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FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

OF

NOV 18 1977

WESTHOLLOW VILLAGE PROPERTY OWNERS 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 ONE

The name of the corporation is Westhollow Village Property Owners Association Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

To provide for the administration, management, maintenance, preservation and control of all properties, real or personal, as may be conveyed to or otherwise acquired by the corporation and being a part of Westhollow Village Subdivision according to the plat thereof recorded under Clerk's File No. F201891 and Film Code No. 169-06-0587 of the Official Public Records of Real Property of Harris County, Texas, and filed in Volume 253, Page 40 of the Map Records of Harris County, Texas;

To own hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with such property, real or personal, and any rights, privileges, and interests therein;

To exercise all powers and perform all duties imposed upon the corporation in accordance with the Declaration of Westhollow Village Subdivision recorded under Clerk's File No. F347840 and Film Code No. 178-17-0525 of the Official Public Records of Real Property of Harris County, Texas;

To exercise all powers, rights and privileges granted or permitted to the corporation by the Texas Non-Profit Corporation Act, under which this corporation by virtue hereof becomes deemed to be incorporated, and to exercise and enjoy all other powers, rights and privileges conferred by all acts heretofore or hereafter amendatory of or supplemental to the Texas Non-Profit Corporation Act, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that act now or hereafter in force; provided, however, that nothing herein contained shall

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be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that Act may not at the time lawfully carry on or do.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this corporation, nor shall the expression of one thing shall be deemed to exclude another not expressed, although it be of like nature.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 2300 West Loop South, Suite 460, Houston, Texas 77027, and the name of its initial registered agent at such address is Ronald L. Marr.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors (or trustees) are:

<u>Name</u>	<u>Address</u>
Ben L. Koshkin	2300 West Loop South Suite 460 Houston, Texas 77027
Ronald L. Marr	2300 West Loop South Suite 460 Houston, Texas 77027
Marvin D. Nathan	707 Central National Bank Bldg. 2100 Travis Street Houston, Texas 77002

ARTICLE SEVEN

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gary S. Glesby	707 Central National Bank Bldg. 2100 Travis Street Houston, Texas 77002

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Marc P. Gordon

707 Central National Bank Bldg.
2100 Travis Street
Houston, Texas 77002

Marvin D. Nathan

707 Central National Bank Bldg.
2100 Travis Street
Houston, Texas 77002

ARTICLE EIGHT

The owner of each assessable tract, as such term is defined in the Declaration of Westhollow Village Subdivision described hereinabove, during the period of his ownership, shall automatically be a Class A Member, and by virtue of such membership, the owner of each assessable tract shall be entitled to one vote. When the owner of an assessable tract consists of more than one person or entity, said owner shall designate one of their number to cast their vote with respect to such assessable tract, and there shall be no fractional votes. Westhollow Village Joint Venture, a Texas partnership, Ironwood Development Company, a Texas corporation, and Jaguar Development Company, a Texas corporation, shall be the sole Class B Members and by virtue of such membership shall be entitled to the same number of votes as the aggregate votes of the Class A Members plus one hundred additional votes. The Class B Membership shall terminate at midnight on December 31, 1984, or at the time when seventy-five (75%) percent of the lots comprising Westhollow Village Subdivision have become assessable tracts upon which are living units occupied as residences, whichever occurs first; provided, Westhollow Joint Venture, Ironwood Development Company and Jaguar Development Company shall have the right and option to terminate the Class B Membership at any time by notifying the corporation in writing of its election to so terminate its Class B Membership.

ARTICLE NINE

At the first meeting of members of the corporation called to act on any matter requiring a vote of members by the provisions of the Declaration of Westhollow Village Subdivision described hereinabove, the presence at the meeting in person and/or by proxies of members entitled to cast sixty (60%) percent of all

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votes of each class of membership with voting privileges shall constitute a quorum. If the required quorum is not present at any meeting called to act on any such matter, another meeting may be called to act on the same matter, subject to the notice requirement mentioned above, and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting, except that such reduction in the quorum requirements shall not be applicable if the subsequent meeting is held more than sixty (60) days following the preceding meeting.

ARTICLE TEN

The corporation shall have the power to indemnify any director or officer or former director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

IN WITNESS WHEREOF, we have hereunto set out hands, this 16th day of November, 1977.

Gary S. Glesby
GARY S. GLESBY
Marc P. Gordon
MARC P. GORDON
Marvin D. Nathan
MARVIN D. NATHAN

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Anna Lindel, a Notary Public, do hereby certify that on this 16th day of November, 1977, personally appeared before me, GARY S. GLESBY, MARC P. GORDON and MARVIN D. NATHAN, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document 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 first above written

Anna Lindel
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S