

MAR 22 2001

ARTICLES OF INCORPORATION
OF
CAMPBELL PLACE CIVIC CLUB, INC. Corporations Section
A NON-PROFIT CORPORATION

ARTICLE ONE

The name of the Corporation is CAMPBELL PLACE CIVIC CLUB, INC.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively for civic purposes. These purposes include furthering and protecting the well-being, maintenance and development of the Campbell Place neighborhood and its surrounding area; including the enforcement of whatever deed restrictions, covenants or orders have been adopted and are in effect.

ARTICLE FIVE

The Street address of its initial Registered Office, and the name if its initial Registered Agent at this address is as follows:

William F. Harmeyer
7322 Southwest Freeway, Suite 475
Houston, Texas 77074

ARTICLE SIX

The number of initial directors is three. These directors shall hold office until the first annual meeting of the members subject to any By Laws the members shall adopt. The names and address of the initial directors are:

Director 1 : Coleen McCampbell
Address : 9115 Larston
Houston, Texas 77055

Director 2 : Nanci Cain
Address : 9229 Larston
Houston, Texas 77055

Director 3 : Valerie Villareal
Address : 9237 Westview
Houston, Texas 77055

ARTICLE SEVEN

The affairs of the corporation shall be conducted by its members including, but not limited to, the authority to amend these Articles and adopt and amend whatever By Laws as the members shall approve.

ARTICLE SEVEN

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
512/ 474-2002

IN WITNESS WHEREOF: I have set my hand this 27th day of March, 2000.

Marilyn S. Hershman
Marilyn S. Hershman, Incorporator

BY LAWS
OF
CAMPBELL PLACE CIVIC CLUB, INC.

A Non-Profit Corporation

ARTICLE ONE
DEFINITIONS AND MEMBERSHIP

- 1.0 Within these bylaws, the following terms shall have the meanings put forth in this section below:
- a) member – A member of the corporation is any person who owns a whole or divided interest, in fee simple, in any parcel of property in the Campbell Place Subdivision for which annual dues have been paid.
 - b) Campbell Place Subdivision – means the neighborhood located in Harris County, Texas and otherwise described in Exhibit “A” to these by laws. Excluded from the Campbell Place Subdivision are those properties that were once, but are no longer subject to the neighborhood’s deed restrictions by virtue of a previous judicial decree.
- 1.1 A member shall be entitled to vote on any matter so put before the members. If a property has one owner, then that owner shall be allowed to cast two votes. If a property has two or more owners, then any two owners of that property shall be allowed to cast one vote each.
- 1.2 Any payment of Annual dues shall be considered to be a payment of annual dues for the period beginning January 1st of the year in which the payment is made and ending on December 31st of the year in which the payment is made. A person shall be entitled to vote on any matter before the members in a particular calendar year after such time as that member has paid annual dues.
- 1.3 The failure of any person to pay annual dues for one or more years shall in no way affect that person’s ability to become a voting member upon payment of the annual dues in any subsequent year.
- 1.4 Subject to any amendment of these By Laws, payment of annual dues shall be made in whatever manner the Treasurer of the Corporation reasonably deems appropriate.
- 1.5 Any resolution before the members shall be considered approved if a majority of the votes lawfully cast are in favor of adopting the resolution.
- 1.6 Members shall be allowed to vote by proxy according to the conditions as set forth in Article 1396-2.13 of the TEXAS NON-PROFIT CORPORATIONS ACT (Vernon’s 1998) or as amended by the Texas Legislature. A member who gives his proxy to another member to cast his vote is considered “present and voting” but those members voting by proxy shall not be considered present for purposes of determining whether or not a quorum of members is present.
- 1.7 A quorum of members must be present in order to adopt a resolution, amendment to the by-laws or amendment to the articles. The presence of twenty percent of members entitled to vote shall be considered a quorum for purposes of adopting a resolution. The presence of forty percent of the members shall be considered a quorum for purposes of adopting or amending these by-laws and the presence of sixty percent of the members shall be considered a quorum for purposes of amending the Articles of Incorporation.
- 1.8 Notwithstanding the provisions of Article 1, Section 4, a resolution to amend, change or repeal any provision contained within the Articles of Incorporation or these By Laws shall be considered approved if, upon a vote of the members then present and voting, two thirds of the votes cast are in favor of the resolution.

ARTICLE TWO
ANNUAL AND SPECIAL MEETINGS

2.0 ANNUAL MEETING: The annual meeting of the members shall be conducted on the first Monday in the month of March or such other date as the members may agree. The purpose of the annual meeting shall be the election of directors and officers and such other business as may come before the meeting. If the date fixed for the annual meeting shall fall on a legal holiday for the State of Texas, the meeting shall take place on the next business day. If the board of directors is not designated at the annual meeting, the present board shall cause a special meeting to be held as soon thereafter as the board members can agree.

2.1 SPECIAL MEETINGS: Special meetings of the members may be called by a majority of the board of directors, the president or any group of five members. If a special meeting is called by a group of members, they shall call the meeting by delivering a letter bearing each of their names and signatures to the president, or if there is no president, to any other officer of the corporation. The purpose of a special meeting shall be for any purpose not otherwise prohibited by law, the Articles or these By-laws.

2.2 NOTICE OF MEETING: Notice of any meeting shall be given by posting signs in conspicuous places or by delivering flyers to the members. Whatever method of notice that is used, it shall be given at least five days but not more than ten days before the meeting. If the meeting is called for the purpose of changing the Articles of Incorporation, changing the by-laws or adopting or proposing a deed restriction this information must be indicated with notice of the meeting.

2.3 PLACE OF MEETING: Annual or special meetings shall take place within the boundaries of Campbell Place unless circumstances make this impractical. Unless a different place is designated by the party calling a meeting, the place of the meeting shall be the last location such a meeting was held.

ARTICLE THREE
QUALIFICATION AND ELECTION OF OFFICERS AND DIRECTORS

3.0 QUALIFICATIONS OF DIRECTORS: Any member of the corporation, but no others, shall be qualified to serve as an officer or director.

3.1 ELECTION OF DIRECTORS AND OFFICERS: The number of directors shall be five. The directors shall be elected by the members at the annual meeting. The first director elected at the annual meeting shall also serve as president of the corporation. The second director elected shall serve as the vice president of the corporation. The third director elected shall serve as the secretary of the corporation and the fourth director elected shall serve as the treasurer for the corporation. The fifth person elected shall not also serve as an officer of the corporation.

3.2 OFFICES AND ELECTION OF OFFICERS: The corporation shall have no other officers than those elected by virtue of their election as directors.

3.3 REPLACEMENT OF DIRECTORS: Directors shall serve at the pleasure of the membership who may replace one or more members by calling a special meeting for that purpose.

3.4 VACANCIES: Any vacancy in a director position shall be filled by calling a special meeting for the purpose of electing a member to the vacant position.

ARTICLE FOUR
DUTIES AND POWERS OF OFFICERS AND DIRECTORS

4.0 POWERS AND DUTIES OF THE DIRECTORS: The directors, at all times, have a duty to act in the best interest of the corporation and its members. The directors may, by a majority vote, appoint interim directors until such time as the next meeting can be held for the purpose of filling such vacancy by an election of the members. The directors may, by a majority vote, cause an answer to be filed in any litigation to which the corporation is a defendant. They may not, however, (1) settle any litigation using corporation funds, or (2) sue any party in the name of the corporation without putting the matter to a vote of the members in the form of a resolution.

4.1 POWERS AND DUTIES OF THE PRESIDENT: The President of the corporation has a duty to act in the best interest of the corporation and its members. Subject to the other provisions of these By-laws and the Articles of Incorporation, the president of the corporation shall have the power to sign any document required by any governmental agency on behalf of the corporation, including tax returns to the state or federal government. Subject to the provisions of this document, the president shall have the power to call a meeting of the members. The president shall have the power to sign checks or otherwise settle debts of the corporation where such debts are equal to or less than four times the annual dues of the corporation. In cases where a debt exceeds this amount, the president may settle such debts only after putting the matter to a vote of the members in the form of a resolution.

4.2 POWERS AND DUTIES OF THE VICE-PRESIDENT: The Vice-president of the corporation has a duty to act in the best interest of the corporation and its members. The Vice-president shall carry out the duties of the president upon the temporary absence or inability of the President to perform their duties.

4.3 POWERS AND DUTIES OF THE TREASURER: The Treasurer of the corporation has a duty to act in the best interest of the corporation and its members. The Treasurer shall hold all monies or property belonging to the corporation in trust for the corporation and its members. The Treasurer shall keep an accurate record of the corporation's finances and shall make a reporting to the members at least once a year regarding the same. The Treasurer shall have the duty to call any debts, owed or due the corporation, to the attention of the president and members.

4.3 POWERS AND DUTIES OF THE SECRETARY: The Secretary of the corporation has a duty to act in the best interest of the corporation and its members. The Secretary shall keep a reasonably accurate record of each meeting of the members and shall produce a record of the same within ten days upon the request of any member. The Secretary's record shall be presumed to be a complete and accurate record of all matters taken up at any meeting unless, upon inspection, any member challenges the accuracy or completeness of the Secretary's record within 5 days after it was made or produced to a member for inspection. In no event, however, may a challenge to the Secretary's record be made more than thirty days after it was made.

4.2 VOTING LISTS: The Treasurer shall keep a list of those persons entitled to vote and shall produce the list for inspection to any person desiring inspection.

ARTICLE FIVE
MISCELLANEOUS PROVISIONS

5.0 AMENDMENTS: Amendments to these by-laws shall be numbered as is set forth in these by-laws so that a complete printing of the by-laws for the corporation can be presented as one document with a consistent numbering scheme. To this end, amendments that have the effect of modifying or clarifying an existing provision shall be numbered as an included provision of that provision. For example: a provision modifying provision "3.4" should be numbered "3.4(a)" or whatever other scheme would have a similar effect. Whatever system is adopted should not be changed absent good cause.

5.1 CONFLICT: If, on occasion, there is any conflict between the articles, by-laws or resolutions of this corporation, the articles shall control over the by-laws or resolutions and the by-laws shall control over resolutions.

5.2 HOW CORPORATION MAY ACT: Subject to the law of the State of Texas, the provisions of these by-laws and the articles of incorporation, the corporation may effect any act within its authority by passing a resolution affirming the same. The following acts, however, must be affirmed by at least two-thirds of those members entitled to vote:

- a) whether or not to bring a lawsuit;
- b) whether or not to wind-up the business of this corporation, and;
- c) any change in the legal or tax status of the corporation.

5.3 ORIGINAL ENDORSEMENT: These original by-laws shall become effective upon an affirmative vote of more than half of all members entitled to vote and endorsement by the board of directors of the corporation. Endorsements follow.

ENDORSEMENTS:

After an affirmative vote of the members approving these original by-laws, we the directors hereby endorse this document as a true and correct reflection of the By-laws of the Campbell Place Civic Club, Inc. as witnessed by our endorsement below:

Director 1

Eden M. Campbell
9150 Larston

Director 2

Alan C.
9229 CARSTON

Director 3

David R. Prince, TREAS.
9149 ELIZABETH

Director 4

Marilyn Tutwiler, Sec.
9149 ELIZABETH

Director 5

Mark H. Hester
9165 Westview Dr.

Accepted by vote 6/4/01
David R. Prince

CAMPBELL PLACE CIVIC CLUB

For meeting September 10, 2001

RESOLUTION REGARDING DUES

Resolved to set annual dues at \$25.00 per household, \$12.50 if any one owner of the household is 65 or older.

(Moved by David Becker, seconded by Norma Adkins. Unanimously approved by 40 votes out of an eligible 74 votes)

CAMPBELL PLACE CIVIC CLUB

For meeting March 4, 2002

RESOLUTION REGARDING MEETING SCHEDULE

Resolved that Campbell Place Civic Club Inc hold meetings on a calendar quarterly basis beginning with the annual meeting.

(Moved by Colleen McCampbell, seconded by Norma Adkins. Unanimously approved by 22 votes out of an eligible 34 votes)