

FILED  
the Office of the  
State of Texas  
MAY 27 1983  
Clerk E  
Corporations Section

ARTICLES OF INCORPORATION

OF

IDLEWILDE ESTATES PROPERTY OWNERS' ASSOCIATION, INC.

We, the undersigned and natural persons of the age of twenty-one 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 I

CORPORATE NAME

The name of the corporation is Idlewilde Estates Property Owners' Association, Inc.

ARTICLE II

CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

The corporation is formed for the purposes of providing for maintenance, preservation and architectural control of the properties, residential lots, houses and Community Properties subject to the Covenants, Conditions and Restrictions applicable to those certain tracts of land known as Idlewilde Estates, Sections One, Two and Four, subdivisions in Polk County, Texas, according to the map or plat thereof recorded in Volume 3, Page 19 (Section One); Volume 3, Page 88 (Section Two); and Volume 4, Page 11 (Section Four), of the Plat Records of Polk County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Association and to promote the health, safety and welfare of the residents within the above-described property and to:

1. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property or subdivision named above and recorded or to be recorded in the Official Public Records of Real Property of Polk 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;
2. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 levied or imposed against the property of the Association; and

3. 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 may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

#### ARTICLE V

The street address of the initial registered office of the corporation is 1750 West Belt North, Houston, Texas 77043, and the name of its initial registered agent at such address is Michael Horne.

#### ARTICLE VI

The affairs of the Association shall be managed by a Board of not less than three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The number of Directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as the initial Directors are:

Paula Swain  
1750 West Belt North  
Houston, Texas 77043

Richard Henderson  
1750 West Belt North  
Houston, Texas 77043

Bob Geese  
1750 West Belt North  
Houston, Texas 77043

#### ARTICLE VII

The name and street address of each incorporator is:

Timothy Horan, Jr.  
2727 North Loop West, Suite 330  
Houston, Texas 77008

Charles A. Nester  
2727 North Loop West, Suite 330  
Houston, Texas 77008

Mark H. Achilles  
2727 North Loop West, Suite 330  
Houston, Texas 77008

**ARTICLE VIII**

**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject to a maintenance charge assessment by the Association, including contract sellers, such persons or entities being hereinafter referred to as "Owner", 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 membership. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

**ARTICLE IX**

**VOTING RIGHTS**

The Association shall have two classes of membership:

**Class A.** Class A members shall be all of those Owners as defined in Article VIII with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VIII above. When more than one 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 vote be cast with respect to any Lot.

**Class B.** The Class B member shall be the Declarant as defined in the Declaration. The Class B member shall be entitled to five (5) votes for each Lot in which it holds the interest required for membership by Article VIII above; provided, however, 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 the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or,
- (b) on June 15, 1992, or,
- (c) at such time that Declarant deems, in its sole discretion, advisable, upon written notice delivered to the Association.

Provided, however, that the Class B membership shall be automatically reinstated whenever additional property is subject to the jurisdiction of the Association as provided in the Declaration.

ARTICLE X

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 this Association was created or shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Dissolution of the Association must be approved in writing and signed by not less than two-thirds (2/3rds) of each class of members.

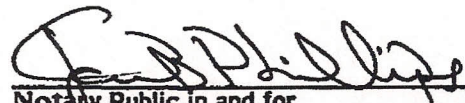
IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 26<sup>th</sup> day of May, 1983.

  
TIMOTHY HORAN, JR.

  
CHARLES A. NESTER

  
MARK H. ACHILLES

SWORN TO on May 26, 1983, by the above named incorporators.

  
Notary Public in and for  
The State of T E X A S  
My commission expires: 11/4/85  
San B. Phillips