

ARTICLES OF INCORPORATION OF
VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC. DEC 23 1993

Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE I.

The name of the corporation is VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II.

The Association is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the townhome lots, units and common area on that certain real property (the "Property") in Harris County, Texas being more particularly described as follows:

ALL OF VILLAGE OF AFTON WOODS, a subdivision in Harris County, Texas, according to the map or plat thereof recorded or to be recorded in the Map Records of Harris County, Texas;

which Property has been divided into single family residential lots by Afton Woods, Ltd., a Texas limited partnership, the Declarant named in the Declaration of Covenants, Conditions and Restrictions of Village of Afton Woods (herein called the "Restrictions"), recorded or to be recorded in the office of the County Clerk of Harris County, Texas; and to promote the health, safety and welfare of the residents within the Property and for this purpose to:

- (a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those Restrictions;
- (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Restrictions and pay all expenses in connection therewith and all office and other expenses incidental 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 the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
- (e) dedicate, sell, or transfer all or any part of the common area of the Property, if any, 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 nor transfer shall be effective unless consented to by members entitled to cast not less than two-thirds (2/3) of the aggregate of the votes of both classes of members;
- (f) notwithstanding the foregoing, the Board of Directors may from time to time, without authorization of the membership, grant or dedicate easements with respect to the common area of the Property, if any, as may be necessary or convenient to provide or assist in utility service or access to the Property;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have to exercise.

ARTICLE V.

The street address of the initial registered office of the corporation is 5847 San Felipe, Suite 2200, Houston, Texas 77057, and the name of the initial registered agent at such address is Greg Savage.

ARTICLE VI.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot described in the Restrictions, 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 any Lot described in the Restrictions.

ARTICLE VII.

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Greg Savage	5847 San Felipe, Suite 2200 Houston, Texas 77057

ARTICLE VIII.

The Association shall have two classes of voting membership:

Class A: Class A members shall be all owners with the exception of the Declarant and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote of 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: 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 either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the votes outstanding in the Class B membership;
- (b) Ten (10) years from the date the Declaration is filed in the Real Property Records of Harris County, Texas; or
- (c) At such earlier time as the Class B membership, in its sole discretion, shall elect.

ARTICLE IX.

The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be increased by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors, until selection of their successors, are:

<u>Name</u>	<u>Address</u>
Carl Mann	5005 Woodway, Suite 100 Houston, Texas 77056

BYLAWS OF
VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.

Name and Location. The name of the corporation is VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 5005 Woodway, Suite 100, Houston, Texas 77056, but meetings of members and directors may be held at such place within the State of Texas, as may be designated by the Board of Directors.

ARTICLE II.

Section 1. "Association" shall mean and refer to VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property in Harris County, Texas, which is more particularly described as:

ALL OF VILLAGE OF AFTON WOODS, a subdivision in Harris County, Texas, according to the map or plat thereof recorded under Harris County Clerk's File No. P-644970 in the Map Records of Harris County, Texas;

Section 3. "Lot" shall mean and refer to the individual lots and the improvements located thereon, which lots are described in the Plat of the Property filed of record in the Map Records of Harris County, Texas under Clerk's File No. P-644970.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the property, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Village of Afton Woods, applicable to the Property, recorded in the office of the County Clerk of Harris County, Texas under Clerk's File No. P-644970.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III.

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within two (2) years from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the third (3rd) Wednesday in January of each year thereafter, at the hour of 7:30 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, Saturday or Sunday, the meeting will be held at the same hour on the first day following which is not a legal holiday, Saturday or Sunday.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivering a copy of such notice or mailing a copy of such notice, postage prepaid, at least ten (10), but not more than thirty (30), days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of special meeting, the purpose of the meeting.

Section 4. Quorum. Except as otherwise stated in the Declaration, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, fifty percent (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary at least one (1) day in advance of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot; provided, however, in no event shall any proxy be valid for a period in excess of sixty (60) days from the date of such proxy.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of directors may be changed by amendment of these Bylaws.

Section 2. Term of Office. At the first annual meeting, the Members shall elect three (3) Directors for a term of one (1) year each, and at each annual meeting thereafter, Directors shall be elected for terms of one (1) year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could taken at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two (2) other Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election of the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI.

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-annually, with or without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. Each Director shall have the right to have his vote recorded as his act and kept in the minutes of the Corporation.

ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use the facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infractions of published rules and regulations;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting where such statement is requested in writing by one-third (33.333%) of the Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are promptly performed;
- (c) As more fully provided in the Declaration to:
 - (1) Fix the amount of the annual assessment against each Lot or Unit at least thirty (30) days in advance of each annual assessment period; and
 - (2) Send written notice of the amount of the assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) File a notice assessment lien, or foreclose a lien, against any Lot (and all improvements thereon) for which assessments are not paid within thirty (30) days after due date, or bring an action at law against the Owner personally obligated to pay the same.
 - (4) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
 - (5) Procure and maintain adequate insurance on Property owned by the Association, as more particularly set forth in the Declaration;
 - (6) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
 - (7) Cause the Common Area to be maintained.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, who may or may not be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.

- (b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge all such other duties as may be required by the Board of Directors.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.
- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall (if deemed necessary or appropriate by the Board of Directors) cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX.

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X.

BOOKS AND RECORDS

The books, records and papers of the Association shall during reasonable business hours and upon reasonable notice, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI.

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association all assessments including special assessments, all of which are secured by a

AMENDMENT TO THE BY-LAWS OF
THE VILLAGE OF AFTON WOODS HOMEOWNERS ASSOCIATION, INC.

The By-laws of the Village of Afton Woods Homeowners Association, Inc., are hereby amended as follows:

Article III, Section 4 is hereby amended to read as follows:

Section 4. Quorum. Except as otherwise stated in the Declaration, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ~~fifty percent (50%)~~ *twenty-five percent (25%)* of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. *Alternatively, the Board of Directors of the Association may call additional meetings, subject to the same notice requirements as for the preceding meeting, and the required quorum at each subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.*

Article IV, Section 1 and Section 2, are hereby amending as follows:

Section 1. Number. The affairs of this Association shall be managed by a Board of ~~three (3)~~ *five (5)* Directors, who need not be Members of the Association. The number of directors may be changed by amendment of these Bylaws.

Section 2. Term of Office. At the ~~first~~ annual meeting *at which this amendment is adopted*, the members shall elect three (3) Directors for a term of two (2) years each *and two Directors (including any incumbent Directors running for reelection) for a term of one (1) year each. And at each* At the next annual meeting thereafter, ~~Directors shall be elected for terms of one (1) year.~~ *the members shall elect two (2) Directors for a term of 2 (two) years each. At each annual meeting thereafter, the members shall elect Directors for a term of two (2) years each to fill the terms that are expiring.*

Article VI, Section 1 is hereby amended as follows:

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held ~~at least semi-annually~~, *on the second Monday of each month*, with or without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. *A majority of the Directors may change the date of or cancel any regular meeting upon at least three (3) days notice to the other Directors.*

VILLAGE OF AFTON WOODS
HOMEOWNERS ASSOCIATION
SECRETARY'S CERTIFICATE

I, Edna L Tomlinson, duly elected Secretary, hereby certify that at the annual meeting of the Village of Afton Woods Homeowners Association on January 20, 1998, at which a quorum was present and acting throughout, the above amendments to the By-laws of Association were duly adopted by a vote of a majority of the votes of the Members present in person or by proxy.

Signed this January 20, 1999.

Edna L. Tomlinson, Secretary
Edna L. Tomlinson, Secretary