

ARTICLES OF INCORPORATION
OF

FILED
in the Office of the
Secretary of State of Texas

NORTHPARK VILLAGE TRAIL ASSOCIATION OCT 04 1972

J. W. High

In compliance with the requirements of the Texas Nonprofit 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, 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 Northpark Village Trail Association, hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 800 Bell Avenue, Houston, Texas.

ARTICLE III

B. P. Pierce, whose address is 800 Bell Avenue, Houston, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The corporation is a nonprofit 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 street lighting, cleaning and sweeping, esplanade maintenance and maintenance and preservation of the Common Area within that certain 809.4296-acre tract or parcel of land within the H.T.& B.R.R. Co. Survey No. 3, Abstract 1719 in Harris County, Texas, and Abstract No. 283 in Montgomery County, Texas, the H.T.&B.R.R. Co. No. 5 Survey, Abstract 422 in Harris County, Texas, and Abstract No. 282 in Montgomery County, Texas, the Thomas S. Foster

11-23-72

Survey, Abstract No. 1720 in Harris County, Texas and Abstract No. 718 in Montgomery County, Texas, the Richard Williams Survey, Abstract No. 1721 in Harris County, Texas and Abstract No. 660 in Montgomery County, Texas, the M. H. Short Survey No. 535 in Harris County, Texas and the Harrison McLean Survey, Abstract 529 in Harris County, Texas, said 809.4296 acres being more particularly described by notes and bounds in Exhibit "A" attached hereto, made a part hereof and incorporated herein for all purposes, 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 recorded or to be recorded in the Office of the County Clerk of Harris and Montgomery Counties, 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 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 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 nonprofit 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 Nonprofit Corporation Law of the State of Texas by law may or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or apartment, townhouse, patio house living unit or tract of Commercial Land 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 or apartment, townhouse, patio house living unit 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 or apartment, townhouse, patio house living unit or tract of Commercial Land owned. When more than one person holds an interest in any Lot or apartment, townhouse, or patio house living unit, or Commercial Land, all such persons shall be members. The vote for such Lot or apartment, townhouse, patio house living unit, or tract of Commercial Land shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or apartment, townhouse, patio house living unit or tract of Commercial Land.

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 or apartment, townhouse, patio house living unit 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 eleven (11) 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. J. D. BRUTON, P. O. Drawer 809, Humble, Texas
2. J. C. BYRD, P. O. Drawer 809, Humble, Texas
3. THOMAS A. HILL, 800 Bell Avenue, Houston, Texas
4. P. L. CONROY, P. O. Drawer 809, Humble, Texas
5. WILLIAM S. O'DONNELL, P. O. Box 10681, Houston, Texas
6. D. H. GREGG, 800 Bell Avenue, Houston, Texas
7. R. D. LEONHARD, P. O. Drawer 809, Humble, Texas
8. G. B. MITCHELL, P. O. Drawer 809, Humble, Texas
9. C. R. PARISH, P. O. Drawer 809, Humble, Texas
10. H. H. SCOTT, P. O. Drawer 809, Humble, Texas
11. HUBERT SMITH, P. O. Drawer 809, Humble, Texas.

At the first annual meeting, the members shall elect four directors for a term of one year, four directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect four directors for a term of three years EXCEPT that at each third annual meeting after the first annual meeting, the members shall elect three directors for a term of three years.

ARTICLE VIII

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 nonprofit 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 75 percent (75%) of the entire membership.

ARTICLE XI

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.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators are:

J. C. BYRD, P. O. Drawer 809, Humble, Texas

D. H. GREGG, 800 Bell Avenue, Houston, Texas

J. D. BRUTON, P. O. Drawer 809, Humble, Texas.

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 30th day of November, 1972.

J. C. Byrd
J. C. BYRD

D. H. Gregg
D. H. GREGG

J. D. Bruton
J. D. BRUTON

OK
FORM
OK
TRANS

11-23-72

STATE OF TEXAS
COUNTY OF HARRIS

I, PATRICIA A. SOUTER, a Notary Public, do hereby certify that on this 30th day of November, 1972, personally appeared before me, J. C. BYRD, 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.

Patricia A. Souter
Notary Public in and for
Harris County, Texas
PATRICIA A. SOUTER

STATE OF TEXAS
COUNTY OF HARRIS

I, PATRICIA A. SOUTER, a Notary Public, do hereby certify that on this 30th day of November, 1972, personally appeared before me, D. H. GREGG, 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.

Patricia A. Souter
Notary Public in and for
Harris County, Texas
PATRICIA A. SOUTER

STATE OF TEXAS
COUNTY OF HARRIS

I, PATRICIA A. SOUTER, a Notary Public, do hereby certify that on this 30th day of November, 1972, personally appeared before me, J. D. BRUTON, 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.

Patricia A. Souter
Notary Public in and for
Harris County, Texas
PATRICIA A. SOUTER

612-88-180 24

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTH PARK VILLAGE TRAIL ASSOCIATION

FEB 27 1976

Janece B. Chote
Deputy Director, Corporation Division

J. D. BRUTON and G. B. MITCHELL, JR., certify:

(1) THAT they are the President and the Secretary, respectively, of Northpark Village Trail Association, a Texas non-profit corporation;

(2) THAT at a meeting of the Board of Directors of said corporation, duly held at Humble, Texas on February 2, 1976, the following resolution was adopted:

"Resolved: That Article I of the Articles of Incorporation of this Corporation be amended to read as follows:

"Article I. The name of the corporation is Sherwood-Elm Grove Trail Association, hereinafter called the 'Association'."

(3) THAT all members having voting rights have voted and consented in writing to the adoption of said amendment and the form of written vote and consent is as follows:

"The undersigned members constituting all members having voting rights, vote for and consent to the amendment of Article I of the Articles of Incorporation, as follows:

"Article I. The name of the Corporation is Sherwood-Elm Grove Trail Association, herein called the 'Association'."

J. D. Bruton
J. D. Bruton, President

G. B. Mitchell, Jr.
G. B. Mitchell, Jr., Secretary

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STATE OF TEXAS X
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COUNTY OF HARRIS X

I, Shirley C. Drew, a Notary Public,
do hereby certify that on this 3rd day of February,
19 76, personally appeared before me J. D. BRUTON and G. B.
MITCHELL, JR., who each being by me first duly sworn, severally
disclosed that they are the persons who signed the foregoing
document as President and Secretary, respectively, of Northpark
Village Trail Association, and that the statements therein
contained are true.

Shirley C. Drew
Notary Public in and for
Harris County, Texas

SHIRLEY C. DREW
Notary Public in and for Harris County, Texas
My Commission Expires 6-1-77

HP 081-93-2121