



# The State of Texas

## Secretary of State

### CERTIFICATE OF INCORPORATION

OF

STONEHENGE III ASSOCIATION, INC.  
CHARTER NUMBER 01239072

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED AUG. 3, 1992



*John Hannah Jr.*  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

AUG 03 1992

Corporations Section

## Articles of Incorporation Stonehenge III Association, Inc.

We, the undersigned, natural persons, of the age of eighteen (18) 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 Stonehenge III Association, Inc., hereafter referred to as the "Corporation or the "Association".

### ARTICLE II

The corporation is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code or corresponding section of any future federal tax code.

### ARTICLE III

The period of this corporation's duration is perpetual.

### ARTICLE IV

The purposes for which this corporation is formed are:

(a) To provide for the maintenance and preservation of the Common Area and Reserves, to provide architectural control of the residential lots, to promote the health, safety and welfare of the residents, and to 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, recorded in the Harris County Real Property Records under Clerk's File No. F862091 and Film Code No. 112-97-1684, hereinafter called the "Declaration", and any future amendments, for Stonehenge III, a subdivision located in Harris County, Texas, more particularly described by metes and bounds in the attached Exhibit "A", and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

(b) Without limiting the foregoing general statement of purposes, included herein are the following purposes:

(1) 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 or imposed against the property by the Association;

(2) Establish services to be provided for the benefit of the members;

- (3) Enforce any and all covenants, conditions, restrictions and agreements applicable to the properties;
- (4) 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 connections with the affairs of the Association;
- (5) 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 dedication or transfer shall be effective unless written assent therefor has been signed by members holding two-thirds (2/3) of the votes provided or by Article X hereof. However, the Board of Directors may assign easements in the Common Area without a vote of the members.
- (6) Participate in mergers and consolidations with other non-profit 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 of two-thirds (2/3) of the votes held by the members as provided for by Article X hereof.
- (7) Insofar as permitted by law and the Declaration, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the residents of the properties.
- (8) Supervise all agents and employees of the Association hereunder and to see that their duties are properly performed;
- (9) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date and to bring and action at law against the owner personally obligated to pay the same;
- (10) Procure and maintain adequate liability insurance upon the Board of Directors, its agents and employees;
- (11) Exercise all powers reasonably necessary to effectuate the purpose of this Corporation.

The purposes stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

#### ARTICLE V

The mailing address of the initial registered office of the corporation is c/o Innovative Management Service, 623 West 25th Street, Houston, Texas 77008 and the name of its initial registered agent at such address is Larry January.

## ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are:

Name	Address
Kathleen A. McCue	1551 Beaconsire Houston, Texas 77077
Rebecca R. Stilwell	1563 Beaconsire Houston, Texas 77077
Charles M. McKeithen	1625 Beaconsire Houston, Texas 77077

## ARTICLE VII

The names and street addresses of each incorporator are:

Name	Address
Kathleen A. McCue	1551 Beaconsire Houston, Texas 77077
Rebecca R. Stilwell	1563 Beaconsire Houston, Texas 77077
Charles M. McKeithen	1625 Beaconsire Houston, Texas 77077

## ARTICLE VIII

The initial directors shall serve until the fourth Monday in March, 1993. In case of the resignation, death, or failure, incapacity, or refusal to serve of any of the said initial directors prior to said time, the remaining directors may appoint a substitute director or directors to serve the remainder of said period. The judgment of the directors, whether the directors are the initial directors or substitute directors, in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

## ARTICLE IX

The By-laws of this corporation shall be adopted by the Board of Directors of this Corporation.

## ARTICLE X

There shall be one class of membership in this corporation, as follows:

- (a) Members shall be the owners of lots located in the Subdivision
- (b) There shall be one Membership for each Lot in the Subdivision, regardless of the number of persons or entities who may own that Lot or the form of ownership.
- (c) Each Membership shall entitle the individual or entity holding it to one (1) vote for each matter coming before the members at any meeting or otherwise unless that membership has lost the right to vote as hereinafter provided. Joint owners of a Lot shall designate in writing to the

corporation the party authorized to cast the membership vote in person or by proxy for such joint owners, which written designation shall remain in effect until modified by a written designation signed by all of the joint owners or until the Lot is sold. The executor, administrator or legal representative of any deceased member shall be entitled to cast the vote of such deceased member at any meetings.

(d) The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting of the members at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law or the By-laws.

(e) The affairs of this corporation shall be run by three (3) or more directors, each of whom shall be an owner of a Lot in the Subdivision; and said directors shall be elected as provided in the By-laws.

(f) If any maintenance charge, assessment, or other sum due the corporation as provided for in the recorded restrictions of the Subdivision remains unpaid for more than thirty (30) days, the Board of Directors may in its sole discretion suspend the voting rights of the member(s) owing such sums for so long as such sums remain unpaid. This suspension shall include any and all voting rights attached to a membership in this corporation that are set forth in these articles or in the By-laws.

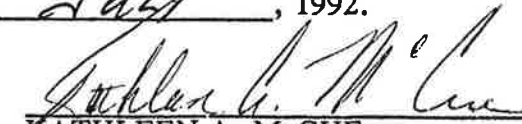
XI

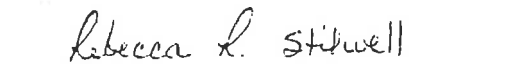
The Association may be dissolved with the assent given in writing and signed by members owning not less than two-thirds (2/3) of the votes provided for by Article X hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

XII

Any amendment to these Articles shall require the assent of two-thirds (2/3) of the votes held by the entire membership pursuant to Articles X hereof.

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 16<sup>th</sup> day of July, 1992.

  
KATHLEEN A. McCUE

  
REBECCA R. STILWELL

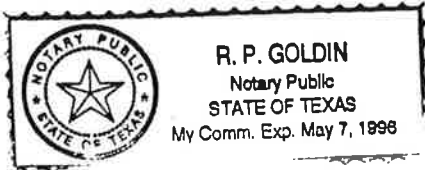
  
CHARLES M. McKEITHEN

STATE OF TEXAS :

COUNTY OF HARRIS :

Before me, a notary public, on this day personally appeared KATHLEEN A. McCUE, known to me to be the person whose name is subscribed to the foregoing document and, 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.

Given under my hand and seal of office this 16<sup>th</sup> day of JULY, 1992.



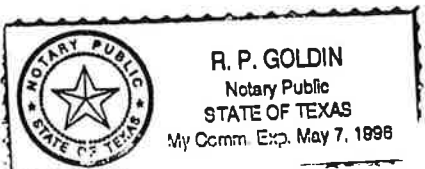
R. P. Goldin  
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS :

COUNTY OF HARRIS :

Before me, a notary public, on this day personally appeared REBECCA R. STILWELL, known to me to be the person whose name is subscribed to the foregoing document and, 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.

Given under my hand and seal of office this 16<sup>th</sup> day of JULY, 1992.



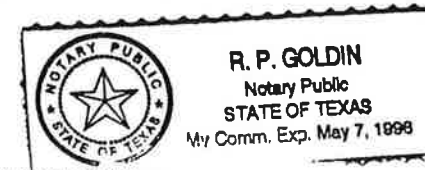
R. P. Goldin  
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS :

COUNTY OF HARRIS :

Before me, a notary public, on this day personally appeared CHARLES M. McKEITHEN, known to me to be the person whose name is subscribed to the foregoing document and, 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.

Given under my hand and seal of office this 16<sup>th</sup> day of JULY, 1992.



R. P. Goldin  
NOTARY PUBLIC, STATE OF TEXAS

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**EXHIBIT "A"**

All that certain 20.5158 acre tract of land being located in the William Hardin Survey A-24, Harris County, Texas, and being that same 20.52 acre tract of land conveyed to WKB Management Co. #13, LTD, Trustee, by instrument filed of record under County Clerk's File No. E-672460 of the Official Public Records of Real Property of Harris County, Texas, and being the east 1/2 (one-half) of a 41.04 acre tract conveyed to Rosalie Tamborello and John M. Bunjes and wife, Ive Bunjes by instrument filed of record in Volume 2736, Page 639, of Deed Records of Harris County, Texas, said 20.5158 acre tract of land being more particularly described by metes and bounds as follows:

BEGINNING at a 1/2-inch iron rod found for the southeast corner of the herein described tract, being also a point in the northerly line of Ashford West Section 2, a subdivision of Harris County, according to the map or plat filed of record thereof, in Volume 155, Page 133, of Map Records, of Harris County, Texas;

THENCE westerly along the southerly line of said 20.52 acre tract being also the northerly line of said Ashford West Section 2, South 87 deg. 21' 23" West at 152.16 feet pass the centerline intersection of Westwick Drive (60.00 feet wide), and continuing in all for a total distance of 632.35 feet to a 1-inch iron pipe found for corner;

THENCE northerly along the westerly line of said 20.52 acre tract, North 02 deg. 34' 04" West, 1413.04 feet to a 1-inch iron pipe, found for corner, being also a point in the southerly right-of-way line of Briar Forest Drive (Goar Road) (50.00 feet wide);

THENCE easterly along the southerly right-of-way line of said Briar Forest Drive, North 87 deg. 20' 55" East, 632.51 feet to a 5/8-inch iron rod found for corner;

THENCE southerly along the easterly line of said 20.52 acre tract, South 02 deg. 33' 41" East, 1413.12 feet to the PLACE OF BEGINNING of the herein described tract, containing an area of 20.5158 acres (893,667 square feet) of land.