



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

West Orem Place Homeowners' Association, Inc.
Filing Number: 800232400

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 08/01/2003

Effective: 08/01/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
WEST OREM PLACE HOMEOWNERS'
ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 01 2003
Corporations Section

We, the undersigned, natural persons of the age of eighteen (18) years or more, all 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 ONE

The name of the Corporation is West Orem Place Homeowners' Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The post office address of the initial registered office of the Corporation is 407 Julie Rivers Drive, Sugar Land, Texas 77478, and the name of its initial registered agent at such address is Russell C. Jones.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation and architectural control of: (i) a subdivision of 17.97 acres of land located in the I. & G.N.R.R. Co. Survey, A-953, as recorded under Clerk's File No. W525792 of the Plat Records of Harris County, Texas; and (ii) the property being a 45.41 acre tract situated in the I & G.N.R.R. Survey, Abstract 953 and the James Hamilton Survey, Abstract 877, City of Houston, Harris County, Texas, and being the same tract of land as described under Harris County Clerk's File No. G239694 (the "Property"), but to include only so much of the Property as may be brought under the jurisdiction of the corporation according to the terms of its by-laws and any restrictive covenants filed for record for the purpose of developing West Orem Place, a residential community in Harris

County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Corporation, and to promote the health, safety and welfare of the residents within the Property and any additions thereto, and, for these purposes. to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for West Orem Place (hereinafter called the "Declaration" whether actually set out in one or more of such Declarations), applicable to the property above described and recorded or to be recorded in the Office of the County Clerk of Harris County, 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 of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;
- (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 Corporation;
- (d) Borrow money, 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 Corporation's property to any public agency or authority and grant or dedicate easements in portions of its properties to public or private utility companies;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional property; and
- (g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

ARTICLE SIX

The record owner, whether one or more persons or entities, of the fee simple title to any portion of the property subject to the Declaration, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation or those owning an easement right, a mineral interest or a royalty interest, shall be a Member of the Corporation (such persons or entities being hereinafter referred to as an "Owner"). Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE SEVEN

The Corporation shall initially have two classes of voting membership:

- (a) Class A. Class A members shall be all Owners with the exception of the Class B member and shall be entitled to one vote for each Lot (as defined in the Declaration) for which they are the Owner. When more than one person holds such interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine.
- (b) Class B. Class B Member shall be Declarant (as defined in the Declaration) and any successors or assigns of the Declarant who takes title for the purpose of developing and selling any portion of the property owned by the Declarant and is designated as such in a recorded instrument executed by a Declarant. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by the Declaration.

The Class B membership shall cease and be converted to Class A membership on the happening of the earliest of the following events: (i) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or (ii) on January 1, 2024; or (iii) when Declarant records an instrument to such effect in the Official Records of Real Property Harris County, Texas.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a Board of Directors, whose numbers shall be not less than three (3) nor more than five (5) in number, who need not be members of the Corporation. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the first annual meeting or until the election of their successors are:

- (1) Harris Masterson, IV
322 Julie Rivers Drive
Sugar Land, Texas 77478
- (2) Joel R. Scott
322 Julie Rivers Drive
Sugar Land, Texas 77478
- (3) Carl Stephens
3331 Cartwright Road, Suite 100
Missouri City, Texas 77459

ARTICLE NINE

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes

similar to those for which this Corporation 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 TEN

Amendments of these Articles shall require the affirmative vote of a majority of the total votes of the Class A Members and the Class B Member or the written consent by members entitled to a majority of the vote in each class. However, as long as there is a Class B member, such member shall have the unilateral right to amend these Articles.

ARTICLE ELEVEN

The name and address of each incorporator is:

Russell C. Jones	407 Julie Rivers Drive Sugar Land, Texas 77478
Thelma Holoway Jones	407 Julie Rivers Drive Sugar Land, Texas 77478
Samir J. Foteh	407 Julie Rivers Drive Sugar Land, Texas 77478

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 the Corporation, have executed these Articles of Incorporation this 28 day of July, 2003.






