

FILED
In the Office of the
Secretary of State of Texas
JUL 25 1977

ARTICLES OF INCORPORATION
OF
WILLIAMSBURG SETTLEMENT 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 I

The name of the corporation is WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION.

ARTICLE II

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 III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose for which the corporation is organized is to assess and collect a maintenance charge against the residential lots situated in the initial residential subdivision known as Williamsburg Settlement, Section One (1), as shown by the plat thereof recorded in Volume 241, Page 95, of the Map Records of Harris County, Texas, in accordance with the provisions of the Declaration of Restrictions pertaining to said initial subdivision which are filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. F116011 and Film Code No. 163-13-1636, and likewise against the residential lots situated in any subsequently developed section of the Williamsburg Settlement subdivision complex made subject to deed restrictions substantially the same as said Declaration of Restrictions (hereinafter called the "applicable subdivisions"), and to use the maintenance fund thereby created to provide and pay for the services and things which the Board of Directors of the corporation shall deem necessary or advisable for the maintenance, improvement, and general benefit of the applicable subdivisions, including the approaches thereto and adjacent streets and rights-of-way.

The services and things which may be provided and paid for out of the maintenance fund shall include the maintenance and repair of streets, parkways, and esplanades; mowing and

cleaning of vacant lots; the acquisition, operation, maintenance and replacement of any common recreational facilities or other common area; fire, police and security patrol services; installing, maintaining, replacing and paying for the operation of street lighting; providing, maintaining, and replacing shrubbery, plants, grass, trees, monuments, gateways, and other landscaping or decorative improvements at subdivision entrances and elsewhere in esplanades, parkways, street right-of-way and other areas; fogging for insect control; the collection of garbage and other waste; paying legal and other expenses for the enforcement of the provisions of the aforesaid Declaration of Restrictions; and any and all other services or things which the Board of Directors of the corporation in its discretion shall deem necessary or desirable from time to time for the maintenance and improvement of the applicable subdivisions or for the benefit of the owners of lots therein. In this regard, the Board of Directors may from time to time revise or discontinue particular services or things being provided and paid for out of said fund.

ARTICLE V

The street address of the initial registered office of the corporation is 1200 Texas Bank & Trust Tower, Houston, Texas (77036), and the name of its initial registered agent at such address is Marvin E. Leggett.

ARTICLE VI

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	1200 Texas Bank & Trust Tower Houston, Texas 77036
H. Arthur Littell	1800 Citizens Tower Bldg. Oklahoma City, Oklahoma 73101
Peter Boatright	1800 Citizens Tower Bldg. Oklahoma City, Oklahoma 73101

ARTICLE VII

The name and Street address of each incorporator is:

Jan McCartney	10922 Wickersham Houston, Texas 77042
Jacquelyn P. Burns	10914 Wickersham Houston, Texas 77042
John H. Eaker	13147 Rummel Creek Houston, Texas 77079

ARTICLE VIII

The aforementioned initial Directors shall serve for a term of office expiring on December 31, 1987, or on such earlier date upon which all members of such initial Board of Directors (or their appointed successors) shall jointly resign office. In case of the resignation, death or incapacity to serve of any of the aforementioned initial Directors (or their appointed successors) prior to the expiration of the aforesaid term of office of the initial Board, the remaining member or members of said initial Board shall appoint a successor or successors to serve the balance of the aforesaid term of office of the initial Board, and if no member of said initial Board is able to so appoint, then Williamsburg Development Corporation shall make the appointment. During the above specified term of office of the initial Board of Directors (or their appointed successors) there shall be no members of the Association.

From and after the expiration of the term of office of said initial Board of Directors the following provisions shall apply to the corporation:

- (a) The corporation shall have members, which members shall be all persons or entities who own all or an undivided interest in the fee title to any of the residential lots situated in the applicable subdivisions.
- (b) The owners of residential lots in the applicable subdivisions shall be entitled to only one (1) vote per lot at any meeting of the members.
- (c) The Board of Directors of the corporation shall consist of at least three (3) persons, who must be either (1) an owner and occupant of a residential lot in an applicable subdivision, or (2) an officer of a corporation, a partner in a partnership, or an individual owning and developing one or more residential lots in an applicable subdivision, and said Directors shall be elected at an annual meeting of the members or at a special meeting of the members called for such purposes.
- (d) The first regular annual meeting of the members of the corporation shall be held as soon as practicable after the expiration of the term of office of the aforesaid initial Board of Directors (or their appointed successors) at a time and place in Harris County, Texas, to be designated by the retiring initial Directors of the corporation in the call for the meeting. Notices of the time and place of such meeting shall be mailed to the members at least ten (10) days, but not more than fifty (50) days, prior to the date of said meeting. If the retiring initial Directors of the corporation should fail to issue a call for said first meeting of the members prior to the expiration of their term of office, then any three (3) members of the corporation may issue the call for said meeting.
- (e) At the first regular annual meeting of the members at least one Director shall be elected for a term of one (1) year, at least one Director shall be elected for a term of two (2) years, and at least one Director shall be elected for a term of three (3) years. At each regular annual meeting of the members thereafter, at least one Director shall be elected for a term of three (3) years. Any elected Director can be removed prior to

the expiration of their respective elected terms at a special meeting of the members by a majority vote of the members present in person or by proxy, provided a quorum is present.

- (f) Members of the corporation holding at least fifty per cent (50%) of the votes entitled to be cast at a meeting of the members must be present in person, or represented by proxy, to constitute a quorum.
- (g) Special meetings of the members of the corporation may be called by the President, any two of the Directors, or by members possessing at least ten per cent (10%) of the voters entitled to be cast at such meeting. Written or printed notices stating the place, date, hour and purpose of any such meeting shall be delivered to all members of the corporation not less than ten (10) days, nor more than fifty (50) days, before the date of the meeting.

The Directors of the corporation, whether such Directors are the initial Directors or appointed or elected successors thereto, 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 of 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 IX

Every Director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, which are reasonably incurred or imposed in connection with any action or proceeding to which such Director or officer may be made a party by reason of being or having been a Director or officer of the corporation, whether or not such person is a Director or officer at the time such expenses and liabilities are incurred or imposed, except in cases where the Director or officer is adjudged guilty of negligence or misconduct in the performance of his or her duties of office; provided, that in the event of a settlement of any such action or proceeding the indemnification herein expressed shall apply only when the current Board of Directors approves such settlement and related payment as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and non-exclusive of all other rights to which any Director or officer may be entitled.

ARTICLE X

In the absence of fraud, no Director or officer of the corporation shall be disqualified by the office from dealing or contracting with the corporation either as vendor, purchaser or otherwise; nor shall any contract, transaction or act of the corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer shall be a member or an employee, or any corporation of which any such Director or officer is an officer, director, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of the corporation, even though the vote of the Director or officer having such interest shall have been necessary to obligate the

corporation upon such contract, transaction or act; and no Director or officer having such interest shall be liable to the corporation or to any creditor thereof or to any other person for any loss incurred by it or by reason of any such contract, transaction, or act, nor shall any such Director or officer be accountable for any gains or profits realized therefrom.

IN WITNESS WHEREOF we have hereunto set our hands this 21st day
of July, 1977.

Signed by:

Jan McCartney
Jacquelyn P. Burns
John H. Eaker

THE STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared JAN McCARTNEY, JACQUELYN P. BURNS, and JOHN H. LAKER, 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 this 21st day
of July, 1977.

Notary Public Harris County, Texas