

## ARTICLES OF INCORPORATION

OF

BIRNAM WOOD-FAIRFAX HOMEOWNERS ASSOCIATION, Inc.

We, the undersigned natural persons of the age of eighteen years or more, at least two 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 I.

## NAME

The name of the corporation is BIRNAM WOOD-FAIRFAX HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

## ARTICLE II.

## TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

## ARTICLE III.

## DURATION

The period of duration is perpetual.

## ARTICLE IV.

## PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain real property described in that certain Declaration of Covenants, Conditions and Restrictions of Birnam Wood, Section I, an addition in Harris County, Texas as recorded at Document File No. D510816 and at Film Code No. 139-33-2568, et seq. as corrected by that certain instrument at Document File No. D671461 and at Film Code No. 149-26-2375, et seq., and in that certain Declaration of Covenants, Conditions and Restrictions of Fairfax, Section I, an addition in Harris County, Texas as recorded at Document File No. D510815 and at Film Code No. 139-33-2554, et seq., as corrected by the certain instrument recorded at Document File No. D671460 and at Film Code No. 149-26-2371, et seq., of the Official Records of Real Property of Harris County, Texas (hereinafter referred to as "said Declarations"); and that certain real property described in that certain Annexation instrument of Birnam Wood, Section II, as recorded

certain Annexation instrument of Fairfax, Section II, as recorded at Document File No. E390233 and at Film Code No. 118-01-0349, et seq., of the Official Public Records of Real Property of Harris County, Texas; and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in said Declaration and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

- a. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in said Declarations and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;
- b. To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of said Declarations, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c. To purchase, receive, lease 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. To borrow money, and to mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred;
- e. To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and
- f. To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and 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.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee

Association, including contract sellers, shall be a member of the Association. 4.4.3  
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. Ownership of such Lot shall be the sole qualification of membership.

The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

#### ARTICLE VI

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest 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 (1) vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant and 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 January 1, 1977;

provided, however, that the Class B membership shall be reinstated upon annexation to the properties of any additional residential property and/or Common Area, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article.

#### ARTICLE VII

##### AGENT AND OFFICES

13600 Murphy Road, Stafford, Texas 77477 and Jeffry B. Lewis at such address constitute the initial registered office and agent, respectively, of the

Association. The principal office of the Association is located at 13600 Murphy Road, Stafford, Texas 77477.

## ARTICLE VIII

### BOARD OF DIRECTORS

The affairs of the 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. The names and addresses of the persons who are to serve until the election of their successors are:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Bill Hunt	13600 Murphy Rd., Stafford, Texas	1975
Dale Hammond	13600 Murphy Rd., Stafford, Texas	1975
Bill Franks	13600 Murphy Rd. Stafford, Texas	1975
Jeffry B. Lewis	13600 Murphy Rd., Stafford, Texas	1976
Tom Linnell	4403 Monteith, Spring, Texas	1976
Joe Manz	23223 Naples, Spring, Texas	1977
Ray Cannon	23203 Cimber Spring, Texas	1977
Michael D. Miller	23111 Newgate Spring, Texas	1977
Terry McRoberts	4438 McCleester Spring, Texas	1977

At each annual meeting the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

## ARTICLE IX.

### LIABILITIES

The highest amount of indebtedness or liability, direct or contingent, to which this Association may be subject at any one time shall not exceed \$30,000.00 while there is a Class B membership, and thereafter shall not exceed 150 percent of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

## ARTICLE X

### MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may 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 the total voting membership; all subject, however, to the provisions relating to annexation as set forth in said Declaration.

## ARTICLE XI

## AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the Common Area defined in said Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

## ARTICLE XII

## AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area (after same has been conveyed to it) 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 may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sales or transfer.

## ARTICLE XIII

## DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

## ARTICLE XIV

## MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XIII

In order to take actions under Articles IX through XIII, there must be a duly held meeting. Written notice setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than fifty

entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than fifty (50) days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership, if any, are not present in person or by proxy, members not present may give their written consent to the action taken thereat.

#### ARTICLE XV

#### AMENDMENTS

Amendments of these Articles shall require the assent of three-quarters (3/4) of the entire membership.

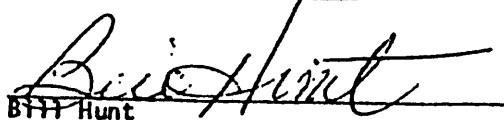
#### ARTICLE XVI

#### FHA/VA APPROVAL

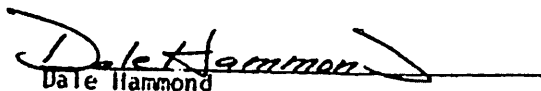
As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

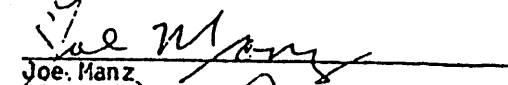
Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

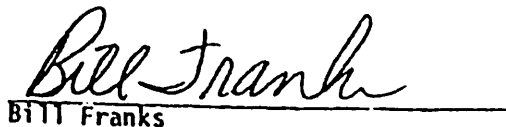
IN WITNESS WHEREOF, we have hereunto set our hands this 3 day of October, 1975.

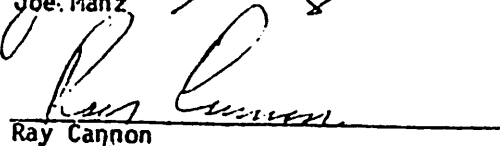
  
Bill Hunt

  
Tom Linne

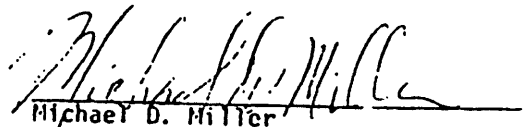
  
Dale Hammond

  
Joe Manz

  
Bill Franks

  
Ray Cannon

  
Jeffrey B. Lewis

  
Michael D. Miller

THE STATE OF TEXAS  
COUNTY OF HARRIS

4.4.7

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Bill Hunt

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda J. Little  
Notary Public in and for Harris County, Texas

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Dale Hammond

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda J. Little  
Notary Public in and For Harris County, TEXAS

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Bill Franks

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

THE STATE OF TEXAS  
COUNTY OF HARRIS

4.4.8

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3rd day of November, 1975, personally appeared before me Giffney B. Lewis

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Bertha R.  
Notary Public in and for Harris County, Texas

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Don Spinnell

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda J. Little  
Notary Public in and For Harris County, TEXAS

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Joe Mang

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year



THE STATE OF TEXAS     |  
COUNTY OF HARRIS     |

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Rae Cannon

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda J. Little  
Notary Public in and for Harris County, Texas

THE STATE OF TEXAS     |  
COUNTY OF HARRIS     |

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Michael D. Miller

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Brenda J. Little  
Notary Public in and For Harris County, TEXAS

THE STATE OF TEXAS     |  
COUNTY OF HARRIS     |

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on this 3 day of October, 1975, personally appeared before me Terry McRoberts

who, each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year