



The State of Texas

Secretary of State

JUNE 29, 1994

EVERETT E. HARTNETT
20405 STATE HWY 249 STE 222
HOUSTON TX 77070

RE:
TERRANOVA WEST PROPERTY OWNERS ASSOCIATION
CHARTER NUMBER 00524758-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S
REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION
ACT, HAS BEEN FILED IN THIS OFFICE ON THE DATE REFERENCED ABOVE.
THE CORPORATION'S CHARTER HAS BEEN REINSTATED AND THE INVOLUNTARY
DISSOLUTION SET ASIDE.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



Russell Kirk
Secretary of State



The State of Texas

Secretary of State

JOHN HANNAH, JR.
SECRETARY OF STATE

CHARTER NO. 00524758-01
ARTICLE 9.01, T.N.P.C.A. REPORT
FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

1. THE NAME OF THE CORPORATION IS:

TERRANOVA WEST PROPERTY OWNERS ASSOCIATION

2. IT IS INCORPORATED UNDER THE LAWS OF: TEXAS

3. THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: 811 DALLAS AVE. HOUSTON, TX
(MAKE ANY CHANGES HERE) 20405 State Highway 249,
Suite 222, Houston Texas 77070

4. ITS REGISTERED AGENT AT SUCH ADDRESS IS: C T CORPORATION SYSTEM
(MAKE ANY CHANGES HERE) EVERETT E. HARTNETT

5. IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ET AL) AND OFFICERS ARE: (NAME AT LEAST 3)

NAME	TITLE	ADDRESS
James Murphy	PRESIDENT	17631 WOODLOE Spring Texas 77379
DAVID BALDERSTON	SECRETARY/Treasurer	17726 Surrey West Spring Texas 77379
John Shepherd	Director	5707 NODAWAY Spring Texas 77379

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED June 13, 1994

TERRANOVA WEST
Property Owners Association

NAME OF CORPORATION

BY James H. Murphy
(SIGNATURE)

ITS President
(TITLE OF OFFICER SIGNING)

NOTE: ALL ITEMS MUST BE COMPLETED. MAKE CHANGES TO ITEMS 3 AND 4 AS NECESSARY. RETURN TO SECRETARY OF STATE, CORPORATIONS SECTION, P.O. BOX 13697, AUSTIN, TEXAS 78711-3697 WITH A \$5.00 FEE.

JUL 10 1980

CLERK I G
Corporation Division

ARTICLES OF INCORPORATION

OF

TERRANOVA WEST PROPERTY OWNERS ASSOCIATION

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Terranova West Property Owners Association, hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 700 Milam, Houston, Texas 77001.

ARTICLE III

The street address of the initial registered office of the corporation is 811 Dallas Avenue, Houston, Texas and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific

purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Terranova West Section One, as shown in the plat filed for record in the Map Records of Harris County, Texas, at Volume 286, Page 48; and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk, Harris County, Texas and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges and 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 Association, including all licenses, taxes or governmental

charges levied or imposed against the property of the Association;

(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 Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to 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 may now or hereafter have or exercise.

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 Association. 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 Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership;

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 an interest in any Lot, all such persons shall be members. The vote for such Lot shall

be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following event, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Ten (10) years from the date hereof.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
J. E. Haynes - 700 Milam, Houston, Texas	77001, P. O. Box 1478
Ronald L. Langenkamp - 700 Milam, Houston, Tx.	77001, P. O. Box 1478
Robert J. Rieth - 700 Milam, Houston, Texas	77001, P. O. Box 1478

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years, at each annual meeting thereafter, the members shall elect one director for a three year term of office.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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. 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.

ARTICLE IX

DURATION

This period of duration of the Association shall be perpetual.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA AND VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Veterans Administration; annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

The Association is a non-profit corporation.

ARTICLE XIII

The name and street address of each incorporator is:

Name

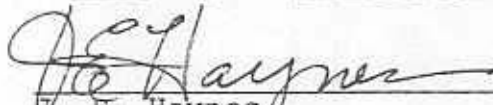
Address

J. E. Haynes - 700 Milam, Houston, Texas 77001, P. O. Box 1478

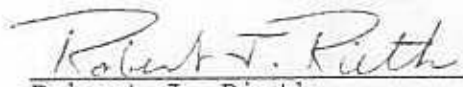
Ronald L. Langenkamp - 700 Milam, Houston, Tx. 77001, P. O. Box 1478

Robert J. Rieth - 700 Milam, Houston, Texas 77001, P. O. Box 1478

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 27th day of June, 1980.


J. E. Haynes


Ronald L. Langenkamp


Robert J. Rieth

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara D. Morales, a Notary Public, do hereby certify that on this 27th day of June, 1980, personally appeared before me, J. E. Haynes, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Barbara D. Morales
Notary Public,
Harris County, Texas

Notary Public, State of Texas
My Commission Expires February 11, 1984

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara D. Morales, a Notary Public, do hereby certify that on this 27th day of June, 1980, personally appeared before me, R. L. Langenkamp, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Barbara D. Morales
Notary Public,
Harris County, Texas

BARBARA H. MORALES
Notary Public in and for State of Texas
My Commission Expires February 11, 1984

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara H. Morales, a Notary Public, do hereby certify that on this 27th day of June, 1980, personally appeared before me, R. J. Rieth, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Barbara H. Morales
Notary Public,
Harris County, Texas

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BARBARA H. MORALES
Notary Public in and for State of Texas
My Commission Expires February 11, 1984