

MAY 21 1985

Clerk I-B  
Corporations Section

ARTICLES OF INCORPORATION  
OF  
GREENWOOD COMMUNITY ASSOCIATION, INC.

We the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Incorporation for such corporation:

ARTICLE I

The name of the corporation is GREENWOOD COMMUNITY ASSOCIATION, INC. hereinafter called the "Association." The principal and initial registered office of the Association is located at 777 N. Eldridge, Suite 610, Houston, Texas 77079, and the name of the registered agent at such address is John Ramsey.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

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, within Greenwood Section III, a residential subdivision in Fort Bend 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 addition thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

RETURN TO:  
Greenwood Community Association  
c/o

SUBDIVISION MANAGEMENT SERVICES, INC.  
9921 KATY FREEWAY, SUITE 404  
HOUSTON, TEXAS 77024

(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", applicable to the property and recorded or to be recorded in the Office of the Official Public Records of Real Property of Fort Bend 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:

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied 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 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 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. 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;

(f) participate in mergers and consolidation 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, upon submission and approval of the Federal Housing Administration and/or Veterans Administration of a general plan of the entire development of Greenwood Section III, and general submittal of each stage or section of the development to the Federal Housing Administration and/or Veterans Administration, the Association will and/or the Developer of Greenwood Section III, may unilaterally annex such additional stages or sections of Westbury Village, by the Board of Directors of the Association without such approval by two-thirds (2/3) of each class of membership;

(g) have and to 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 V

##### MEMBERSHIP

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, including contract sellers, 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 separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote

for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) 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 the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1989.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of three (3) Directors until the first annual meeting, and thereafter by 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 directors until the first annual meeting or until the election of their successors are:

Robert B. Brunson	777 N. Eldridge, Suite 610 Houston, Texas 77079
Barry W. Ellis	777 N. Eldridge, Suite 610 Houston, Texas 77079
John L. Ramsey	777 N. Eldridge, Suite 610 Houston, Texas 77079

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect the required number of directors for a term of three (3) years.

ARTICLE VIII

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 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 IX

AMENDMENTS

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

ARTICLE X

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administrations: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.


ARTICLE XI

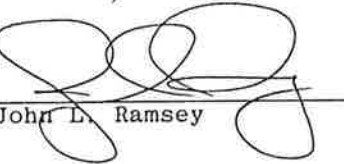
The name and the street address of each incorporator is:

Robert B. Brunson	777 N. Eldridge, Suite 610 Houston, Texas 77079
Barry W. Ellis	777 N. Eldridge, Suite 610 Houston, Texas 77079
John L. Ramsey	777 N. Eldridge, Suite 610 Houston, Texas 77079

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles Of Incorporation this the 22nd day of April, 1985.

BY:   
Robert B. Brunson

BY:   
Barry W. Ellis

BY:   
John L. Ramsey