

ARTICLES OF INCORPORATION

OF

CAPISTRANO VILLAS EAST HOMEOWNERS ASSOCIATION

FILED  
In the Office of the  
Secretary of State of Texas

MAY 4 1976

*B. J. Kimball*  
Director, Corporation

WE, the undersigned natural persons of the age of twenty-one 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, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is CAPISTRANO VILLAS EAST HOMEOWNERS ASSOCIATION, and is herein sometimes referred to as the "Association."

ARTICLE TWO

The corporation is a non-profit corporation, no part of the income of which is distributable to any members, directors, or officers and no part of the net earnings of which shall inure to the benefit of any private stockholder or individual.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

- (1) Subject to Part Four of the Texas Miscellaneous Corporation Laws Act as to any real estate situated in the State of Texas, to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract or parcel of land containing 7.6053 acres, more or less, being Block 1 of CAPISTRANO VILLAS, a subdivision of record in Harris County, Texas according to the map thereof recorded at Volume 189, Page 125, of the Map Records of Harris County, Texas, which tract or parcel of land has been subdivided and platted, according to the map or plat thereof recorded as stated above.

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 corporation and for this purpose to:

- (a) exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Capistrano Villas East and applicable to the above-described property, as the same may be amended from time to time, which Declaration, together with all amendments thereto is hereinafter called the "Declaration," and is incorporated herein as if set forth at length, and all terms used herein shall have the same meaning prescribed in the Declaration;
  - (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 in connection with the affairs of the Association, and, with the assent of members entitled to cast at least 2/3 of the votes of each class of members of the Association, 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 deemed advisable by the Association;
  - (f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of at least two-thirds 2/3 of the votes of each class of members of the Association.
- (2) To do all other things necessary and proper to accomplish any and all of the purposes set out herein and to exercise all the general powers of a non-profit corporation as set forth in Article 1396 - 2.02 of the Texas Non-Profit Corporation Act, as the same may be amended from time to time.

ARTICLE FIVE

The definitions set out in Article I of the Declaration are also adopted for the purposes of these Articles of Incorporation.

ARTICLE SIX

The street address of the initial registered office of the corporation is 12060-A Mighty Oak Drive, Houston, Texas 77069, and the name of the initial registered agent at such address is Leonard Poes.

ARTICLE SEVEN

The Board of Directors of the Association shall be composed of not less than three (3) directors, who need not be members of the Association. Subject to such limitation, the number of directors shall be as fixed by the By-Laws from time to time, except as to the number of the initial directors which is fixed below. No decrease in the number of directors at any time shall affect or shorten the term of any incumbent director. In the absence of a provision of the By-Laws fixing the number of directors, the number shall be three (3).

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 are:

ROBERT G. DALLMAN	770 "B" Street, Suite 310	San Diego, California 92101
LEONARD POES	12060-A Mighty Oak Drive	Houston, Texas 77069
BRUCE D. MacMORRAN	2500 West Loop South	Houston, Texas 77027

Each of the initial directors above named shall hold office until the first annual meeting of the members of the Association (and until their successors are duly elected and qualified); thereafter, directors shall be elected in the manner and for the terms provided for in the By-Laws. Any vacancy occurring in the initial Board of Directors, from whatever cause, shall be filled by appointment by the remaining director or directors (as the case may be) even though less than a quorum. The person appointed to fill such vacancy shall serve for the remainder of the initial term and until his successor is duly elected and qualified.

ARTICLE EIGHT

The name and street address of each incorporator is:

J. S. HOLLYFIELD	800 Bank of the Southwest Building Houston, Texas 77002
H. D. YATES	800 Bank of the Southwest Building Houston, Texas 77002
MICHAEL P. IRVIN	800 Bank of the Southwest Building Houston, Texas 77002

ARTICLE NINE

Every person or entity who is a record owner of an interest in the fee simple title to any Lot which is subject by covenants of record to assessment by the Association, including sellers pursuant to contract-for-deed and any person or entity holding legal title as Trustee, 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 TEN

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners (with the exception of Declarant until Class B membership is converted to Class A membership as below provided), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest as an Owner in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot, and there shall be no fractional votes.

Class B : Class B member(s) shall be the Declarant  
(as defined in the Declaration), and Declarant 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  
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 December 31, 1977.

#### ARTICLE ELEVEN

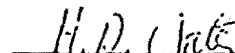
The Association may be dissolved with the assent  
given in writing and signed by members entitled to cast at least  
two-thirds (2/3) of the votes of each class of members of the  
Association. Upon dissolution of the Association, other than  
incident to a merger or consolidation, and subject to require-  
ments of Law, the assets of the Association shall be dedicated  
to an appropriate public agency to be used for purposes similar  
to those for which this corporation 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.

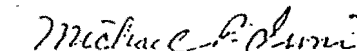
#### ARTICLE TWELVE

Amendment of these Articles shall require the assent  
of seventy-five (75%) per cent of the votes of the entire  
membership.

IN WITNESS WHEREOF, we have hereunto set out hands,  
this 3rd day of May, 1976.

  
S. S. HOLLENBERG

  
H. D. YATES

  
MICHAEL P. IRVIN

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

I, Nancy H. Holmes, a Notary Public,  
do hereby certify that on this 3rd day of May, 1976,  
personally appeared before me, J. S. HOLLYFIELD, H. D. YATES, and  
MICHAEL P. IRVIN, who, each being by me first duly sworn, severally  
declared that they are the persons who signed the foregoing docu-  
ment as an incorporator, and that the statements contained  
therein are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 3rd day  
of May, 1976.

Nancy H. Holmes  
NOTARY PUBLIC, in and for  
HARRIS COUNTY, TEXAS

MANLY B. HOLMES  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1977

## ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is:

**CAPISTRANO VILLAS EAST HOMEOWNERS ASSOCIATION, a Texas non-profit corporation**

2. The assumed name under which the business or professional service is or is to be conducted or rendered is:

**PARK PLACE TOWNHOMES**

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is:

**REGISTERED AGENT: JAMES L. EMERSON  
710 North Post Oak Road, Suite 208  
Houston, Texas 77024**

4. The period, not to exceed 10 years, during which the assumed name will be used is:  
Ten (10) years

5. The entity is a:

**NON-PROFIT CORPORATION**

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 710 North Post Oak Road, Suite 208, Houston, Texas 77024 and the name of its registered agent at such address is

**REGISTERED AGENT: JAMES L. EMERSON  
710 North Post Oak Road, Suite 208  
Houston, Texas 77024**

**The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are:**

**ALL**

## Capistrano Villas East Homeowners Association

By: [Signature]  
Name: James L. Emerson  
Title: President

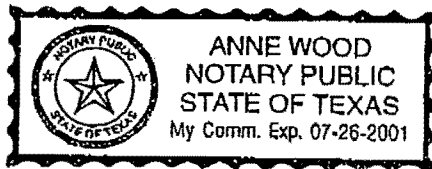
State of Texas

County of Harris

Before me, the undersigned authority, on this day personally appeared James L. Emerson, President of Capistrano Villas East Homeowners Association, known to me to be the person who signed the foregoing instrument, and acknowledged to me that he executed the instrument for the purposes therein expressed.

Given under my hand and seal of office on this 20<sup>th</sup> day of June, 2000.

(Notary Seal)



[Signature]  
Notary Public, in and for the  
State of Texas  
Printed Name of Notary: ANNE WOOD  
My Commission Expires: 7-26-2001

Form No. 503  
Revised 6/96

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