

# Articles of Incorporation

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of

Prestonwood Forest Maintenance Association

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two 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 PRESTONWOOD FOREST MAINTENANCE ASSOCIATION.

## ARTICLE TWO

The Corporation is a non-profit corporation without capital stock, and shall have all of the powers specified in the Texas Non-profit Corporation Act.

## ARTICLE THREE

The period of duration of this corporation shall be perpetual.

## ARTICLE FOUR

The purposes for which this corporation is organized are:

To assess and collect a maintenance charge from the owners of residential building lots in the hereinafter named residential subdivision and any other area duly annexed thereto, in accordance with the provisions of instruments of restrictions pertaining to said subdivision and duly annexed areas as filed for record in the Deed Records of Harris County, Texas, and to use said maintenance fund to provide services throughout such subdivision or duly annexed areas for the general benefit of all owners of residential lots therein, which services shall include, by way of illustration, the maintenance of streets, parkways, esplanades and vacant lots; providing fire, police or watchman services; providing and

maintaining street lighting; architectural control; providing and maintaining shrubbery and trees at subdivision entrances, in esplanades, and in parkways; fogging for insect control; garbage and rubbish pickup; payment of legal and other expenses for enforcement of said restrictions; and all other things necessary or desirable for the benefit of such lot owners, as may be determined by the Board of Directors of Prestonwood Forest Maintenance Association.

The initial subdivision which this corporation shall serve is Prestonwood Forest, Section One, as shown by the map thereof as recorded in Volume 173, page 126, of the Map Records of Harris County, Texas, and the aforesaid restrictions covering said subdivision are recorded in Volume 8339, page 298, of the Deed Records of Harris County, Texas. Any additional residential areas which in whole or in part covers land out of the following designated tracts situated in the Lorenzo De Zavalla Survey, A-950, and/or the A. Herrington Survey, A-380, Harris County, Texas, shall be eligible to be an "annexed area" hereunder, and the Board of Directors of this corporation may agree to provide the services contemplated herein for such annexed area or areas.

The designated tracts are as follows:

- (A) That certain 212.2136 acres of land described in deed dated September 4, 1969, from Westheimer Properties, Inc. to Pine Investment Co. and recorded in Volume 7759, Page 487, of the Deed Records of Harris County, Texas;
- (B) That certain 3.8022 acre tract of land described in deed dated December 31, 1968 from Edward A. Krahn and Pearl Krahn Hargrave to Westheimer Properties, Inc., and recorded in Volume 7466, Page 389, of the Deed Records of Harris County, Texas;
- (C) That certain 2.8278 acre tract of land described in deed dated December 31, 1968, from Judith Ann Cherry and Thomas Edward Cherry to Westheimer Properties, Inc., and recorded in Volume 7466, Page 396, of the Deed Records of Harris County, Texas;
- (D) That certain 10.3431 acres of land described in deed dated February 12, 1969, from Harvey D. Yiengst and Muriel C. Yiengst to Westheimer Properties, Inc., and recorded in Volume 7511, Page 329, of the Deed Records of Harris County, Texas; the record above referred to deeds being incorporated herein for more particular description of the designated tracts.

## ARTICLE FIVE

Every person or entity owning of record either the entire fee title or an undivided interest in the fee title to any residential lot which is situated in the subdivision known as Prestonwood Forest, section one, or which is situated in any other residential area duly annexed to said subdivision under the provisions of the recorded restrictions covering said subdivision, shall be a member of this corporation. (The foregoing is not intended to include persons or entities holding an interest in a lot merely as security for the performance of an obligation.) Membership shall be appurtenant to and may not be separated from ownership of any such lot.

This corporation shall have two classes of members with voting rights as follows:

Class A members shall be all of the owners, other than the Developer, of residential lots situated in the aforementioned initial subdivision or in any other residential area duly annexed thereto. Voting within Class A shall be limited to one vote

for each lot owned by Class A members. If any lot is owned by more than one person or entity, all such persons or entities shall be members and the vote to which such lot is entitled shall be exercised as the owners of such lot may determine among themselves.

The Class B member or members shall be the Developer or Developers of the afore-named initial subdivision and any other areas duly annexed thereto as hereinafter provided. The Class B membership shall be entitled to three (3) votes for each residential lot owned until such time as the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or on December 31, 1977, whichever date occurs the earliest. After the earliest to occur of the foregoing events, the voting rights of the Class B membership shall be automatically converted to one (1) vote for each lot owned, the same as the Class A membership. It is specifically provided, however, that at any time other areas are duly annexed to the afore-named initial subdivision in the manner provided, the voting rights as to lots owned by Class B membership shall (if previously converted automatically to one vote per lot) automatically revert to three (3) votes for each lot owned until such time as the total votes outstanding in the Class A membership throughout the aforementioned initial subdivision and any duly annexed area or areas collectively equal or exceed the total votes outstanding in the Class B membership throughout such total area, or until December 31, 1977, whichever date occurs the earliest, at which time Class B voting rights shall be automatically converted to one (1) vote for each lot owned.

## ARTICLE SIX

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

Marvin E. Leggett Texas 77027	1510 Post Oak Tower	Houston,
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M. Arthur Littell Oklahoma 73101	1800 Citizen Towers Bldg.	Oklahoma City,
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Peter Boatright Oklahoma	1800 Citizens Tower Bldg.	Oklahoma City,
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The aforementioned initial Board of Directors shall hold office until such time as at least 25% of the lots in the aforesaid initial subdivision are owned by persons or entities other than the Developer of such subdivision, at which time the initial Board of Directors shall call a special meeting of the members of the corporation for the purpose of holding an election (at which election only Class A members shall be entitled to vote) to elect a Director to replace one of said initial directors, as determined by the members of the initial Board, said Director so elected to serve until the next regular annual meeting of the members. The two remaining members of the initial Board of Directors shall continue to hold office until such time as the voting rights of the Class B membership of the corporation shall be automatically converted to the same voting rights as the Class A membership (as specified above), at which time the Board of Directors shall call a special meeting of the members for the purpose of holding an election to select another Director to replace one of the two remaining members of the initial Board of Directors, said Director so elected to serve until the next regular annual meeting of the members. The then-remaining member of the initial Board of Directors shall continue to hold office until such time as the Developer or Developers have sold to other persons or entities all residential lots in the aforementioned initial subdivision and in any other areas duly annexed thereto.

In case of the resignation, death or incapacity to serve of any of the aforesaid initial Directors during the period for which such Director is to hold office the remaining Director or Directors of said initial Board shall appoint a successor to serve the balance of the term of office of said Director, except that in the case of resignation, death or incapacity to serve of the last of said initial Directors to hold office, the Developer of the aforementioned initial subdivision, or its successors or

assigns, shall appoint a successor to serve the balance of the term of office of said initial director.

At each regular annual meeting of the members of the corporation prior to the conversion of the voting rights of the Class B membership to the same voting rights as the Class A membership, the Class A members only shall elect for a term of one year the one Director that the Class A membership is the (sic) entitled to elect, as provided above. At each regular annual meeting of the members after the voting rights of the Class B membership have been converted hereunder to the same voting rights as the Class A membership, the total membership shall elect for a term of one year the two Directors that the membership is then entitled to elect. At the first regular annual meeting of the members after the Developer or Developers have sold to other persons or entities all residential lots situated in the aforementioned initial subdivision and in any other areas duly annexed thereto, the members shall elect one Director for a term of three years, and at each regular annual meeting thereafter the membership shall elect on Director for a term of three years.

At any time after all lots have been sold to persons or entities other than the Developer, as aforesaid, the number of directors may be increased or decreased from time to time by amendment to the By-Laws of this corporation, provided the number of directors shall never be less than three (3).

In the case of the resignation, death or incapacity to serve of any of the aforesaid directors elected to office by the members of the corporation, a special meeting of the members entitled to elect such Director shall be called to elect a successor to serve the balance of the term of said Director.

Any Director elected by the members may be removed from the Board, with or without cause, by a majority vote of those members of the corporation who were entitled to vote for the election of such Director and in the event of such removal of a Director, a successor shall be elected to serve for the unexpired term of such removed Director by a special election to be held by those members who were entitled to vote for the election of the Director so removed.

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

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the Directors, provided that the action so taken is stated in writing, signed by all the Directors, and recorded in the minutes of the corporation. Any action so taken and recorded shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE SEVEN

The street address of the initial registered office of the corporation is 1510 Post Oak Tower, Houston, Texas (77027), and the name of its initial registered agent at such address is Marvin E. Leggett.

## ARTICLE EIGHT

The name and address of each incorporator is:

77042

Janet McCartney  
77042

10922 Wickersham

Houston, Texas

Sue Moreland  
Texas 77042

7518 Burgoyne, Apartment No. 225

Houston,

#### ARTICLE NINE

As long as there is a Class B membership of the corporation, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of any additional residential areas, mergers and consolidation, mortgaging of any Common Areas, dedication of any Common Area, or dissolution and amendment of these Articles.

#### ARTICLE TEN

This corporation may be dissolved with the assent given in writing and signed by those parties entitled to vote not less than two-thirds (2/3) of the votes of each class of membership. 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 not accepted, such assets shall be conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

(Note: These Articles of Incorporation were originally recorded on March 23, 1971)