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Secretary of State of Texas

ARTICLES OF INCORPORATION
OF
SAN MIGUEL CIVIC ASSOCIATION

FEB 14 1979

DeWassdorf
Attorney, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, citizens of the State of Texas, acting 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 San Miguel Civic Association.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

Purposes

Section 1. Specific and Primary Purpose. The preservation of the values and amenities and the administration and enforcement of all of the reservations, covenants, obligations, assessments, liens, terms and provisions of (a) the Declaration of Wonaco Development, Inc., covering Mission Bend, San Miguel, Section One, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 40866, in Volume 767, Page 273, Deed Records of Fort Bend County, Texas, and all modifications and amendments and supplementations thereto; (b) the Declaration of Fairtex Corporation, covering Mission Bend, San Miguel, Section Two, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas under County Clerk's File No. 40867 in Volume 767, Page 292, Deed Records of Fort Bend County, Texas, amendments and supplementations thereto; and (c) the Declarations of

covenants, conditions and restrictions covering this, and any other property which Declaration select the Corporation to govern and administer such property, provided however, any such selection of the Corporation must, in order for such election to be effective, be consented to in writing by the Corporation.

Section 2. General Purpose: Civic and educational purposes including, but not limited to, conducting safety, sanitation, and insect and rodent control campaigns and programs, and the preservation of the values, amenities and characters of the subdivisions covered by the Declarations described in Section 1. of this Article Four, and in all other property selected to be governed and administered by the corporation.

Section 3. Non-Profit. 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.

ARTICLE FIVE

Registered Office and Registered Agent

The post office address of the initial registered office of the corporation is 1225 Bank of the Southwest Building, Houston, Texas, 77002, and the name of the initial registered agent at such address is John M. Robinson.

ARTICLE SIX

Board of Directors

Section 1. Initial Board of Directors. The number of directors constituting the initial Board of Directors of the corporation is three (3) who need not be residents of the State of Texas.

Section 2. Names and Addresses. The names and addresses of the persons elected to serve as directors until the first annual meeting of members, and until their successors shall have been elected and qualified are:

William Wong

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

John M. Robinson

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

W. Timothy Weaver

1225 Bank of the Southwest Bldg.
Houston, Texas 77002

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, but no decreases shall have the effect of shortening the terms of any incumbent director, and the number of directors shall not be decreased to less than one (1) director. In the absence of a By-Law fixing the number of directors, the number shall be three (3).

ARTICLE SEVEN

Provisions for Regulation of the Internal Affairs of the Corporation

Section 1. Membership. The owner of record of the fee simple title of each Assessable Tract (as herein defined) shall automatically be a member of the corporation, during the period of his ownership. Wonaco Development and Fairtex Corporation, or their successors, irrespective of whether it is the owner of record of the fee simple title of an Assessable Tract, shall also be a member of the corporation until its membership terminates pursuant to the provisions of Section 2. below.

An "Assessable Tract", for the purposes of this Article Seven shall mean any lot, tract or parcel of land:

- (a) from and after the date on which such lot, tract or parcel of land is conveyed by Wonaco Development, Inc., or Fairtex Corporation (for land of which Wonaco Development, Inc. and /or Fairtex Corporation is the developer); or
- (b) from and after the date on which the corporation gives its written consent to its being selected to govern and administer such lots, tracts or parcels of land (for land of which Wonaco Development, Inc. and Fairtex Corporation is not the developer); and
- (c) which meets both of the following requirements:

(i) such lot, tract or parcel of land is located in MISSION BEND, SAN MIGUEL, SECTION ONE, an addition in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21 , Page 32 of the Map Records of Fort Bend County, Texas, or in MISSION BEND, SAN MIGUEL, SECTION TWO, an addition in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21 , Page 33 , of the Map Records of Fort Bend County, Texas, or in any other property, the declaration covering which selects the corporation (with the written consent of the corporation) to govern and administer such property; and

(ii) on which lot, tract or parcel of land there is located or intended to be located improvements which are designed and intended for occupancy and use as a residence by one person, by a single family or by persons maintaining a common household.

Section 2. Voting Classes and Rights. The corporation shall have the following classes of voting membership with the following rights:

Class A: The owners of the Assessable Tracts shall be the Class A Members, and by virtue of such membership, the owner of each Assessable Tract shall be entitled to one vote. There shall be no fractional votes.

Class B: Wonaco Development, Inc. and Fairtex Corporation (or its successors) shall be the sole Class B Members, and by virtue of such membership, shall be entitled to the same number of votes in the corporation as the aggregate votes of all of the Class A Members, plus one hundred (100) additional or addition enumerated or referred to in Section 1. (c)(i) of this Article Seven. The Class B Membership shall terminate at 11:59 PM on December 31, 1983, or at the time when seventy-five percent (75%) of the lots, tracts or parcels of land shown on the recorded plats of the properties referred to in Article Four, Section 1, of these Articles have become Assessable Tracts upon which are located improvements which are actually occupied as residences, whichever occurs later; provided Wonaco Development, Inc. or Fairtex Corporation (or its successors) shall have the right and option to terminate its Class B Membership at any time, in its sole discretion, by notifying the corporation in writing of its election to so terminate the Class B. Membership.

Section 3. No Class Voting: The classes of voting membership set forth in Section 2 above shall not be entitled to vote as classes on any matters to be voted upon by the members, and all classes of membership shall vote as one (1) class on all matters to be voted upon by the membership.

ARTICLE EIGHT

Upon dissolution of the corporation, the assets of the corporation shall be applied and distributed as follows:

- (1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all of the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations.
- (2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (3) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, together with any income earned thereon shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in purely charitable activities pursuant to a plan of distribution adopted as provided in the Texas Non-Profit Corporation Act.
- (4) Any remaining assets shall be distributed to such persons, societies, organizations, or domestic or foreign corporations, organized exclusively for religious, charitable, scientific or literary or educational purposes, or to the Federal, State or Local government for public purposes, or to a court for distribution to another organization to be used in such manner in the judgment of the court will best accomplish charitable or educational purposes.

ARTICLE NINE

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| John M. Robinson | 1225 Bank of the Southwest Bldg. Houston, Texas 77002 |
| W. Timothy Weaver | 1225 Bank of the Southwest Bldg. Houston, Texas 77002 |
| Linda Kline | 1225 Bank of the Southwest Bldg. Houston, Texas 77002 |

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day
of February, 1979.


JOHN M. ROBINSON


W. TIMOTHY WEAVER


LINDA KLINE

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Linda Stubbins a Notary Public, do hereby certify that on this 13 day of February A.D., 1979, personally appeared John M. Robinson, W. Timothy Weaver, and Linda Kline, being by me duly sworn, declared that they are the persons who signed the foregoing document as Incorporators, and that the statements contained therein are true.

Linda Stubbins
Notary Public in and for
Harris County, T e x a s

FILED
In the Office of the
Secretary of State of Texas

MAY 21 1979

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SAN MIGUEL CIVIC ASSOCIATION

John W. Ward
Attorney, Corporation Division

Pursuant to the Provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, SAN MIGUEL CIVIC ASSOCIATION, a Texas non-profit Corporation which is subject to the provisions of the Texas Non-Profit Corporation Act, adopts the hereinafter stated Articles of Amendment to its Articles of Incorporation which defines and sets out membership and voting rights of the Association.

ARTICLE ONE

The name of the Corporation is SAN MIGUEL CIVIC ASSOCIATION.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the Corporation May 1, 1979.

Article Seven, Section 2, of the Articles of Incorporation, Voting Classes and Rights is hereby amended to read as follows:

Section 2: MEMBERSHIP AND VOTING RIGHTS

Section A: Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section B: 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 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s), Wonaco Development, Inc. and Fairtex Corporation (or its successors) 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:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (ii) on December 31, 1985.

The amendment was adopted at a meeting of the Board of Directors held on May 1, 1979, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Dated this 4th day of May, 1979.

SAN MIGUEL CIVIC ASSOCIATION

BY: John M. Robinson
John M. Robinson, Director

BY: W. Timothy Weaver
W. Timothy Weaver, Director

BY: Linda S. Kline
Linda S. Kline, Director

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Wanda P. Ford, a Notary Public, do hereby certify that on this 4th day of May, 1979, personally appeared before me W. TIMOTHY WEAVER, who, being duly sworn, declared that he is the President and Director of the corporation executing the foregoing document in the capacity therein set forth, and that the statements therein contained are true.

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

Wanda P. Ford
Notary Public in and for
Harris County, T e x a s

My Commission Expires:

Oct 11 1980

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Wanda P. Ford, a Notary Public, do hereby certify that on this 4th day of May, 1979, personally appeared before me JOHN M. ROBINSON and LINDA S. KLINE, who, being duly sworn, declared that they are Director's of the corporation executing the foregoing document in the capacity therein set forth, and that the statements therein contained are true.

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

Wanda P. Ford
Notary Public in and for
Harris County, T e x a s

My Commission Expires:

Oct 11 1980