

*Notice*  
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**SECRETARY'S CERTIFICATE**  
**(VILLAGE AT MASON CREEK TOWNHOME ASSOCIATION, INC.)**

I, the undersigned, do hereby certify:

1. I am the duly elected and acting secretary of the Village at Mason Creek Townhome Association, Inc., a Texas non-profit corporation;
2. Attached hereto as Exhibit "A" is a true and correct copy of the Articles of Incorporation of said Association;

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 28<sup>th</sup> day of January, 2005

*George W. Kehler, Jr.*  
Secretary

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 28<sup>th</sup> day of January, 2005 by Secretary of VILLAGE OF MASON CREEK TOWNHOME ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

[Seal]

*Debra A McDonald*  
Notary Public—State of Texas



*Ret =*  
*Prime Side*  
*895K Katy Frey #301*  
*Hou, TX 77024*

FILED FOR RECORD  
8:00 AM

SEP 30 2005

*Donny B. Hayden*  
County Clerk, Harris County, Texas

RP 011-99-1574

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Assistant Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION  
OF**

**VILLAGE AT MASON CREEK TOWNHOME ASSOCIATION, INC.**  
Filing Number: 800443527

*Lee 10/12*

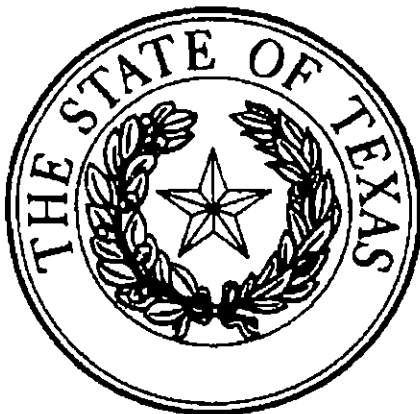
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/21/2005

Effective: 01/21/2005



*Geoffrey S. Connor*  
Geoffrey S. Connor  
Assistant Secretary of State

Come visit us on the Internet @ <http://www.sos.state.tx.us/>

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**FILED**  
In the Office of the  
Secretary of State of Texas

JAN 21 2005

**ARTICLES OF INCORPORATION  
OF  
VILLAGE AT MASON CREEK TOWNHOME ASSOCIATION, INC.**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE  
NAME**

The name of the corporation is VILLAGE AT MASON CREEK TOWNHOME ASSOCIATION, INC.

**ARTICLE II  
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation.

**ARTICLE III  
DURATION**

The period of the corporation's duration is perpetual.

**ARTICLE IV  
PURPOSES**

The purposes for which the corporation is organized are as follows:

- (1) The specific and primary purpose for which this corporation is incorporated is to provide for an organization consisting of the owners of Lots in Mason Creek Village, a subdivision of land in Harris County, Texas according to the plat thereof recorded under Film Code No. 572294 in the Map Records of Harris County, Texas (the "Property"), in order to provide for the management, maintenance, preservation, and architectural control of the Property. IT SHALL NOT BE ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY AND NEITHER THE CORPORATION, ITS BOARD, MASON CREEK, L.P. (THE DEVELOPER OF THE PROPERTY) OR ANY MANAGING AGENT OF THE PROPERTY, NOR THEIR OFFICERS, DIRECTORS, OR EMPLOYEES SHALL IN ANY WAY BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY AND SHALL NOT BE

HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

- (2) The general powers of the corporation are:
- (a) enforce the terms of that certain instrument entitled "Declaration of Covenants, Conditions, Restrictions, and Easements for The Village at Mason Creek Townhomes" recorded, or to be recorded in the Real Property Records of Harris County, Texas (the "Declaration"), and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length, as well as the restrictive covenants of any other properties brought within the jurisdiction of the corporation;
  - (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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;
  - (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 corporation;
  - (d) borrow money and 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;
  - (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area; and

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- (g) cause the corporation to comply with all the terms and conditions of the Prior Restrictions (as that term is defined in the Declaration); and
  - (h) to have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.
- (3) Notwithstanding any of the foregoing statements of purposes and powers, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article IV. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

**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 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the corporation.

**ARTICLE VI**  
**VOTING RIGHTS**

The 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 the Declarant (as defined in the Declaration). Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership in Article V. 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 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. 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, however, that the Class B membership shall cease and be converted to Class A membership on the Election Date as defined in the Declaration.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Suite 301, 8955 Katy Freeway, Houston, Texas 77024-1627 and the name of its initial registered agent at such address is Prime Site, Inc.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of three (3) Directors. The number of directors may be changed by amendment of the Bylaws 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:

<u>NAME</u>	<u>ADDRESS</u>
George Kaleh	1025 Dulles Ave., Suite 815 Stafford, Texas 77477
Sam Gaylon	1025 Dulles Ave., Suite 815 Stafford, Texas 77477
Peggy Heinrich	1025 Dulles Ave., Suite 815 Stafford, Texas 77477

**ARTICLE IX**  
**INDEMNIFICATION**

The Association shall indemnify any director or former director, officer or former officer of the Association to the fullest extent allowed by the Texas Non-Profit Corporation Act.

**ARTICLE X**  
**WRITTEN CONSENT**

Provided the provisions of Article 1396-9.10C of the Texas Non-Profit Corporation Act are fully complied with, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of members, directors, or any committee of the Corporation, or any action that may be taken at a meeting of members, directors, or any committee of the Corporation, may be taken without a

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meeting if a consent in writing setting forth the action to be taken is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the Committee were present and voted.

ARTICLE XI  
INCORPORATOR

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Rose	3 Greenway Plaza, Suite 2000 Houston, Texas 77046

ARTICLE XII  
DISSOLUTION

The corporation may be dissolved with the assent given in writing and signed by Members of the corporation representing not less than sixty-seven percent (67%) of the votes in both Class A and Class B membership as defined in Article VI. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation 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.

IN WITNESS WHEREOF, I have hereunder set my hand, this 20<sup>th</sup> day of January, 2005.



Printed Name: Richard L. Rose

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS  
COUNTY OF HARRIS  
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped herein by me, and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

SEP 30 2005

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COUNTY CLERK  
HARRIS COUNTY, TEXAS