

ARTICLES OF INCORPORATION

OF

TRAILWOOD VILLAGE TOWNHOUSE ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

NOV 13 1974

Betty Waller
Deputy Director, Corporation Division

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting herein 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 TRAILWOOD VILLAGE TOWNHOUSE ASSOCIATION.

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 this corporation (sometimes hereinafter referred to as the "Corporation" or the "Association") is organized are:

A. To provide for maintenance, repair, preservation, upkeep, protection and Architectural Control of the Common Area of the property which is now within and which may at any time hereafter be added or annexed to the residential development known as TRAILWOOD VILLAGE TOWNHOUSES, a residential development in the Elijah Votaw Survey, Abstract 823, in Harris County, Texas, according to and as particularly described in the MASTER DECLARATION therefor and the Exhibits attached thereto, dated the 20th day of August, 1974, and

Harris County Clerk's File Number E-299775, reference to which and said record thereof being hereby made for all purposes.

B. To promote the health, safety, recreation and welfare of the homeowners and/or residents within said residential development and any additions or annexations thereto as may be hereafter submitted to and brought within the jurisdiction of this Association.

C. To perform all of the duties and obligations and to exercise all of the rights, powers and privileges of the Association as set forth in the Master Declaration above mentioned.

D. To levy, demand, enforce payment of and collect assessments against the residential building plots and the owners thereof as provided for in said Master Declaration, and for the benefit of such owners to hold legal title to and make, publish and enforce reasonable rules and regulations regarding the use of the Common Area within this residential development as provided for in said Master Declaration, to pay the common expenses out of the Maintenance Fund as provided for in said Master Declaration.

E. To provide or cause to be provided such services and information as well as encouraging and doing such things as will or may reasonably be expected to effectuate or promote any of the aforesaid purposes or objects.

The mention of specific purposes herein is not intended to limit purposes expressed in general terms. The term "Master Declaration" as used in these Articles of Incorporation means the said instrument recorded as aforesaid and all amendments which may hereafter be made thereto by Articles of Amendment or otherwise, and the term "residential development" means all the property now within TRAILWOOD VILLAGE TOWNHOUSES as provided for in said Master Declaration.

ARTICLE FIVE

In addition to, and not in limitation of, the powers, rights

amendments heretofore or hereafter made thereto), this corporation shall have the power and authority 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 said Master Declaration whether in general or specific terms, and to do all such other things reasonably contemplated or implied by the provisions of the said Master Declaration consistent with and not prohibited by the Texas Non-Profit Corporation Act.

B. Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against property held in the name of the Association.

C. Acquire (by gift, purchase or otherwise) personal property in connection with the use, operation or enjoyment of the Common Area of said residential development and to dispose of any such personal property which is no longer desirable for such purposes.

D. Acquire, own, hold, improve, build upon, operate, maintain, repair, and preserve the Common Area of this residential development and of property which may be lawfully added thereto as part thereof.

E. Dedicate or convey easements in, on, under, over or above the Common Area to any public agency, authority or utility company, for such purposes as the Association shall deem proper.

F. Enter into, execute and perform contracts and agreements in connection with its rights, powers, duties and obligations in respect to the Common Area of said residential development.

ARTICLE SIX

Each and every person, firm, partnership, corporation or other

fee or a fee interest in any townhouse building plot (as defined in said Declaration), whether improved or unimproved, within the property now constituting TRAILWOOD VILLAGE TOWNHOUSES, shall automatically, upon becoming such Owner, be a member of the Association (with the voting rights set forth in the following Article) and shall remain a member thereof until his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of each townhouse building plot and may not be separated from such ownership. It shall be the obligation of every member to notify the Association in writing of his name, ownership and mailing address so that the same may be recorded on the membership roll and records of the Association.

ARTICLE SEVEN

The Association shall have two (2) classes of voting membership designated as "Class A" and "Class B" who shall be composed and have voting rights as follows:

CLASS A. Class A members shall be all Owners with the exception of the "Declarant" (as named and defined in said Master Declaration), each of which Owners shall be entitled to one (1) vote for each townhouse building plot (as defined in said Master Declaration) owned by him. When more than one person owns a fee interest in any townhouse building plot, all such interested persons shall be members; however, the vote for such townhouse building plot in which more than one person has a fee interest shall be cast by the person or persons having a majority interest, and in the event the persons having a majority interest are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such matter as there shall be no fractional votes.

CLASS B. Class B member(s) shall be the "Declarant" who shall be entitled to three (3) votes for each townhouse building

membership shall cease and be converted to Class A membership upon the happening of either of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A members equals for a period of at least twenty-four (24) consecutive months the total votes outstanding in the Class B membership; or
- b. On the 7th anniversary date of the first conveyance by the Declarant of a townhouse building plot with a residence thereon, to a purchaser.

ARTICLE EIGHT

The street address of the initial registered office of the corporation is 1600 Avenue N, Suite 108, South Houston, Texas 77587, and the name of its initial registered agent at such address is EUGENE WINOGRAD.

ARTICLE NINE

The affairs of this corporation shall be managed by a Board of not less than Five (5) Directors, who need not be members of this corporation. Subject to such limitation, the number of directors shall be fixed by the by-laws of the corporation and amendments thereto from time to time, except as to the number of the initial Board of Directors. No decrease in the number of directors at any time shall affect or shorten the term of any incumbent director. In the absence of a by-law fixing the number of directors, the number of directors shall be Five (5).

The number of directors constituting the initial Board of Directors of the corporation is Five (5), and the names and addresses of the persons who are to serve as the initial directors are:

| <u>NAME:</u> | <u>ADDRESS:</u> |
|---------------|-----------------------------------|
| FRANK SHAW | 3210 Smith Street, Houston, Texas |
| DONNA TIDWELL | 3210 Smith Street, Houston, Texas |

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| EUGENE WINOGRAD | 1600 Avenue N, Suite 108, South Houston, Texas |
| JUDITH WINOGRAD | 1600 Avenue N, Suite 108, South Houston, Texas |
| BERNARD S. STOLBUN | 3210 Smith Street, Houston, Texas |

The initial directors above named, shall hold office for a term of three (3) years; thereafter directors shall be elected or appointed in the manner and for the terms provided in the by-laws and the amendments thereto.

ARTICLE TEN

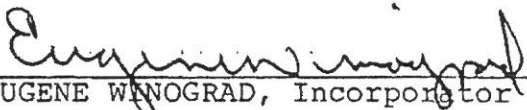
The name and address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| EUGENE WINOGRAD | 1600 Avenue N, Suite 108, South Houston, Texas |
| JUDITH WINOGRAD | 1600 Avenue N, Suite 108, South Houston, Texas |
| BERNARD S. STOLBUN | 3210 Smith Street, Houston, Texas |


ARTICLE ELEVEN

All names, words, terms and phrases used in these Articles of Incorporation, which are also used and defined in said Master Declaration, shall be defined and have the same meaning as in said Master Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands on this the 28th day of October, 1974.



 EUGENE WINOGRAD, Incorporator



 JUDITH WINOGRAD, Incorporator



 BERNARD S. STOLBUN, Incorporator

THE STATE OF TEXAS
COUNTY OF HARRIS

I, Sonia F. Harrell, a Notary Public in and for Harris County, Texas, hereby certify that on the 8th day of November, 1974, personally appeared before me EUGENE WINOGRAD, JUDITH WINOGRAD and BERNARD S. STOLBUN, who 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.

CERTIFIED TO UNDER MY HAND AND SEAL OF OFFICE on this the 8th day of November, 1974.

Sonia F. Harrell
NOTARY PUBLIC in and for
Harris County, T E X A S