

**CERTIFICATE OF FORMATION
OF
THE VINTAGE AT LAKE ROAD PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned natural person, being of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a nonprofit corporation under the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is: The Vintage at Lake Road Property Owners Association, Inc. (hereinafter called the “Association”).

**ARTICLE II
NONPROFIT CORPORATION**

The Association is a nonprofit corporation.

**ARTICLE III
DURATION**

The Association shall exist perpetually.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Business Organizations Code, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for The Vintage at Lake Road Subdivision recorded in the Official Public Records of Harris County, Texas, as the same may be amended from time to time (the “Declaration”). Without limiting the generality of the foregoing, the Association is organized for the following general purposes:

(a) to fix, levy, collect, and enforce payment by any lawful means all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the Association's property;

(c) to have and to exercise any and all powers, rights, and privileges which a

corporation organized under the Texas Business Organizations Code may now, or later, have or exercise.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and powers stated in each of the clauses above shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

ARTICLE V REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Association is 4200 Research Forest Dr., Ste. 196, The Woodlands, Texas 77381. The name of its initial registered agent at such address is Veronica Ivonne Grey Reyes.

ARTICLE VI MEMBERSHIP

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

ARTICLE VII VOTING RIGHTS

Voting rights of the members of the Association shall be determined as set forth in the Declaration.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

NAME

ADDRESS

Veronica Ivonne Grey Reyes

4200 Research Forest Dr., Ste. 196
The Woodlands, Texas 77381

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by an initial Board of Directors consisting of three (3) individuals, who need not be members of the Association. The Board of Directors shall fulfill all of the functions of, and possess all powers granted to, Boards of Directors of nonprofit corporations pursuant to the Texas Business Organizations Code. The number of directors of the Association 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 of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------------|--|
| Veronica Ivonne Grey Reyes | 4200 Research Forest Dr., Ste. 196 The Woodlands, Texas 77381 |
| Ernesto Grey | 4200 Research Forest Dr., Ste. 196 The Woodlands, Texas 77381 |
| Andrew Neidert | 4200 Research Forest Dr., Ste. 196 The Woodlands, Texas 77381 |

Each of the foregoing persons has consented to serve as a director. The Board of Directors may delegate its operating authority to such corporations, individuals, and committees as it, in its sole discretion, may determine, as set forth in the Declaration.

ARTICLE X LIMITATION OF DIRECTOR LIABILITY

A director of the Association shall not be personally liable to the Association for monetary damages for any act or omission in his/her capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a director of the Association existing at the time of the repeal or modification.

ARTICLE XI INDEMNIFICATION

Each person who acts as a director, officer, or committee member of the Association shall be indemnified by the Association against any costs, expenses, and liabilities that may be imposed upon or reasonably incurred by him/her in connection with any civil or criminal action, suit, or proceeding in which he/she may be named as a party defendant or in which he/she may be a witness by reason of his/her being or having been such director, officer, or committee member or by reason of any action alleged to have been taken or omitted by him/her in any such capacity. Such indemnification shall be provided in the manner and under the terms, conditions, and limitations set forth in the Bylaws of the Association.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the written and signed assent of not less than sixty-seven percent (67%) of the total number of votes of the Association, as determined under the Declaration. The foregoing sentence shall in no way be interpreted to mean sixty-seven percent (67%) of a quorum as established pursuant to the Bylaws. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.


ARTICLE XIII ACTION WITHOUT MEETING

Any action required or permitted by law to be taken at a meeting of the members or of the Board of Directors of the Association may be taken without a meeting, without prior notice, and without a vote if written consent specifically authorizing the proposed action is signed by the members or directors of the Association (as the case may be) holding at least the minimum number of votes necessary to authorize such action at a meeting if all the members or directors of the Association (as the case may be) entitled to vote thereon were present. If the action is proposed by the Association, the Board shall provide each member or director of the Association (as the case may be) written notice at least ten (10) days in advance of the date the Board proposes to initiate securing consent as contemplated by this Article XIII. Consents obtained pursuant to this Article XIII shall be dated and signed within sixty (60) days after receipt of the earliest dated consent and delivered to the Association at its principal place of business in Texas. Such consents shall be filed with the minutes of the Association and shall have the same force and effect as a vote of the members or directors of the Association (as the case may be) at a meeting. Within ten (10) days after receiving authorization for any action by written consent, the Secretary shall give written notice to all members or directors of the Association (as the case may be) entitled to vote who did not give their written consent, fairly summarizing the material features of the authorized action.

ARTICLE XIV AMENDMENT

Amendment of this Certificate of Formation shall be by proposal submitted to the membership of the Association. Any such proposed amendment shall be adopted only upon an affirmative vote by the holders of a minimum of two-thirds (2/3) of the total number of votes of the Association, as determined under the Declaration. The foregoing sentence shall in no way be interpreted to mean two thirds (2/3) of a quorum as established pursuant to the Bylaws. In the case of any conflict between the Declaration and this Certificate of Formation, the Declaration shall control; and in the case of any conflict between this Certificate of Formation and the Bylaws of the Association, this Certificate of Formation shall control.

3/14/2023 IN WITNESS WHEREOF, the undersigned has hereunto set his hand, this ____ day of
_____ 2023.

DocuSigned by:

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Veronica Ivonne Grey Reyes, Incorporator