

Filed in the Office of the  
Secretary of State of Texas  
This 30th day of Sept 1988  
L. Salzman  
District Director

ARTICLES OF INCORPORATION

OF

CANDLELIGHT OAKS VILLAGE MAINTENANCE FUND, INC.

In compliance with the requirements of the Texas Non-Profit Corporation, Act, the undersigned, all of whom are citizens of the State of Texas and all of whom are at least eighteen (18) years of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is CANDLELIGHT OAKS VILLAGE MAINTENANCE FUND, INC., hereafter called the "Association".

ARTICLE II

The registered office of the Corporation is located at 6550 Tarnef, Suite 205, Houston, Texas, and the initial registered agent is at such address.

ARTICLE III

Tyler D. Todd, whose address is 6550 Tarnef, Suite 205, Houston, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Tract of land in the Samuel McClelland Survey, Abstract 544, Harris County, Texas, which has been subdivided and platted as Candlelight Oaks Village, as shown by the map or plat thereof recorded in Volume 222, Page 1, of the Map Records of Harris County, Texas;

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and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Deed Records of Harris County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident 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 public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be in accordance with the restrictions on the property herein referred to;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

#### ARTICLE V

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, 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 which is subject to assessment by the Association.

#### ARTICLE VI

#### VOTING RIGHTS

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 for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), 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 total votes outstanding in the Class B membership; or
- (b) on July 1, 1980.

#### ARTICLE VII

#### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Tyler D. Todd	5223 Bayou Glen Houston, Texas 77027
Harvin C. Moore, Jr.	1912 Larchmont Houston, Texas 77019
Jerry L. York	11906 Brighton Stafford, Texas 77477
Jack T. Cavins	25506 Hickory Valley Lane Spring, Texas 77373

James L. Depenbrock	5810 Schmacher Houston, Texas	77027
Carolyn Human Messner	7700 Creekbend Houston, Texas	77071
Gail Germany	6203 Waltway Houston, Texas	77008
Sally I. Bice	613 Canadian Houston, Texas	77009
Claud E. Pipkin	2755 Quincannon Houston, Texas	77043

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

#### ARTICLE X

##### AMENDMENTS

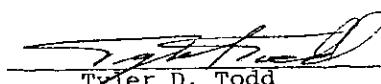
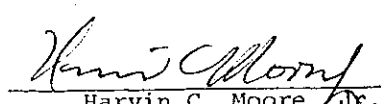
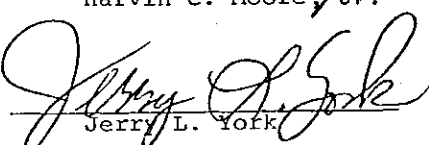
Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

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

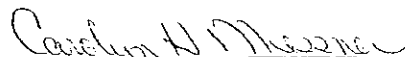
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22 day of September, 1975.

<u>ADDRESS</u>	<u>NAME</u>
5223 Bayou Glen Houston, Texas 77027	 Tyler D. Todd
1912 Larchmont Houston, Texas 77019	 Harvin C. Moore, Jr.
11906 Brighton Stafford, Texas 77477	 Jerry L. York

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Tyler D. Todd, Harvin C. Moore, Jr. and Jerry L. York, known to me to be the persons whose names are subscribed to the foregoing instrument as incorporators of CANDLELIGHT OAKS VILLAGE MAINTENANCE FUND, INC., and being first duly sworn, acknowledged to me that they executed the same for the purposes and consideration therein expressed and upon oath swore that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 22<sup>nd</sup> day of September, 1975.

  
Notary Public in and for  
Harris County, T E X A S

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the  
CANDLELIGHT OAKS VILLAGE MAINTENANCE FUND, INC., a Texas  
corporation, and

THAT the foregoing By-Laws constitute the original  
By-Laws of said Association, as duly adopted at a meeting  
of the Board of Directors thereof, held on the \_\_\_\_ day  
of \_\_\_\_\_, 1975.

IN WITNESS WHEREOF, I have hereunto subscribed my  
name and affixed the seal of said Association this \_\_\_\_  
day of \_\_\_\_\_, 1975.

  
Secretary