Camilla Coves Lot Owners Association, Inc. - Articles of Incorporation

I. The name of the corporation is Camilla Coves Lot Owners Association, Inc.

II. The corporation is a non-profit corporation

III. The period of duration is perpetual

IV. The purpose or purposes for which the corporation is organized are:

a. To promote the collective and individual property and civic interests and rights of all persons, firms and corporations owning property in Camilla Coves, Section 1, as said property is shown on that certain map entitled Map of Camilla Coves, Section 1, being a subdivision of Camilla Coves, Section 1, in San Jacinto County, filed for record
b. To care for the improvements and maintenance of the community center, gateways, public easements, parkways, grass plots, parking areas and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivision known as Camilla Coves, Section 1, which now exist, or which may hereafter be installed or constructed therein
c. To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract in keeping them in good order and condition, in preventing them from becoming a nuisance and detriment to the beauty of the tract and to the value of the improved property herein and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment
d. To aid and cooperate with the members of this corporation and all property owners in the tract in the enforcement of such conditions, covenants and restrictions on and appurtenant to their property as are now in existence
e. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Camilla Coves, Section 1, and their property interests therein
f. To arrange social and recreational functions for its members
g. To exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract
h. This corporation shall not engage in political activity or pursue political purposes of any kind of character

V. The street address of the initial registered office of the corporation is 8655 Kempridge Street, Houston, Texas 77080 and the name of its initial registered agent at such address is Earl McMurrey

VI-VII. The number of directors constituting the initial board of directors is 3 (Earl McMurrey, Don Peterson and O.L. Clevenger) signed before notary public in Harris County, James Girardeau dated December 16, 1985.

By-Laws of Camilla Coves Lot Owners Association, Inc.

I. The name of this organization shall be Camilla Coves Lot Owners Association, Inc (referred to hereinafter interchangeably as the "Organization" or the "Corporation"

II. The organization shall have a seal which shall be in the following form:
   a. (None shown on copy of By-Laws)

Article Two – Membership

Membership in this organization shall consist of all who are owners of at least one whole lot in Camilla Coves Section 1 on record and owners on record of lots which may be developed immediately adjacent to and fronting on existing roads in Camilla Coves Section 1, including the road to the existing park area. (All lot owners being subject to the restrictions of the subdivision). Members have one vote per lot with no votes allowed for fractional lots. No proxy votes will be permitted. ***{Amended – Date unknown}*

Amendment – The members have one vote per lot with ½ vote allowed for fractional lots

Only members of the corporation are eligible to serve on Board of Directors and will lose this eligibility if they cease to be a member of the corporation.

General membership will automatically transfer to new owners of record when lots are sold, or ownership is transferred. It shall be the responsibility of new members to advise the corporation of their names and address.

Article Three – Property

All property commonly owned by the corporation will be corporately owned by the individual members of the corporation and may not be disposed of without the authorization of the majority of the membership present at the properly called meeting of the members. Each member will have a vested interest in said property equal to the ratio of their number of lots to the total number of lots. The total number of lots will be the sum of those identified on the Camilla Coves, Section 1 recorded plat and those sold by legal description or plat which are immediately adjacent to and fronting on existing roads in Camilla Coves, Section 1.

Article Four – Maintenance Fees and General Assessments

The annual maintenance fee is $25.00 per lot, which is the maximum set by the restrictions. It is payable in advance by January 1st each year. This fee may be increased only by affirmative vote of a majority of members present at a properly called meeting. ***{amended – 1st date unknown; 2nd date unknown; 3rd date 10/12/02}***

Amendment 1 – date unknown – The annual maintenance fee is $50.00 per lot

Amendment 2 – date unknown – The annual maintenance fee is $75.00 per lot

Amendment 3 – 10/12/02 – The annual maintenance fee is $100.00 per lot

In the event additional money is needed for the protection of or repair of corporation properties (which is in the interest of the majority of the members), it may be provided by special assessment of all members. This would require approval of a two-thirds majority of the membership votes cast at a properly called meeting.

Members in arrears on maintenance fees or in payment of special assessments may be restricted from use of facilities such as the park area at the option of the board or directors.

Article Five – Meetings

The annual membership meeting of this organization shall be held in October of each and every year. Fifteen days prior to said meeting, the secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

The presence at a meeting of members representing not less than 10% of the allowable votes shall constitute a quorum and shall be necessary to conduct the business of this organization at any properly called meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 15 days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request to the president by three (3) members of the Board of Directors or 20% of the members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least 21 days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting

Article Six – Order of Business of Annual Membership Meeting

1 – Reading of the minutes of the preceding meeting

2 – Reports of Committee

3 – Reports of Officers

4 – Old and unfinished business

5 – Election of Board of Directors and Officers

6 – New Business

7 – Installation of elected Directors and Officers

8 – Adjournment

Article Seven – Board of Directors

The business of this organization shall be managed by a Board of Directors consisting of six (6) members. ***{amended – 10/08/1988]***

Amendment – The business of this organization shall be managed by a Board of Directors consisting of seven (7) members.

The Directors for the ensuing year shall be elected at the annual meeting of this organization, Directors shall serve for a term of one (1) year and may be reelected to succeeding terms.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the Directors of such meeting.

The office of the Board of Directors shall consist of a President, a Vice President and a Secretary/Treasurer. These officers shall be elected by the general membership at the annual meeting from among the six (6) Directors so elected. ***{Amended 10/08/1988}***

Amendment – These officers shall be elected by the general membership at the annual meeting from among the seven (7) Directors so elected.

Four of the members of the Board of Directors shall constitute a quorum of the meeting of the Board of Directors.

Each Director shall have one vote, proxy voting will not be allowed.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of the office shall be chairperson of the Board of Directors.

Article Eight – Officers

The officers of the organization shall be as follows:

President

Vice President

Secretary/Treasurer

Three (3) Directors at Large

The President shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept filed, be one of the officers authorized to sign the checks or drafts of the organization and have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.

The Secretary/Treasurer shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, be one of the officers authorized to sign the checks and drafts of the organization, present to the membership at any meetings any communication addressed to the Secretary/Treasurer of the organization, submit to the Board of Directors any communications which shall be addressed to the Secretary/Treasurer of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of Secretary/Treasurer.

The Secretary/Treasurer shall, also, have the care and custody of all monies belonging to the organization, be responsible for such monies or securities of the organization.

The Secretary/Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

No Officer or Director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director for receiving any compensation from the organization for duties other than as a Director or Officer.

All checks issued by the organization shall require the signature of any two (2) elected Officers or by one elected Officer and one Director at Large. ***{amended 10/03/1987}***

Amendment – All checks issued by the corporation shall require the signature of an elected Officer, an elected Director at Large or a clerical secretary who has been approved by the Board of Directors. Any check for an amount in excess of $350.00 shall require the signature of two of the above-identified persons

Article Nine – Salaries

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

Article Ten – Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the eligible votes of the members cast in a properly called meeting.