGROVE as it may from time to time develop;

(h) 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 to exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 7707 Fannin, Houston, Texas 77054, and the name of the initial registered agent at such address is Douglas Crawley.

ARTICLE VI

MEMBERSHIP

No member shall be less than fifty (50) years of age provided, however, that in the event a Lot is owned by husband and wife,

as tenants by the entirety, then to be a member, only one of said spouses shall be no less than fifty (50) years of age. The age requirement for membership shall not apply to an owner who purchases a Lot as a residence for his relative(s) who meets the age requirements of this Section. In such event, the exercise of said owner's voting rights shall be exclusively by said relative(s) meeting the age requirements of the membership. Every person who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record as to assessment of the Association, including contract sellers, shall have a member of the Association subject to the age requirements and provisions described in this paragraph. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Memberships shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association except as described above in the case of an owner who purchases a Lot as a residence for his relative(s) who meets the age requirements of this paragraph.

ARTICLE VII

The name and street address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--------------------------------------|
| G. Douglas A. Crawley | 7707 Pannin Houston, Texas 77054 |
| Anne M. Beard | 7707 Pannin Houston, Texas 77054 |
| Ray Woodruff | 7426 Soledad Houston, Texas 77083 |

ARTICLE VIII

CLASSES OF MEMBERS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all owners with the exception of the Developer and shall be entitled to one vote for each lot owned, except in the case of an owner who purchases a lot as a residence for his relative(s). Pursuant to Article VI above, in such event, the exercise of such owners voting rights shall be exclusively by the resident relative(s) meeting the age requirement of the membership. When more than one person holds an interest in any lot, and resides thereon, all such persons shall be members. In the event an

owner purchases a lot for his relative(s) who meets the age requirements of this Section, and more than one relative resides in the residence pursuant to the requirements of Article VI above, all such residents shall be members. The vote of 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: Class B members shall be the Developer, and shall be entitled to five (5) 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 Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas, or

(b) On the 1st day of January, 1991,

provided, however, that the Class B membership shall be reinstated upon annexation to the properties of any additional residential property and/or common area, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs of this Article VIII, whichever occurs first.

ARTICLE IX

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 increased 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 selection of their successors, are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--------------------------------------|
| G. Douglas A. Crawley | 7707 Pannin Houston, Texas 77054 |
| Anne M. BearG | 7707 Pannin Houston, Texas 77054 |
| Ray Woodruff | 7426 Soledad Houston, Texas 77083 |
| Ron Noaka | 7426 Soledad Houston, Texas 77083 |
| Thomas Ryan | 7426 Soledad Houston, Texas 77083 |

At the first annual meeting the members shall elect two directors for a term of two years and three directors for terms of three years, and at each annual meeting thereafter the members shall elect directors for terms of two (2) years, as may be needed.

ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 the Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization, association, trust or other organization to be used for similar purposes.

ARTICLE XI

Amendment of these Articles shall require the assent of fifty (50%) percent of Class A votes and one hundred (100%) percent in Class B votes.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 17th day of February, 1982.

G. Douglas A. Crawley
G. Douglas A. Crawley

Anne M. Beard
Anne M. Beard

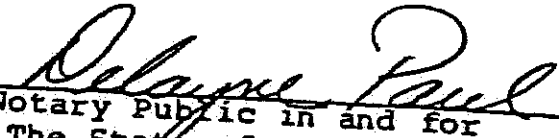
Ray Woodruff
Ray Woodruff

THE STATE OF TEXAS

COUNTY OF HARRIS

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I, the undersigned Notary Public, hereby certify that on the
17th day of February, 1982, personally appeared before
me G. Douglas A. Crawley, Anne M. Beard and Ray Woodruff, who
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.


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

My commission expires: 10-26-85

Delayne Paul