

ARTICLES OF INCORPORATION

OF

SPRING BRANCH CIVIC ASSOCIATION, INC.

FILED
1980 NOV 10 10:00 AM
CLERK OF COURTS
HARRIS COUNTY, TEXAS

NOV 10 1980

TEXAS
Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) 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 (the "Act"), do hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation is SPRING BRANCH CIVIC ASSOCIATION, INC. (hereinafter called "the Association").

ARTICLE II

The street address of the initial registered office of the Association is 1238 Demaret, Houston, Texas 77055, and the name of its initial registered agent at such address is Ed Dossman.

ARTICLE III

The Association is a non-profit corporation.

ARTICLE IV

The period of the Association's duration is perpetual.

ARTICLE V

The Association is organized exclusively for the purpose of promoting the public interest and social welfare of the community of Spring Branch in Houston, Harris County, Texas by combatting community deterioration and promoting civic betterment and desirable

living conditions, beautification, cleanliness and sanitation within such community, and by protecting the health, safety and property of residents and others within such community.

ARTICLE VI

All of the members of the Association shall be of one class.

ARTICLE VII

The affairs of this Association shall be managed by the Board of Directors, each of the members of which shall be a member of the Association. The number of directors shall initially be five (5), but thereafter the number may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
<u>Roland Wells</u>	<u>9798 Pine Lake</u> <u>Houston, Texas 77055</u>
<u>Billie Fant</u>	<u>1221 Demaret</u> <u>Houston, Texas 77055</u>
<u>Howard Mead</u>	<u>10059 Cedardale</u> <u>Houston, Texas 77055</u>
<u>Karen Parma</u>	<u>9829 Cedardale</u> <u>Houston, Texas 77055</u>
<u>Ed Dossman</u>	<u>1238 Demaret</u> <u>Houston, Texas 77055</u>

ARTICLE VIII

A. At meetings, annual or special, of the members, members may vote in person or, subject to the limitations of this Section A of this Article VIII, by proxy executed in writing by the member

or by the member's duly authorized attorney-in-fact. A proxy shall only be valid to the extent that such proxy confers authority to vote in a specific manner on specific matters set forth therein. A proxy purporting to confer discretionary authority as to the manner in or the matters on which such proxy shall be voted shall ~~not~~ be ~~valid~~ void.

Handwritten initials: P.O. J.W.D.

B. At each election for directors every member entitled to vote at such election shall have the right to vote, in person or, subject to the provisions of Section A of this Article VIII, by proxy, for as many persons as there are directors to be elected and for whose election such member has a right to vote, or to cumulate such member's vote by giving one candidate as many votes as the number of such directors multiplied by such member's vote shall equal, or by distributing such votes on the same principle among any number of such candidates. Any member who intends to cumulate such member's votes as herein authorized shall give written notice of such intention to the secretary of the Association on or before the day preceding the election at which such member intends to cumulate such member's votes.

C. Except as otherwise provided in these Articles of Incorporation or in the By-laws, members holding one-tenth of the votes entitled to be cast, represented in person or, subject to the provisions of Section A of this Article VIII, by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or, subject to the provisions of Section A of this Article VIII, represented by proxy at a meeting

at which a quorum is present, shall be the act of the members' meeting, unless the vote of a greater number is required by law, these Articles of Incorporation, or the By-laws.

D. For the purpose of acting on any of the following matters, members holding a majority of the votes entitled to be cast, represented in person or, subject to the provisions of Section A of this Article VIII, by proxy, shall constitute a quorum:

- (1) Any amendment to these Articles of Incorporation; or
- (2) Any alteration, amendment or repeal of any By-law or By-laws, or the adoption of new By-laws, pursuant to Section E of this Article VIII; or
- (3) Any voluntary dissolution of the Association; or
- (4) Any merger or consolidation of the Association; or
- (5) Any sale, lease, exchange or other disposition of the assets of Association requiring special authorization of the members pursuant to Article 5.09, or any other similar provision, of the Act, as it may from time to time be amended, and the fixing of, or authorization of the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the Association therefor; or
- (6) The levying of any special assessment on the members of the Association.

E. The Board of Directors shall adopt the initial By-laws, but the members, from time to time and in the manner specified in

paragraph 2 of Section D of this Article VIII, may alter, amend or repeal any By-law or By-laws adopted by the Board of Directors or may adopt new By-laws.

F. The provisions of this Article VIII are not in limitation of the power of the members of the Board of Directors to formulate in the By-laws, by resolution, or in other proper manner, other lawful provisions for the regulation of the internal affairs of the Association not inconsistent with these Articles of Incorporation.

ARTICLE IX

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Marilyn Kiley</u>	<u>9906 Cedardale</u> <u>Houston, Texas 77055</u>
<u>Penney Dossman</u>	<u>1238 Demaret</u> <u>Houston, Texas 77055</u>
<u>John Oertel</u>	<u>9925 Pine Lake</u> <u>Houston, Texas 77055</u>

ARTICLE X

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association

shall not participate in, or intervene in (including the publishing or distribution of any statement) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of November, 1980.

Marilyn Kiley
Penney Dossman
John W. East

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Sandra K. Husmann, a Notary Public, do hereby certify on this 9th day of November, 1980, personally appeared before me, Marilyn Kiley, who being by me first duly sworn declared that he/she is the person 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.

Sandra K. Husmann
Notary Public in and for
Harris County, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Sandra K. Husmann, a Notary Public, do hereby certify on this the 9th day of November, 1980, personally appeared before me Penney Dossman, who being by me first duly sworn declared that he/she is the person 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.

Sandra K. Husmann
Notary Public in and for
Harris County, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Sandra K. Husmann, a Notary Public, do hereby certify on this the 9th day of November, 1980, personally appeared before me John Oertel, who being by me first duly sworn declared that he/she is the person 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.

Sandra K. Husmann
Notary Public in and for
Harris County, T E X A S