

JAN 15 1974

Betty Waller

Deputy Director, Corporation Division

ARTICLES OF INCORPORATION
OF
LAKESIDE ESTATES TOWNHOUSES ASSOCIATION

The undersigned natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation for the Corporation:

ARTICLE I.

NAME

The name of the corporation is: LAKESIDE ESTATES TOWNHOUSES ASSOCIATION, hereinafter sometimes called the "Corporation" or the "Association".

ARTICLE II.

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III.

NON-PROFIT CORPORATION, PURPOSES AND POWERS

Section 1. Non-Profit. The corporation is and shall be a non-profit corporation.

Section 2. Purposes. The purpose or purposes for which the Corporation is organized are to provide for maintenance, preservation, protection and architectural control of the residence lots and common area within that certain tract of property described as follows:

Field notes of a 15.2911 acre tract of land in the Christiana Williams Survey, Abstract 834, Harris County, Texas, being part of and out of that certain 300.9424 acre tract of land conveyed to Houston Land Investors, referred to as TRACT ONE in deed recorded in Volume 7450, Page 313 of the Deed Records of Harris County, Texas; said 15.2911 acre tract being more particularly described by metes and bounds as follows:

Beginning at a point on the easterly right-of-way line of Wilcrest Drive, 100 feet wide, dedicated by instrument recorded in Volume 7804, Page 336 of the Harris County Deed Records, said point of beginning being the Northwest corner of Lot 9, Block 7, Lakeside Estates, Section 3, a subdivision of Harris County, Texas, the map of same being recorded in Volume 167, Page 100 of the Map Records of Harris County, Texas;

Thence, N 00° 02' 43" E, along said easterly right-of-way line of Wilcrest Drive, a distance of 912.00 feet to the Southwest corner of a certain 0.6027 acre tract of land described by Deed recorded in Volume 8335, Page 61, of the Harris County Deed Records;

Thence, S 89° 57' 17" E, along the southerly line of said 0.6027 acre tract, a distance of 151.00 feet to the Southeast corner of said tract;

Thence, N 00° 02' 43" E, along the easterly line of said 0.6027 acre tract, a distance of 170.90 feet to the Northeast corner of said tract, said corner being on the southerly right-of-way line of Briar Forest Drive, 100 feet wide, dedicated by instrument recorded in Volume 8047, Page 110 of the Harris County Deed Records;

Thence, in an easterly direction, along the southerly right-of-way line of Briar Forest Drive with the arc of a curve to the right, having a radius of 1950.00 feet, a central angle of 11° 29' 19", a distance of 391.00 feet to a point, the end of said curve;

Thence, S 74° 45' 00" E, continuing with the southerly right-of-way line of Briar Forest Drive, a distance of 178.47 feet to the point of intersection with the westerly right-of-way line of Lakeside Estates Drive, 60 feet wide, dedicated by instrument recorded in Volume 7825, Page 312 of the Harris County Deed Records;

Thence, S 00° 13' 40" W, along the westerly right-of-way line of Lakeside Estates Drive, a distance of 104.59 feet to a point, the beginning of a curve to the left;

Thence, in a southerly direction, continuing along the westerly right-of-way line of Lakeside Estates Drive, with the arc of said curve to the left, having a radius of 855.00 feet, a central angle of 14° 34' 34", a distance of 217.52 feet to a point, the end of said curve to the left and the beginning of a curve to the right;

Thence, in a southerly direction, continuing along the westerly right-of-way line of Lakeside Estates Drive, with the arc of said curve to the right, having a radius of 1,168.04 feet, a central angle of 20° 03' 32", a distance of 403.92 feet to the Northeast corner of a certain 1.8397 acre tract described by Deed recorded in Volume 7459, Page 555 of the Harris County Deed Records;

and to promote the health, safety and welfare of the residence within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the 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 official Public Records of Real Property of 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 or 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 by 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. Subsequent to the filing of record of said Declaration, no such sale 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 consolidations with other non-profit corporation organized for the same purposes or annex additional residential property and Common Area, as may be provided for in said Declaration:

(g) To hire agents and employees to carry out the purposes of the Corporation;

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

Section 3. Limiting Clause. Nothing in this Article is to be construed as authorizing the Corporation to transact any business in the State of Texas expressly prohibited by any law of Texas, or to engage in any activity in Texas which cannot lawfully be engaged in without first obtaining a license under the laws of Texas and such license cannot be granted to a corporation, or to transact any of the businesses referred to in Section B (3), (4) and (5) of Article 2.01 of the Act, or to take any action in violation of any of the laws referred to in Section C of Article 2.02 of the Act.

ARTICLE IV.

DATA REGARDING 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, including contract sellers, shall be a member of 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 V.

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, each of which Owners shall be entitled to one (1) vote for each townhouse building tract owned by him. When more than one person owns a fee interest in any townhouse building tract, all such interested persons shall be members; however, the vote for such townhouse building tract in which more than one person has a fee interest shall be cast by the person or persons having a majority interest; and in the event the persons have a majority interest are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such matter as there shall be no fractional votes.

Class "B". Class "B" members shall be the Declarant, (as defined in the Declaration) who shall be entitled to three (3) votes for each townhouse building tract owned by him, whether improved or unimproved. In determining the number of townhouse building tracts owned by Declarant for voting purposes there shall also be counted the number of townhouse building tracts he owns in any added or annexed property as provided for in the Declaration. The Class "B" membership shall cease and be converted into Class "A" membership on the happening of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class "A" members equals for a period of at least twenty-four (24) consecutive months the total votes outstanding in the Class "B" membership; or
- (b) On the 5th anniversary date of the first conveyance by the Declarant of a townhouse building tract with a residence thereon, to a purchaser.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

Section 1. Registered Office. The post office address of the initial registered office of the Corporation is 119 Hickory Ridge Drive, Houston, Harris County, Texas.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation, at such address, is ZAC P. RUSSOM, JR.

ARTICLE VII.

DATA REGARDING DIRECTORS

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of nine (9) 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. Until the election of directors at the first annual meeting of the members the initial board of directors shall so serve.

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

Section 2. Initial Board of Directors. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ZAC P. RUSSOM, JR.	119 Hickory Ridge Drive Houston, Texas 77024
MICHAEL J. RUPPELL	7500 Bissonett Houston, Texas
GEORGE T. BASS	3701 Kirby Drive Houston, Texas 77006

Section 3. Disposition of Assets upon Dissolution. 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, together with all undistributed income earned thereon, after the payment, satisfaction and discharge of all liabilities and obligations of the Corporation, or the making of adequate provision therefor in such manner as they, in the exercise of their absolute 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 the property and the assets of the Corporation shall not accrue to the benefit of any officer, director member, or class of members 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 VIII.

DATA REGARDING INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
GEORGE T. BASS	3701 Kirby Drive Houston, Texas 77006
ROBERT J. GIBSON	3701 Kirby Drive Houston, Texas 77006
ERNEST T. REICH	3701 Kirby Drive Houston, Texas 77006

ARTICLE IX.

Amendment of these articles shall require the assent of three-fourths (3/4) of the votes of the entire membership of each class of members.

IN WITNESS WHEREOF, we have hereunto set our hands this the

14th day of JANUARY, 1974.



GEORGE T. BASS



ROBERT J. GIBSON

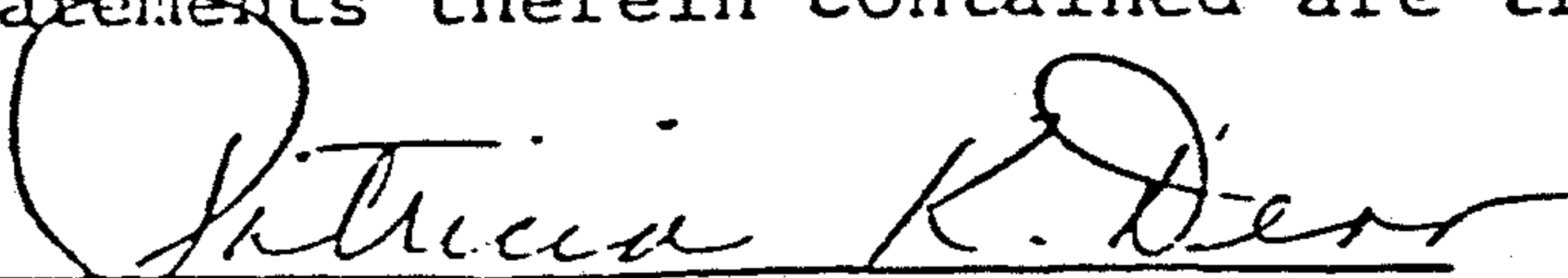


ERNEST T. REICH

THE STATE OF TEXAS X

COUNTY OF HARRIS X

I, PATRICIA K. DEER, a Notary Public, do hereby certify that on this the 14th day of JANUARY, 1974, personally appeared GEORGE T. BASS, ROBERT J. GIBSON, and ERNEST T. REICH, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as Incorporators, and that the statements therein contained are true.



NOTARY PUBLIC in and for
Harris County, T E X A S