

**ARTICLES OF INCORPORATION**  
**OF**  
**WEST OAKS HOMEOWNERS' ASSOCIATION**

FILED  
In the Office of the  
Secretary of State of Texas  
AUG 06 1993  
Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a non-profit corporation (hereinafter called the "Association") under the Texas Non-Profit Corporation Act (hereinafter called the "Act"), do hereby adopt the following Articles of Incorporation for the Association.

**ARTICLE I**

The name of the corporation is West Oaks Homeowners' Association.

**ARTICLE II**

The Association is a non-profit corporation.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

The purpose or purposes for which the corporation is organized are: to provide maintenance, repair, preservation, upkeep, and protection of the residential lots and common area within West Oaks Subdivision, a subdivision in Brazoria County, Texas consisting of approximately 53.8217 acres out of the H.T. and B.R.R. CO.. Abstract No. 241, Brazoria County, Texas, which includes West Oaks Section One A according to Plat Recorded in Volume 019, Pages 55 and 56 and Section One B according to the plat recorded in Volume 019, Pages 151 and 152 of the Map Records of Brazoria

County, Texas (or any subsequent recorded Plat thereof which are incorporated into the subdivision), and the area within the entry boulevard right of way and monument signs and landscaping at entry on either side of West Oaks Blvd., or any other areas created by the dedication of additional property to the subdivision 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 the purpose to:

(a) exercise 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 and Restrictions, West Oaks, Section One and Two (a single family residential subdivision) (hereinafter called the "Restrictive Covenants") applicable to the property and recorded or to be recorded in the Deed Records of Brazoria County, Texas, and as the same may be amended from time to time as therein provided, said Restrictive Covenants being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by and lawful means all charges or assessments pursuant to the terms of the Restrictive Covenants, 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 (2/3rds) of its members, mortgage, pledge, execute a deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
- (e) dedicate, sell, 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 dedications or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of its members authorizing the Trustees to act in behalf of the members for the purpose of accomplishing such dedication, sale or transfer;
- (f) participate, merge or consolidate with other non-profit corporations organized for the same purposes or annex additional residential property and common area provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of its members; provided, however additional residential property and common area may be annexed by the Association without the consent of members provided that the F.H.A. or the H.U.D. determine that the annexation is in accord with the general plan heretofore approved by them;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Texas, by law my now or hereafter have to exercise.

#### ARTICLE V

The street address of the initial registered office of the Association is 2510 Westminister, Pearland, Texas 77581, and the name of its initial registered agent at such address is Renee L. West.

#### ARTICLE VI

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 as to assessment of 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. Memberships shall be appurtenant to any may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE VII

The Association shall have two classes of voting membership:

**Class A:** Class A Members shall be all the Members of the Association, with the exception of the Association. Class A Members shall be entitled to one vote for each lot in the Subdivision in which they hold the interest required for membership by the Declaration or any Supplemental Declaration. When more than one person holds such interest or interest in any such Lot, all such persons shall be Members, and 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 such Lot.

Class B: The Class B Member shall be the Association. The Class B Member shall be entitled to three (3) votes for each Lot in The Subdivision in which it holds the interest required for membership by this Declaration or any Supplemental Declaration; provided, that the Class B membership shall cease and become converted to Class A membership on the happening of whichever of the following events occurs earlier:

- (a) When the total votes outstanding in the Class A membership exceeds the total votes outstanding in the Class B membership;
- (b) On January 1, 2002;

From and after the happenings of whichever of these events occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each lot in the Subdivision in which it holds the interest required for membership by the Declaration or any Supplemental Declaration.

#### ARTICLE VIII

The affairs of this Association shall be managed by a board of three (3) trustees, who need not be members of the Association. The number of Trustees may be changed by amendment to the by-laws of the Association. The names and address of the persons who are to act in the capacity of initial trustees until the first annual meeting of members, and until their successors have been elected and qualified, are:

NAME

ADDRESS:

Renee L. West

2501 Woody  
Pearland, Texas 77581

Larry D. West

2501 Woody  
Pearland, Texas 77581

Theo Webb

9900 Westpark  
Suite 100  
Houston, Texas 77063

The number of trustees may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent trustee, and the number of trustees shall not be decreased to less than three (3) trustees. In the absence of a Bylaw fixing the number of trustees, the number shall be three (3).

#### ARTICLE IX

The Association may be dissolved with the assent of giving in writing and signed by not less than two-thirds (2/3rds) of its members. 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 the Association was created. In the event 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 voted to such similar purposes.

#### ARTICLE X

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

ARTICLE XI

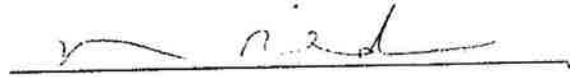
Cumulative voting is expressly denied.

ARTICLE XII

The name and street address of the incorporator is:

Marian Richardson  
4500 First Interstate Bank Plaza  
1000 Louisiana Street  
Houston, Texas 77002-5012

IN WITNESS HEREOF, I have hereunto set my hand this 17 day of August  
1993.

  
Marian Richardson