

ARTICLES OF INCORPORATION
OF THE
COUNTRYPLACE MASTER COMMUNITY ASSOCIATION, INC.

FILED
in the Office of the
Secretary of State of Texas

JAN 21 1962

CLERK I. G.
Corporation Division

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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 COUNTRYPLACE MASTER 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 of the Common Area, if any, entries, greenbelts or areas and esplanades of COUNTRYPLACE and COUNTRYGROVE, subdivisions in Brazoria County, Texas, or any other areas created by the dedication of additional property 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 all charges or assessments pursuant to the terms of the Restrictions, to pay all expenses in connection therewith and 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;

(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 COUNTRYPLACE and COUNTRYGROVE may annex such additional stages or sections of COUNTRYPLACE and 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 7426 Soledad, Houston, Texas 77083, and the name of the initial registered agent at such address is Ray Woodruff.

ARTICLE VI

With the exception of the Developer and/or builders, 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 relative(s) or occupant(s) who meet the age requirements of this Section. In such event, the exercise of said owner's voting rights shall be exclusively by said relative(s) or occupant 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 be a member of the Association subject to the age requirements and provisions described above 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. Membership 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 relative(s) or occupant(s) who meet the age requirements of this paragraph.

ARTICLE VII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Ray Woodruff	7426 Soledad Houston, Texas 77083
Ralph Bobo	7426 Soledad Houston, Texas 77083
Ron Noska	7426 Soledad Houston, Texas 77083

ARTICLE VIII

CLASSES OF MEMBERS

The Association shall have two classes of voting membership:

Class A: Subject to Article VI hereof, Class A members shall be all Lot owners with the exception of the Developer and shall be entitled to one vote for each Lot owned (in no event shall more than one (1) vote be case with respect to any one Lot).

Class B: Class B members shall be the Developer, and shall be entitled to five (5) votes for each Lot, platted or projected, 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 first 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 paragraph 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>
Ray Woodruff	7426 Soledad Houston, Texas 77083
Ralph Bobo	7426 Soleldad Houston, Texas 77083
Ron Noska	7426 Soledad Houston, Texas 77083

Robert Ryan

7426 Soledad
Houston, Texas 77083

Laverne Horelica

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 percent (50%) of Class A votes and one hundred percent (100%) of Class B votes.

IN WITNESS WHEREOF, we have hereunto set our hands,
this 16th day of DECEMBER, 1981.


RAY WOODRUFF


RALPH BOBO


RON NOSKA

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned Notary Public, hereby certify that on the 16th day of DECEMBER, 1981, personally appeared before me RAY WOODRUFF, RALPH BOBO and RON NOSKA, 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.

Sharon L. Abrams
Notary Public in and for
The State of T e x a s

DEED

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COUNTRYPLACE MASTER COMMUNITY ASSOCIATION, INC.

Pursuant to the provisions of 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation for the purpose of complying with new Federal Housing Administration guidelines and for the benefit of Owners of Lots subject to the jurisdiction of the corporation.

ARTICLE I

The name of the corporation is COUNTRYPLACE MASTER COMMUNITY ASSOCIATION, INC.

ARTICLE II

The following Amendment to the Articles of Incorporation was adopted by the corporation on April 30, 1983. Article IV (g) is hereby amended so to read as follows:

"(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 of each class of members; however, upon submission to and approval by the Federal Housing Administration and/or the Veterans Administration of a general plan of the entire development, and submittal of each stage or section of the development to the Federal Housing Administration and/or the Veterans Administration, the Association will annex such additional stages or sections of the development by the Board of Directors of the Association without such approval by two-thirds of each class of membership;"

ARTICLE III

The following Article of Amendment to the Articles of Incorporation was adopted by the corporation on April 30, 1983. Article VIII of the original Articles of Incorporation is hereby amended so as to read as follows:

"The Association shall have two classes of voting membership:

"Class A: Subject to Article VI of the Articles of Incorporation, Class A members shall be all lot owners

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with the exception of the Developer, and shall be entitled to one (1) vote for each lot owned.

"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 upon the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding Class A membership equals the total votes outstanding in Class B membership, including duly annexed areas, or
- (b) the first day of January, 1991."

ARTICLE IV

The following Amendment to the Articles of Incorporation was adopted by the corporation on April 30, 1983. Article XI of the original Articles of Incorporation is hereby amended to read as follows:

"Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership."

ARTICLE V

The following Amendment to the Articles of Incorporation was adopted by the corporation on April 30, 1983. There was added as Article XII the following provision:

"ARTICLE XII

"The following acts will require the prior approval of the Federal Housing Administration and/or the Veterans Administration: annexation of additional properties, mergers and consolidations, dissolution of the corporation, and any amendment of these Articles, the mortgaging of the common area, and dedication of additional common area, if any. "

ARTICLE VI

The foregoing Amendments were adopted at a meeting of members held on April 30, 1983, at which a quorum of members was present, and the Amendment received the assent of fifty percent (50%) of the Class A votes and one hundred percent (100%) of the Class B votes, being more than two-thirds (2/3) of the

DEED

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votes which were present or represented by proxy at such meeting were entitled to cast.

DATED this 30 day of April, 1983.

COUNTRYPLACE MASTER
COMMUNITY ASSOCIATION, INC.

By: Ray S. Woodruff
(Name) Ray S. Woodruff
(Capacity) President

By: Ron Noska
(Name) Ron Noska
(Capacity) Secretary

THE STATE OF TEXAS :
:
COUNTY OF HARRIS :

Before me a notary public on this day personally appeared Ray S. Woodruff, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, did declare that the statements therein contained are true and correct.

Given under my hand and seal of office, this the 30th day of April, 1983.

Donald P. Wilson
Notary Public in and for
The State of Texas
EX. 9-24-84

THE STATE OF TEXAS :
:
COUNTY OF HARRIS :

Before me a notary public on this day personally appeared Ron Noska, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, did declare that the statements therein contained are true and correct.

Given under my hand and seal of office this the 30th day of April, 1983.

Donald P. Wilson
Notary Public in and for
The State of Texas
EX. 9-24-84

FILED FOR RECORD

MAY 27 8 11 AM '83

Billy B. King
COUNTY CLERK
BRAZORIA COUNTY, TEXAS

FILED
In the Office of the
Secretary of State of Texas

JAN 18 1990

Corporations Section Texas

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
COUNTRYPLACE MASTER COMMUNITY ASSOCIATION, INC.

Countryplace Master Community Association, Inc. is a non-profit corporation, (the "Corporation") pursuant to the provisions of R.C.S. Art. 1396-4.03 of the Texas Non-Profit Corporation Act, has adopted the following Articles of Amendment to its Articles of Incorporation filed on January 21, 1982, for the purpose of complying with new Federal Housing Administrative Guidelines for the benefit of the Owners of Lots subject to the jurisdiction of the Corporation.

ARTICLE I.

NAME

The name of the Corporation is Countryplace Master Community Association, Inc.

ARTICLE II.

SUBSTANCE OF AMENDMENT

The following amendment to the Articles of Incorporation was adopted by the Corporation on September 14 1989.

The amendment alters the first sentence of Article VI of the Articles of Incorporation to read as follows:

With the exception of the Developer and/or builders, no member shall be less than fifty-five (55) 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-five (55) years of age.

ARTICLE III.

PROCEDURE OF ADOPTION OF AMENDMENT

The foregoing amendment was adopted at a meeting of the members held on September 14, 1989 at which a quorum of members was present. The amendment received the assent of seventy-five percent (75%) of the entire membership, which members were present or represented by proxy at such meeting.

Except as amended herein, the Articles of Incorporation of Countryplace Master Community Association, Inc. are not effected hereby and the same are ratified as being in full force and effect.

EXECUTED this 14th day of September, 1989.

COUNTRYPLACE MASTER COMMUNITY
ASSOCIATION, INC., a Texas
Non-Profit Corporation

By: Michael Steffen
Name: Michael Steffen
Title: PRESIDENT C.P.M.A.

KHZ04:037:das
USH08/002



The State of Texas

Secretary of State
MAR. 2, 1994

JOY H. GOODALE
3119 FLOWERFIELD
PEARLAND, TX 77584

RE:
COUNTRYPLACE MASTER COMMUNITY ASSOCIATION, INC.


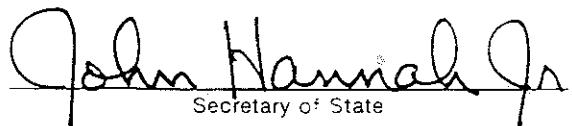
CHARTER NUMBER 00593488-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, HAS BEEN FILED IN THIS OFFICE, AND YOUR REMITTANCE OF \$5.00 HAS BEEN APPLIED AS THE FILING FEE FOR SAME.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



Secretary of State