

JUL 28 2016

Corporations Section

**CERTIFICATE OF FORMATION
OF
COOPER SMITH COURT TOWHOME ASSOCIATION, INC.**

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Business Organizations Code ("TBOC"), does hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is COOPER SMITH COURT TOWNHOME ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE TWO

NON-PROFIT

The Corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purpose or purposes for which the Corporation is organized are to act on a not-for-profit basis for the common benefit of the community of properties in Harris County, Texas, known or to be known as COOPER SMITH COURT, an addition to the City of Houston, as described in the map or plat thereof recorded under Clerk's File No. 20150100851 and Film Code No. 673199, with any other areas created by the dedication and annexation of additional property into the properties covered by the "Declaration" hereinbelow defined (collectively, the "Property"), pursuant to the terms of the Declaration, to promote the health, safety, recreation and welfare of the owners and residents of the Property, and to provide for the maintenance, preservation, architectural control and other administration of the Property to the extent provided in the Declaration, and, for these purposes, the Association shall have the right (and responsibility, as applicable) 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 for COOPER SMITH COURT applicable to the Property and recorded or to be recorded in the Real Property Records of the Office of the County Clerk of Harris County, Texas (hereinafter called the "Declaration"), as the same may be amended from time to time as therein provided (all capitalized terms used in this Certificate of Formation shall have the same meaning as assigned to them in the Declaration, which definitions are incorporated herein by

reference for all purposes), including, without limitation:

(i) making, levying, assessing, collecting and enforcing payment of assessments against the Owners of Lots within the Property, and other charges authorized by the Declaration, in accordance with the terms of the Declaration;

(ii) establishing reasonable rules and regulations governing the Members' use and enjoyment of the Common Areas;

(iii) charging admission and other fees for the use of any recreational facilities, which are a part of the Common Areas;

(iv) participating in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the Board of Directors, or as may otherwise be provided for in the Declaration; and

(v) entering into contracts with other property owners associations to provide for collection of assessments of any other such association, and/or to provide partial or full joint administration of this Association and such other association; and

(b) have and to exercise any and all powers, rights and privileges, which a corporation organized under the TBOC by law, may now or hereafter have or exercise in carrying out the aforesaid non-profit purposes of the Association.

Nothing in the non-profit goals or purposes of this Association shall be construed to prohibit the Association from operating any Common Area concession or facility at profit for purposes of using those profits for the non-profit purposes of the Association stated herein.

ARTICLE FIVE MEMBERSHIP

Every person or entity who is an Owner of a Lot which is subject to Assessment by the Association (including Declarant, whether or not it is obligated to pay Assessments) shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

ARTICLE SIX VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) **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 such 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 (1) vote be cast with respect to any Lot.

- (b) **Class B:** The Class B Member(s) shall be the Declarant, and its successors, and shall be entitled to five (5) votes for each Lot owned; provided that 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:
- (1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
 - (2) on the eighth (8th) annual anniversary date of the recordation of this Declaration.

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board comprised initially of (and at all times at least) three (3); provided, however, the initial Board shall be comprised of three (3) individuals appointed by Declarant and such Board members shall serve until the earlier of the first regular annual meeting of Members or their removal and replacement by Declarant. It is not necessary that the directors be Members of the Association.

ARTICLE EIGHT
WINDING UP

The Association may be terminated by a majority vote of the Board of Directors. Upon termination of the Association, other than incident to 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 association 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.

ARTICLE NINE
AMENDMENTS

This Certificate of Formation may be amended or altered by a majority vote of the Board of Directors. In the event of a conflict between this Certificate of Formation and the Declaration, the Declaration shall be deemed controlling.

ARTICLE TEN
REGISTERED AGENT

The street address of the initial registered office of the corporation is 1800 Bering Drive, Suite 350, Houston, Texas 77057, and the name of its registered agent at such address is John R. Krugh.

ARTICLE ELEVEN
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as the initial directors are:

Brian Hill
1215 Gessner
Houston, Texas 77055

Mimi Sperber
1314 Roy Street
Houston, Texas 77007

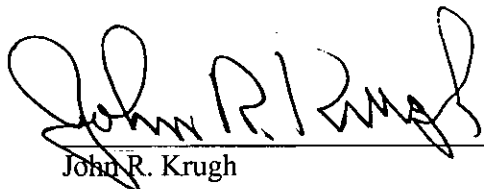
Jonathan Wasserberg
109 N. Post Oak, Suite 430
Houston, Texas 77024

ARTICLE TWELVE
INCORPORATOR

The name and street address of the incorporator is:

John R. Krugh
1800 Bering Drive, Suite 350
Houston, Texas 77057

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July 2016.



John R. Krugh