

ARTICLES OF INCORPORATION
OF
MILLS BRANCH VILLAGE COMMUNITY ASSOCIATION

FILED
In the Office of the
Secretary of State
DEC 11 1984
Clerk of the
Corporation Section

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are citizens of the State of Texas, and all of whom are at least twenty-one (21) years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Mills Branch Village Community Association, hereinafter referred to as "Association".

ARTICLE II

The initial registered office of the Association is located at Two Kingwood Place, Suite 110, 700 Rockmead Drive, Kingwood, Texas, 77339.

ARTICLE III

G. B. Mitchell, Jr., whose address is Two Kingwood Place, Suite 110, 700 Rockmead Drive, Kingwood, Texas 77339, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The corporation is a non-profit corporation and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for community, civic and social welfare and to promote and/or to provide municipal services and educational and recreational services and facilities within Mills Branch Village, a subdivision as defined in that certain instrument called "Declaration of Covenants, Conditions and Restrictions" to be filed in the office of the County Clerk of Harris County, Texas, 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 to be recorded in the office of the County Clerk 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 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 consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation 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 Law of the State of Texas by law may or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to such Act.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot, parcel, apartment or tract of commercial land (as defined in the Declaration) 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, parcel, apartment or tract of commercial land 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, parcel or tract of commercial land owned and two-thirds (2/3) vote for each apartment owned. When more than one person holds an interest in any lot, parcel, apartment or tract of commercial land, all such persons shall be members. The vote of such lot, parcel, apartment or tract of commercial land shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot, parcel or tract of commercial land or two-thirds (2/3) vote with respect to any apartment.

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, parcel, apartment or tract of commercial land owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, 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) on January 1, 1995.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) 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 directors until the selection of their successors are:

1. Glenn R. Howard, Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339
2. J. K. Rader, Jr., Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339
3. Harvey H. Scott, Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339

4. G. B. Mitchell, Jr., Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339
5. D. M. Reitze, Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339.

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the members shall elect directors for a term of three (3) years for whom terms of office have expired.

ARTICLE VII

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 not be transferred to or received by any individual, but shall, pursuant to a lawful plan of distribution, 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

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI


INCORPORATORS

The names and addresses of the three (3) incorporators are:

1. D. M. Reitze, Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339
2. G. B. Mitchell, Jr., Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339
3. J. K. Rader, Two Kingwood Place, Suite 110,
700 Rockmead Drive, Kingwood, Texas 77339.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7th day of December, 1984.

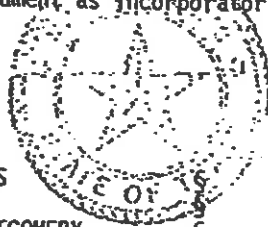

D. M. Reitze


G. B. Mitchell, Jr.


J. K. Rader

STATE OF TEXAS
COUNTY OF MONTGOMERY

I, CORALEE CASEY, a Notary Public, do hereby certify that on this 7th day of December 1984, personally appeared before me, D. M. REITZE, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein are true.

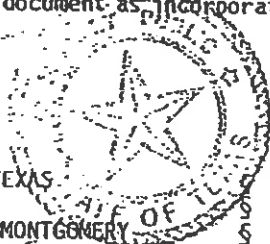


Coralee Casey
Notary Public, State of Texas

CORALEE CASEY
Notary Public, State of Texas
My Commission Expires January 16, 1988.

STATE OF TEXAS
COUNTY OF MONTGOMERY

I, Coralee Casey, a Notary Public, do hereby certify that on this 7th day of December 1984, personally appeared before me, G. B. MITCHELL, JR., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Coralee Casey
Notary Public, State of Texas

CORALEE CASEY
Notary Public, State of Texas
My Commission Expires January 16, 1988.

STATE OF TEXAS
COUNTY OF MONTGOMERY

I, Coralee Casey, a Notary Public, do hereby certify that on this 7th day of December 1984, personally appeared before me, D. M. REITZE, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Coralee Casey
Notary Public, State of Texas

CORALEE CASEY
Notary Public, State of Texas
My Commission Expires January 16, 1988.