

MAY 26 1978

ARTICLES OF INCORPORATION
OF
CEDAR MILL CONDOMINIUM HOMEOWNER'S ASSOCIATION, INC. *Attest*
INCORPORATION DIVISION

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting herein 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 CEDAR MILL CONDOMINIUM HOMEOWNER'S ASSOCIATION, INC.

Article Two

The Corporation is a non-profit corporation.

Article Three

The period of its duration is perpetual.

Article Four

The purpose or purposes for which this Corporation is organized are:

- (1) To provide for the administration, management, maintenance, preservation and control of the Cedar Mill Condominiums, a condominium project located in Houston, Harris County, Texas, established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes, Article 1301a).
- (2) To exercise and perform all the obligations and duties of the Cedar Mill Condominium Homeowner's Association, Inc., of such condominium project, as that term is used in the Master Declaration and to fulfill the provisions of the Texas Condominium Act.
- (3) To exercise all powers and perform all duties imposed upon this Corporation in accordance with the Condominium Declaration for Cedar Mill Condominiums as such Declaration may hereinafter be amended, including, without limitation, to fix, levy, collect and enforce payment by lawful means of all charges or assessment assessing such condominium project; to pay all expenses in connection therewith and expenditures incident to the conduct of the administration of business of the

condominiums and all licenses, franchise taxes, and governmental charges levied or imposed against this Corporation or the common elements of the condominium project.

- (4) In connection with the affairs of such condominiums to buy, sell and deal in real property, personal property and services, and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may or hereinafter exercise.
- (5) To make, publish and enforce rules and regulations regarding the use of the common areas within the condominium project as provided for in the Condominium Declaration.
- (6) To acquire (by gift, purchase or otherwise) personal property in connection with the use, operation or enjoyment of said property, including the common areas thereof, and to dispose of any property which is no longer desirable for such purposes.
- (7) To acquire, own, hold, improve, build upon, operate, maintain, repair, and preserve said common areas as defined in the Condominium Declaration; to borrow money, mortgage, pledge, execute deeds of trust, or hypothecate (i) any part or all of said common areas designated and described in said Condominium Declaration and (ii) any personal property of the Association, from time to time, as security for borrowing money, or debt incurred in connection with said property.
- (8) Enter into, execute and perform contracts and agreements in connection with its rights, powers, duties and obligations with respect to said property, including common areas thereof.
- (9) In addition to the foregoing, and not in limitation thereof, the Corporation may exercise all of the above powers, as well as any matters set forth under the Texas Non-Profit Corporation Act (and all amendments thereto), and to do all other things reasonably contemplated or implied by the provisions of said Condominium Declaration consistent with and not prohibited by the Texas Non-Profit Corporation Act and by these Articles of Incorporation.

Article Five

Provided however, and notwithstanding any of the statements regarding the purposes and powers set forth in these Article of Incorporation, more specifically in Article Four hereof.

(a) This Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this Corporation as are set forth above, and such statements of purposes and powers shall not be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends, to its members as such;

(b) This Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes; and

(c) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article Six

Every Owner of an apartment unit within the property, as the term "Owner" and "Apartment Unit" are defined in the Condominium Declaration, shall automatically, upon becoming an Owner, be a member of this Association subject to the provisions set forth in said Declaration, which membership shall be appurtenant to the ownership of the Apartment Unit and may not be separated from such ownership.

Article Seven

The Corporation shall have two classes of voting membership, and the members of the Corporation shall have voting rights as follows:

Class A. Class A members shall be all of the Owners with the exception of the Declarants as defined in the Condominium Declaration.

Class B. Class B member(s) shall be the Declarant and the Declarant shall be entitled to four votes for each condominium apartment owned by Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of either of the two following events, whichever occurs earlier:

(a) When the total votes outstanding (in accordance with the voting rights granted to Class A and Class B members respectively), in the Class A members respectively), in the Class A members equals the total votes outstanding in Class B membership, or

(b) On the second anniversary date of said Declaration.

Except for the Declarant, if there be more than one Owner of any Apartment Unit, the vote for such Apartment Unit in which more than one person has a fee interest shall be cast by the person having the majority interest, and in the event the person having such majority interest is unable to agree with the other Owner's relative to a vote on any matter, then such Owner having less than a majority interest shall not have a right to vote on such matter as there shall be no fractional votes. There shall be but one (1) voting right for each Apartment Unit irrespective of the number of Owners for the size of said Unit.

It shall be the duty of a member to qualify as such and to exercise said voting rights at his cost to notify the Association of the member's claim of ownership as follows: Each Owner (regardless of how title is acquired) shall notify the Association, the member shall furnish the Association with certified copies of instruments and other proof of ownership as may be deemed necessary by the Association, and until such party timely complies with the foregoing, he shall not be entitled to exercise membership and voting rights at the election of the Association.

Article Eight

The street address of the initial registered office of the Corporation is Suite 301, 2444 Times Boulevard, Houston, Texas 77005, and the name of its initial registered agent at such address is Jack Dinerstein.

Article Nine

The number of directors (who may sometimes be referred to as "Trustees") constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Names</u>	<u>Addresses</u>
W. E. Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005
T. H. Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005
Jack Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005

The affairs of this Association shall be managed by a Board of Directors of not less than three (3) directors who need not be members of this Association, which Board is vested with the power to carry out the purposes of the Corporation as set forth in Article Four of these Articles of Incorporation. The number of directors shall be fixed by the By-Laws of the Corporation and amendments thereto, from time to time, except as to the number of the initial Board of Directors. 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 By-Law fixing the number of directors, the number of directors shall be three (3).

The initial directors above named, shall hold office for a term of three (3) continuous years; thereafter, directors shall be elected or appointed in the manner and for the terms provided in the By-Laws and the amendments thereto. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the directors constituting a quorum of the Board, without the necessity of assigning any reason or

basis for such action, or may resign at any time.

Article Ten

The name and address of each incorporator is:

<u>Name</u>	<u>Addresses</u>
W. E. Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005
T. H. Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005
Jack Dinerstein	2444 Times Boulevard, Suite 301 Houston, Texas 77005

Article Eleven

(a) All names, words, terms and phrases used in these Articles of Incorporation, which are also used and defined in said Declaration, shall be defined and have the same meaning as in said Declaration, to which instrument reference is here made for all purposes.

(b) 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, assigned, and delivered to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, which, in any of the events specified in this sub-paragraph (b), would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article Twelve

These Articles of Incorporation may be amended only upon the affirmative vote of the holders of three-fourths (3/4ths) of the number of votes exercisable by the members of this Corporation.

Article Thirteen

All of the powers and prerogatives of the Corporation shall be exercised by the original Board of Directors named


above until the First Meeting of the Members of the Corporation. The First Meeting of the Members of the Corporation shall be called by the initial Board of Directors on ten days' notice to the members at any time, but must be called no later than thirty days after the time in which at least sixty-five percent (65%) of the Apartment Units have been sold by the Declarant, and deeds therefor delivered and the full purchase price paid therefor.

Article Fourteen

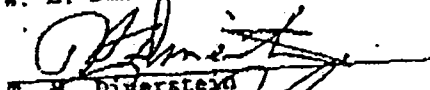
The By-Laws of the Corporation may be altered, amended or repealed only by the affirmative vote of the holders of at least seventy-five percent (75%) of the number of votes entitled to vote upon such amendment thereof. There shall be no cumulative voting of any shares of stock.

*Amended
1/18/80*

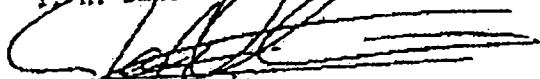
IN WITNESS WHEREOF, we have hereunto set our hands, this 25th day of May, 1978.



W. E. Dinerstein



T. H. Dinerstein



Jack Dinerstein

Incorporators

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
CEDAR HILL CONDOMINIUM HOMEOWNERS' ASSOCIATION, INC.

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation which amend Article Twelve and Article Fourteen of the Articles of Incorporation of Cedar Hill Condominium Homeowners' Association, Inc.

ARTICLE ONE

The name of the Corporation is Cedar Hill Condominium Homeowners' Association, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the Corporation on January 18, 1983:

Article Twelve of the Association's Articles of Incorporation is hereby amended so as to read as follows:

"These Articles of Incorporation may be amended only upon the affirmative vote of the holders of two-thirds (2/3) of the total number of votes entitled to be voted on any proposed amendment; provided, however, that any proposed amendment which would have the effect of reducing any voting requirement specifically set forth in these Articles of Incorporation shall be adopted only upon the affirmative vote of sufficient members to satisfy the voting requirement sought to be reduced."

ARTICLE THREE

The following amendment to the Articles of Incorporation was adopted by the Corporation on January 18, 1983:

Article Fourteen of the Articles of Incorporation is hereby amended so as to read as follows:

"The Bylaws of the Corporation may be altered, amended or repealed only by the affirmative vote of the holders of a majority of the number of votes entitled to be cast by members present in person or by proxy at a meeting duly called and held for the purpose of voting on any proposed alteration, amendment or repeal; provided that the foregoing requirement shall apply only to amendments to the Bylaws relating to corporate or federal income tax matters, and all other proposed amendments to the Bylaws shall be adopted only if approved by the holders of the number of votes required by the Condominium Declaration."

ARTICLE FOUR

The amendments were adopted in the following manner:

The amendments were adopted at a meeting of members held on January 18, 1983, at which a quorum was present, and the amendments received at least three-fourths of the votes which members present or represented by proxy at such meeting were entitled to cast, said votes in favor of the amendments being in excess of two-thirds as required by the provisions of Article 1396-4.03.

Dated May 24, 1983

CEDAR HILL CONDOMINIUM HOMEOWNERS'
ASSOCIATION, INC.

By James L. Jackson
_____, President

and Mary M. Donahoe
_____, Secretary

Field notes covering a tract of land containing 154,285 square feet, 3.5419 acres which is part of and out of Block 28 of Sharpstown Industrial Park, Section Eight as recorded in Volume 67, Page 42 of the Harris County Map Records, in the C. McKinzie Survey, Abstract 560 in the City of Houston, Harris County, Texas; said 3.5419 acre tract being more particularly described by metes and bounds as follows:

PLACE OF BEGINNING being a 5/8-inch iron rod found in the Northeasterly line of Clarewood Drive, 60.00 feet wide, which marks the most Westerly corner of said Block 28 and this herein described tract;

THENCE N 15° 05' 16" E along a Northwesterly line of Block 28 and this tract for 299.09 feet to a 5/8-inch iron rod found for beginning of a curve;

THENCE NORTHEASTERLY, continuing along a Northwesterly line of Block 28 and this tract around the arc of a 951.53 foot radius curve to the right, having a central angle of 02° 23' 02" and a chord which bears N 16° 16' 43" E for 39.59 feet or along curve arc for 39.59 feet to a point for a Northerly corner of this tract;

THENCE S 68° 41' 52" E along a Northeasterly line of this tract for 289.41 feet to a point for interior corner;

THENCE N 28° 31' 48" E along a Northwesterly line of this tract for 118.85 feet to a point for a Northerly corner;

THENCE S 61° 28' 12" E along a Northeasterly line of this tract for 159.00 feet to a point for most Easterly corner;

THENCE S 28° 31' 48" W along the Southeast-line of this tract for 444.17 feet to a 5/8-inch iron rod found in the Northeasterly line of Clarewood Drive and the Southwesterly line of said Block 28, Sharpstown Industrial Park, Section Eight, which marks the most Southerly corner of this tract;

THENCE NORTHWESTERLY along the Northeasterly line of Clarewood Drive and the Southwesterly line of Block 28 and this 3.5419 acre tract around the arc of a 1,730.00 foot radius curve to the left, having a central angle of 12° 17' 29" and a chord which bears N 67° 46' 24" W for 370.42 feet or along curve arc for 371.13 feet to the PLACE OF BEGINNING.

EXHIBIT "A"

GENERAL NOTES:

1. BALCONIES AND PATIOS ARE ASSIGNED TO PARTICULAR UNITS WITH CORRESPONDING NUMBERS; BALCONIES BY PREFIX "B", AND PATIOS BY PREFIX "P".
2. THE DIMENSIONS OF ALL UNITS ARE TO INSIDE FACE OF WALLS.
3. THE PERIMETER LINES OF ALL UNITS, FORM RIGHT ANGLES AT POINTS OF INTERSECTION.
4. THE PLANES OF THE WALLS ARE PERPENDICULAR TO THE PLANES OF THE FLOOR AND CEILING OF ALL UNITS.
5. ALL ELEVATIONS ARE BASED ON TEMPORARY BENCH MARK AT TOP OF SANITARY SEWER M.H. ON NORTH SIDE OF CLAREWOOD AS NOTED ON THIS DRAWING, ASSUMED ELEVATION 50.65.

A tract of land containing 327,222 square feet (7.5120 acres) which is part of and out of Block Twenty-Eight (28) of SHARPSTOWN INDUSTRIAL PARK, SECTION EIGHT (8), as recorded in Volume 67, Page 42 of the Map Records of Harris County, Texas, in the C. McKinzie Survey, Abstract No. 560, in the City of Houston, Harris County, Texas; said 7.5120 acre tract being more particularly described by metes and bounds as follows, to-wit:

PLACE OF BEGINNING being a 5/8 inch iron rod found in the Northeasterly line of Clarewood Drive, 60.00 feet wide, which marks the most Westerly corner of said Block 28 and the herein described tract;

THENCE North 15 deg. 05 min. 16 sec. East along a Northwesterly line of Block 28 and this tract for 299.09 feet to a 5/8 inch iron rod found for beginning of a curve; THENCE Northeasterly continuing along a Northwesterly line of Block 28 and this tract, around the arc of a 951.53 foot radius curve to the right, having a central angle of 31 deg. 21 min. 52 sec., chord bears North 30 deg. 46 min. 08 sec. East for 514.40 feet or along curve arc for 520.88 feet to a 1/2 inch iron rod set for most Northerly corner of this tract;

THENCE Southeasterly along a Northeasterly line of this tract and a Southwesterly line of a 50 foot wide drainage right-of-way, around the arc of a 990.00 foot radius curve to the left, having a central angle of 18 deg. 21 min. 41 sec., chord bears South 54 deg. 48 min. 43 sec. East for 315.91 feet or along curve arc for 317.26 feet to a 1/2 inch iron rod set for point of reverse curve;

THENCE Southeasterly continuing along a Northeasterly line of this 7.5120 acre tract, around the arc of a 2,460.00 foot radius curve to the right, having a central angle of 02 deg. 25 min. 09 sec, chord bears South 62 deg. 47 min. 25 sec. East for 103.86 feet or along curve arc for 103.87 feet to a 1/2 inch iron rod set for most Easterly corner of this tract;

THENCE South 28 deg. 31 min. 48 sec. West along the Southeast line of this tract for 730.00 feet to a 5/8 inch iron rod found in the Northeasterly line of Clarewood Drive and the Southwesterly line of said Block 28 of Sharpstown Industrial Park, Section Eight (8), which marks the most Southerly corner of this tract;

THENCE Northwesterly along the Northeasterly line of Clarewood Drive and the Southwesterly line of Block 28 and this 7.5120 acre tract, around the arc of a 1,730.00 foot radius curve to the left, having a central angle of 12 deg. 17 min. 29 sec., chord bears North 67 deg. 46 min. 26 sec. West for 370.42 feet or along curve arc for 371.13 feet to the PLACE OF BEGINNING.

RECORDER'S MEMORANDUM

At the time of recording, this instrument was found to be defective for the best photographic reproduction because of illegibility, carbon or photo copy, detached paper, etc. All blots, ink, additions and changes were present at the time the instrument was filed and recorded.

STATE OF TEXAS }
 } -
COUNTY OF HARRIS }

Before me, a notary public, on this day personally appeared James Dickson, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL of office this 24 day of May, A.D., 1983.

Loretta Humphreys
Notary Public in and for the State of Texas

My Commission Expires: 12/22/84

STATE OF TEXAS }
 } -
COUNTY OF HARRIS }

Before me, a notary public, on this day personally appeared Mary M. Donaho, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL of office this 24 day of May, A.D., 1983.

Loretta Humphreys
Notary Public in and for the State of Texas

My Commission Expires: 12/22/84