

ARTICLES OF INCORPORATION  
OF  
WOODCHASE VILLAGE OWNERS ASSOCIATION

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 I

The name of the corporation is Woodchase Village Owners Association.

ARTICLE II

The corporation is a non-profit corporation

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

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

(1) To provide for the administration, management, maintenance, preservation and control of Woodchase Village Owners Association, a condominium project located in Houston, Harris County, Texas, established pursuant to the Texas Condominium Act (Texas Revised Civil Statutes Article 1301a).

(2) To exercise and perform all of the obligations and duties of the "Council of Co-Owners" of such condominium project, as that term is used in the Texas Condominium Act.

(3) To exercise all powers and perform all duties imposed upon this corporation in accordance with the Declaration of Condominium of Woodchase Village Condominium, as such Declaration may hereafter be amended including, without limitation, to fix, levy, collect and enforce payments affecting such condominium project; to pay all expenses in connection therewith and all expenditures incident to the conduct of the administration and business of the Condominium and all licenses, franchise taxes and governmental charges levied or imposed against this corporation or the general common elements of the condominium.

(4) In connection with the affairs of such condominium, to buy, sell and deal in real property, personal property and services and to exercise any and all other powers, rights and privileges, which a corporation organized under the Texas NonProfit Corporation Act, may, by law, now or hereafter exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE V

The street address of the initial registered office of the corporation is 1535 West Loop South, Suite 110, Houston, Texas 77027, and the name of its initial registered agent at such address is Harris Lieberman.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who

are to serve as the initial Directors are:

| <u>Name</u>      | <u>Address</u>                                   |
|------------------|--|
| Harris Lieberman | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |
| Jack Cliff       | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |
| Larry White      | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |

#### ARTICLE VII

The name and address of each incorporator is:

| <u>Name</u>      | <u>Address</u>                                   |
|------------------|--|
| Harris Lieberman | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |
| Jack Cliff       | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |
| Larry White      | 5757 Woodway Drive, Suite 110, Houston, TX 77057 |

#### ARTICLE VIII

Every person or entity who is a record owner of a condominium unit or legal interest therein, in the Woodchase Village Condominium (except those persons or entities holding an interest only as security for the performance of an obligation), and only such persons or entities, shall be members of this corporation. Membership in this corporation shall be appurtenant to and may not be separated from ownership of any condominium unit in Woodchase Village Condominium. Ownership of such condominium unit or interest therein shall be the sole qualification for membership in this corporation. The corporation may (but shall not be required to) issue certificates evidencing membership herein.

Except as provided herein, there shall be one (1) vote in the affairs of this corporation for each 0.01% interest in the general common elements owned by a member as more fully set forth in the Declaration of Condominium for Woodchase Village Condominium hereinabove referred to. A member owning an undivided fractional interest in a condominium unit shall be entitled to one vote for each 0.01% interest in the general common elements attributable to his fractional interest in the condominium unit. Cumulative voting is prohibited.

#### ARTICLE IX

These Articles of Incorporation may be amended only upon the affirmative vote of the holders, in person or by proxy, of threefourths (3/4) of the number of votes exercisable by the members of this corporation.

#### ARTICLE X

All of the powers and prerogatives of the corporation shall be exercised by the original Board of Directors named above until the first meeting of the members of the corporation. The first meeting of the members of the corporation shall be called by the initial Board of Directors on ten (10) days notice to the members at any time, but must be called no later than the second Wednesday in the second month following the month in which at least ninety (90) condominium units have been sold by HARRIS DEVELOPMENT CORPORATION, TRUSTEE, deed therefor delivered and the full purchase price therefor paid.

#### ARTICLE XI

The ByLaws of the corporation may be altered or repealed only by the affirmative vote of the holders of seventy percent (70%) of the number of votes

entitled to vote upon an amendment thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 11<sup>th</sup>  
day of January, 1979.

Harris  
HARRIS LIEBERMAN

Jack Cliff  
JACK CLIFF

Larry White  
LARRY WHITE

THE STATE OF TEXAS

COUNTY OF HARRIS

I, the undersigned notary public, do hereby certify that on the 11<sup>th</sup>  
day of January, 1978, personally appeared before me, HARRIS  
LIEBERMAN, JACK CLIFF and LARRY WHITE, 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.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 11<sup>th</sup> day of January,  
1979.

Ann G. Williams  
Notary Public in and for  
Harris County, Texas

ANN G. WILLIAMS  
Notary Public in and for Harris County, Texas  
My Commission Expires 8/2/1980