

FILED
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ARTICLES OF INCORPORATION

OF

APR 25 1979

MIDDLEGATE VILLAGE COMMUNITY ASSOCIATION, INC.

Patrick Bruce
Attorney, Corporation Division

STATE OF TEXAS |
 | KNOW ALL MEN BY THESE PRESENTS: THAT
COUNTY OF HARRIS |

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 (hereinafter called the "Association"):

ARTICLE I
CORPORATE NAME

This Association shall be known as MIDDLEGATE VILLAGE COMMUNITY ASSOCIATION, INC. and by and under such name it shall conduct and transact all its business.

ARTICLE II
CORPORATE ADDRESS AND AGENT

The street address of the Association's initial registered office is 4550 Dacoma, Houston, Texas 77092, and the name of its initial registered agent at such address is B. P. Pierce.

ARTICLE III
CORPORATE STATUS

The Association is a non-profit corporation.

HP 025-45-0712

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed for the purposes of providing for maintenance and preservation of the properties subject to the Declaration of Covenants, Conditions and Restrictions applicable to Middlegate Village, Section One, a subdivision in Harris County, Texas, to be recorded in the Official Public Records of Real Property of Harris County, Texas, hereinafter called the "Declaration", according to the plat to be recorded in the office of Map Records of Harris County, Texas, and any additional properties that may hereafter be made subject to the Declaration and to promote the health, safety and welfare of the residents within the above-described property and 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 the Declaration 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; 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;

(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;

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(d) borrow money, and, with the assent of two-thirds (2/3) of the votes of the members, as hereinafter defined, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's 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 as defined in the Declaration and facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon. Except as to the dedication of easements for public utility purposes which can be approved by a majority of the Directors, no such dedication, sale or transfer shall be effective unless approved by two-thirds (2/3) of the votes of the members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of the members; and

(g) be able to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law now or hereafter may have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Association to do any act in violation of said Non-Profit Corporation Act, and all such objects or purposes are subject to such Act.

ARTICLE V

MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by the Declaration to assessment by the Association, including contract sellers, 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. 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.

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ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of Friendswood Development Company, the Declarant under the aforesaid Declaration, and shall be entitled to one vote for each Lot or Commercial Unit owned, also as defined in the By-Laws. When more than one person holds an interest in any Lot or Commercial Unit, all such persons shall be members. The vote for such Lot or Commercial Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or Commercial Unit.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each Lot or Commercial Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) fifteen (15) years from the date of the Declaration.

The Class A and 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 VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of

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the By-Laws of the Associaton. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
R. F. Bradley	4550 Dacoma St., Houston, TX 77092
D. R. Breeland	4550 Dacoma St., Houston, TX 77092
A. C. Burkhalter, Jr.	4550 Dacoma St., Houston, TX 77092
J. F. Hartwell	4550 Dacoma St., Houston, TX 77092
T. R. Wussow	4550 Dacoma St., Houston, TX 77092

At the first annual meeting the members shall elect three directors for a term of one year, and two directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for a term of two years, in the number required to maintain the membership of the Board at five, or such number as is set forth in the By-Laws from time to time, if otherwise.

ARTICLE VIII
AMENDMENTS

Amendment of these Articles shall require the assent in writing of two-thirds (2/3) of the votes of the members at the time of amendment.

ARTICLE IX
DURATION

The Association shall exist perpetually.

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ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent of two-thirds (2/3) of the votes of the members at the time of 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. 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 XI
INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
R. D. Leonhard	4550 Dacoma St., Houston, TX 77092
A. C. Burkhalter, Jr.	4550 Dacoma St., Houston, TX 77092
T. R. Wussow	4550 Dacoma St., Houston, TX 77092

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20th day of April, 1979.

R. D. Leonhard
R. D. Leonhard

A. C. Burkhalter, Jr.
A. C. Burkhalter, Jr.

T. R. Wussow
T. R. Wussow

STATE OF TEXAS |
COUNTY OF HARRIS |

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on the 20th day of April, 1979, personally appeared R. D. Leonhard, A. C. Burkhalter, Jr., and T. R. Wussow, who being by me each first duly sworn, each declared that he is one of the persons who signed the foregoing instrument as an incorporator and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public in and for
Harris County, Texas

Carolyn Stephenson
My Commission Expires:
March 31, 1981

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

JUL 31 2006




COUNTY CLERK
HARRIS COUNTY TEXAS

FILED FOR RECORD
8:00 AM

JUL 31 2006


County Clerk, Harris County, Texas

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