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**ARTICLES OF INCORPORATION  
OF  
SPRING FOREST ESTATES  
HOMEOWNERS ASSOCIATION**

FILED  
In the Office of the  
Secretary of State of Texas

APR 23 1993

Corporations Section

The undersigned, all of whom are residents of the State of Texas and all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Spring Forest Estates Homeowners Association, hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 11210 Steeplecrest Drive Drive, Suite 304, Houston, Texas 77065.

ARTICLE III

John Bily, whose address is 11210 Steeplecrest Drive, Suite 304, Houston, Texas 77065, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a non-profit corporation, does not contemplate pecuniary gain or profit to the members thereof, and is organized for the purpose of providing maintenance, preservation, and architectural control of the residence Lots and Common Area within that certain tract of property described as:

All of Spring Forest Estates, Section One, a subdivision in Harris County, Texas, according to the map or plat thereof recorded or to be recorded in Volume 330, Page 126 of the Map Records of Harris County, Texas, SAVE AND

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EXCEPT Reserves "A" and "B", Lot Five, in Block One and Lot Twenty-Four, in Block Seven thereof;

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 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 if set forth at length;

(b) 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 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;

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(d) borrow money, and with the assent of a majority 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 a majority 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, provided that any such merger, consolidation, or annexation not otherwise provided for on the Declaration shall have the assent of two-thirds of each class of members, except for annexation of additional residential property or Common Area, or both, located within one mile of any part of Spring Forest Estates, Section One which shall not require the consent of the 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.

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## 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. The foregoing 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.

## 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, its successors and assigns (all as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such person 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 the Declarant, its successors and assigns (all as defined in the Declaration), and shall be entitled to ten votes for each Lot owned. The Class B membership shall cease and be converted to

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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 January 1, 2003.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three Directors, who need not be members of the Association. The number of directors may be increased or decreased by vote of the Board of Directors at any regular or special meeting of the Board, provided however, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, and provided further, that the number of directors may not be decreased to less than three, nor increased to more than five, except 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 selection of their successors are:

<u>Name</u>	<u>Address</u>
John Bily	11210 Steeplecrest Drive, Suite 304 Houston, Texas 77065
David Bower	11210 Steeplecrest Drive, Suite 304 Houston, Texas 77065
Greg Hawes	11210 Steeplecrest Drive, Suite 304 Houston, Texas 77065

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two

years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director 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 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 granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes similar to those for which this Association was created.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent of each class of members.

#### ARTICLE XI

##### INCORPORATOR

The name and address of the incorporator is:

Thomas B. Andersen  
6671 Southwest Freeway, Suite 303  
Houston, Texas 77074-2209

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Texas, the undersigned

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incorporator of this Association, has executed these Articles of  
Incorporation this 15<sup>th</sup> day of April, 1993.

  
Thomas B. Andersen

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