

NON-PROFIT

THE STATE OF TEXAS
BY *SECRETARY OF STATE*
THIS CERTIFICATE WAS BY THE AUTHORITY OF THE SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

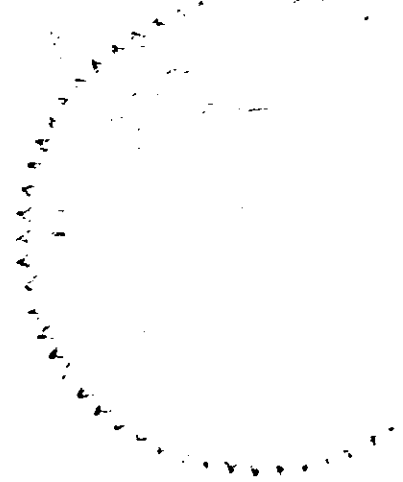
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WESTCHESTER OWNERS COMMITTEE, INC.
CHARTER NO. 237413
.....

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated July 27, 19 67.

John ...
Secretary of State



ARTICLES OF INCORPORATION
OF

Filed in the Office of the
Secretary of State of Texas
This 2nd day of July 1957
at the City of Dallas, Texas
Deputy Secretary of State

WESTCHESTER OWNERS COMMITTEE, INC.

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 I.

The name of the corporation is Westchester Owners Committee, Inc.

ARTICLE II.

The corporation is a non-profit corporation, and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE III.

The period of duration of this corporation is perpetual.

ARTICLE IV.

The purpose or purposes for which this corporation is organized are:

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in accordance with the provisions of subdivision restrictions applicable to the said lots as filed for records in the County Clerk's Office of Harris County, Texas, and which include payment of said maintenance charge to said corporation. The initial subdivision as to which this corporation shall act shall be Westchester Subdivision No. 100 shown upon the map known as Subdivision No. 100 in Harris County, Texas. Any future sections of such subdivision in Harris County, Texas, and future sections of subdivisions in Harris County, Texas, shall also be included in the jurisdiction of this corporation, and any other sections of subdivisions in Harris County, Texas, which may also be included in the jurisdiction of this corporation, shall also be included in the jurisdiction of this corporation.

of maintenance funds to this corporation; and Westchester Section 1, and any such future section of the subdivision are hereinafter referred to as "applicable subdivisions".

2. To arrange for, provide and pay for the furnishing to the applicable subdivisions of the following: the cleaning and maintenance of streets, sidewalks, paths, parks, parkways, esplanades and vacant lots; providing street lighting and fogging for insect control; planting and caring for and watering transplanted trees and shrubbery at entrances, in esplanades and on vacant lots; providing back door garbage and rubbish pickup, encouraging compliance with and enforcement of all covenants and restrictions in the applicable subdivisions; owning, leasing, providing, maintaining and operating recreational facilities, including but not limited to, swimming pools, club houses and private park areas; and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property of the applicable subdivisions neat and in good order or which the Trustees consider of general benefit to the owners or occupants of lots in the applicable subdivisions; and to do any and all other acts in connection with all of the above purposes.

ARTICLE V.

The street address of the initial registered office of the corporation is 13202 Memorial Drive, Houston, Texas, and the name of its initial registered agent at such address is E. B. Ramsey.

ARTICLE VI.

The number of trustees constituting the initial board of trustees of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial trustees are:

H. G. McAllan	13515 Indian Creek, Houston, Texas;
A. B. Ramsey	1551 Stonybrook, Houston, Texas;
H. B. Ramsey	13515 Algonquin, Houston, Texas.

ARTICLE VII.

The name and street address of each incorporator is:

Janot Collier 728 E. 12-1/2, Houston, Texas

Jennie Abel 539 Roper, Houston, Texas;

Pat Brown 3206 Revere, Houston, Texas.

ARTICLE VIII.

The initial Trustees shall serve until January 1, 1970. In case of the resignation, death or incapacity to serve of any of said initial Trustees prior to said time, the two remaining Trustees may appoint a Substitute Trustee to serve the remainder of said period. In the case of the resignation, death or incapacity to serve of more than one of said initial Trustees, then the remaining Trustee may appoint Substitute Trustees to serve the remainder of the said period. The judgment of the Trustees, whether the Trustees are the initial Trustees or Substitute Trustees, in the expenditure of funds of this corporation, shall be final and conclusive, so long as such judgment is exercised in good faith. The by-laws of this corporation shall be adopted by the initial Board of Trustees and shall thereafter be amended or altered by a majority vote of the members.

After January 1, 1970, the following shall apply to the corporation:

a. The members of this corporation shall be the owners of the lots in the applicable subdivisions.

b. Each lot in the applicable subdivisions shall be entitled to one (1) vote at any meeting of the members.

c. The affairs of this corporation shall be run by three (3) Trustees, who shall be either (1) a residential owner occupant of a lot in an applicable subdivision, or (2) an officer of a corporation, partner in a partnership or individual owning and developing one or more lots in the applicable subdivisions; and said Trustees shall be elected

at an annual meeting of the members or at a special meeting of the members called for such purposes.

d. The annual meeting of the members shall be at 3:00 p.m. on January 2nd of each year commencing in 1970, and shall be held at a place in Houston, Texas. The Trustees shall mail notices of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of said meeting.

e. Trustees shall be elected for a term of one (1) Year, but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present, provided a quorum is present.

f. In order to constitute a quorum at any meeting at least ten (10%) per cent of the members of this corporation must be present or represented by proxy.

g. Special meetings may be called by any two of the Trustees or by ten (10%) per cent of the members of the corporation; and written or printed notices stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) days nor more than fifty (50) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.

IN WITNESS WHEREOF we have hereunto set our hands this _____ day of July, 1967.

Janet Collier
Janet Collier

Public School
Public School

Pat Brown
Pat Brown

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Janet Collier, Jennie Abel and Pat Drown, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 26th day of July, 1967.

Betty Mudd

Notary Public in and for
Harris County, Texas