



The State of Texas

Secretary of State

DEC. 23, 1999

CHERYLE R. JOHNSTON
8607 TIMMBER SIDE
HOUSTON, TX 77025

RE:
SPRING BRANCH ESTATES II CIVIC ASSOCIATION
CHARTER NUMBER 00565453-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
RESTATED ARTICLES OF AMENDMENT TO A NON-PROFIT CORPORATTON.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF

SPRING BRANCH ESTATES II CIVIC ASSOCIATION
FILE NO. 00565453-01

The undersigned, as Secretary of State of Texas, hereby certifies that Restated Articles of Incorporation of the above corporation duly executed 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 Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation and attaches hereto a copy of the Restated Articles of Incorporation.

Dated: DECEMBER 23, 1999



Elton Bomer
Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
SPRING BRANCH ESTATES II CIVIC ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

DEC 28 1999

Corporations Section

ARTICLE ONE

SPRING BRANCH ESTATES II CIVIC ASSOCIATION, pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE TWO

The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows:

The Articles of Incorporation have been completely re-written to convert the corporation from a voluntary membership "civic club" to a mandatory membership "property owners' association", pursuant to Section 204.006 of Title 11 of the Texas Property Code. Every provision of the Articles of Incorporation has been amended in the Restated Articles of Incorporation and new provisions have been added.

ARTICLE THREE

Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted at a meeting of members held on October 22 1996, at which a quorum was present, and the Restated Articles of Incorporation as so amended received at least two-thirds (2/3) of the votes which members present or represented by proxy at such meeting were entitled to cast.

ARTICLE FOUR

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth:

ARTICLE I

NAME

The name of the corporation is SPRING BRANCH ESTATES II CIVIC ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWER

The Association is not organized for profit but operated exclusively for the promotion of social welfare by promoting the common good and general welfare of the community. No part of the Association's property, whether income or principal, shall ever inure to the benefit of any officer, or director of the Association or of any individual. The Association shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda, or otherwise attempting to influence legislation. The Association does not contemplate pecuniary gain or profit to its members,

and the specific purposes for which it is formed are civic, for the benefit and betterment of the residents and property owners within that certain real property described in those certain Restrictions of Spring Branch Estates, Section Two, a subdivision in Harris County, Texas as they have been or may be extended, amended, supplemented or modified (hereinafter referred to as the "Covenants"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in said Covenants and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants, applicable to the property and recorded or to be recorded in the Office of the County Clerk of Harris County, Texas, and as the same may be modified, amended or supplemented from time to time as therein provided;

(b) To collect all charges and assessments pursuant to the terms of said Covenants; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges and fees for legal representation.;

(c) To purchase, receive, lease 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; and

(d) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act 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. Ownership of such lot shall be the sole qualification of membership.

The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations.

ARTICLE VI

VOTING RIGHTS

The Association shall have one (1) class of voting membership, as follows:

CLASS A. Class A Members shall be all of the Owners of Lots within the "Subdivision" as that term is defined in Articles IV and V hereof. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership as referenced in Article V hereof. When more than one person holds such an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VII

AGENT AND OFFICES

8817 Carousel, Houston, Harris County, Texas 77080, and Wayne L. Hartman at such address constitute the registered office and agent, respectively, of the Association. The principal office of the Association is located at 8817 Carousel, Houston, Harris County, Texas, but may be relocated to such other address as may be determined by the Corporation's Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) directors, all of whom must 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:

Wayne Hartman 8817 Carousel
Houston, Texas 77080

Donna Foster 9118E S. Allegro
Houston, Texas 77080

Rose Marie Howells 9105 N. Allegro
Houston, Texas 77080

Walter E. Seibert, Jr. 9320 Carousel
Houston, Texas 77080

One (1) vacancy

At the next annual meeting, the members shall elect two (2) directors for a term of one (1) year and three (3) directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of two (2) years to fill each expiring term.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property or common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of a quorum of the membership present in person or by proxy at a special meeting of the membership called for the purpose of considering such proposed merger, consolidation or annexation; all subject, however, to the provisions relating to annexation as set forth in said Covenants, if any.

ARTICLE X

MEETINGS FOR ACTIONS GOVERNED BY ARTICLE IX

In order to take actions under Article IX, there must be a duly held meeting. Written notice, setting forth the purposes of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of the members or of proxies entitled to cast one-fifth (1/5) of the votes of the membership shall constitute a quorum. If the required quorum is not present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

ARTICLE XI

AMENDMENTS

The board of directors shall adopt a resolution setting forth the proposed amendment to these Articles and directing that it be submitted to a vote at a meeting of members having voting rights,

which must be at a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The proposed amendment shall be adopted by receiving at least two-thirds (2/3) of the votes which a quorum of the membership present at such special meeting in person or by proxy are entitled to cast."

DATED: December 22, 1999

**SPRING BRANCH ESTATES II
CIVIC ASSOCIATION**

By: Carol Bush
CAROL BUSH, President

By: Sondra Heugattes
SONDRA HEUGATTES, Secretary

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared CAROL BUSH and SONDRA HEUGATTES, known to me to be the persons whose names are subscribed to the foregoing instrument and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 22nd day of December, 1999

Blonna M. Foster
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

