

ARTICLES OF INCORPORATION
OF
OAKS OF ATASCOCITA
COMMUNITY IMPROVEMENT ASSOCIATION

We, the undersigned and natural persons of the age of twenty-one years or more, at least two 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 OAKS OF ATASCOCITA COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II
CORPORATE STATUS

The corporation is a non-profit corporation.

ARTICLE III
DURATION

The period of its duration is perpetual.

ARTICLE IV
PURPOSES

The corporation is formed for the purposes of providing for maintenance and preservation of the properties subject to the Covenants, Conditions and Restrictions applicable to OAKS OF ATASCOCITA, a contemplated subdivision in Harris County, Texas, any public property therein or adjacent thereto, 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 Map Records 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;

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;

3. contract with Atascocita Community Improvement Association for the use by members of this association of the boat-launching facilities on Lake Houston which are owned, operated and managed by Atascocita Community Improvement Association; and

4. 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 1600 First City East Building, 1111 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Larry D. Johnson.

ARTICLE VI

TRUSTEES

The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be mentors of the Association. The number of Trustees may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial Trustees until May 1, 1975, or until the selection of their successors are:

Larry D. Johnson

1600 First City East Building
1111 Fannin Street
Houston, Texas 77002

Glenn W. Loggins	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
R. E. Reamer	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Carroll Brown	1600 First City East Building 1111 Fannin Street Houston, Texas 77002
Norman Tobelman	1600 First City East Building 1111 Fannin Street Houston, Texas 77002

At the first annual meeting beginning in 1975 the members shall elect one trustee for a term of one year, two trustees for a term of two years, and two trustees for a term of three years; and at each annual meeting thereafter the members shall elect for three-year terms that number of trustees equal to the number of trustees whose terms expire at such time.

ARTICLE VII
INCORPORATORS

The name and street address of each incorporator is

<u>Name</u>	<u>Address</u>
Tom C. Primm	210 Esperson Building Houston, Texas 77002
Eddy J. Rogers, Jr.	210 Esperson Building Houston, Texas 71002
Howard T. Ayers, Jr.	210 Esperson Building Houston, Texas 77002

ARTICLE VIII
MEMBERSHIP

Except for the Class B member as defined in Article IX, who shall automatically be a member, 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 an "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 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. 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 Johnson-Loggins, Inc., 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, 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 January 1, 1984.

The Class A and Class B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote together upon all matters as one group.

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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands this 26th day of April, 1974.