

MAR 10 1993

ARTICLES OF INCORPORATION

OF

Corporations Section

WYNFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.

STATE OF TEXAS)
) KNOW ALL MEN BY THESE PRESENTS: THAT
COUNTY OF HARRIS)

I, the undersigned natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation (hereinafter called the "Association");

ARTICLE I

CORPORATE NAME

The Association shall be known as WYNFIELD ESTATES HOMEOWNERS ASSOCIATION, INC. and by and under such name it shall conduct and transact all its business.

ARTICLE II

CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is 1001 West H Street, La Porte, TX 77571, and the name of its initial registered agent at such address is James R. Keeney, Jr.

ARTICLE III

CORPORATE STATUS

The Association is a non-profit corporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Properties subject to a Declaration of Covenants, Conditions and Restrictions applicable to Wynfield Estates, Section I and Wynfield Estates, Section II, each a subdivision in Harris County, Texas, to be recorded in the Official Public Records of Real Property of Harris County, Texas, hereinafter called "Declaration", according to the Plat thereof to be recorded in the Map Records of Harris County, Texas 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 the Association and 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 the Declaration 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; 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 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 the votes of each class of members as hereinafter defined, mortgage, pledge, deed in trust or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(e) dedicate or convey title to all or any part of the Common Area, as defined in the Declaration, and facilities owned by the Association 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 of title shall be effective unless an instrument signed by members who would have two-thirds (2/3) of the votes at a meeting of the Association agreeing to such dedication or conveyance has been recorded except that dedication of easements for public utility purposes on or across Common Areas may be approved by majority vote of the Board of Directors of the Association and does not require the approval of the Members;

(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 members

who would have two-thirds (2/3) of the votes at a meeting of the Association;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to such Act.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any of the Properties which are subject by covenants of record to assessment by the Association 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 property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE VI

VOTING RIGHTS

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, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an 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 each Lot.

Class B. The Class B member shall be Magnum Development, Inc., the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class A and B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote together upon all matters as one group.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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 successor are:

Michael D. Domec
1135 Edgebrook
Houston, TX 77034

Harry H. Fuller, Jr.
3710 Center Street
Deer Park, TX 77536

R. N. Domec
1135 Edgebrook
Houston, TX 77034

At the first annual meeting, the members shall elect two (2) directors for a term of one (1) year, and one (1) director for a term of two (2) years; and at each annual meeting thereafter, the members shall elect directors for a term of two (2) years as needed to maintain Board Membership at three (3) directors.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is:

James R. Keeney, Jr.
1001 West H Street
La Porte, TX 77571

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members who would have not less than two-thirds (2/3) of the votes at a meeting of the Association as such membership exists at the time of dissolution. 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 the 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 X

DURATION

The Association shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent in writing of members who would have two-thirds (2/3) of the votes at a meeting of the Association as such memberships exist at the time of amendment.

ARTICLE XII

INDEMNIFICATION

The Association shall indemnify any director, former director, officer or former officer of the corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred in connection with any claim asserted, by action in court or otherwise, by reason of such person being or having been such director or officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct in respect to any matter in which indemnity is sought.

IN WITNESS WHEREOF, for the purpose of forming the Association under the laws of the State of Texas, I, the undersigned incorporator of the Association, have executed these Articles of Incorporation this 5th day of March, 1993.


James R. Keeney, Jr.