

**BUTLER, EWALT & HAILEY**  
ATTORNEYS AT LAW

RECEIVED JAN 21 1993

January 18, 1993

Mr. Richard Kirkpatrick  
Houston Management Service Co.  
P. O. Box 38712  
Houston, Texas 77238-8712

Re: Westcreek Village Community Association, Inc.

Dear Mr. Kirkpatrick:

Pursuant to our telephone conference of January 12, 1993, enclosed please find the Article of Merger for Sommerall West Homeowners' Association and Westcreek Village Community Association, Inc.

Should you have any questions or need additional information, please do not hesitate to contact the undersigned.

Very truly yours,

**Butler, Ewalt & Hailey**



Elizabeth Prince  
Legal Assistant

MEP:cra  
Enclosures

Rick S. Butler  
Jeffrey H. Ewalt  
Roy D. Hailey  
Mimi A. Leasure  
Michael J. Trecece  
Of Counsel:  
David B. Dickinson\*\*

\*\*Board Certified,  
Civil Trial Law  
Texas Board of Legal  
Specialization  
Also Admitted: Florida,  
Louisiana



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for SOMMERALL WEST HOMEOWNERS' ASSOCIATION, a Texas corporation, and WESTCREEK VILLAGE COMMUNITY ASSOCIATION INC., a Texas corporation, for which a Certificate of Merger was issued on September 19, 1990 (effective date of October 1, 1990); that according to the terms of the Merger the surviving corporation is WESTCREEK VILLAGE COMMUNITY ASSOCIATION INC., a Texas corporation.

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

14th day of January, A.D. 1993

*John Hannah Jr* dh  
Secretary of State



FILED

in the Office of the  
Secretary of State of Texas

SEP 19 1990

## ARTICLES OF MERGER

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The attached Plan of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Texas Non-Profit Corporation Act.

2. The Plan of Merger was adopted by the Westcreek Village Community Association Inc. at a meeting of members held on September 13, 1990, at which a quorum was present, and the Plan of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

3. The Plan of Merger was adopted by the Sommerall West Homeowners' Association at a meeting of the members held on December 5, 1989, at which a quorum was present, and the Plan of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

Dated September 17, 1990, to be effective October 1, 1990.

WESTCREEK VILLAGE COMMUNITY  
ASSOCIATION INC.

By Elizabeth J. Valery  
Elizabeth J. Valery  
President

And Terri A. Gressett  
Terri A. Gressett  
Secretary

SOMMERALL WEST HOMEOWNERS'  
ASSOCIATION

By Keith E. Schoonover  
Keith E. Schoonover  
President

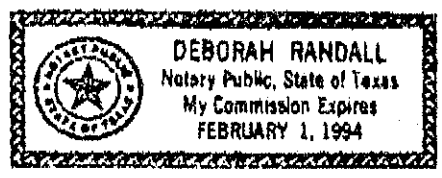
And Terri A. Gressett  
Terri A. Gressett  
Secretary

STATE OF TEXAS §  
COUNTY OF HARRIS §

This instrument was acknowledged before me on 9-18-90  
by Elizabeth J. Valery and Terri A. Gressett, President and  
Secretary of Westcreek Village Community Association Inc., a  
Texas non-profit corporation, on behalf of said corporation.

*Deborah Randall*

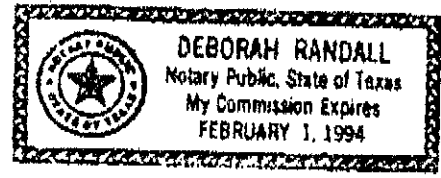
STATE OF TEXAS §  
COUNTY OF HARRIS §



This instrument was acknowledged before me on 9-18-90  
by Keith E. Schoonover and Terri A. Gressett, President and  
Secretary of Sommerall West Homeowners' Association, a Texas  
non-profit corporation, on behalf of said corporation.

*Deborah Randall*

W-758  
9-15-90



1 2 3 7 0 1 5 5 2

## PLAN OF MERGER

Sommerall West Homeowners' Association and Westcreek Village Community Association Inc., both non-profit corporations incorporated pursuant to the Texas Non-Profit Corporation Act, agree with each other on the following plan of merger.

1. Sommerall West Homeowners' Association and the Westcreek Village Community Association Inc. shall merge into a single corporation. Westcreek Village Community Association Inc. shall be the surviving corporation (henceforth referred to as the "Association"), and it shall be governed by the laws of the State of Texas.

2. The separate existence of Sommerall West Homeowners' Association shall cease.

3. The purposes of the Association shall henceforth be to provide for maintenance and preservation of the properties subject to the following instruments:

- Declaration of Covenants, Conditions, and Restrictions recorded under Clerk's File No. J647835 in the Official Public Records of Real Property of Harris County, Texas ("OPRRPHCT"), applicable to Sommerall West, Section I, as the Declaration has been amended to date;
- Declaration of Covenants, Conditions, and Restrictions recorded under Clerk's File No. K261688 in the OPRRPHCT, applicable to Sommerall West, Section III, as the Declaration has been amended to date; and
- Declaration of Covenants, Conditions, and Restrictions to be recorded in the OPRRPHCT, to be applicable to Westcreek Village, Section One, a subdivision to be platted in Harris County, Texas

(collectively referred to as the "Declarations"). together with any additional properties that may be made subject to the Declarations after this date, and to promote the health, safety and welfare of the residents within this property, and for these purposes 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 the Declarations and as they may be amended from time to time;

b. fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; and 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 of the votes in the Association mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

e. dedicate, sell, or transfer all or any part of the parks, common area, or facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board of directors; provided that any dedication, sale, or transfer other than for utility easements shall be approved by a two-thirds majority of the votes in the Association;

f. participate in mergers and consolidation with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes in the Association; and

g. exercise any and all powers, rights, and privileges which a corporation organized under the Texas Non-Profit Corporation Law by law now or hereafter may have or exercise; provided that none of these objects or purposes shall be construed to authorize the Association to do any act in violation of the Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

4. Except for the provisions of Paragraph 3 of this Plan of Merger setting forth the purposes of the Association, the articles and bylaws of Westcreek Village Community Association Inc. shall remain as in effect on this date, it being understood that all references in the articles to "Declaration" shall include the three declarations referenced in Paragraph 3.

5. The Association shall possess all the rights, privileges, powers, and franchises, both public and private, and be subject to all restrictions, disabilities, and duties of each of the constituent corporations; all the rights, privileges, powers, and franchises of each of the constituent corporations and all property, real, personal, and mixed, and all debts due to each of the constituent corporations on whatever account shall be vested in the Association; all property rights and privileges, powers, and franchises and all and every other interest shall be thereafter as effectively the property of the Association as they

were of the constituent corporations; and the title to any real estate, whether by deed or otherwise, vested in the constituent corporations, shall not revert or be in any way impaired by reason of this merger; provided that all rights of creditors and all liens upon the property of each of the constituent corporations shall be preserved unimpaired, and all debts, liabilities, and duties of each of them shall henceforth attach to the Association and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by the Association.

6. This Plan of Merger is executed and acknowledged on behalf of each corporation and shall be filed with the office of the Secretary of State of the State of Texas, together with other instruments as may be necessary to accomplish the merger described in this instrument.

7. The effective date of the merger shall be October 1, 1990.

This Plan of Merger has been approved by Sommerall West Homeowners' Association and Westcreek Village Community Association Inc. pursuant to Article 5.03 of the Texas Non-Profit Corporation Act by resolutions duly adopted by their respective boards of directors and members.

Sommerall West Homeowners' Association

By Keith E. Schoonover  
Name KEITH E. SCHOONOVER  
Its PRESIDENT

Westcreek Village Community Association Inc.

By Elizabeth J. Valery  
Name ELIZABETH J. VALERY  
Its PRESIDENT

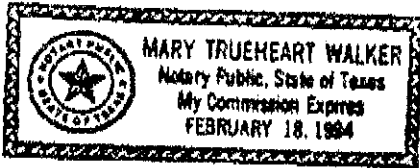
The U.S. Department of Housing and Urban Development joins in the execution of this Plan of Merger to indicate the approval of the Federal Housing Administration and the Veterans Administration.

U.S. Department of Housing and Urban Development

By James M. Wilson  
James M. Wilson, Manager

State of Texas §  
County of Harris §

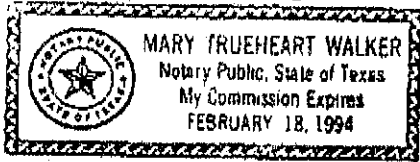
This instrument was acknowledged before me on 9-13-90  
by Keith E. Schoonover, President  
of Sommerall West Homeowners' Association, a Texas non-profit  
corporation, on behalf of said corporation.



Mary Trueheart Walker

State of Texas §  
County of Harris §

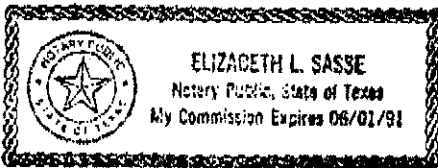
This instrument was acknowledged before me on 9-13-90  
by Elizabeth J. Valary, President  
of Westcreek Village Community Association Inc., a Texas  
non-profit corporation, on behalf of said corporation.



Mary Trueheart Walker

State of Texas §  
County of Harris §

This instrument was acknowledged before me on AUG 20 1990  
by James M. Wilson, Manager of the U.S. Department of Housing and  
Urban Development, on its behalf.



W. SS

Elizabeth L. Sasse