

ARTICLES OF INCORPORATION

OF

SABLERIDGE HOMEOWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

JUL 03 1980

CLERK I.G.
Corporation Division

We, the undersigned, natural persons of the age of eighteen (18) 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 ONE

The name of the Corporation is Sableridge Homeowners Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The post office address of the initial registered office of the Corporation is Suite 150, 6750 West Loop South, Bellaire, Texas 77401, and the name of its initial registered agent at such address is Richard L. Rose.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation and architectural control of the properties subject to the Covenants, Conditions and Restrictions applicable to Sableridge, Section One, a subdivision in Harris County, Texas, according to the plat thereof recorded in Volume 293, Page 123 of the Map Records of Harris County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Corporation, and to promote the health, safety and welfare of the residents

within the above-described property and any additions thereto,
and, for these purposes, to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the property above described and recorded or to be recorded in the Office of the County Clerk 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;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;
- (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 Corporation;
- (d) Borrow money, and with the assent of two-thirds (2/3's) of each class of members, 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) Upon approval by two-thirds (2/3's) of each class of members, dedicate, sell or transfer all or any part of the Corporation's property to any public agency or authority for such purposes and subject to such conditions as may be approved by such two-thirds (2/3's) of each class of members. Nothing contained herein shall be construed to limit the right of the Corporation to grant or dedicate easements in portions of its properties to public or private utility companies.
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation (except as otherwise provided in the Declaration) shall have the assent of two-thirds (2/3's) of each class of members; and

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

ARTICLE SIX

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by covenants of records to assessment by the Corporation, including contract sellers, shall be a member of the Association (such persons or entities being hereinafter referred to as an "Owner"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or those owning an easement right, a mineral interest, or a royalty interest. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the Corporation.

ARTICLE SEVEN

The Corporation shall initially have two classes of voting memberships:

Class A: Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot (as defined in the Declaration) within the jurisdiction of the Corporation. When more than one person holds an interest in any Lot, all of 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 members shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events:

- (a) When the total votes in the Class A membership equal the total votes in the Class B membership; or
- (b) On December 31, 1990.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be members of the Corporation. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the first annual meeting or until the election of their successors are:

- (1) James T. Price
Suite 700, 6750 West Loop South
Bellaire, Texas 77401
- (2) John P. Collins
Suite 700, 6750 West Loop South
Bellaire, Texas 77401
- (3) Nick Ozuna, Jr.
Suite 700, 6750 West Loop South
Bellaire, Texas 77401
- (4) Norman G. Harnage
Suite 700, 6750 West Loop South
Bellaire, Texas 77401
- (5) John M. Childs
Suite 700, 6750 West Loop South
Bellaire, Texas 77401

At the first annual meeting the members shall elect three (3) Directors for a term of one year and two (2) Directors for a term of two years; and at each annual meeting thereafter the members shall elect the number of Directors equal to the number of Directors whose terms expire at such time for a term of two years.

ARTICLE NINE

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3's) of each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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.

