

Non-Profit



The State of Texas

SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION
OF**

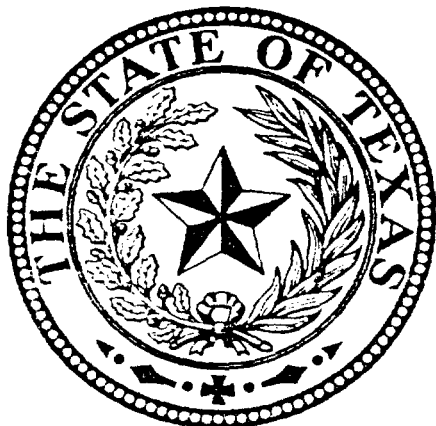
VALLEY LODGE PROPERTY OWNERS ASSOCIATION, INC.

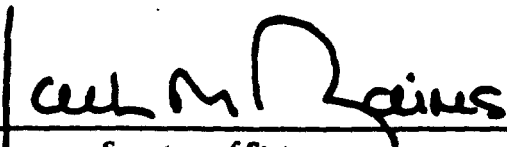
CHARTER NO. 1037179

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

Dated May 4, 1987




Secretary of State

MAY 04 1987

Clerk II S
Corporations Section

ARTICLES OF INCORPORATION

OF

VALLEY LODGE PROPERTY OWNERS ASSOCIATION, INC.

We the undersigned natural persons, at least two (2) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, 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 ONE

NAME

The name of the corporation is Valley Lodge Property Owners Association, Inc.

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

(1) to operate, manage, maintain and administer the affairs of the properties and lots situated in Brazos Valley Subdivision, Sections 1, 2, and 3 ("Brazos Valley") of Fort Bend County, Texas, established pursuant to that certain Declaration of Covenants, Conditions and Restrictions recorded in the real property records of Fort Bend County, Texas (the "Restrictions");

(2) to acquire, contract, maintain and care for the property consisting of the Common Area of the subdivision including the public streets, as well as public or common area signs and improvements which relate to Brazos Valley, but which by consent are located upon private lots;

(3) to enter and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of Brazos Valley in accordance with the Restrictions;

(4) to promote the health, safety and welfare of the residents within the above subdivision;

(5) to receive funds from property owners or from Valley Lodge Club, Inc. on behalf of the members of the association and expend same for qualified purposes to promote the health, safety and welfare of the residents of the Brazos Valley;

(6) to buy, sell and deal in real property, personal property and services, to 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 to exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

ARTICLE FIVE

MEMBERSHIP

The members of the association shall be the owners of the lots located in Section 1, Section 2, and Section 3, Brazos Valley Subdivision, a subdivision located in Fort Bend County, Texas ("Brazos Valley").

Each lot within Brazos Valley shall have one (1) vote. In the case of joint ownership of any lot, only one (1) of such joint owners may cast such vote but in the event of a dual vote being received on any one (1) lot then such lot shall be disregarded.

Actions or votes of the association shall be by a majority of the votes cast and not on the basis of a majority of the members or lots, unless otherwise required by these Articles or by State law.

ARTICLE SIX

OFFICERS

The officers of the association shall be elected by the Board of Directors.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 36824 Lariat Lane, Simonton, Texas 77476 and the name of its initial registered agent at such address is Larry Smith.

ARTICLE EIGHT

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation are seven (7); their names and addresses are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Donald Griswold | 902 Ft. Bend Drive Simonton, Texas 77476 |
| Jim Gammill | 36602 Hondo Lane Simonton, Texas 77476 |
| Sylvia Patton | Ft. Bend Dr. at Lariat Lane Simonton, Texas 77476 |
| Barbara Hubbert | Maverick Road Simonton, Texas 77476 |
| Fred Wernett | 36724 Indian Road Simonton, Texas 77476 |
| Larry Smith | 36824 Lariat Lane Simonton, Texas 77476 |
| Jerry Wright | Maverick Road Simonton, Texas 77476 |

The directors shall serve staggered terms of office with no more than three (3) directors elected in any one (1) year. The term of the initial board of directors shall be:

| | <u>Term</u> | <u>Thereafter</u> |
|-----------------|-------------|-------------------|
| Donald Griswold | 1 | 2 |
| Jim Gammill | 1 | 2 |
| Sylvia Patton | 1 | 2 |
| Barbara Hubbert | 2 | 2 |
| Fred Wernett | 2 | 2 |
| Larry Smith | 3 | 2 |
| Jerry Wright | 3 | 2 |

All directors shall serve until their successors are elected and the number of directors may be increased or decreased from time to time by amendment to the By-Laws of the corporation.

ARTICLE NINE

EXISTING UNINCORPORATED ASSOCIATION

The incorporation of this corporation represents the incorporation of Valley Lodge Property Owners Association, an existing unincorporated non-profit organization.


ARTICLE TEN

INCORPORATORS


The name and address of each incorporator is:

| Name | Address |
|-----------------|---|
| J. M. Little | 5718 Westheimer, Suite 1515 Houston, Texas 77057 |
| B. J. Middleton | 5718 Westheimer, Suite 1515 Houston, Texas 77057 |
| Donna Traill | 5718 Westheimer, Suite 1515 Houston, Texas 77057 |


IN WITNESS WHEREOF, we have hereunto set our hands, this 29th day of April, 1987.



J. M. Little



B. J. Middleton



Donna Traill

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was subscribed and sworn to before me on the 29th day of April, 1987 by J. M. Little, Donna Traill and B. J. Middleton, who acknowledged that the statements contained therein are true and correct.

Shirley P. Cahajla
Notary Public State of Texas
SHIRLEY P. CAHAJLA
Printed Name of Notary
My Commission Expires: 10.12.87