

JUN 18 1990

ARTICLES OF INCORPORATION Corporations Section
OF
ASSOCIATION OF GREEN TRAILS PHASE II HOMEOWNERS, INC.

529-89-3740

We, the undersigned natural persons of the age of eighteen years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for Association of Green Trails Phase II Homeowners, Inc. (the "Association").

I. CORPORATE NAME

The name of the corporation is ASSOCIATION OF GREEN TRAILS PHASE II HOMEOWNERS, INC.

II. CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is 333 Cypress Run, Suite 300, Houston, Texas 77094, and the name of its initial registered agent at such address is Samuel C. Hathorn.

III. CORPORATE STATUS

The Association is a non-profit corporation. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law.

IV. PURPOSES AND POWERS OF THE ASSOCIATION

The Association is formed for the purposes of providing for community, civic, and social welfare of the owners, residents, and occupants of the land (the "Properties") which may at any time and from time to time be subject to that certain Declaration of Covenants, Conditions, and Restrictions for Green Trails, Phase II, executed on even date herewith by Green Trails, Ltd., a Texas limited partnership, as "Declarant" therein, covering land containing approximately 59.0256 acres in Harris County, Texas, and more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference, as said Declaration is from time to time amended and as from time to time supplemented by supplemental declarations of additional restrictions and/or of annexation to be recorded in the Real Property Records of Harris County, Texas (as so amended and/or supplemented, the "Declaration"), and to promote the health, safety, and welfare of the Owners, residents and Occupants of the Properties, and to own, manage, improve and maintain the "Common Properties" as referenced and defined in the Declaration, and for these purposes to:

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a. provide and maintain the Common Properties, Facilities, and services of overall benefit to Owners, residents, and Occupants of the Properties subject to the jurisdiction of the Association, including, but not by way of limitation, lighting and cleaning of the streets internal to the Properties; maintenance of the Common Properties and Facilities, including buildings, pools, parks, and landscape reserves conveyed to or owned by the Association; maintenance of street right-of-ways adjacent to landscape reserves and esplanades within the rights-of-way; recreation; and other services, facilities and activities as may be in the community's interest;

b. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, including, without limitation, enforcing the Declaration by legal action or other lawful means;

c. fix, levy, collect, and enforce payment by the lawful means of all "Assessments" and other sums due pursuant to the terms of the Declaration;

d. pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, and governmental charges levied or imposed against the property of the Association;

e. 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 interests in and to real or personal property in connection with the affairs of the Association;

f. borrow money and, with the approval of two-thirds (2/3) of the votes of the Members of the Association, mortgage, pledge, deed in trust, or hypothecate any of all of the Association's real or personal property as security for money borrowed or debts incurred;

g. dedicate, sell, or transfer all or any part of the Common Properties and Common Facilities owned by the Association to any public agency, authority, or utility, or to any third party, for such purposes subject to such conditions as may be agreed to by the board of directors; provided that no conveyance of any Common Properties or Common Facilities, other than the granting of utility easements shall be permitted except upon a vote of a two-thirds (2/3) majority of the Members of the Association;

h. participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any merger or consolidation shall be approved by a two-thirds (2/3) majority of votes of the Members of the Association;

i. establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the Association holds title or to which control is vested in the Association; and

j. 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 now or hereafter may have or exercise; provided that none of the objects or purposes set out in these Articles shall be construed to authorize the Association to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

All capitalized terms herein shall have the same meaning as given them in the Declaration, unless otherwise indicated.

V. MEMBERSHIP

Declarant (for so long as Declarant owns any part of the Property or Annexable Land, as defined in the Declaration), and every person or entity who is a record owner of the fee simple title to any "Assessable Tract" as defined in the Declaration, shall be a Member of the Association. Persons or entities who hold an interest in any property subject to assessment merely as security for the performance of any obligation shall not, however, be Members. Membership shall be appurtenant to and may not be separated from property ownership, which shall be the sole qualification to be a Member.

VI. VOTING RIGHTS

Votes in the Association shall be as follows:

Classes of Membership. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners of Assessable Tracts, with the exception of the Declarant during the period of its Class B membership as described below, and each shall be entitled to one vote in the Association for each Lot owned by such person or entity. When more than one person holds an interest in a single Lot, all such persons shall be Members. The vote of such Lot shall be exercised as such co-owners among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. If the co-owners of a single Lot do not vote unanimously and in unison, no vote shall be counted.

Class B. Class B Members shall be the Declarant herein, as such term is defined in Article I, Section 13 of the Declaration, who shall be entitled to nine (9) votes in the Association for each Lot owned by it. Class B membership

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shall cease and be converted to Class A membership on the happening of the earliest to occur of the following three events (A, B, or C):

- (A) When total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (B) The twentieth anniversary date of the recordation of the initial Declaration; or
- (C) When the Declarant terminates Class B votes by an instrument filed in the Real Property Records of Harris County, Texas.

At such time that additional Property is annexed into the Association, the Class B membership of the Declarant, shall, if it had previously ceased due to one of the conditions listed above in (A), (B), or (C), be reinstated and shall apply to all Lots owned by Declarant in the newly annexed portion of the Property as well as to all Lots owned by Declarant in all other areas of the Property. Such reinstatement is subject to further cessation (and subsequent reinstatement at the time of subsequent annexations to the Property) in accordance with the limitations set forth in the preceding paragraphs (A), (B), and (C) of this Article, whichever occurs first. However, upon reinstatement of Declarant's Class B membership and voting rights due to annexation of additional Property, the date in Section 3(B) of this Article shall be extended to the extent necessary such that it is in no event less than ten (10) years from the date of the recorded annexation (i.e., Supplemental Declaration).

IX. DURATION

The Association shall exist perpetually.

X. DISSOLUTION

The Association may be dissolved upon approval by a vote of Members entitled to cast seventy-four percent (74%) or more of the total votes in the Association. 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. If dedication is refused acceptance, the assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

XI. INDEMNIFICATION

The Association shall indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Texas.

XII. INITIAL BOARD OF DIRECTORS

The initial board of directors shall be composed of the following three individuals until the election of the first elected Board at the first annual meeting of the Members to be held in accordance with the Declaration and the By-Laws of the Association:

<u>Names</u>	<u>Addresses</u>
1. William E. Dalton, Jr.	333 Cypress Run, Suite 300 Houston, Texas 77094
2. Joel M. Marshall	333 Cypress Run, Suite 300 Houston, Texas 77094
3. Leonard K. Vowell	333 Cypress Run, Suite 300 Houston, Texas 77094

XIII. INCORPORATORS

The name and street address of each incorporator are:

<u>Names</u>	<u>Addresses</u>
1. William E. Dalton, Jr.	333 Cypress Run, Suite 300 Houston, Texas 77094
2. Joel M. Marshall	333 Cypress Run, Suite 300 Houston, Texas 77094
3. Leonard K. Vowell	333 Cypress Run, Suite 300 Houston, Texas 77094

ACCEPTANCE

We, the undersigned, being the incorporators of this corporation, have executed these Articles of Incorporation on June 11, 1990, for the purposes of forming this corporation under the laws of the State of Texas.



WILLIAM E. DALTON, JR.



JOEL M. MARSHALL



LEONARD K. VOWELL

529-89-3244

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me, a notary public, on this 11 day of June, 1990, by WILLIAM E. DALTON, JR.



Brenda Hopkins
Notary Public in and for the
State of Texas. My Commission
expires on _____.

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me, a notary public, on this 11 day of June, 1990, by JOEL M. MARSHALL.



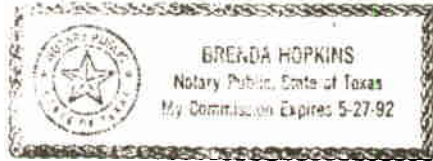
Brenda Hopkins
Notary Public in and for the
State of Texas. My Commission
expires on _____.

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me, a notary public, on this 11 day of June, 1990, by LEONARD K. VOWELL.

529-89-3245



Brenda Hopkins
Notary Public in and for the
State of Texas. My Commission
expires on _____.

RETURN TO:

Jonathan Peckham, Esquire
BOYAR, NORTON & BLAIR
Fourth Floor, Five Post Oak Park
Houston, Texas 77027



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

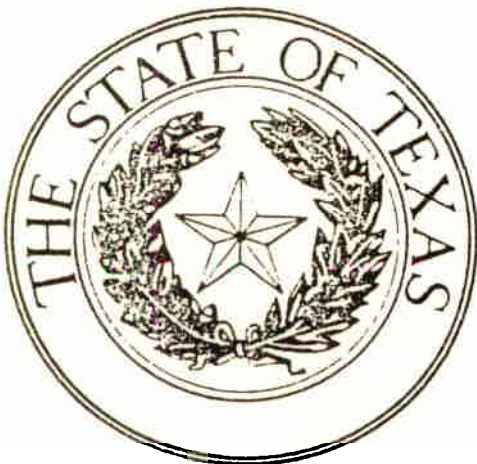
ASSOCIATION OF GREEN TRAILS PHASE II HOMEOWNERS, INC.

Charter No. 1156690

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed pursuant to the provisions of the Texas Non-Profit Corporation Act, 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 and attaches hereto a copy of the Articles of Incorporation.

Dated June 18, 1990.



George S Bayard Jr.
Secretary of State

dIm



The State of Texas

Secretary of State

AUG. 3, 1992

DEBORAH BARTELS--HOUSTON MANAGEMENT SERVICE
P.O. DRAWER 38712
HOUSTON ,TX 77238-8712

RE:
ASSOCIATION OF GREEN TRAILS PHASE 2 HOMEOWNERS

IN REFERENCE TO YOUR INQUIRY, OUR RECORDS REVEAL THE FOLLOWING INFORMATION.
OUR RECORDS DO NOT SHOW A CORPORATION NAMED EXACTLY AS ABOVE; HOWEVER,
THERE IS ON FILE A CORPORATION NAMED

ASSOCIATION OF GREEN TRAILS PHASE II HOMEOWNERS, INC.
CHARTER NUMBER 01156690-01

IT WAS INCORPORATED UNDER THE LAWS OF TEXAS ON JUNE 18, 1990.
THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IN TEXAS IS:

SAMUEL C. HATHORN
333 CYPRESS RUN STE 300
HOUSTON , TX 77094

THREE OF THE ORIGINAL INCORPORATORS ARE

WILLIAM E. DALTON JR. HOUSTON TX
JUEL M. MARSHALL HOUSTON TX
LEONARD K. VOWELL HOUSTON TX

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



John Hannah Jr
Secretary of State