

ARTICLES OF INCORPORATION  
OF  
THE ESTATES COMMUNITY ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas  
NOV 29 1982  
Clerk F  
Corporations Section

We, the undersigned, natural persons of the age of twenty one years or more, all 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

The name of the corporation is THE ESTATES COMMUNITY ASSOCIATION, INC. hereinafter called the "Association".

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The principal and initial registered office of the Association is located at 6750 West Loop South, Suite 700, Bellaire, Texas 77401 with a mailing address of P.O. Box 35705, Houston, Texas 77235, and the name of its initial registered agent at such address is Lawrence P. Mosher.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for protection, maintenance, preservation and architectural control of the residential Lots and Common Area, if any, within that certain tract of property described as HUNTERS POINT ESTATES, a subdivision in Fort Bend County, Texas; 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 Association and, for this purpose, 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 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 Fort Bend 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;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and 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 (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority, or utility for such purposes and 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 two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

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 Association, including contract sellers, shall be a member of the Association (such persons or entities being hereinafter referred to as an "Owner"). The

foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or those owning an easement right, a mineral interest, or a royalty interest. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot (as defined in the Declaration) owned. When more than one person holds 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 shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

- (a) When the total votes in the Class A membership equal the total votes in the Class B membership; or
- (b) On December 31, 1985.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by an initial Board of three (3) Directors until the first annual meeting, and thereafter by nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the

capacity of Directors until the first annual meeting or until the election of their successors are:

Lawrence P. Mosher	6750 West Loop South, Suite 700 Bellaire, Texas 77401
Gerald W. Torgesen	6750 West Loop South, Suite 700 Bellaire, Texas 77401
John Ramsey	6750 West Loop South, Suite 700 Bellaire, Texas 77401

At the first annual meeting the members shall elect three (3) Directors for a term of one year, three (3) Directors for a term of two years and three (3) Directors for a term of three years; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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. 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 such similar purposes.

#### ARTICLE IX

##### DURATION

The period of duration of the corporation is perpetual.

#### ARTICLE X

##### AMENDMENTS

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

ARTICLE XI

FHA/VA APPROVAL

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of the additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, if any, dissolution and amendment of these Articles.

ARTICLE XII

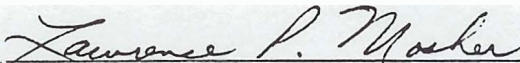
The name and street of each incorporator is:

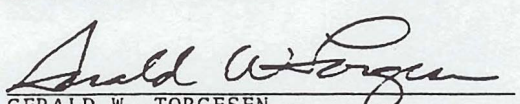
Lawrence P. Mosher            6750 West Loop South, Suite 700  
                                         Bellaire, Texas 77401

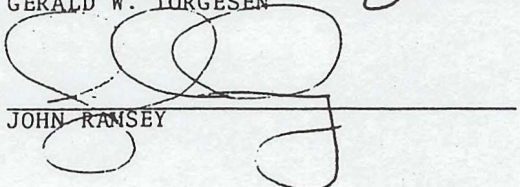
Gerald W. Torgesen           6750 West Loop South, Suite 700  
                                         Bellaire, Texas 77401

John Ramsey                   6750 West Loop South, Suite 700  
                                         Bellaire, Texas 77401

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this the 15<sup>th</sup> day of November, 1982

  
LAWRENCE P. MOSHER

  
GERALD W. TORGESEN

  
JOHN RAMSEY

THE STATE OF TEXAS :  
COUNTY OF HARRIS

I, Linda H. Blocker, a Notary Public, do hereby certify that on this 15th day of November, 1982, personally appeared before me Lawrence P. Mosher, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

(SEAL)

Linda H. Blocker  
Notary Public in and for  
Harris County, Texas

LINDA H. BLOCKER  
Notary Public, State of Texas  
My Commission Expires 5/17/85

THE STATE OF TEXAS :  
COUNTY OF HARRIS

I, Linda H. Blocker, a Notary Public, do hereby certify that on this 15th day of November, 1982, personally appeared before me Gerald W. Torgesen, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

(SEAL)

Linda H. Blocker  
Notary Public in and for  
Harris County, Texas

LINDA H. BLOCKER  
Notary Public, State of Texas  
My Commission Expires 5/17/85

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, Linda H. Blocker, a Notary Public, do hereby certify that on this 15th day of November 1982, personally appeared before me John Ramsey, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

(SEAL)

Linda H. Blocker  
Notary Public in and for  
Harris County, Texas

LINDA H. BLOCKER  
Notary Public, State of Texas  
My Commission Expires 5/17/85