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ARTICLES OF INCORPORATION
OF
STONEHENGE LAKE SECTION HOMEOWNERS
ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of T
DEC 29 1986
Clerk II S
Corporations Section

ARTICLE I

NAME

The name of the corporation is STONEHENGE LAKE SECTION HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association".

ARTICLE II

NON-PROFIT

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perp

ARTICLE IV

PURPOSES AND POWERS

The purpose or purposes for which the Corporation is organized are to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described as:

"All land contained in STONEHENGE, Block 1, according to the Plat thereof recorded in Volume 219, Page 88, of 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 additional thereto as may be hereafter be brought within the jurisdiction of this Association 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 that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the Deed Records of Harris County, Texas, under County Clerk's File Number F619664, 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; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property by 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 held by members in accordance with Article VI hereof, to 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 Common Area 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 shall be effective unless written assent therefor has been signed by members holding two-thirds (2/3) of the votes provided for by Article VI hereof.

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes held by the members as provided for by Article VI hereof.

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The Corporation is authorized hereby to issue one Membership interest for each lot in the subdivided land described in Article IV hereof, as shown on the official plat therefor. A Membership interest shall be appurtenant to, concomitant with, and not separate from ownership of the related lot in the subdivision, and such interest shall be deemed to be issued (or transferred if the interest is already outstanding) when the related lot is acquired by its owner. Every record owner of the fee interest in the lots in the

Stonehenge, Block 1, subdivision shall also own the related Membership interest provided for herein, and they shall be "Members" of the Corporation. In the event that there are multiple owners of a single lot, all such owners shall be deemed "Co-Members"; however, they shall collectively have only the rights related to the lot owned by them as if there were one owner therefor. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation of the owner. It is hereby provided that the owners of each Membership interest shall be subject to operational assessments and capital contribution assessments as required by the Corporation's By-Laws and by the Declaration of Covenants, Conditions and Restrictions duly recorded and applicable to the land in the Stonehenge, Block 1 subdivision.

ARTICLE VI

VOTING RIGHTS

Members shall be entitled to one vote for each lot owned. Multiple owners of a single lot are designated "Co-Members" by Article IV hereof and shall collectively have one vote for each lot so owned.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five Directors. At the first annual membership meeting, the members shall elect one Director for a term of one year, two Directors for a term of two years, and two Directors for a term of

three years; and at each annual meeting thereafter the members shall elect Directors for a term of three years, replacing those whose terms expire. Until the election of Directors at the first annual meeting of the members the initial Board of Directors shall so serve. The number of Directors may be changed by amendment of the By-Laws of the Association.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members owning not less than two-thirds (2/3) of the votes provided for by Article VI hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this 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 IX

AMENDMENTS

Any amendment to these Articles shall require the assent of fifty-one percent (51%) of the votes held by the entire membership pursuant to Article VI hereof.

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ARTICLE X

REGISTERED AGENT

The street address of the initial registered office of the Corporation is 10370 Richmond, Suite 370, Houston, Texas, 77042, and the name of its registered agent at such address is JAY I. COHEN.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is five and the names and addresses of the persons who are to serve as the initial Directors are:

1. Louis Milberger
5225 Katy Freeway, Suite 415
Houston, Texas 77007
2. Mitch Mattingly
1360 Post Oak Blvd., Suite 2100
Houston, Texas 77056
3. Tim Leising
12853 Kingsbridge Lane
Houston, Texas 77077
4. Marie Wartko
12101 Beechnut
Houston, Texas 77072
5. Larry Walker
1001 Fannin
Houston, Texas 77001

ARTICLE XII

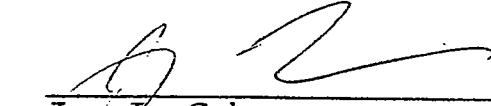
INCORPORATOR

The name and street address of each incorporator is:

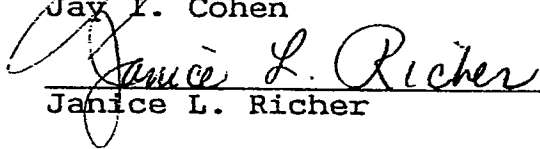
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1. Jay I. Cohen
10370 Richmond, Suite 370
Houston, Texas 77042
2. Janice L. Richer
10370 Richmond, Suite 370
Houston, Texas 77042
3. Victoria Mammes
10370 Richmond, Suite 370
Houston, Texas 77042

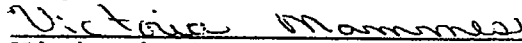
IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article XII, execute these Articles of Incorporation and certify to the truth of the facts stated therein this 22nd day of December, 1986.



Jay I. Cohen



Janice L. Richer



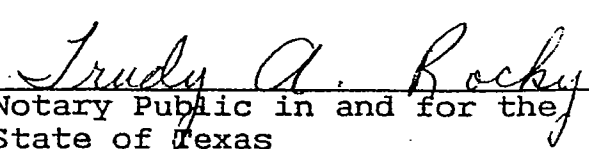
Victoria Mammes

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared JAY I. COHEN, JANICE L. RICHER, and VICTORIA MAMMES, having been first duly sworn by me, on oath deposed and said each for himself that the statements contained in the foregoing instrument are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 22nd day of December, 1986.



Notary Public in and for the
State of Texas