

ARTICLES OF INCORPORATION  
OF  
SETTLER'S PARK HOMEOWNERS ASSOCIATION

FILED  
In the Office of the  
Secretary of State of Texas

DEC 08 1977

We, the undersigned natural persons of the age of  
eighteen (18) 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,  
hereby adopt the following articles of incorporation of such  
corporation:

*Mark L. Cox*  
Deputy Director, Corporations Division

ARTICLE I

The name of the corporation is Settler's Park  
Homeowners Association, hereafter called the "Association".

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation  
is organized are: to provide for maintenance, preservation  
and architectural control of the residential lots within  
Settler's Park, a subdivision in Fort Bend County, Texas,  
according to the map or plat thereof recorded in Volume 20,  
Page 12, Map Records of Fort Bend County, Texas, or any  
other areas created by the dedication of additional property  
to the subdivision by the developer 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 Assoc-  
iation for this purpose to:

- (a) exercise the powers and privileges and to  
perform all of the duties and obligations of the  
Association as set forth in that certain Declara-  
tion of Covenants, Conditions and Restrictions,  
hereinafter called the "Declaration", applicable  
to the property and recorded or to be recorded in  
the Deed Records of Fort Bend County, Texas, and  
as the same may be amended from time to time as  
therein provided, said Declaration being incor-  
porated 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 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;

(d) borrow money and with the assent of two-thirds of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(e) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3rds) of each class of members; provided, however, additional residential property may be annexed by Declarant without the consent of members provided that the F. H. A. or the V. A. determine that the annexation is in accord with the general plan heretofore approved by them;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have to exercise.

#### ARTICLE V

The street address of the initial registered

office of the corporation is 2028 Buffalo Terrace, Houston, Texas and the name of its initial registered agent at such address is Charles E. Burge.

ARTICLE VI

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 as to assessment of 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. Memberships shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII

The name and street address of the incorporators are:

<u>Name</u>	<u>Address</u>
Charles E. Burge	2028 Buffalo Terrace Houston, Texas 77019
Arthur Coburn, II	2028 Buffalo Terrace Houston, Texas 77019
Kenneth Coquyt	2028 Buffalo Terrace Houston, Texas 77019

ARTICLE VIII

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 (1) vote for each lot owned. When more than one person holds an 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 vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant (as defined in the Declaration), 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 Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas, or

(b) on the 1st day of January, 1987.

#### ARTICLE IX

The affairs of this Association shall be managed by a board of five (5) 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 initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Arthur Coburn, II	2028 Buffalo Terrace Houston, Texas 77019
W. F. Burge, III	2028 Buffalo Terrace Houston, Texas 77019
Charles E. Burge	2028 Buffalo Terrace Houston, Texas 77019
Richard Carl Davis, Jr.	2028 Buffalo Terrace Houston, Texas 77019
David Hannah, III	2028 Buffalo Terrace Houston, Texas 77019

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years, as needed.

#### ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members. 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 the Association was created. In the event 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 voted to such similar purposes.

ARTICLE XI

Amendment of these articles shall require the assent of two-thirds (2/3rds) of the entire membership.

ARTICLE XII

Cumulative voting is expressly denied.

ARTICLE XIII

As long as there is a Class B membership, the following action will require the prior approval of the Federal Housing Administration of the Veterans Administration: annexation of additional properties, mergers, and consolidations, and the dissolution and amendment of these articles.

IN WITNESS HEREOF, we have hereunto set our hands, this 5th day of December, 1977.

Charles E. Burge  
Charles E. Burge

Arthur Coburn, II  
Arthur Coburn, II

Kenneth Coqyt  
Kenneth Coqyt

THE STATE OF TEXAS

COUNTY OF HARRIS

I, Mrs. Janet S. Bruner, a Notary Public, do hereby certify on this 5th day of December, 1977 personally appeared before me, Charles E. Burge, Arthur Coburn, II and Kenneth Coqyt who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents as incorporator, and that the statements therein contained are true.

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

Mrs. Janet S. Bruner  
Notary Public in and for  
Harris County, Texas

MRS. JANET S. BRUNER