

ARTICLES OF INCORPORATION
OF
BRIARGROVE PROPERTY OWNERS, INC.

We, the undersigned natural persons of the age of twenty-one years of more, all of whom are citizens of the state of Texas, acting as incorporators of a non-profit no-stock corporation under Article 1396, Texas Revised Civil Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is:

BRIARGROVE PROPERTY OWNERS, INC.

ARTICLE II

The period of the corporation's duration is 50 years.

ARTICLE III

The corporation is a non-profit benevolent association, formed to promote, improve, and protect the health, property, property rights, safety and general welfare of the residents in Briargrove Subdivision, a subdivision in the City of Houston, Harris County, Texas. The corporation will have all of the usual powers of a corporation and the members (shareholders) will not have any personal liability for acts or debts of the corporation.

ARTICLE IV

No stock shall be issued. The corporation shall at all times be owned by the owners of residential building sites (whether improved with a residence or vacant) in Briargrove Subdivision, Sections 1 to 9, inclusive, in Harris County, Texas. The owners of each such residential site in Briargrove Subdivision shall be shareholders in the corporation and shall be entitled to the vote in electing directors, and in voting on other matters concerned to the shareholders for decision. When a residence site is sold, the right to vote will automatically be transferred from the seller to the purchaser, regardless of whether the conveyance does or does not contain words purporting to convey or reserve the right to vote. No part of the revenues of the corporation shall ever inure to the benefit of any shareholder member and no member of the corporation shall ever be entitled to be paid any dividend of any description from the corporation, or to require any distribution of any of the corporate assets.

ARTICLE V

The principal place of business and the initial registered office is 6122 Lynbrook Drive, Houston, Harris County, Texas, and the name of its initial registered agent is R.L. Philips, at 6122 Lynbrook Drive, Houston, Harris County, Texas.

ARTICLE VI

The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders and until their successors are elected and qualified are:

R.L. Philips
6212 Lynbrook Drive
Houston, Texas

D.F. Biven
6901 Burgess
Houston, Texas

Vernon Elledge
3461 Wickersham Lane
Houston, Texas

ARTICLE VII

The first board of directors elected by the shareholders shall consist of nine members.

ARTICLE VIII

The names and addresses of the incorporation are:

R.L. Philips
6212 Lynbrook Drive
Houston, Texas

D.F. Biven
6901 Burgess
Houston, Texas

Vernon Elledge
3461 Wickersham Lane
Houston, Texas

ARTICLE IX

This corporation owns no goods, chattels, lands, rights or credits at this time; consequently, the estimated value thereof is none.

In witness whereof we have hereunto set our hands this 24th day of April 1959.

R.L. Philips

D.F. Biven

Vernon Elledge

THE STATE OF TEXAS:
COUNTY OF HARRIS:

I, _____, a notary public, so hereby certify that on this 24th day of April, 1959, personally appeared before me R.L. Philips, D.F. Biven and Vernon Elledge, each being by me first duly sworn, and severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Notary Public, Harris County, Texas

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amendments change its duration, restate its purposes and add provisions relating to amendment, dissolution and indemnification of its officers and directors.

ARTICLE ONE

The name of the corporation is Briargrove Property Owners, Inc.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the corporation on April 27, 2000:

Article II of the Articles of Incorporation is hereby amended so as to read as follows:

The corporation shall exist perpetually.

Article III of the Articles of Incorporation is hereby amended so as to read as follows:

The corporation is formed for the purposes of providing for the maintenance and preservation of properties within Briargrove, Sections One (1) through Nine (9), a residential subdivision located in Harris County, Texas, and promoting the health and welfare of the owners of lots within Briargrove, Sections One (1) through Nine (9), and for these purposes the corporation is empowered to:

- (a) enter into contracts for the purpose of providing services for the benefit, use, or enjoyment to Owners in general, including but not by way of limitation, security, and landscaping improvements and maintenance;
- (b) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in any contract;
- (c) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to any recorded declaration of covenants, conditions and restrictions affecting or enforceable against any of the property within Briargrove, Sections One (1) through Nine (9);
- (d) pay all office and other expenses incident to the conduct of the business of the corporation, including management fees, if any, and all taxes or governmental charges levied against or imposed upon the property of the corporation;

- (e) 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 corporation;
- (f) borrow money and mortgage, pledge, deed in trust or hypothecate any or all of the corporation's real or personal property as security for money borrowed or debts incurred;
- (g) dedicate, sell or transfer all or any part of the parks, common areas and facilities owned by the corporation, if any, to any public agency, authority, utility, person or entity, for such purposes and subject to such conditions as may be agreed to by the Board of Directors, provided that no conveyance of any parks, common areas or facilities other than the granting of utility easement shall be permitted except to a public entity established for similar purposes as the corporation or which shall be dedicated to the preservation of community purposes and interest and which is capable of maintaining and agreeing to maintain the same;
- (h) participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- (i) establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the corporation holds title or to which control is vested in the corporation, if any; and
- (j) exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act or any other laws of the State of Texas may now or hereafter have or exercise.

Article IV of the Articles of Incorporation is hereby amended so as to read as follows:

The members of the corporation shall be the record owner, whether one or more persons or entities, of a fee simple title to any lot located in Briargrove, Sections One (1) through Nine (9), a subdivision in Harris County, Texas (as well as the record owner of a fee simple title to any lot in any other Harris County, Texas subdivision, brought within the jurisdiction of the corporation), including a contract seller, but excluding those having such interest merely as security for the performance of an obligation. The rights of members are subject to (a) the payment of any assessments as set forth in any declaration of covenants, conditions and restrictions for Briargrove, Sections One (1) through Nine (9), filed for record in the Official Public Records of Real Property of Harris County, Texas, and (b) compliance with the provisions of such declaration. The voting and other membership rights of any member shall automatically be suspended without action of the Board of Directors during any period when such

member shall have failed to pay any assessment then due and payable; but, upon payment of such assessment, his rights and privileges shall be automatically restored. In addition, the voting or other membership rights of any member may be suspended by action of the Board of Directors for a period not to exceed sixty (60) days, if any member, any member of his family, his tenants, or the guests of any thereof shall violate the provisions of any applicable declaration of covenants, conditions and restrictions.

Article VI of the Articles of Incorporation is hereby amended so as to read as follows:

The affairs of the corporation shall be managed by a Board of Directors composed of such number of persons and for such terms as may be fixed by the Bylaws of the corporation; provided that, in no event shall the Board of Directors be composed of less than three (3) persons.

The Articles of Incorporation are hereby amended by adding thereto a new Article X to read as follows:

Amendment of these Articles shall require the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the members entitled to vote who are present in person or by proxy at a meeting at which a quorum is present.

The Articles of Incorporation are hereby amended by adding thereto a new Article XI to read as follows:

The corporation may be dissolved upon the affirmative vote of not less than seventy-five percent (75%) of the members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation, if any, shall be granted, conveyed and assigned either to a public body or to a non-profit corporation, deemed by the Board of Directors of the corporation to be appropriate, to be devoted to similar purposes.

The Articles of Incorporation are hereby amended by adding thereto a new Article XII to read as follows:

The corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaws, agreement, or otherwise. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position of office or Director as specified above,

against any liability incurred by him in any such position, or arising out of his status as such.

ARTICLE III

The amendments were adopted in the following manner:

The amendments were adopted at a meeting called and held for that purpose on April 27, 2000, at which a quorum was present and received not less than two-thirds ($\frac{2}{3}$) of the votes entitled to be cast by members of the corporation present either in person or by proxy.

Dated June 15, 2000.

BRIARGROVE PROPERTY OWNERS, INC.

President

Secretary

BEFORE ME, a notary public, on this day personally appeared, Charles E. Harrell, President of Briargrove Property Owners, Inc. known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he executed this document for the purposes and in the capacity herein expressed.

Given under my hand and seal of office this 15th day of June, 2000.

Notary Public in and for the
State of Texas

BEFORE ME, a notary public, on this day personally appeared _____, Secretary of Briargrove Property Owners, Inc. known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he executed this document for the purposes and in the capacity herein expressed.

Given under my hand and seal of office this 15th day of June, 2000.

Notary Public in and for the
State of Texas