

FILED
In the Office of the
Secretary of State of Texas

APR 04 1985

Clerk I-B
Corporations Section

ARTICLES OF INCORPORATION
OF
GLENWOOD SUBDIVISION ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one 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 Glenwood Subdivision Association, Inc. hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at P. O. Box 1451, Rosenberg, Texas 77471.

ARTICLE III

The street address of the initial registered office of the corporation is 13003 Birch Grove Drive, Houston, Texas, and the name of its initial registered agent at such address is Danna M. Walton.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

GLENWOOD SUBDIVISION, Section I

Lots 1 - Block 34

RESERVE C

GLENWOOD SUBDIVISION, Section II

Lots 40 - 60

Lots 62 - 77

RESERVE D

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 all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain Deed Restrictions for Glenwood Subdivision, a subdivision in Ft. Bend County, Texas, recorded in Volume 847, Page 629 and as amended in Volume 1637, Page 423, with respect to Lots in Section I and in Volume 985, Page 463 with respect to Lots in Section II, Real Property Records of Ft. Bend County, Texas, hereinafter called the "Restrictions," and as the same may be amended from time to time as therein provided, said Restrictions being incorporated herein as if set forth at length, and terms used herein shall have the same meaning as in the Restriction;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges and 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 public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members, 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 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 conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent.

ARTICLE V
MEMBERSHIP

The membership includes every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by 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 separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
BOARD OF DIRECTORS

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 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>
Alan Walton	13003 Birch Grove Drive, Houston, TX 77099
Jamie Erickson	3703 Aspen Wood Drive, Richmond, TX 77469
Laurie Potratz	3702 Aspen Wood Drive, Richmond, TX 77469
Charles A. Cornish	11026 Ashcroft, Houston, TX 77072
Shirley Siems	4003 Aspen Wood Drive, Richmond, TX 77469

At the first annual meeting the members shall elect two directors for a term of one year and three directors for a term of two years; and at each annual meeting thereafter the members shall elect two directors in one year and three directors in the next year in continuing sequence, all for a term of office of two years.

ARTICLE VII

DISSOLUTION

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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE IX

AMENDMENTS

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

ARTICLE X

The Association is a non-profit corporation.

ARTICLE XI

The name and street address of each incorporator is:

Danna Walton, 13003 Birch Grove Drive, Houston, TX 77099
Jamie Erickson, 3703 Aspen Wood Drive, Richmond, TX 77469
Alan Walton, 13003 Birch Grove Drive, Houston, TX 77099

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 2nd day of April, 1985.

Alan Walton
[Signature]
Danna M. Walton

STATE OF TEXAS §
COUNTY OF FT. BEND §

I, JAN A. CHANEY, a Notary Public, do hereby certify that on this 31 day of MARCH, 1985, personally appeared before me, G. ALAN WALTON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

[Signature]
Notary Public in and for the State of Texas

My commission expires: 1-21-88

STATE OF TEXAS §
COUNTY OF FT. BEND §

I, JAN A. CHANEY, a Notary Public, do hereby certify that on this 31 day of MARCH, 1985, personally appeared before me, JAMES ERICKSON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

JAN A. CHANEY
Notary Public in and for the State of Texas

My commission expires: 4/27/88

STATE OF TEXAS §
COUNTY OF HARRIS §

I, Brenda W. Johnson, a Notary Public, do hereby certify that on this 2nd day of April, 1985, personally appeared before me, DANNA M. WALTON, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda W. Johnson
Notary Public in and for the State of Texas

My commission expires: 10/17/88