

530-54-0022

ARTICLES OF INCORPORATION OF
MEMORIAL ASHFORD HOMEOWNERS CORPORATION

FILED
in the Office of the
Secretary of State of Texas

JUL 14 1972

WE, the undersigned natural persons of the age of *21* *years* *or* *more*, acting as incorporators of *Memorial Ashford Homeowners Corporation*,
Corporation under the Texas Non-Profit Corporation Act,
adopt the following Articles of Incorporation for such
corporation.

ARTICLE I

The name of the corporation is MEMORIAL ASHFORD
HOMEOWNERS CORPORATION.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Corporation is a non-profit Corporation.

ARTICLE IV

This Corporation does not contemplate pecuniary gain
or profit to the members thereof, and the specific pur-
poses for which it is formed are to provide for maintenance,
preservation and architectural control of the resident
Lots and Common Area within that certain tract of property
described as:

BEGINNING at a 5/8 inch iron rod marking the south-
west corner of Tract "C", Block 2 of Westchester
Section 3, a plat recorded in Volume 153, Page 106
of the Harris County Map Records, said corner being
also in the east right of way line of Thicket Lane
based on a width of 60.00 feet;

THENCE N 00° 38' 12" E, 490.00 feet along the west
line of the said Tract "C" and the east right of way
line of the said Thicket Lane to a point for corner;

THENCE N 45° 38' 12" E, 14.14 feet to a 5/8 inch
iron rod marking the west northerly-southwest corner
of the said Tract "C" and the herein described tract,
said corner being also in the south right of way line
of Perthshire Road based on a width of 60.00 feet;

THENCE S 87° 21' 48" E, 504.50 feet along the north
line of the said Tract "C" and the south right of
way line of the said Perthshire Road to the northeast
corner of the herein described tract;

THENCE S 00° 38' 12" N, 300.00 feet to the southeast corner of the herein described tract, said corner being in the south line of the said Tract "C";

THENCE N 89° 21' 45" W, 316.50 feet along the south line of the said Tract "C" to the POINT OF BEGINNING and containing 5.9275 acres of land,

together with such additions as may be hereafter brought within the jurisdiction of the Corporation, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation by annexation, as provided in Article IX herein, and for this purpose:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of Harris County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as is set forth at length;

(b) To 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) To 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 Corporation;

(d) To borrow money, to mortgage, to pledge, deed in trust, or hypothecate any or all of its real or personal

property as security for money borrowed or debts incurred; and

(e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

Corporation shall have two classes of voting membership:

Class A Class A members shall be all those Owners as defined in Article V with the exception of James L. Coettes Building Company. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. 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 The Class B Member(s) shall be James L. Coettes Building Company, 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 V, provided that the Class B memberships 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 two years from the date hereof.

ARTICLE VII

The affairs of this Corporation shall be managed by a Board of three Directors until the first annual meeting of members, and thereafter by nine (9) Directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| Name | Address |
|---------------------|-------------------------------------|
| James L. Coetee | 7803 Theiswood, Spring, Texas 77373 |
| Barrie B. Lieberman | 7803 Theiswood, Spring, Texas 77373 |
| Anna C. Coetee | 7803 Theiswood, Spring, Texas 77373 |

At the first annual meeting members shall elect three directors for a term of one year, three directors for a term of two years, three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

The Corporation may, at any time, annex additional residential properties and common area to the capital properties described in Article IV, and so add to its membership under the provisions of Article V, provided that any such annexation shall have the assent of two-thirds (2/3) Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE IX

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE X

Any mortgage by the Corporation of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XI

The Corporation shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XII

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the

Corporation. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

ARTICLE XIII

The street address of the initial registered office of the Corporation is 7803 Thelmawood, Spring, Texas 77373, and the name of its registered agent at such address is James L. Coates.

ARTICLE XIV

In order to take action under Articles VIII through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth above, and the required quorum at such subsequent meetings shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XV

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

530-54-0028

ARTICLE XVI

The name and street address of each incorporator, all of whom are above the age of twenty-one years and citizens of Texas, is:

| Name | Address |
|------------------|-------------------------------------|
| JAMES L. GOETTES | 7803 THAISWOOD, SPRING, TEXAS 77373 |
| GEORGE M. HAMM | 7803 THAISWOOD, SPRING, TEXAS 77373 |
| MALBA F. SEYMOUR | 7803 THAISWOOD, SPRING, TEXAS 77373 |

IN WITNESS WHEREOF, we have hereunto set our hands, this 13 day of June, 1972.

James L. Goettes
James L. Goettes

George M. Hamm
George M. Hamm

Malba F. Seymour
Malba F. Seymour

THE STATE OF TEXAS)
COUNTY OF HARRIS)

I, the undersigned, a Notary Public, do hereby certify that on this 13 day of June, 1972, personally appeared before me, James L. Goettes, George M. Hamm and Malba F. Seymour, 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 herein contained are true.

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

Jean Marie Johnson
JEAN MARIE JOHNSON
NOTARY PUBLIC in and for
Harris County, Texas

ALL INSTRUMENTS MUST BE RECORDED TO BE VALID. AN INSTRUMENT FILED IN THE PUBLIC OFFICE OF THE COUNTY CLERK OF HARRIS COUNTY, TEXAS, IS NOT VALID UNLESS IT IS RECORDED IN THE PUBLIC OFFICE OF THE COUNTY CLERK OF HARRIS COUNTY, TEXAS.

I hereby certify that the instrument was FILED in the Public Office of the County Clerk of Harris County, Texas, on the 13th day of June, 1972, and that the original instrument is on file in the Public Office of the County Clerk of Harris County, Texas.

FEB 4 2000

RECORDING INFORMATION
AT THE TIME OF RECORDING, THIS INSTRUMENT WAS FOUND TO BE VALID AND CORRECTLY REPRODUCED FOR THE BEST INTERESTS OF THE PUBLIC. THE ORIGINAL INSTRUMENT IS ON FILE IN THE PUBLIC OFFICE OF THE COUNTY CLERK OF HARRIS COUNTY, TEXAS.



Jean Marie Johnson
JEAN MARIE JOHNSON
NOTARY PUBLIC