

529-92-3771

ARTICLES OF INCORPORATION
OF

FILED
In the Office of the
Secretary of State of Texas

OAK CLIFF PLACE HOMEOWNERS' ASSOCIATION

DEC 05 1979

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 I

The name of the corporation is Oak Cliff Place Homeowners' Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 7111 Harwin Drive, Suite 200, Houston, Texas 77036.

ARTICLE III

The street address of the initial registered office of the corporation is 7111 Harwin, Suite 200, Houston, Texas, and the name of its initial registered agent at such address is Robert H. McKee.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This 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 maintenance, preservation and architectural control of the residence Lots and Common Area under the jurisdiction of the Oak Cliff Place Homeowners' Association 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 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 this property and recorded or to be recorded in the Office of the County Clerk, Harris 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 and terms used herein shall have the same meaning as in the Declaration;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges and 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 Association, including all licenses, taxes or 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 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 consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of The Board of Directors;
 - (g) 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

MEMBERSHIP

The membership includes 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 assessme(of the Association. The for is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

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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, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they 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 the Declarant (as defined in the Declaration), 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 either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) on January 1, 1989.

ARTICLE VII

BOARD OF DIRECTORS

529-92-3775

The affairs of this Association shall be managed by a Board of five (5) 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 initial directors until the selection of their successors are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Robert H. McKee | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Douglas Eibsen | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Douglas Konopka | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Mary B. Prevatte | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Christine A. Keller | 7111 Harwin, Suite 200, Houston, Texas 77036 |

At the first annual meeting the members shall elect three (3) directors for a term of three years; one (1) director for a term of two years; and one (1) director for a term of one year.

At each annual meeting thereafter the members shall elect a director or directors to fill any and all vacancies created by the expired term of a director or directors.

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 member. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE IX

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE X

AMENDMENTS

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

ARTICLE IX

VA APPROVAL

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

ARTICLE XII

The Association is a non-profit corporation.

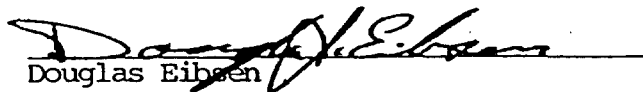
ARTICLE XIII

The name and street address of each incorporator is:

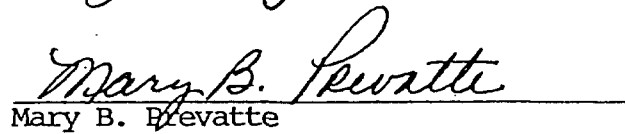
| | |
|---------------------|--|
| Robert H. McKee | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Douglas Eibsen | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Douglas Konopka | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Mary B. Prevatte | 7111 Harwin, Suite 200, Houston, Texas 77036 |
| Christine A. Keller | 7111 Harwin, Suite 200, Houston, Texas 77036 |

IN WITNESS WHEREOF, for the purpose of forming this Association
under the laws of the State of Texas, we, the undersigned, constituting
the Incorporators of this Association, have executed these Articles of
Incorporation this 23rd day of October, 1979


Robert H. McKee


Douglas Eihnen


Douglas Koropka


Mary B. Brevatte


Christine A. Keller

529-92-3778

STATE OF TEXAS

COUNTY OF HARRIS

I, Christine A. Keller, a Notary Public, do hereby certify that on this 23rd day of October, 1979, personally appeared before me ROBERT H. MCKEE, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

Christine A. Keller

Christine A. Keller, Notary Public
in and for Harris County, Texas

My Commission expires April 5, 1981

STATE OF TEXAS

COUNTY OF HARRIS

I, Christine A. Keller, a Notary Public, do hereby certify that on this 23rd day of October, 1979, personally appeared before me DOUGLAS EIBSEN, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

Christine A. Keller

Christine A. Keller, Notary Public
in and for Harris County, Texas

My Commission expires April 5, 1981


STATE OF TEXAS

529-92-3779

COUNTY OF HARRIS

I, Christine A. Keller, a Notary Public, do hereby certify that on this 23rd day of October, 1979, personally appeared before me DOUGLAS KONOPKA, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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


Christine A. Keller, Notary Public
in and for Harris County, Texas


My Commission expires April 5, 1981

STATE OF TEXAS

COUNTY OF HARRIS

I, Christine A. Keller, a Notary Public, do hereby certify that on this 23rd day of October, 1979, personally appeared before me MARY B. PREVATTE, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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


Christine A. Keller, Notary Public
in and for Harris County, Texas

My Commission expires April 5, 1981


STATE OF TEXAS

529-92-3780

COUNTY OF HARRIS

I, Gail L. Estes, a Notary Public, do hereby certify that on this 23rd day of October, 1979, personally appeared before me, CHRISTINE A. KELLER, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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



GAIL L. ESTES Notary Public
in and for Harris County, Texas

My Commission expires 8-3-81