

ARTICLES OF INCORPORATION OF  
ASSOCIATION OF WOODWIND LAKES HOMEOWNERS, INC.

The undersigned natural person of the age of eighteen (18) years or more acting as Incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for the corporation:

ARTICLE I.

The name of the corporation is ASSOCIATION OF WOODWIND LAKES HOMEOWNERS, INC.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purposes for which the corporation is organized are:

- (a) To promote the health, safety and welfare of the residents of and owners of property within the development known as WOODWIND LAKES SECTION ONE, a development in Harris County, Texas (hereinafter called the "Development") and such additional property as is hereinafter annexed by, or conveyed to, the corporation.
- (b) To the extent authorized by the Restrictions (as hereinafter defined), to compute, assess, collect and enforce the payment of regular and special maintenance charges (and to administer said maintenance funds) to which the property within the Development is subjected or may be subjected under or by virtue of the Declaration of Covenants, Conditions and Restrictions of WOODWIND LAKES SECTION ONE as recorded under Clerk's File No. N679732, Official Public Records of Real Property of Harris County, Texas, as amended from time to time (herein called the "Restrictions").

- (c) To operate, maintain, supervise and protect all areas and facilities utilized by or conveyed to the corporation from time to time for the common use of the homeowners, and to install or construct and maintain improvements upon such areas and facilities.
- (d) To the extent authorized by the Restrictions, to approve or disapprove plans, specifications and elevations for any building, structure or improvement and for any structural alterations affecting exterior appearance, in or to any building, fence, structure or other improvement within the Development, and to establish design and construction criteria and requirements in connection therewith.
- (e) To exercise and perform any and all other rights, powers, duties and remedies granted to or imposed upon the corporation by the Restrictions, by any easements granted to the corporation, or by any other instrument granted to or for the benefit of the corporation.
- (f) To do or cause to be done all things and acts permitted by the laws of the State of Texas incident to, necessary, proper or advisable to carry out the purposes for which non-profit corporations may be formed and to have all powers enumerated in Article 1396-2.02 of the Texas Revised Civil Statutes, as amended.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

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.

#### ARTICLE V.

The corporation shall have two (2) classes of membership:

- (a) Class A. Class A members shall be all owners Assessable Tracts (as defined in the Restrictions)

with the exception of WOODWIND LAKES PARTNERSHIP, a Texas joint venture ("Declarant") unless and until Declarant's Class B membership converts to Class A membership as contemplated herein, and each such Class A member shall be entitled to one (1) vote for each Lot (as defined in the Restrictions) owned by person or entity. When more than one person holds an interest in a single Lot, all such persons shall be members. The vote of such Lot shall be exercised as such co-owners among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one Lot. If the co-owners of a single Lot do not vote unanimously and in unison, no vote for that Lot shall be counted.

(b) Class B. The Class B member shall be the Declarant, who shall be entitled to nine (9) votes for each Lot owned by it. Class B membership shall cease and be converted to Class A membership (and Declarant may thereafter cast one (1) Class A vote for each Lot owned by it, regardless of whether Declarant pays any or its full share of Assessments, as defined in the Restrictions), on the happening of any of the earliest to occur of the following three (3) events:

- (1) When total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

- (2) On the 20th day of May, 2012; or
- (3) When the Declarant terminates Class B votes by an instrument filed in the Official Public Records of Real Property for Harris County, Texas.

At such time that Additional Property (as defined in the Restrictions) is annexed into the corporation, the Class B membership of the Declarant, shall, if it had previously ceased due to one of the conditions listed above in (1), (2) or (3), be reinstated and shall apply to all Lots owned by Declarant in the newly annexed portion of the Property as well as to all Lots owned by Declarant in all other areas of the Property. Such reinstatement is subject to further cessation in accordance with the limitations set forth in the preceding Paragraphs (1), (2) and (3) of this Article, whichever occurs first. However, upon reinstatement due to annexation of Additional Property, the period of time set forth in Paragraph (2) above shall be extended to the extent necessary such that in all circumstances it extends for a period no shorter than ten (10) years from the date of each recorded annexation.

#### ARTICLE VI.

The street address of the initial registered office of the corporation is 1400 Post Oak Boulevard, Suite 400, Houston, Texas 77056; and the name of its initial registered agent at such address is T. J. Falgout, III.

#### ARTICLE VII.

The bylaws of this corporation shall be adopted by the initial Board of Directors. The bylaws may be amended by the Board of Directors.

ARTICLE VIII.

The number of Directors of the corporation shall be three (3); the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Antonio Ballesca	Houston, Texas
Kent Shell	Houston, Texas
Candido Pagan	Houston, Texas

ARTICLE IX.

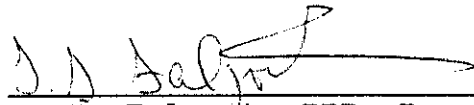
The corporation shall indemnify any Director, officer or employee of the corporation against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made party by reason of being or having been such a Director, officer or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse any Director, officer or employee for the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter in controversy, that such settlement be made and that such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification

and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled by law or under any Bylaws, agreement, vote of the members of the corporation or otherwise.

ARTICLE X.

The name and address of the Incorporator is T. J. Falgout, III, 1400 Post Oak Boulevard, Suite 400, Houston, Texas 77056.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of June, 1992.



T. J. Falgout, III, Incorporator