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ARTICLES OF INCORPORATION  
OF

LAKESIDE PARK TOWNHOME OWNERS ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

Filed in the Office of the  
Secretary of State of Texas  
This 25 day of Feb. 1980.

533-05-1843

We the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) 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 Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is LAKESIDE PARK TOWNHOME OWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which said Corporation is organized are to act as agent for the civic and social benefit and betterment of the residents and property owners of LAKESIDE PARK TOWNHOME APARTMENTS, a Planned Unit Development in Harris County, City of Houston, Texas, according to the map or plat thereof recorded in Volume 284, Page 119, of the Map Records of Harris County, Texas, and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

(a) To exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions ("Restrictions") for LAKESIDE PARK TOWNHOME APARTMENTS Planned Unit Development;

(b) To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the restrictions referred to hereinabove; and, as agent, pay all expenses in connection therewith

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and all office and other expenses incident to the conduct of the business of this Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of this corporation and to make disbursements expenditures and payments on behalf of the said property owners as required by the Restrictions and the By-Laws of the Corporation; and to hold as agent for said property owners reserves for periodic repairs and capital improvements to be made as directed by the property owners acting through the Board of Directors of the Corporation;

(c) To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of this Corporation subject to the limitations set forth in the Restrictions;

(d) To borrow money, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Restrictions;

(e) To provide for services such as garbage and rubbish collection and disposal and for property maintenance;

(f) To promote and provide recreational and other facilities for the residents and owners of said property;

(g) To provide safety or police patrols;

(h) To maintain streets, street lights, sidewalks and traffic controls;

(i) To provide general sanitation and cleanliness of common areas;

(j) To provide control of insects, rodents and animals;

(k) To provide maintenance of drainage facilities;

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(l) To provide upkeep and maintenance of common areas and facilities and of Townhouse exteriors as provided in the Restrictions;

(m) To provide any activity authorized by the Restrictions for the mutual benefit of the residents and owners; and to have and to exercise any and all powers, rights and privileges a corporation organized under the Non-Profit Corporation Law of the State of Texas, may now or hereafter exercise.

ARTICLE V

The number of directors constituting the initial Board is three (3). The Directors need not be members of the corporation. The names, addresses and terms of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
<u>Joaquin Avellan</u>	<u>10085 Westpark, Suite A</u> <u>Houston, Texas 77042</u>
	Term: Three (3) years from date hereof or until his successor shall have been elected.
<u>David M. Newcomb</u>	<u>50 Briar Hollow Lane, Suite 303 East</u> <u>Houston, Texas 77027</u>
	Term: Two (2) years from the date hereof or until his successor shall have been elected.
<u>Francisco Gonzalez</u>	<u>10085 Westpark, Suite A</u> <u>Houston, Texas 77027</u>
	Term: One (1) year from the date hereof or until his successor shall have been elected.

At the first annual meeting of the members, which shall be one (1) year from the date hereof, one (1) Director shall be elected for a term of three (3) years, and at each annual meeting thereafter one (1) Director shall be elected for a term of three (3) years, unless the Board of Directors elects to increase the number of Directors according to the terms of the By-Laws of

the Corporation, in which case Directors shall be elected at the annual meeting for a term of three (3) years as the terms of one (1) or more Directors expire.

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ARTICLE VI

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Joaquin Avellan	10085 Westpark, Suite A Houston, Texas 77042
David M. Newcomb	50 Briar Hollow Lane Suite 303 East Houston, Texas 77027
Victor Win	50 Briar Hollow Lane Suite 303 East Houston, Texas 77027

ARTICLE VII

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. No owner shall have more than one (1) membership. Membership shall be appurtenant to and may not be separated from any ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership. Any mortgagee or lienholder who acquires title to any Lot which is a part of the Property, through judicial or non-judicial foreclosure, shall be a member of the Association.

The Association shall have two (2) classes of voting membership.

CLASS A: Class A Members shall be all Owners, with the exception of the Declarant (as defined in the Restrictions), and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds such 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 (1) vote be cast with respect to any Lot.

CLASS B: The Class B member(s) shall be Declarant (as defined in the Restrictions), and shall be entitled to three (3) votes for each Lot owned, provided that 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, after completion of all allowed annexations in accordance with Article X of the Restrictions, the total votes in the Class A membership equal the total votes outstanding in the Class B membership, or

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(b) Five (5) years from the filing date of the Restrictions in the Official Public Records of Real Property of Harris County, Texas.

ARTICLE VIII

The corporation is a non-profit corporation, without capital stock, organized solely for the purpose specified in Article IV; and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, Officer, or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any such Director, Officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IX

The street address of the initial registered office of the Corporation is 50 Briar Hollow Lane, Suite 303 East, Houston, Texas 77027, and the name of its initial registered agent at such address is David M. Newcomb.

IN WITNESS WHEREOF, we hereunto set our hands this the 21<sup>ST</sup> day of February, 1980.

Joaquin Avellan

David M. Newcomb  
David M. Newcomb

Victor Win  
Victor Win

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

533-05-1848

I, the undersigned Notary Public, do hereby certify that  
on this 21<sup>st</sup> day of February, 1980, personally appeared  
before me Joaquin Avellan, who, being by me first duly sworn, declared that he  
is the person who signed the foregoing document as an incorporator and  
that the statements therein contained are true.

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

*Lisa N. Lambert*

Notary Public in and for  
Harris County, Texas  
Notary Public, Harris County, Texas  
My Commission Expires: Dec 13, 1981  
Bonded by L. Alexander Lovell, Lawyers Surety Corp.

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that  
on this 21<sup>st</sup> day of February, 1980, personally appeared  
before me, David M. Newcomb and Victor Win, who, each being by me 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  
date and year above written.

*Lisa Johnson*

Notary Public in and for  
Harris County, Texas

LISA JOHNSON  
Notary Public, Harris County, Texas  
My Commission Expires: 2/2/81