

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

CEDARWOOD HOMEOWNERS ASSOCIATION, INC.
Filing Number: 600058418

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 02/25/2002

Effective: 02/25/2002



Handwritten signature of Gwyn Shea in cursive script.

Gwyn Shea
Secretary of State

PHONE(512) 463-5555
Prepared by: Jean Marchione

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

TTY7-1-1

COPY

**(NON-PROFIT CORPORATION)
ARTICLES OF INCORPORATION OF
CEDARWOOD HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

The name of this Corporation shall be, CEDARWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

CEDARWOOD HOMEOWNERS ASSOCIATION, INC., is a non-profit corporation.

ARTICLE III.

The period of CEDARWOOD HOMEOWNERS ASSOCIATION, INC., duration is perpetual.

ARTICLE IV.

The purpose for which CEDARWOOD HOMEOWNERS ASSOCIATION, INC., is organized for is to act as a commercial homeowners association with all the rights, duties, and privileges allowed a homeowners association in the State of Texas that do not conflict with the Texas Non-Profit Corporation Act, or any other applicable law of the State of Texas.

ARTICLE V.

The street address of the initial registered agent's office, and the registered agent of, CEDARWOOD HOMEOWNERS ASSOCIATION, INC., is:

Owen Jones
16214 Blue Mesa Ridge
Friendswood, Texas 77546

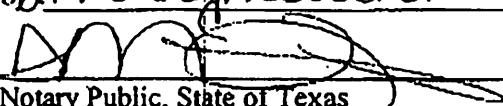
ARTICLE VI.

CEDARWOOD HOMEOWNERS ASSOCIATION, INC., may have members from time to time as the ownership in it changes due to the buying and selling of the realproperty affecting the membership of CEDARWOOD HOMEOWNERS ASSOCIATION, INC.

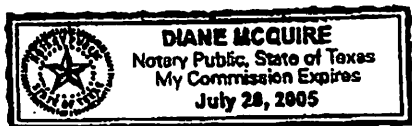
ARTICLE VII.

The number of directors constituting the initial board of directors for, CEDARWOOD

SWORN TO and SUBSCRIBED before me by Michael Probeschel, on
Feb. 21 2002.



Notary Public, State of Texas
My commission expires _____



Cedarwood Homeowners Association
Bylaws
April 5, 2005

Article I. Name & Location

The name of the Corporation is Cedarwood Homeowners Association (hereinafter referred to as the "Corporation" or the "Association").

The principal office of the Corporation is located at:

1608 Brill, Friendswood, TX 77546

but meetings of the members and directors may be held at such places within Friendswood, TX, as may be designated by the Board of Directors.

ARTICLE II. Definitions

A. Association shall mean the Corporation - Cedarwood Homeowners Association, its successors and assigns.

B. Properties shall mean that certain real property described in the Declaration of Covenants, Conditions, & Restrictions.

C. Common Area shall mean all real property owned by the Association for the common use and enjoyment of the Owners as defined in the Declaration, Article 1, Section 1.04.

D. Unit shall mean and refer to each townhouse unit as defined in the Declaration.

E. Owner shall mean the record owner, whether one or more persons or entities, of the fee simple title to any Unit which is part of the Properties, including contract sellers, but excluding those having an interest in a Unit merely as security for the performance of an obligation.

F. Declaration shall mean the Declaration of Covenants, Conditions, & Restrictions applicable to the Properties recorded in the Official Records of Galveston County, TX.

G. Member shall mean those persons entitled to membership as provided in the Declaration.

Article III. Meeting of Members

A. Annual Meeting. The first meeting of the Members was held December 2, 2004. Subsequent regular annual meetings of the Members shall be held in November at a day and time to be fixed by the Board of Directors.

B. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors or upon written request of the Members who are entitled to vote 50% of all of the votes of the Class A membership.

C. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call

the meeting, by mailing postage prepaid or hand delivery of a copy of such notice at least 10 days but not more than 50 days before such meeting to each member entitled to vote. For purposes of notice, members will be all those on the books of the association as unit owners seven (7) days prior to the date that the notice is delivered. Delivery will be to the Member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

D. Voting rights. Although there may be multiple owners of a townhouse unit, votes are limited to one vote per townhouse unit.

Amended 11-9-11
E. Quorum. Members holding 40% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

F. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Unit. In addition, all proxies shall expire after 11 months from the date of execution unless otherwise specifically provided in the proxy. Where directors are to be elected, such elections may be conducted by mail, by facsimile transmission, or by any combination of the two.

G. Conduct of Meetings. The President shall preside at all association meetings.

Article IV. Board of Directors

A. Number. The affairs of this Association shall be managed by a Board of three (3) Directors who must be Members of the Association or individuals designated in writing by members as representative of their interests in the Association. The number of Directors may be increased to five (5) by decision of the then-current Board; otherwise, the number of the Directors may be increased above five (5) by amendment of the Bylaws of the Association.

B. Term of Office. At the first election of directors, the Members shall elect one (1) director for a term of one year (1 yr.), one (1) director for a term of two years (2 yrs.), and one (1) director for a term of three years (3 yrs.). At each annual meeting thereafter, the Members shall elect one (1) director for a term of three years (3 yrs.). Terms of office will coincide with the Association's fiscal year.

C. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, or removal of a director, the successor shall be selected by a majority of the remaining members of the Board and shall serve for the unexpired term.

D. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

E. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article V. Nomination & Election of Directors

A. Nomination.

1. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting.

2. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting.

3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

B. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies or absentee ballots may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

Article VI. Meetings of Directors

A. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

B. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

C. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

↳ See Amendment to By Laws of 12-15-11

Article VII. Powers & Duties of the Board of Directors

A. Powers. The Board of Directors powers shall include:

1. **Rules and regulations.** If deemed necessary and with member approval adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

2. **Suspension of member rights.** Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Declaration or by the Association. Such rights

may also be suspended after notice and hearing, for a period not to exceed 180 days for infraction of published rules and regulations.

3. Action in Default of Assessments. As more fully provided in the Declaration, determine if late charges are to be applied and foreclose the lien against any property for which assessments are not paid and/or bring an action at law against the owner personally obligated to pay the same.

4. Declare director vacancy. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

5. Employee Others. Employ a manager, an independent contractor, or such other employees, professionals (such as attorneys and accountants), service providers, and other persons as they deem necessary, and to prescribe their duties.

6. Other Powers.

a. Initiate necessary action if any unit owner fails to meet the requirements of the Declaration.

b. Review requests for action by owners pursuant to Article IV of the Declaration and take action determined appropriate by a majority of the Board.

c. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

B. Duties. Duties of the Board of Directors include:

*See Amendment of 12-15-11 This B (Section 2) amended
(deleted in its entirety is B 2 (d))*

1. Records

a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by 25% of the Class A Members who are entitled to vote.

b. Ensure that information required by law to be delivered to owners upon request is available to respond to those requests (Ref. Texas Property Code 207, Section 207.3). A reasonable charge may be made for copies of the documents required.

2. Budgeting & Financial

a. As more fully provided in the Declaration establish an annual budget for the upcoming fiscal year, deliver copies to each owner, and present the budget at the annual meeting of Members in November.

b. Prepare or approve a report of the financial activities of the Association for the preceding year as specified by law (Texas Non-Profit Corporation Act Article 1396, Section 2.23A.)

c. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

~~d. Provide for an annual audit of the financial records.~~

*deleted
amended / changed to once every 5 years or as often as deemed by the Board of Directors.*

3. Assessments

a. Based on the annual budget, fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period. The annual assessment period shall correspond to the association's fiscal year.

b. In addition, send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and present the assessment as part of the budget presentation at the annual meeting of Members.

c. Levy additional assessments as necessary if assessments levied are insufficient to pay the costs of operation and management of the townhouse project in any fiscal year.

d. Determine the need for any special assessments as provided in the Declaration, Article III, Section 3.02B.

e. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these Certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

4. **Restrictions.** Monitor the restrictions set forth by the Declaration in Article VII and consider any additional regulations in keeping with the provisions of the Declaration set forth in Article VII, Section 7.09.

5. **Insurance.** Procure and maintain adequate liability and hazard insurance on property owned by the Association.

6. Property Maintenance

a. Cause the Common Area, as defined in Article 1, Section 1.04 of the Declaration to be maintained.

b. Cause any other real or personal property owned by the Association to be maintained.

c. Cause the exterior of each unit to be maintained as provided in the Declaration of Covenants, Conditions, & Restrictions, Article XI.

7. Other Duties

a. Supervise all officers, agents, and employees including contract employees of this Association, and see that their duties are properly performed.

Article VIII. Officers & Their Duties

A. Enumeration of Offices. The officers of this Association shall be President, Vice-President, Secretary and Treasurer to be elected from the Board. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

B. Election of Officers. The officers of this Association shall be elected annually by the Board. The election of officers shall take place at the first

meeting of the Board of Directors following each annual meeting of the Members.

C. **Term.** Each officer shall hold office for one year (1 yr.), unless an officer sooner resigns, or shall be removed, or otherwise be disqualified to serve.

D. **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. The same person can simultaneously hold more than one of these special offices if in the view of the Board it does not create a conflict in carrying out the assigned duties.

E. **Resignation & Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

F. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

G. **Duties.** The duties of the officers are as follows:

1. **President:** The President shall preside at all meetings of the Association and all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all association legal documents as required, and shall co-sign all checks and promissory notes.

2. **Vice-President:** The Vice President shall act in the place and stead of the President in the event of the President's absence, or inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

3. **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; ensure an up-to-date member list is available to members for inspection; ensure the member list is provided at all Association meetings; and perform such other duties as required by the Board.

Amended 12-15-11 per Amendment to By Laws

4. **Treasurer:** The Treasurer shall perform or cause to be performed the following financial activities: receive and deposit in appropriate bank accounts all monies of the Association; disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books at the completion of ~~each~~ ^{CARRY OVER} ~~5~~ ¹ year; prepare a balance sheet and a statement of income and expenditures, to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and provide financial statements to the Board of Directors as necessary to enable the Board to monitor financial status, establish budgets and set assessments.

or as often as deemed necessary by the Board

regarding audits

Article IX. Committees

A. Maintenance Committee. The Board can appoint a Maintenance Committee made up of one or more individuals, which shall advise the Board on all matters pertaining to the maintenance, repair or improvement of the Properties, and shall perform such other functions as assigned by the Board.

B. Nomination Committee. The Board shall appoint a Nominating Committee, as provided in these Bylaws.

C. In addition, the Board of Directors shall appoint any other committees as deemed appropriate in carrying out its purpose.

Article X. Books & Records

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article XI. Assessments

A. As more fully provided in the Declaration:

1. Each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

2. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 15 days after the due date, the assessment shall be in default and a late charge may be applied as determined by the Board of Directors. An assessment that is 30 days late will be charged interest at 10% per annum.

3. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of the Unit.

Article XII. Insurance Coverage

A. Insurance coverage will be obtained in accordance with Article V of the Declaration.

B. Applicable deductible in the event of an insurance claim will be paid by the unit owners involved in the claim.

Article XIII. Corporate Seal

A. The Association may have a seal in a circular form having within its circumference the words: Cedarwood Homeowners Association Corporate Seal.

Article XIV. Amendments

See amendment to By-laws in regards to Audits

A. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy or by absentee ballot.

B. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article XV. Miscellaneous

A. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year began on the date of incorporation.

In witness whereof, we, being all of the Directors of the Cedarwood Homeowners Association, have hereunto set our hands this 12th Day of April 2005.

Wanda M. Thrower
Wanda M. Thrower
President

Phyllis T. Kent
Phyllis T. Kent
Vice President/Treasurer

Bob Ashley
Bob Ashley
Secretary

020-02-1379

AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS OF
CEDARWOOD TOWN HOMES, A TOWNHOUSE SUBDIVISION

THE STATE OF TEXAS
COUNTY OF GALVESTON

WHEREAS, by Declaration of Covenants, Conditions and Restrictions for Cedarwood Townhomes, a Townhouse Subdivision, dated 7 March 2003, recorded at Film Code # 018-19-0965 in the Official Public Records of Real Property of Galveston County, Texas (hereafter referred to as "Declaration"), reference to which is here made for all purposes, LARS International, Inc, a Texas corporation, as Declarant therein and herein, imposed certain covenants, conditions and restrictions on the use of the real property described therein by metes and bounds; and

WHEREAS, Declarant now desires to amend the Declaration to change certain conditions concerning the "Conversion Date" as listed on page three; and

WHEREAS, Declarant is majority owner of said property,

NOW, THEREFORE, Declarant hereby amends said Declaration as follows

Change two portions of Page three as follows, ARTICLE II, Membership and Voting Rights, the Class B member shall be entitled to - Change the number from 3 votes per Townhouse to 1 vote per Townhouse units or building site owned. This equates to 1 vote per townhouse unit owned. The Class B member shall become a Class A member upon the occurrences of the earlier of the following (the "Conversion Date").


Change (1) from Seventy-Five (75%) percent to fifty (50%) percent of the townhouse units or building sites have been conveyed to unit purchasers, or

020-02-1380

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has set its hand this 8th day of March, 2004.

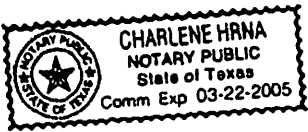
"DECLARANT"

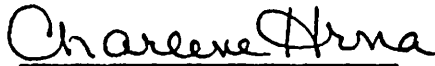
LAR International, Inc

By 
J. Michael Rebescher, President

This instrument was acknowledged before me this 9 day of March, 2004 by

J. Michael Rebescher, President of LAR International, Inc.




Notary Public in and for the State of Texas

(Print Name)

AFTER RECORDING RETURN TO:

LAR International, Inc.
2202 San Joaquin Pkwy
Friendswood, TX 77546

PAID

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY



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YOUNG_P \$11.00
Mary Ann Daigle, COUNTY CLERK
GALVESTON, TEXAS