



**The State of Texas**  
**Secretary of State**

**CERTIFICATE OF INCORPORATION**  
**OF**

**THE WOODS COMMUNITY ASSOCIATION, INC.**  
**CHARTER NUMBER 01537464**

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,  
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 8, 1999

EFFECTIVE JUNE 8, 1999



  
Elton Bomer, Secretary of State

**AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE WOODS COMMUNITY ASSOCIATION, INC.**

**ARTICLE ONE**  
**NAME**

The name of the corporation is THE WOODS COMMUNITY ASSOCIATION, INC.

**ARTICLE TWO**  
**NON-PROFIT**

The corporation is a non-profit corporation.

**ARTICLE THREE**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR**  
**PURPOSES AND POWER**

The purpose or purposes for which the corporation is organized are to provide for maintenance, preservation and architectural control of the residence Lots and Common Properties within that certain residential subdivision known as THE WOODS, according to the map or plat thereof recorded in Slide No. 6920B of the Map Records of Fort Bend County, Texas, and to promote the recreation, 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 above described property and filed in the Real Property Records of Fort Bend County, Texas, under Clerk's File Number 18293, Film Code Number 1421-472 et. seq., and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length (the words used in these Articles of Incorporation, unless otherwise defined, shall have the meaning as defined in the Declaration);

(b) fix, levy, collect and enforce payment 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 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, in accordance with the terms and provisions of the Declaration;

(d) borrow money; and with the assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called, 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 any part of the Common Properties to any public agency, authority, or utility for any service to the property above described and any additions thereto, or any part thereof, in accordance with the terms and provisions of the Declaration;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members of the Association, or as may be provided for in said Declaration; and

(g) 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 be now or hereafter have or exercise.

#### **ARTICLE FIVE** **MEMBERSHIP**

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 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 which is subject to assessment by the Association.

## **ARTICLE SIX** **VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Except as provided under "Class B" below, each owner (including Declarant) shall be a Class A member. Each Class A member shall be entitled to one (1) vote for each Lot in which he holds the full fee interest. All such persons shall be members, but the vote of 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 a Lot.

Class B. The Class B member(s) shall be Declarant. The Class B member(s) shall be entitled to three (3) votes for each Lot in which it holds the full fee interest, provided, however, that the Class B membership shall cease when Declarant ceases to own any Lots.

## **ARTICLE SEVEN** **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) 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 members of the initial board of directors, or their successors, shall serve until November 1, 1986. In case of the resignation, death, or failure, incapacity, or refusal to serve of any of the said initial directors prior to said time, the remaining directors may appoint a substitute director or directors to serve the remainder of said period. The judgment of the directors, whether the directors are the initial directors or substitute directors, in the expenditure of funds of the Association shall be final and conclusive, so long as such judgment is exercised in good faith.

At the first annual meeting of the Association, 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 EIGHT** **DISSOLUTION**

The Association may be dissolved with the assent of at least two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy a meeting duly called. Upon dissolution of the Association, other than incident to 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 and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE NINE**  
**AMENDMENTS**

These Articles may be amended with the assent of at least two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called.

**ARTICLE TEN**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 6750 West Loop South, Suite 120, Bellaire, Texas 77401, and the name of its registered agent at such address is Robert S. Pickelner.

**ARTICLE ELEVEN**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the persons who are to serve as the initial directors are:

Jacobo Wais  
6455 Caminito Northland  
La Jolla, California 92037

**ARTICLE SEVEN**

The name and address of the incorporator is:

Jacobo Wais  
6455 Caminito Northland  
La Jolla, California 92037

Signed on: July 26, 1999.

  
\_\_\_\_\_  
JACOBO WAIS, Incorporator