

JUN 24 2003

Corporations Section

**ARTICLES OF INCORPORATION**

**OF**

**MASON LAKES HOA**

I, the undersigned natural person of the age of twenty one years or more, citizen of the State of Texas, acting herein as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such incorporation.

**ARTICLE I**

The name of the Corporation is MASON LAKES HOA.

**ARTICLE II**

The corporation is a non-profit corporation.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

**PURPOSES AND POWERS OF THE CORPORATION**

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

(1) The primary purpose is to promote the civic and public interest of MASON LAKES HOA (the "Project") and to manage and maintain the property in the Project pursuant to the provisions of the Declaration of Covenants, Conditions and Restrictions for MASON LAKES HOA (the "Declaration") for the benefit of present and future owners of Units in the Project, and to exercise and perform all the obligations, duties, powers and authority of the Association in accordance with the Declaration.

(2) To have and exercise any and all rights, powers and privileges available to a corporation organized under the Texas Non-Profit Corporation Act, and to do all other acts necessary, proper, advisable or convenient for the accomplishment or furtherance of the purposes of the corporation, and to do all other things incidental to or connected therewith, which are not forbidden by the Texas Non-Profit Corporation Act, by other law or by these Articles of Incorporation.

(3) Notwithstanding any of the above statements of purposes, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation as set forth in paragraph (1) of this Article IV, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for profit of its Members or to distribute any gains, profits, or dividends to its Members, except on dissolution and winding up. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to its Members and is organized for non-profit purposes.

## ARTICLE V VOTING RIGHTS

Every person or entity who is a record Owner of the fee simple title to any Unit in the Project, but excluding Mortgagees (prior to foreclosure) and tenants, and only such persons or entities, shall be Members of the Association. Each Member shall be entitled to cast, on each matter submitted to a vote of the Members, one vote for each Unit owned by that Member as set forth in the Declaration. In the event a Unit is owned jointly or commonly by two or more persons, only one of those persons (whose authority is evidenced by a written agreement signed by all such persons and delivered to the

Board of Directors prior to or at the beginning of the meeting) shall be entitled to vote. Cumulative voting in the election of Directors shall be appurtenant to and may not be separated from ownership of any Unit. Ownership of a Unit shall be sole qualification for membership in the corporation.

## ARTICLE VI

### BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of not less than three (3) persons, who shall be known as "Directors", and who shall be members of the Association (except as may be provided by the By-Laws and except for the initial Directors named below or their successors prior to the first annual meeting of the members). Subject to such limitation, the number of Directors shall be fixed by the By-Laws of the corporation and amendments thereto from time to time, except as to the number of the initial Board of Directors. No decrease in the number of Directors at any time shall affect or shorten the term of any incumbent Directors.

The number of Directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of the persons who are to serve as the initial Directors are:

| NAME:                | ADDRESS:                                  |
|----------------------|---|
| William N. Carl, Jr. | 1640 Fountainview<br>Houston, Texas 77057 |
| Paul R. Carl         | 1640 Fountainview<br>Houston, Texas 77057 |
| R. Phillip Lebkueker | 1640 Fountainview<br>Houston, Texas 77057 |

**ARTICLE VII**

**BY-LAWS**

The initial By-Laws of the corporation shall be adopted by the Declarant of the Covenants, Conditions and Restrictions as provided by the Declaration and may be amended as provided for therein.

**ARTICLE VIII**

**DISSOLUTION**

The corporation may be dissolved with the assent given in writing and signed by all of the members.

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office is 1640 Fountainview, Houston, Texas 77057, and the name of the corporation's initial registered agent at such address is William N. Carl, Jr.

**ARTICLE X**

**AMENDMENTS**

Amendment to these Articles shall require the assent of votes representing all of the votes of all Units in the project.

**ARTICLE XI**

**INCORPORATOR**

The following person, whose address is shown opposite his name, is a citizen of the State of Texas of the age of twenty one (21) years or more, is the incorporator of this corporation:

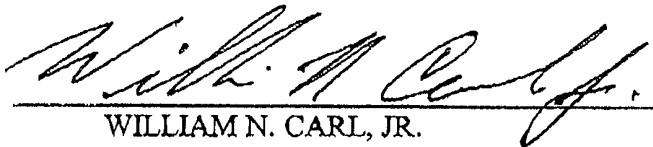
NAME:

William N. Carl, Jr.

ADDRESS:

1640 Fountainview  
Houston, Texas 77057

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 23rd day of June, 2003.

  
WILLIAM N. CARL, JR.

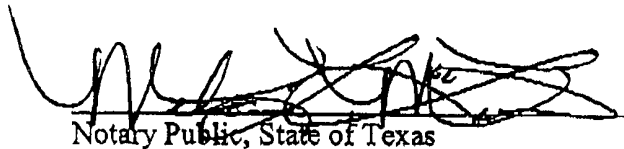
THE STATE OF TEXAS

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COUNTY OF HARRIS

BEFORE ME, a notary public, on this day personally appeared, **WILLIAM N. CARL, JR.**, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 23rd day of June, 2003.

  
Notary Public, State of Texas

