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ARTICLES OF INCORPORATION

OF

SHEPHERD TRACE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one (21) 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 as Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the Corporation is SHEPHERD TRACE HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association".

ARTICLE TWO

The Corporation is a non-profit corporation and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Corporation is organized are to provide for the maintenance, preservation, architectural control, and advancement of Shepherd Trace, a subdivision in Harris County, Texas, according to the map or plat thereof

recorded in Volume 278, Page 78 of the Map Records of Harris County, Texas, and to promote the health, safety and welfare of the residents of Shepherd Trace and for these purposes to:

(a) exercise all of the powers and privileges and 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 Shepherd Trace and filed for record in the official Public Records of Harris County, Texas under Clerk's File No. F786720 and recorded under Film Code No. 107-94-2402, 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 of 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 Association or its property;

(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) with the assent of the Members holding two-thirds of all membership votes entitled to be cast in each membership class that is entitled to vote at the time the action is taken, borrow money and 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 subdivision 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 the Members holding two-thirds of all membership votes entitled to be cast in each membership class that is entitled to vote at the time the action is taken, agreeing to such dedication, sale or transfer;

(f) have and to 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 FIVE

In addition to terms defined elsewhere herein, the following shall be defined terms for purposes of these Articles of Incorporation:

(a) "Declarant" shall mean and refer to Suffolk, Inc., a Texas corporation, its successors and assigns.

(b) "Lot" shall mean and refer to any of the numbered plots of land shown on the recorded map or plat of the Subdivision.

(c) "Member" shall mean and refer to every person or entity who holds a membership in the Association.

(d) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot which is a part of the Subdivision, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. However, the term "Owner" shall include any mortgagee or lien holder who acquires fee simple title to any Lot through judicial or non-judicial foreclosure.

(e) "Subdivision" shall mean and refer to Shepherd Trace, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 278, Page 78 of the Map Records of Harris County, Texas.

ARTICLE SIX

Section 1. Membership: Every Owner shall hold a membership in the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Ownership of a Lot shall be the sole qualification for membership. Any mortgagee or lien holder who acquires title to any Lot which is a part of the Subdivision, through judicial or non-judicial foreclosure, shall be a Member of the Association.

Section 2. Voting Rights: There shall be two classes of membership entitled to voting rights in the Association and they shall be as follows:

(a) Class A. All Members of the Association shall be considered Class A Members. Such Class A Members of the Association will have a non-voting membership in the Association until January 1, 1981. After such time each Class A Member shall be entitled to one (1) vote for each Lot owned, on each matter coming before the Members at any meeting or otherwise, unless his voting rights have been suspended by the Board of Directors as provided in

the Declaration or the By-Laws of the Association. In the event a particular Lot is owned by more than one individual or entity, all of the individuals or entities holding an ownership interest in that Lot shall be considered Class A Members; however, for that particular Lot they shall be entitled to a total of no more than one (1) vote on each matter coming before the Members at any meeting or otherwise. The vote for such Lot shall be exercised as they among themselves determine. The vote of any Lot standing in the name of a man and his wife may be cast by either of them in person or by a proxy duly signed by both of them. The vote of any Lot standing in the name of a corporation may be voted by such officer, agent or proxy as the by-laws of such corporation prescribe. The vote of any Lot standing in the name of an administrator, executor, or guardian may be voted by such administrator, executor or guardian so long as such Lot has not been distributed from, and forms a part of, the estate being served by him, either in person or by proxy.

(b) Class B. Class B Members shall be those individuals or entities who are herein defined as Declarant, and shall be entitled to one (1) vote on each matter coming before the Members at any meeting or otherwise

prior to January 1, 1981. Such vote shall be exercised as they among themselves determine. After January 1, 1981 the Class B Membership and all voting rights associated with such shall terminate.

Section 3. Vote Required. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act and decision of the Members, unless the vote of a greater number is required by law, these Articles, the By-Laws of the Association, or the Declaration.

ARTICLE SEVEN

The street address of the Corporation's initial registered office is 9225 Katy Freeway, Suite 302, Houston, Texas 77024 and the names of its initial registered agent at such address is Richard Chamberlain.

ARTICLE EIGHT

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 Directors until the first annual meeting of the members or until their successors are elected and qualified are

Richard Chamberlain

9225 Katy Freeway, Suite 302
Houston, Texas 77024

Nicholas J. Palermo

9225 Katy Freeway, Suite 302
Houston, Texas 77024

Samuel F. Marshall

9225 Katy Freeway, Suite 302
Houston, Texas 77024

Directors need not be Members of the Association. At the first annual meeting the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

ARTICLE NINE

The Association may be dissolved with the assent given in writing and signed by not less than the Members holding two-thirds of all membership votes entitled to be cast in each membership class that is entitled to vote at the time a vote upon dissolution is taken. Upon dissolution of the Association, 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

THE STATE OF TEXAS

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COUNTY OF HARRIS

I, _____, a Notary Public, do hereby certify that on this _____ day of _____, 1978, personally appeared before me, _____ and _____, who each being by me first duly sworn, severally declared that they are the persons 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.

NOTARY PUBLIC in and for
Harris County, T E X A S

My Commission Expires:

PRINTED NAME OF NOTARY PUBLIC