



# The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

THE VICTORIAN OWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

JUNE 7, 1982

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin this*

31st day of July A. D. 19 84

  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE VICTORIAN OWNERS ASSOCIATION, INC.  
(A Texas Non-Profit Corporation)

FILED  
In the Office of the  
Secretary of State of Texas

JUN 07 1982

CLERK II'S  
Corporation Division

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act") do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is THE VICTORIAN OWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and its specific and primary purpose is to provide for the preservation and maintenance of a Condominium Project, as provided in the Condominium Declaration of THE VICTORIAN (hereinafter referred to as the "Declaration"), located in Galveston County, Texas.

2. The general purposes and powers are:

a. To promote the common good, health, safety and general welfare of the residents within the Property;

b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration applicable to the Property, as amended from

time to time, and recorded or to be recorded in the Office of Public Records of Real Property in the Office of the County Clerk of Galveston County, Texas, the Declaration being incorporated herein by reference for all purposes;

c. To enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;

d. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, gardening, utilities, materials, supplies and services relating to the Common Elements (as defined in the Declaration) and facilities; to employ personnel reasonably necessary for administration and control of the Common Elements, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

e. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

f. To acquire (by purchase, grant or otherwise), annex and merge, 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 Corporation;

g. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration limitations; and

h. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or interference from the

terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5858 Westheimer, Suite 506, Houston, Texas 77057, and the name of its initial registered agent at such address is Christian Vandaele.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons are:

<u>NAME</u>	<u>ADDRESS</u>
Christian Vandaele	5858 Westheimer, Suite 506 Houston, Texas 77057
Bill Palmer	5858 Westheimer, Suite 506 Houston, Texas 77057
Walter Armstrong	5858 Westheimer, Suite 506 Houston, Texas 77057

At the first (1st) annual meeting of the Members of the Association, or any annual meeting thereafter, or special meeting of the Association called for that purpose, the number of Directors may be increased to seven (7).

ARTICLE VII

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Martin C. Cude, Jr.	8222 Douglas Avenue, Suite 780 Dallas, Texas 75225
Karen Cude	8222 Douglas Avenue, Suite 780 Dallas, Texas 75225
Geraldynne C. Bruce	8222 Douglas Avenue, Suite 780 Dallas, Texas 75225

ARTICLE VIII

MEMBERSHIP

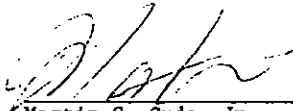
The authorized number of and qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Unit Owners in the Condominium Project shall be as set out in the Declaration. Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. 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 Unit which is subject to assessment by the Corporation.

ARTICLE IX


DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the Property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set out in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day  
of June, 1982, A.D.

  
\_\_\_\_\_  
Martin C. Cude, Jr.

  
\_\_\_\_\_  
Karen Cude


  
\_\_\_\_\_  
Geraldyn C. Bruce

THE STATE OF TEXAS §

COUNTY OF DALLAS §

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 4th day of June, 1982, A.D., personally appeared before me Martin C. Cude, Jr., Karen Cude and Geraldyn C. Bruce, 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 the date and year above written.

  
\_\_\_\_\_  
Notary Public in and for  
Dallas County, Texas  
Susan Hill Shanahan

My Commission expires:

8/5/84



The State of Texas  
SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

THE VICTORIAN OWNERS ASSOCIATION, INC.

Forfeiture

January 21, 1985



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

7th day of May, A. D. 1986

Secretary of State

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SECRETARY OF STATE

U J S I O A J O J O U

AUSTIN, TEXAS

DETERMINATION OF FORFEITURE PURSUANT TO ARTICLE 12.17 TAXATION -  
GENERAL, VERNON'S CIVIL STATUTES

CAME to be considered on the date shown hereon, forfeiture of the Charter or the Certificate of Authority of the following corporation; the Secretary of State finds and determines the following:

CORPORATION NAME	CHARTER NO	RTDS FORFEITED	CERTIFICATE CHARTER FORFEITED
THE VICTORIAN OWNERS ASSOCIATION INC	610592-1	12/05/83	01/21/85

That the Comptroller of Public Accounts has notified this office that said corporation has failed to file a current year franchise tax report to establish the existence of assets from which a judgment for the franchise taxes, penalties and court costs may be satisfied.

That the Comptroller of Public Accounts has further stated that the said corporation has failed or refused to revive its right to do business prior to the first day of January next succeeding the date of forfeiture of its right to do business as provided by law.

IT IS THEREFORE ORDERED that the Charter or Certificate of Authority of the above named corporation be and the same is hereby forfeited without judicial ascertainment and made null and void, and that the proper entry be made upon the permanent files and records of such corporation to show such forfeiture as of the date hereof.



FILED  
In the Office of the  
Secretary of State of Texas

MAY 20 1986

Clerk IV-P  
Corporations Section

APPLICATION FOR REINSTATEMENT AND  
REQUEST TO SET ASIDE FORFEITURE

By: THE VICTORIAN OWNERS ASSOCIATION, INC. Charter No. 6105928  
(Corporate Name)

WHEREAS the charter of the above corporation was forfeited on  
1-21-85 for:

(check one)

1. \_\_\_\_\_ failure to maintain a registered agent, or
2. XXXX failure to pay State Franchise Tax, or
3. \_\_\_\_\_ (other) \_\_\_\_\_

WHEREAS the corporation has corrected the default noted above and has paid all fees, taxes, and penalties due;

NOW THEREFORE, the corporation hereby applies for reinstatement of its corporate charter, and requests that the Secretary of State set aside the forfeiture of the corporation.

By: *H.V. Carney* 5/17/86 *Vice President* 1/21/85  
(Signature) (Title)

**Form 424  
(Revised 05/11)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



This space reserved for office use.

**Certificate of Amendment**

**Entity Information**

The name of the filing entity is:

The Victorian Owners Association, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 61059201

The date of formation of the entity is: 6/17/1982

**Amendments**

**1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent  
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

---

**OR**

B. The registered agent is an individual resident of the state whose name is:

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<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

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<i>Street Address (No P.O. Box)</i>	<i>City</i>	<b>TX</b>	<i>State    Zip Code</i>
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### 3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

**Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

**Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:  
The last paragraph of Article VI of the Articles of Incorporation as filed with the Secretary of State of Texas is amended to read as follows:

At the first (1<sup>st</sup>) annual meeting of the members of the Corporation, or any annual meeting thereafter, or any special meeting of the Corporation called for that purpose, the number of Directors may be increased from three (3) Directors to either five (5) Directors or to seven (7) Directors, if said increase is approved by owners representing at least sixty-six and two-thirds percent (66 2/3%) of the aggregate interest of the undivided ownership of the Common Elements.

The other portions of Article VI are not changed.

**Delete** each of the provisions identified below from the certificate of formation.

## Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

### Effectiveness of Filing (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 2/24/2016

The Victorian Owners Association, Inc.

By: DAVID LaPorte  
[Signature]  
Signature of authorized person

Managing Agent

\_\_\_\_\_  
Printed or typed name of authorized person (see instructions)