

**CERTIFICATE OF FORMATION OF  
MODERN ON MCGOWEN OWNERS ASSOCIATION, INC.**

The undersigned natural persons, being of the age of eighteen (18) years or more, citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Organizations Code, do hereby execute this Certificate of Formation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is: Modern on McGowen Owners Association, Inc., (hereinafter called the "Corporation").

**ARTICLE II  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE III  
DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Corporation is organized in accordance with, and shall operate for nonprofit purposes pursuant to, Chapter 22 of the Texas Business Organizations Code, and does not contemplate pecuniary gain or profit to its members. The Corporation is formed for the sole purpose of exercising all of the powers and privileges, and performing all of the duties, obligations, and purposes of the Corporation as set forth in that certain "Declaration of Covenants, Conditions and Restrictions for Modern on McGowen" which is recorded in the Real Property Records of Harris County, Texas, as Document No. RP-2023-97794, as the same may be amended from time to time (the "Declaration").

**ARTICLE V  
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 18615 Cypress Lake Village Drive, Cypress, Texas, 77429. The name of its initial registered agent at such address is Ram Wadhwa. The initial mailing address for the Corporation to which state franchise tax correspondence should be sent is 18615 Cypress Lake Village Drive, Cypress, Texas, 77429.

**ARTICLE VI  
MEMBERSHIP**

Membership in the Corporation shall be determined by Article V of the Declaration.

**ARTICLE VII  
VOTING RIGHTS**

Voting rights of the members of the Corporation shall be determined as set forth in the Bylaws of the

Corporation.

## **ARTICLE VIII INCORPORATOR**

The name and street address of the incorporator is:

NAME

ADDRESS

Ram Wadhwa

18615 Cypress Lake Village Drive  
Cypress, Texas, 77429

## **ARTICLE IX BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by an initial Board of Directors consisting of three (3) individuals, who need not be members of the Corporation. The Board shall fulfill all of the functions of, and possess all powers granted to, Boards of Directors of nonprofit corporations pursuant to the Texas Business Organizations Code. The number of Directors of the Corporation may be changed by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of initial Directors until the selection of their successors are:

NAME

ADDRESS

Ram Wadhwa

18615 Cypress Lake Village Drive  
Cypress, Texas, 77429

Simarna R Wadhwa

18615 Cypress Lake Village Dr.  
Cypress, Texas, 77429

Karan R Dawra

18018 Billabong Crescent Ct.  
Cypress, Texas, 77429

All of the powers and prerogatives of the Corporation shall be exercised by the initial Board of Directors named above until the first annual meeting of the Corporation.

## **ARTICLE X LIMITATION OF DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

## **ARTICLE XI INDEMNIFICATION**

Each person who acts as a director or officer of the Corporation shall be indemnified by the Corporation against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant or in which he may be a witness by reason of his being or having been such director or officer or by

reason of any action alleged to have been taken or omitted by him in either such capacity. Such indemnification shall be provided in the manner and under the terms, conditions and limitations set forth in the Bylaws of the Corporation.

## **ARTICLE XII DISSOLUTION**

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 substantially 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 substantially similar purposes.

## **ARTICLE XIII ACTION WITHOUT MEETING**

Any action required by law to be taken at any annual or special meeting of the members of the Corporation, or any action that may be taken at any annual or special meeting of the members of the Corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the number of members having the total number of votes of the Corporation necessary to enact the action taken, as determined under the Declaration, the Bylaws, or this Certificate of Formation.

## **ARTICLE XIV AMENDMENT**

This Certificate of Formation may be amended by proposal submitted to the membership of the Corporation. Any such proposed amendment shall be adopted only upon an affirmative vote by the holders of a seventy-five percent (75%) majority of the total number of votes of the Corporation, as determined under the Declaration. In the case of any conflict between the Declaration and this Certificate of Formation, the Declaration shall control; and in the case of any conflict between this Certificate of Formation and the Bylaws of the Corporation, this Certificate of Formation shall control.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, this 23 day of March, 2023.

Ram S. Wadhwa  
Ram Wadhwa, Incorporator