

ARTICLES OF INCORPORATION

OF

WOODLAND HILLS TRAIL ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

AUG 29 1972

Bill Zimmerman

Deputy Director, Corporation Division

In compliance with the requirements of the Texas Nonprofit Corporation Act, the undersigned, all of whom are citizens of the State of Texas, and all of whom are at least twenty-one (21) years of age, this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Woodland Hills Trail Association, hereinafter called the "Association".

ARTICLE II

The initial registered office of the Association is located at 800 Bell Avenue, Houston, Texas.

ARTICLE III

B. P. Pierce, whose address is 800 Bell Avenue, Houston, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for street lighting, cleaning and sweeping, esplanade maintenance and maintenance and preservation of the Common Area within that certain 591.5004-acre tract or parcel of land within the Elijah Votaw Survey, A-823, the P. Whitty Survey, A-1458, the A. B. Langerman Survey, A-1196, the H.T.&B.R.R. Section 3, A-1719, in Harris County, Texas, and A-283 in Montgomery County, Texas, said 591.5004 acres being more particularly described by metes and bounds in Exhibit "A" attached hereto, made a part hereof and incorporated herein for all

purposes, 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 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 property and recorded or to be recorded in the Office of the County Clerk of Harris and Montgomery Counties, Texas, 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 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 (2/3) of each class of members 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 Common Area 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

two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or apartment, townhouse, patio house or Commercial Land 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 or apartment, townhouse, patio house living unit or Commercial Land which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

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 or apartment, townhouse, patio house living unit or tract of Commercial Land owned. When more than one person holds an interest in any Lot or apartment, townhouse, patio house living unit, or Commercial Land, all such persons shall be members. The vote for such Lot or apartment, townhouse, patio house living unit, or

Commercial Land shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or apartment, townhouse, patio house living unit or tract of Commercial Land.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot or apartment, townhouse, patio house living unit or tract of Commercial Land 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 the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1985.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of eleven (11) 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 directors until the selection of their successors are:

1. J. D. BRUTON, P. O. Drawer 809, Humble, Texas
2. J. C. BYRD, P. O. Drawer 809, Humble, Texas
3. JAMES Y. CHOU, 800 Bell Avenue, Houston, Texas
4. P. L. CONROY, P. O. Drawer 809, Humble, Texas
5. W. S. CRAWFORD, JR., 2000 North Loop West, Houston, Texas
6. D. H. GREGG, 800 Bell Avenue, Houston, Texas
7. R. D. LEONHARD, P. O. Drawer 809, Humble, Texas
8. G. B. MITCHELL, P. O. Drawer 809, Humble, Texas
9. C. R. PARISH, P. O. Drawer 809, Humble, Texas
10. H. H. SCOTT, P. O. Drawer 809, Humble, Texas
11. HUBERT SMITH, P. O. Drawer 809, Humble, Texas

At the first annual meeting, the members shall elect four directors for a term of one year, four directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect four directors for a term of three years EXCEPT that at each third annual meeting after the first annual meeting, the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall not be transferred to or received by any individual, but shall, pursuant to a lawful plan of distribution, 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 IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII
INCORPORATORS

The names and address of the incorporators are:

J. C. BYRD, P. O. Drawer 809, Humble, Texas

D. H. GREGG, 800 Bell Avenue, Houston, Texas

J. D. BRUTON, P. O. Drawer 809, Humble, Texas.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 8th day of August, 1972.

J. C. Byrd
J. C. BYRD

D. H. Gregg
D. H. GREGG

John D. Bruton
J. D. BRUTON

STATE OF TEXAS
COUNTY OF HARRIS

I, Fern S. Gordon, a Notary Public, do hereby certify that on this 8th day of August, 1972, personally appeared before me, J. C. BYRD, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Fern S. Gordon
Notary Public in and for
Harris County, Texas

FERN S. GORDON
NOTARY PUBLIC IN AND FOR HARRIS COUNTY, TEXAS
MY COMMISSION EXPIRES JUNE 1, 1973

STATE OF TEXAS
COUNTY OF HARRIS

I, Patricia A. Souther, a Notary Public, do hereby certify that on this 8th day of August, 1972, personally appeared before me, D. H. GREGG, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Patricia A. Souther
Notary Public in and for
Harris County, Texas

PATRICIA A. SOUTER

STATE OF TEXAS

COUNTY OF HARRIS

I, Fern S. Gordon, a Notary Public, do hereby certify that on this 8th day of August, 1972, personally appeared before me, J. D. BRUTON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Fern S. Gordon
Notary Public in and for
Harris County, Texas

FERN S. GORDON
NOTARY PUBLIC IN AND FOR HARRIS COUNTY, TEXAS
MY COMMISSION EXPIRES JUNE 1, 1973

DESCRIPTION OF
WOODLAND HILLS VILLAGE

Being a tract or parcel of land containing 591.5004 acres located in the Elijah Votaw Survey, Abstract 823, the P. Whitty Survey, Abstract 1458, the A. B. Langermann Survey, Abstract 1196, Harris County, Texas and the H.T.& B. R.R. Co. Survey, Abstract 1719, Harris County, Texas and Abstract 283, Montgomery County, Texas and being more particularly described by metes and bounds as follows (all bearings referenced to the Texas Coordinate System, South Central Zone):

COMMENCING for reference where the west line of the aforementioned Elijah Votaw Survey crosses the north line of Kingwood Drive (varying width);

THENCE with the north line of Kingwood Drive N 87°33'16" E, 240.00 feet to the POINT OF BEGINNING;

THENCE leaving the north line of Kingwood Drive N 02°26'43" W, 726.93 feet to a point for corner;

THENCE N 02°13'28" W, 2851.60 feet to the beginning of a curve;

THENCE along the arc of a curve to the right having a chord which bears N 21°29'41" E, a central angle of 47°26'18" and a radius of 220.00 feet for a distance of 182.15 feet to a point of tangency;

THENCE N 45°12'50" E, 660.30 feet to a point for corner;

THENCE N 54°07'59" E, 221.94 feet to a point for corner;

THENCE N 63°21'33" E, 177.86 feet to a point for corner;

THENCE N 71°58'01" E, 177.86 feet to a point for corner;

THENCE N 80°34'29" E, 177.86 feet to the beginning of a curve;

THENCE along the arc of a curve to the left having a chord which bears N 41°22'39" E, a central angle of 87°00'08" and a radius of 230.00 feet for a distance of 349.25 feet to a point of tangency;

THENCE N 02°07'26" W, at 7.62 feet pass the common line of aforementioned Elijah Votaw and H.T.& B. R.R. Co. Surveys, at 654.93 feet pass the Harris and Montgomery County line and continuing to a point for corner in the south line of proposed North Park Drive (120.00 feet wide) at 1527.24 feet in all;

THENCE with the south line of proposed North Park Drive N 87°52'34" E, at 946.46 feet pass the Harris and Montgomery County line and continuing to a point for corner in the west line of Woodland Hills Drive (Volume 8506, Page 136, Harris County Deed Records) at 3327.37 feet in all;

THENCE with the west line of Woodland Hills Drive, the following:

S 02°07'25" E, 1165.63 feet to the beginning of a curve;

- continued -

Along the arc of a curve to the right having a chord which bears S 04°09'45" W, a central angle of 12°34'21", a radius of 11,619.42 feet at 339.15 feet pass the common line of aforementioned H.T. & B. R.R. Co. and A. B. Langermann Surveys and continuing for an arc length of 2549.65 feet in all;

S 20°12'23" W, 251.69 feet to a point for corner;

S 12°10'03" W, at 63.14 feet pass the common line of aforementioned A. B. Langermann and P. Whitty Surveys and continuing to a point for corner at 198.46 feet in all;

S 05°45'20" W, 300.07 feet to a point for corner on the arc of a curve;

along the arc of a curve to the right having a chord which bears S 17°52'13" W, a central angle of 07°28'41" and a radius of 11,619.42 feet for a distance of 1516.52 feet to a point of tangency;

S 21°36'33" W, at 138.79 feet pass the common line of aforementioned P. Whitty and Elijah Votaw Surveys and continuing to a point for corner in the north line of aforementioned Kingwood Drive at 1252.95 feet in all;

THENCE with the north line of Kingwood Drive the following:

N 68°23'27" W, 72.07 feet to the beginning of a curve;

along the arc of a curve to the right having a chord which bears N 63°56'14" W, a central angle of 08°54'26" and a radius of 3700.00 feet for a distance of 575.20 feet to a point of reverse curve;

along the arc of a curve to the left having a chord which bears N 74°05'52" W, a central angle of 29°13'43" and a radius of 2250.00 feet for a distance of 1147.80 feet to a point of reverse curve;

along the arc of a curve to the right having a chord which bears N 85°28'09" W, a central angle of 06°29'10" and a radius of 3000.00 feet for a distance of 339.61 feet to a point of reverse curve;

along the arc of a curve to the left having a chord which bears N 87°20'08" W, a central angle of 10°13'11" and a radius of 5789.56 feet for a distance of 1032.66 feet to a point of tangency;

S 87°33'16" W, 282.65 feet to the POINT OF BEGINNING and containing 591.5004 acres being 9.4777 acres in Montgomery County and 582.0227 acres in Harris County.

Compiled by:
Turner, Collie & Braden, Inc.
Consulting Engineers
Houston Port Arthur
July 18, 1972 Job No. 1023-057