

JAN 26 1979

529-96-3727

ARTICLES OF INCORPORATION

OF

WESTHEIMER PLACE COMMUNITY IMPROVEMENT ASSOCIATION

Lena Salzman

Deputy Director, Corporation Division

We, the undersigned and 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 for such corporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is WESTHEIMER PLACE COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

PURPOSES

The corporation, hereinafter referred to as the "Association", is formed for the purposes of providing for maintenance and preservation of the properties subject to the Declaration of Covenants, Conditions and Restrictions applicable to WESTHEIMER PLACE, SECTION ONE (1), a subdivision in Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association and to promote the health, safety, and welfare of the residents within the above-described property and to

1. 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 or subdivision named above and recorded or to be recorded in the Map Records of Harris 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;

2. 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 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; and

3. have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation is 4669 Southwest Freeway, Suite 720, Houston, Texas, 77027, and the name of its initial registered agent at such address is Wallace H. Claypool.

ARTICLE VI

TRUSTEES

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Trustees until the first annual meeting of members, or until the selection of their successors are:

- |                     |   |
|---------------------|---|
| Wallace H. Claypool | 4669 Southwest Freeway<br>Suite 720<br>Houston, Texas 77027 |
| Sherrill Noble      | 4669 Southwest Freeway<br>Suite 720<br>Houston, Texas 77027 |
| Ben M. Dyer         | 4669 Southwest Freeway<br>Suite 720<br>Houston, Texas 77027 |
| Jane Ford           | 4669 Southwest Freeway<br>Suite 720<br>Houston, Texas 77027 |
| R. E. Reamer        | 4669 Southwest Freeway<br>Suite 720<br>Houston, Texas 77027 |

At the first annual meeting, the members shall elect one Trustee for a term of one year, two trustees for a term of two years, and two

Trustees for a term of three years; and at each annual meeting thereafter, the members shall elect for three-year terms that number of Trustees equal to the number of Trustees whose terms expire at such time.

ARTICLE VII

INCORPORATORS

The name and address of each incorporator is:

Wallace H. Claypool	4669 Southwest Freeway Suite 720 Houston, Texas 77027
Ben M. Dyer	4669 Southwest Freeway Suite 720 Houston, Texas 77027
Sherrill Noble	4669 Southwest Freeway Suite 720 Houston, Texas 77027

ARTICLE VIII

MEMBERSHIP

Except for the Class B-member as defined in Article IX, who shall automatically be a member, every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject to a maintenance charge assessment by the Association, including contract sellers, such persons or entities being hereinafter referred to as an "Owner", 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 the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE IX

VOTING RIGHTS

The Association shall have two classes of membership:

CLASS A. Class A members shall be all those owners as defined in Article VIII with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VIII. When more

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

CLASS B. Class B member shall be COMMONWEALTH DEVELOPMENT CO., a Texas corporation, the Declarant as defined in the Declaration. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article VIII; provided, however, that 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 December 31, 1989.

The Class A and Class B members shall have no rights as such to vote as a class, except as may be required by the provisions of the Declaration, and both classes shall vote together upon all matters as one group.

#### ARTICLE X

##### DISSOLUTION

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 or shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3) of each class of members. So long as there is a Class B membership, dissolution and/or amendment of these Articles of Incorporation must have the prior approval of the Federal Housing Administration or Veterans Administration.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 23rd day of January, 1979.

Wallace H. Claypool  
WALLACE H. CLAYPOOL

Ben M. Dyer  
BEN M. DYER

Sherrill Noble  
SHERRILL NOBLE

THE STATE OF TEXAS X  
COUNTY OF HARRIS X

I, Jane Ford, a Notary Public, do hereby certify that on this 23rd day of January, 1979, personally appeared before me WALLACE H. CLAYPOOL, BEN M. DYER, and SHERRILL NOBLE, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporators, and that the statements therein contained are true.

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

Jane Ford  
Notary Public in and for Harris County,  
TEXAS