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FILED
In the Office of the
Secretary of State of Texas

FEB 22 1988

Clerk I-B
Corporations Section

ARTICLES OF INCORPORATION
OF
FAIRFIELD INWOOD PARK NEIGHBORHOOD ASSOCIATION INC.

We, the undersigned natural persons of the age of eight 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 Fairfield Inwood Park Neighborhood Association Inc. (the "Association").

I. CORPORATE NAME

The name of the corporation is Fairfield Inwood Park Neighborhood Association Inc.

II. CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is 233 Benmar, Suite 840, Houston, Texas 77060-2544, and the name of its initial registered agent at such address is B. P. Pierce.

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 which may at any time and from time to time be subject to that certain Declaration of Covenants, Conditions, and Restrictions for Fairfield Inwood Park Sections One and Two (the "Declaration"), to be recorded in the Official Public Records of Real Property of Harris County, Texas, according to the plats of such subdivisions recorded in Volume 339, Page 125 and Volume 339, Page 126 of the Map Records of Harris County, Texas, and to promote the health, safety, and welfare of the owners, residents, and occupants, and for these purposes to:

- a. provide and maintain the common area, facilities, and services of overall benefit to owners, residents, and occupants of the land subject to the jurisdiction of the Association, including, but not by way of limitation, lighting and cleaning of the streets internal to the land; maintenance of the common area, including buildings, pools, parks, and landscape reserves conveyed to or owned by the Association; maintenance of street rights of way 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.

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- 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;
- c. fix, levy, collect, and enforce payment by any lawful means of all assessments 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 mortgage, pledge, deed in trust, or hypothecate any or 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 parks, common area, and facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board of directors; provided that no conveyance of any parks, common area, or facilities other than the granting of utility easements shall be permitted except to a public entity established for purposes similar to the Association or which shall be dedicated to the preservation of community purposes and interest and which is capable of maintaining and agreeing to maintain the same; and further provided that any dedication, sale, or transfer other than for utility easements shall be approved by a 2/3 majority of the votes in the Association;
- h. participate in mergers and consolidations with other non-profit corporations organized for the same purposes, by annexation or otherwise, provided that any merger, consolidation, or annexation shall be approved by a 2/3 majority of the votes in 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.

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V. MEMBERSHIP

Every person or entity who is a record owner of fee simple title to any property subject to assessment by the Association 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 assigned on the basis of Equivalent Units, as follows:

a. Lot: any plot of land shown upon a recorded subdivision map or plat upon which there has been or will be constructed a single-family residence, including plots that have been combined into one composite residential Lot.

b. Apartment: one living unit of a multi-family project.

c. Undeveloped Parcel: a tract of land of five acres existing in its undeveloped state.

d. Developed Parcel: a tract of land of one acre on which paving of streets and construction of water, sewage, and drainage lines have been completed.

e. Tract: a tract of commercial or institutional land containing 10,000 square feet on which end-use improvements have been completed.

No Equivalent Unit shall contain land designated as common area or land exempt from assessment under this Declaration.

Each tract of land other than a Lot or an Apartment shall be assigned Equivalent Units for voting and assessment purposes based on a fraction, the numerator of which is the area contained within that tract and the denominator of which is the area defined by the category assigned to the tract. Each Lot shall be one Equivalent Unit, regardless of size. Each Apartment shall be 3/4 Equivalent Unit, regardless of size.

The determination of which category of Equivalent Unit is assigned to any property shall be made as of January 1 of each year.

For as long as Class B votes shall continue to exist, there shall be two classes of votes in the Association, as follows:

Class A. In any election of the Association, each Equivalent Unit owned by an owner other than the declarant of the Declaration shall be entitled to one vote, and each fraction of an Equivalent Unit owned by an owner other than the declarant shall be entitled to a fractional vote as described

above, regardless of how many persons may be the owner of such Equivalent Unit. When more than one person is the owner of an Equivalent Unit, they shall decide among themselves how their vote shall be cast and shall advise the secretary of the Association of their determination in advance of any meeting at which a vote will be taken. No vote may be cast on behalf of any Equivalent Unit for which any assessment has not been paid in full by the due date set forth in the Declaration or, as applicable, by the Association.

Class B. In any election of the Association, each Equivalent Unit owned by the declarant shall be entitled to three votes, and each fraction of an Equivalent Unit owned by the declarant shall be entitled to a number of votes equal to that fraction times three, except that Class B votes shall cease and be converted to Class A votes on the happening of the first of the following events:

- a. when the total outstanding Class A votes equal the total outstanding Class B votes;
- b. twenty-five years from the date of the Declaration; or
- c. when the declarant terminates Class B votes by instrument filed in the Official Public Records of Real Property of Harris County, Texas.

When Class B votes shall cease to exist, there shall be one class of votes in the Association.

VII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors composed of such number of persons and for such terms as may be fixed by the bylaws of the Association. The directors shall continue to serve until their successors are selected and qualified in the manner provided in the bylaws. The names and addresses of the persons who are to serve as the initial directors and constitute the initial board of directors of the Association until such time as their successors shall have been qualified to serve are:

<u>NAME</u>	<u>ADDRESS</u>
Mary C. Baker	233 Benmar, Suite 840, Houston, TX 77060
John L. Bakoss	233 Benmar, Suite 840, Houston, TX 77060
Richard E. Francis	233 Benmar, Suite 840, Houston, TX 77060
Suzanne Ingemanson Page	233 Benmar, Suite 840, Houston, TX 77060
Gary L. Robison	233 Benmar, Suite 840, Houston, TX 77060

VIII. AMENDMENTS

Amendment of these Articles shall require approval by a 2/3 majority of the votes in the Association.

IX. DURATION

The Association shall exist perpetually.

X. DISSOLUTION

The Association may be dissolved upon approval by a 2/3 majority of the 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. VA, FHA APPROVALS

As long as there exist Class B votes, approval of the Federal Housing Administration and/or the Veterans Administration shall be required prior to the annexation of additional properties; dedication or mortgaging of Common Area; amendment of this Declaration; and merger, consolidation, or dissolution of the Association.

XII. INDEMNIFICATION

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

XIII. INCORPORATORS

The name and street address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Bradley	233 Benmar, Suite 840, Houston, TX 77060
Richard E. Francis	233 Benmar, Suite 840, Houston, TX 77060
Gary L. Robison	233 Benmar, Suite 840, Houston, TX 77060

We, the undersigned, being the incorporators of this corporation, have executed these Articles of Incorporation on FEB 19 1988 for the purpose of forming this corporation under the laws of the State of Texas.

Robert F. Bradley
ROBERT F. BRADLEY

Richard E. Francis
RICHARD E. FRANCIS

Gary L. Robison
GARY L. ROBISON

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OK MCB
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STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, a notary public, on this day, personally appeared Robert F. Bradley, Richard E. Francis, and Gary L. Robison, known to me to be the persons whose names are subscribed to the foregoing document and, being by me each first duly sworn, each declared that the statements therein are true and correct.

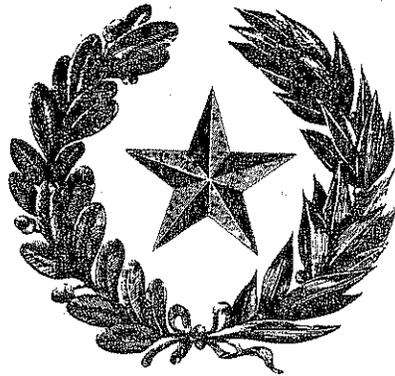
Given under my hand and seal on FEB 19 1988.

Judy Matthews

JUDY MATTHEWS
Notary Public in and for State of Texas
My Commission Expires 11-1-88.

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The State of Texas

SECRETARY OF STATE

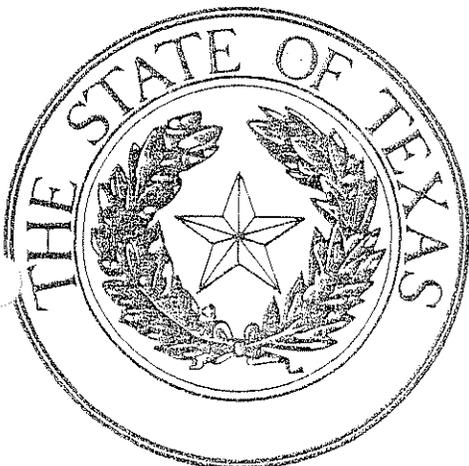
IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

FAIRFIELD INWOOD NEIGHBORHOOD ASSOCIATION INC.
FILE NO. 1056603-01

ARTICLES OF INCORPORATION

MAY 4, 1988

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 8, 2000.



Elton Bomer
Secretary of State DAE