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Corporations Section

# ARTICLES OF INCORPORATION

# OF

# SOUTHAMPTON PLACE TOWNHOMES ASSOCIATION, INC.

The undersigned, a natural person over the age of eighteen years, acting as incorporator of Southampton Place Townhomes Association, Inc. (the **"Association"**) under Article 1396-3.01(B) of the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation (these "Articles") for the Association:

## ARTICLE I

### *Association*

The Association shall be, mean, and constitute the "Association" as same is defined and described in that certain *Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Southampton Place Townhomes* ("Declaration"), as recorded (or to be recorded) in the Real Property Records of Harris County, Texas with respect to the land and improvements constituting eight (8) townhomes located on Lots One (1), Two (2), Three (3), and Four (4), of Block Two (2), ORMAND PLACE, an Addition to the City of Houston, Harris County, Texas, according to the map thereof recorded in Volume 6, Page 43 of the Map Records of Harris County, Texas.

## ARTICLE II

### *Name*

The name of the Association is Southampton Place Townhomes Association, Inc..

## ARTICLE III

### *Nonprofit Corporation*

The Association is a nonprofit corporation.

## ARTICLE IV

### *Duration*

The duration of the Association shall be perpetual.

## ARTICLE V

### *Purposes*

The purposes for which the Association is formed are the following:

1. To constitute the "Association" comprised of the owners of the eight (8) tracts of land in the townhome development commonly known as Southampton Place Townhomes (the "Property"), all as described in the Declaration;

2. To provide for the management, maintenance, preservation, and architectural control of the Property;

3. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws of the Association;

## ARTICLE VI

### *Powers*

In furtherance of its purposes, the Association shall have the following powers which, unless otherwise provided in these Articles, the Declaration, the Bylaws, or the laws of the State of Texas, may be exercised by the board of directors:

1. All rights and powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time;

2. All rights and powers conferred upon homeowner associations by the laws applicable provisions of the Texas Property Code, as amended from time to time; and

3. All powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles, the Declaration, the Bylaws, or the laws of the State of Texas.

## ARTICLE VII

### *Membership*

The Association shall be a non-stock membership corporation. The members of the Association shall consist solely of the owners of Tracts of the Property created by the Declaration. The Declaration and Bylaws shall determine the number and qualifications of members of the Association; the classes of membership, if any; the voting rights and other privileges of membership; and, the obligations and liabilities of members. Cumulative voting is not allowed.

## ARTICLE VIII

### *Management by Board of Directors*

The management and affairs of the Association is vested in the board of directors, except for those matters expressly reserved to the members in the Declaration and Bylaws. The Bylaws set forth the number and qualifications of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and, the methods of holding board meetings and obtaining consents.

## ARTICLE IX

### *Limitations on Liability*

An officer or director of the Association shall not be liable to the Association or any unit owner for monetary damages for an act or omission in the officer's or director's capacity as an officer or director, except that this Article IX does not eliminate or limit the liability of an officer or director to the extent the officer or director is found liable for: (1) a breach of the officer's or director's duty of loyalty to the Association; (2) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's or director's office; or (4) an act or omission for which the liability of the officer or director is expressly provided by statute.

If the Texas Non-Profit Corporation Act, or any other applicable statute is amended after the date of adoption of this Article IX to authorize action further eliminating or limiting the personal liability of officers or directors, then the liability of an officer or director of the Association shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or modification of the foregoing paragraph shall not affect adversely any right of protection of an officer or director of the Association existing at the time of such repeal or modification.

## ARTICLE X

### *Amendment of Articles*

These Articles may be amended in accordance with the requirements of the Act; *provided however*, that:

1. An amendment shall not conflict with the Declaration or the Bylaws; and

2. An amendment shall not impair or dilute a right granted to a person by the Declaration, without that person's written consent.

the Declaration, without that person's written consent.

## ARTICLE XI

### *Amendment of Bylaws*

The Bylaws of the Association shall be amended or repealed according to the amendment provisions set forth in the Declaration and the Bylaws.

## ARTICLE XII

### *Dissolution*

The Association may be dissolved only as provided in the Declaration, the Bylaws, and the laws of the State of Texas. On dissolution, the assets of the Association shall be distributed in accordance with the Declaration provision for distribution upon termination; if the Declaration has no such provision, then in accordance with the termination provision of the Act.

## ARTICLE XIII

### *Board of Directors*

The number of directors constituting the board of directors of the Association and their qualifications shall be fixed or determined by, or in the manner provided in, the Bylaws of the Association; *provided, however*, that the number of directors may never be less than three (3). The three (3) directors as of the date of this incorporation are:

| Name | Address |
|---|---|
| Robert F. McBee | 1900 Bissonnet<br>Houston, Texas 77005 |
| Andrew McCain | 1908 Bissonnet<br>Houston, Texas 77005 |
| Marion McCollam | 1914 Bissonnet<br>Houston, Texas 77005 |

## ARTICLE XIV

### *Initial Registered Office and Registered Agent*

The address of the initial registered office of the Association is 808 Travis Street, Suite 2600, Houston, Texas 77002, and the name of the initial registered agent at such address is Richard C. Lievens.

## ARTICLE XVI

### *Incorporator*

The name and street address of the incorporator is as follows:

Richard C. Lievens
Frank, Elmore, Lievens, Chesney & Turet, L.L.P.
808 Travis Street, Suite 2600
Houston, Texas 77002

I execute these Articles of Incorporation on this 2nd day of JULY, 2001.

Richard C. Lievens

## VERIFICATION

**STATE OF TEXAS** §
§
**COUNTY OF HARRIS** §

BEFORE ME, the undersigned Notary Public, do hereby certify that on this 2nd day of July, 2001, personally appeared before me RICHARD C. LIEVENS, who being by me first duly sworn, declared that he is the person who signed the foregoing documents as incorporator, and that the statements therein are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of July, 2001.

Tracey L. Deison
Notary Public in and for the
State of T E X A S