



STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE

AUSTIN, TEXAS 78711
SEP 11, 1974

MARK W. WHITE, JR.
SECRETARY OF STATE

BRUCE HUGHES
ASST. SECRETARY OF STATE

ROY KEEZEL
2201 TIMBERLOCH PLACE, THE WOODLANDS
CONROE, TX 77301

RE: SETTLERS' CORNER TOWNHOUSE ASSOCIATION
CHARTER NO. 348403-1

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO THE FRANCHISE TAX LAWS. THE COMPTROLLER OF PUBLIC ACCOUNTS ADMINISTERS THESE LAWS. FRANCHISE TAX IS DUE ONE YEAR AND NINETY DAYS FROM THE DATE OF THE CERTIFICATE, AND YOU WILL BE CONTACTED BY THE COMPTROLLER CONCERNING THE PAYMENT THEREOF. IF THE CORPORATION SHOULD BE EXEMPT, YOU MUST APPLY TO THE COMPTROLLER FOR SUCH EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH A DETERMINATION FOR YOUR CORPORATION.

WE SUGGEST THAT YOU KEEP THIS LETTER AS A REMINDER, OR, SO MARK YOUR RECORDS THAT YOU WILL NOT UNWITTINGLY BECOME LIABLE FOR STATUTORY PENALTIES FOR LATE FILING AND LATE PAYMENT.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE ADVISE.

VERY TRULY YOURS
MARK W. WHITE, JR.
SECRETARY OF STATE

BY: BILLY KIMBROUGH
DIRECTOR
CORPORATION DIVISION



The State of Texas
Secretary of State

CERTIFICATE OF FILING
OF
ARTICLES OF INCORPORATION
FOR

SETTLERS' CORNER TOWNHOUSE ASSOCIATION
CHARTER NO. 348403

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF THE ATTACHED FOR THE
ABOVE, DULY SIGNED AND VERIFIED, HAVE BEEN RECEIVED IN THIS OFFICE
AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS
CERTIFICATE AND ATTACHES HERETO THE DUPLICATE ORIGINAL.

DATED AUG. 30, 1974



Mark H. White
Secretary of State

AUG 30 1974

ARTICLES OF INCORPORATION
OF
SETTLERS' CORNER TOWNHOUSE ASSOCIATION

Billy Waller

Deputy Director, Incorporation Division

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) 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

NAME

The name of the corporation is SETTLERS' CORNER TOWNHOUSE ASSOCIATION.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of corporation's duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

(1) The specific and primary purpose is to administer and enforce covenants to preserve the appearance of the architecture of a townhouse community, to administer the operation and maintenance of the common areas of the community for the use of all the townhouse community residents, to provide the townhouse community with those services commensurate to those supplied by a public municipality and not generally available within the scope of individual maintenance as provided by private lot owners, and to promote the common good and general welfare of the lot owners of the townhouse community.

(2) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purpose of this corporation.

(3) Notwithstanding any of the above statements of purposes and powers, this corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any trustee or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2201 Timberloch Place, Woodlands, Texas 77373, and the name of the initial registered agent at such address is Roy Keezel.

ARTICLE SIX

BOARD OF TRUSTEES

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Trustees composed of such number of persons not less than three and not more than twenty-five as may be fixed by the bylaws.

Until changed by the bylaws, the original number of trustees shall be eight. The trustees shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as trustees of the corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Robert C. Bowman	5427 Spanish Oak Houston, Texas 77066
Ralph Everhart	2103 Settlers' Way Woodlands, Texas 77373
Roy Keezel	1955 University Blvd. Houston, Texas 77025
Neil Lewis	710 Seaway Seabrook, Texas 77586
Jim Rush	12010 Winwood Houston, Texas 77024
John Slidell	2108 Southgate Houston, Texas 77025
Ed Summers	11210 Winterberry Place Apt. 33 Woodlands, Texas 77373
Coulson Tough	2010 Sawdust Road Spring, Texas 77373

ARTICLE SEVEN

MEMBERS

The corporation shall have members. Record ownership of a Townhouse lot in the community shall be the sole qualification for membership. Nevertheless, membership status is not intended to include persons or entities who hold an interest in a Townhouse lot which merely represents a security for the performance of an obligation. Each member shall not be entitled to vote at meetings of members until such conditions are met as provided in the bylaws.

ARTICLE EIGHT

BYLAWS

The initial bylaws of the corporation shall be adopted by its Board of Trustees, and the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested solely in the Board of Trustees.

ARTICLE NINE

DISSOLUTION

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has or is entitled to any interest in any funds or property of any kind, real or personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and set over unto a non-profit organization which is engaged in activities substantially similar to the purpose of the corporation, and, if none be then in existence, then such funds or property or rights thereto shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purpose.

ARTICLE TEN

INCORPORATORS

The name and street address of each incorporator are:

<u>Name</u>	<u>Address</u>
Frank T. Garcia	2201 Timberloch Place Woodlands, Texas 77373
Roy Keezel	2201 Timberloch Place Woodlands, Texas 77373
Kaye Pittman	2201 Timberloch Place Woodlands, Texas 77373

ARTICLE ELEVEN

ADDITIONAL PROVISIONS

A. RECEIPT AND DISPOSITION OF FUNDS. The corporation may take and hold donations, grants, devises or bequeaths which may be made in the support of its purposes. All funds of the corporation, whether from donation or otherwise, in excess of the expenditures necessary for the proper administration of such funds shall be used exclusively for carrying on the work in promoting the general welfare purposes for which the corporation is formed as herein set forth.

B. CAPITAL FORMATION AND DISPOSITION OF ASSETS. The corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article Four, and no part of its property, real or personal, tangible or intangible, whether income or principal, shall ever become the property of any trustee, officer, or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any such trustee, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes.

C. PROHIBITED CORPORATE ACTIVITIES. The corporation shall not:

- (1) lend any part of its assets to;
- (2) pay any compensation (other than that as set forth in Article Eleven) to;
- (3) make any part of its services available on a preferential basis to;
- (4) make any purchase of any securities or any other property for more than adequate consideration in money or money's worth from;

- (5) sell any securities or other property for less than adequate consideration in money or money's worth to; or
- (6) engage in any other transaction which results in a diversion of any part of its assets to;

any person or other entity which has made a contribution to the corporation; a member of the family of an individual who has made a contribution to the corporation; or a corporation controlled by any person or other entity which has made a contribution to this corporation through the ownership, directly or indirectly, of fifty percent or more of the total combined voting power of the corporation. The trustees shall not engage, participate or intravene in any other activity or transaction which would cause the corporation to lose its status as a non-profit corporation under the provisions of Article 1396-2.02 of Vernon's Texas Civil Statutes or corresponding provisions hereinafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

D. PROXY VOTING; CUMULATIVE VOTING. The right to vote by proxy is hereby expressly denied. The right to use cumulative voting is hereby expressly denied.

IN WITNESS WHEREOF, we have hereunto set our hands, this 28th day of August, 19 74.

Frank T. Garcia
Frank T. Garcia

Roy Keezel
Roy Keezel

Kaye Pittman
Kaye Pittman

THE STATE OF TEXAS)

COUNTY OF MONTGOMERY)

I, Lynette S. Peters, a notary public, do hereby certify that on this 28th day of August, 19 74, personally appeared before me FRANK T. GARCIA, ROY KEEZEL, and KAYE PITTMAN, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Lynette S. Peters
Notary Public in and for
Montgomery County, Texas.