

**ARTICLES OF INCORPORATION**

**OCT 24 2002**

**OF**

**Corporations Section**

**WORTHAM FALLS HOMEOWNERS ASSOCIATION**

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

**ARTICLE I**

The name of the corporation is Wortham Falls Homeowners Association.

**ARTICLE II**

The corporation is a non-profit corporation.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

For purpose or purposes for which said corporation is organized are for the carrying out of a civic and benevolent undertaking, namely, the promotion of property improvement and the safety, health and welfare of the residents of the Wortham Falls Subdivision, a residential subdivision in Harris County, Texas, as may be shown on a map or maps thereof, recorded or to be recorded in the Map Records of Harris County, Texas, covering those certain tracts or parcels of land known or to be known as Wortham Falls Subdivision and initially containing the acres within Wortham Falls, Section One (1), according to the map or plat

thereof, recorded under County Clerk's File No. W025250, Film Code No. 519280, Official Public Record of Real Property of Harris County, Texas), and any additional residential property which may be added or annexed to the operation, control and jurisdiction of said corporation.

#### ARTICLE V

The corporation shall have all the powers of a non-profit corporation under Texas law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the power:

- i. to fix, collect, and enforce payment, by any lawful means, of assessments, special assessments, initiation fees, and other charges to be levied against the Lots;
- ii. to manage, control, operate, maintain, repair and improve property in the Subdivision, subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;
- iii. to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- iv. to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;
- v. to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any

right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

vi. to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;

vii. to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, as said purpose is set forth in the Declaration, with or in association with any other association, corporation, or other entity or agency, public or private; and

viii. to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

#### ARTICLE VI

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation to a public body or to a nonprofit organization with the same objects and purposes

for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation.

#### ARTICLE VII

Annexation of additional properties by the corporation, mergers and consolidations of the corporation, mortgaging of the Common Area (as defined in the recorded restrictions covering the property described in Article IV), dissolution of the corporation or amendments of the Articles of Incorporation will require the prior approval of the Housing and Urban Development/Veterans Administration as long as there is a Class B membership in the corporation as set forth in said recorded restrictions. In addition, any amendments of the Articles of Incorporation requires the approval of at least two-thirds (2/3rds) vote of the Lot Owners (as defined in the said restrictions).

#### ARTICLE VIII

The corporation shall have members, all of whom shall be lot owners (one member per lot) in the Wortham Falls Subdivision, and any additional property as aforesaid stated. The bylaws of the corporation shall provide for the designation of classes of members, their manner of election or appointment, term of office, and the qualifications and rights of the members of each class.

#### ARTICLE IX

The name of the initial registered agent is Bill Ulrich, and the street address of the initial registered agent of the corporation is 9807 Whithorn Drive, Houston, Texas 77095.

## ARTICLE X

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

James Black  
9807 Whithorn Dr.  
Houston, TX 77095

Bill Ulrich  
9807 Whithorn Dr.  
Houston, TX 77095

Scott Teeter  
9807 Whithorn Dr.  
Houston, TX 77095

## ARTICLE XI

No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director of the corporation or any individual having a personal or private interest in the activities of the corporation, and the corporation shall not engage in any activity which includes the carrying on of propaganda or otherwise attempting to influence legislation, to intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE XII

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a

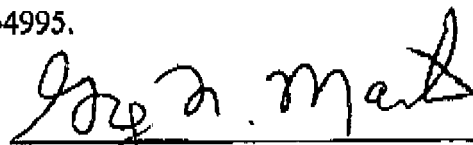
personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded from engaging.

#### ARTICLE XIII

A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article XIII does not authorize the elimination or limitation of the liability of a director for: (1) a breach of a director's duty of loyalty to the corporation or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the directors to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

#### ARTICLE XIV

The name and address of the incorporator is Greg N. Martin, One Shell Plaza, 910 Louisiana, Suite 3123, Houston, TX 77002-4995.

  
\_\_\_\_\_  
Greg N. Martin



## Office of the Secretary of State

April 19, 2005

Crest Management Company  
PO Box 219320  
Houston, TX 77218 USA

RE: Wortham Falls Homeowners Association  
File Number: 800136563

It has been our pleasure to file the change of registered agent or registered office, or both for the referenced entity. This letter may be used as evidence of the filing and payment of the filing fee.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555  
Prepared by: Linda Boots

Fax: (512) 463-5709

TTY: 7-1-1  
Document: 88229100002



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

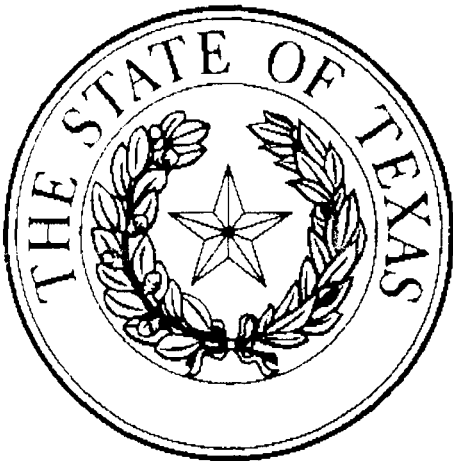
Wortham Falls Homeowners Association  
Filing Number: 800136563

The undersigned, as Secretary of State of Texas, hereby certifies that the statement of change of registered agent/office for the above named entity has been received in this office and has been 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 Filing.

Dated: 04/15/2005

Effective: 04/15/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State



Office of the Secretary of State  
 Corporations Section  
 P.O. Box 13697  
 Austin, Texas 78711-3697

FILED  
 In the Office of the  
 Secretary of State of Texas

APR 15 2005

Corporations Section

**CHANGE OF REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the entity is Wortham Falls Homeowners Assoc.  
 and the file number issued to the entity by the secretary of state is 820130563

2. The entity is: (Check one.)

- a *business corporation*, which has authorized the changes indicated below through its board of directors or by an officer of the corporation so authorized by its board of directors, as provided by the Texas Business Corporation Act.
- a *non-profit corporation*, which has authorized the changes indicated below through its board of directors or by an officer of the corporation so authorized by its board of directors, or through its members in whom management of the corporation is vested pursuant to article 2.14C, as provided by the Texas Non-Profit Corporation Act.
- a *limited liability company*, which has authorized the changes indicated below through its members or managers, as provided by the Texas Limited Liability Company Act.
- a *limited partnership*, which has authorized the changes indicated below through its partners, as provided by the Texas Revised Limited Partnership Act.
- an *out-of-state financial institution*, which has authorized the changes indicated below in the manner provided under the laws governing its formation.

3. The registered office address as PRESENTLY shown in the records of the Texas secretary of state is 16360 Park Ten Place #310 Houston Tx 77084

4.  A. The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas.)  
17171 Park Row #310 Houston Tx 77084

OR  B. The registered office address will not change.

5. The name of the registered agent as PRESENTLY shown in the records of the Texas secretary of state is \_\_\_\_\_

6.  A. The name of the NEW registered agent is \_\_\_\_\_

OR  B. The registered agent will not change.

7. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

By: Carolyn Bond  
(A person authorized to sign  
on behalf of the entity)

### INSTRUCTIONS

1. It is recommended that you call (512) 463-5555 to verify the information in items 3 and 5 as it currently appears on the records of the secretary of state before submitting the statement for filing. You also may e-mail an inquiry to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). As information on out-of-state financial institutions is maintained on a separate database, a financial institution must call (512) 463-5701 to verify registered agent and registered office information. If the information on the form is inconsistent with the records of this office, the statement will be returned.
2. You are required by law to provide a street address in item 4 unless the registered office is located in a city with a population of 5,000 or less. The purpose of this requirement is to provide the public with notice of a physical location at which process may be served on the registered agent. A statement submitted with a post office box address or a lock box address will not be filed.
3. An authorized officer of the corporation or financial institution must sign the statement. In the case of a limited liability company, an authorized member or manager of a limited liability company must sign the statement. A general partner must sign the statement on behalf of a limited partnership. A person commits an offense under the Texas Business Corporation Act, the Texas Non-Profit Corporation Act or the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
4. Please attach the appropriate fee:

Business Corporation	\$15.00
Financial Institution, other than Credit Unions	\$15.00
Financial Institution that is a Credit Union	\$ 5.00
Non-Profit Corporation	\$ 5.00
Limited Liability Company	\$10.00
Limited Partnership	\$50.00

Personal checks and MasterCard®, Visa®, and Discover® are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or other financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

5. Two copies of the form along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is: Secretary of State, Statutory Filings Division, Corporations Section, James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy, if a duplicate copy is provided for such purpose. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.