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Secretary of State of Texas

MAY 24 2006

Corporations Section

ARTICLES OF INCORPORATION  
OF  
BORONDO PINES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned,  
who is of full age, does this day for the purpose of forming a corporation not for profit hereby  
certify:

ARTICLE I

The name of the corporation is BORONDO PINES HOMEOWNERS ASSOCIATION,  
INC., hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 5426 Fairdale, Houston, Texas 77056.

ARTICLE III

Dwain Evans, whose street address is 5426 Fairdale, Houston, Texas 77056 is hereby  
appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a non-profit corporation, and the specific purpose for which it is formed  
is for the maintenance and governance of common areas for the mutual benefit of the homes in the  
subdivision known as Borondo Pines Subdivision, platted and recorded in Volume 2003 A, Page  
60, of the Map Records of Galveston County, Texas on the 2nd day of  
June, 2003, after having been approved as provided by law, and any other  
property subsequently brought under the authority of the Association, and to promote the health,  
safety and welfare of the residents within the above-described property and for this purpose to:

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(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded under Clerk's File No. 2003025915, Film Code No. 018-59-0267 in the Official Public Records of Galveston County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase 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;

(d) borrow money in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Declaration;

(e) participate in mergers and consolidations with other non profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members;

019-61-1481

(f) 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 now or hereafter may 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.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting members:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as the persons among themselves determine, but in no event shall more than one vote be cast with respect to a Lot.

Class B. Class B members shall be the Declarant and shall be entitled to five (5) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership when all Lots in the Subdivision have been sold to Owners other than the Declarant, or on such date that the Declarant, in its discretion, so determines and records an instrument to such effect in the Official Public Records of Galveston County.

019-61-1482

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who do not have to be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but in no event shall be less than three. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

Dwain Evans, 5426 Fairdale, Houston, Texas 77056.

Barbara Evans, 5426 Fairdale, Houston, Texas 77056.

Rosalie Maldonado, 5426 Fairdale, Houston, Texas 77056.

At the first annual meeting the members shall elect one (1) director for a term of one year, and two (2) directors for a term of two years; and at annual meetings thereafter the members shall elect directors for two year terms as needed to restore Board membership to three directors. When full control of the Association is turned over from the Declarant to the homeowners, then all Directors must be members.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of the Association is Dwain Evans, 5426 Fairdale, Houston, Texas 77056.

ARTICLE IX

INDEMNIFICATION

The Association may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or

019-61-1483

other person related to the Association as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the bylaws provide, the Board of Directors may define the requirements and limitations for the corporation to indemnify directors, officers, or others related to the Association.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members as such memberships exist at the time of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as provided in the Texas Nonprofit Corporation Act.

ARTICLE XI

DURATION

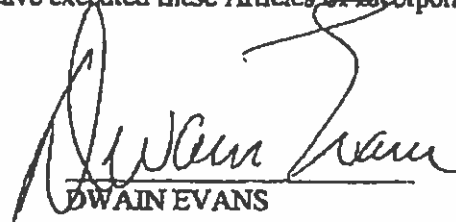
The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendments of these Articles shall require the assent of two thirds (2/3rds) of the votes of the membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the incorporator of this Association, have executed these Articles of Incorporation this 3<sup>rd</sup> day of December, 2003.

  
DWAIN EVANS

019-61-1484

THE STATE OF TEXAS

COUNTY OF Harris

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I, a Notary Public, do hereby certify that on this the 3<sup>rd</sup> day of December, 2003, personally appeared before me, DWAIN EVANS, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

*Lori Anne Knight*  
NOTARY PUBLIC IN AND FOR  
THE STATE OF TEXAS



Dwain Evans **PAID**  
5426 Fairdale Lane  
Houston, TX 77056-6607

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

*Mary Ann Daigle*

2003 DEC 03 04:06 PM 2003086031  
GEISE, J \$19.00  
Mary Ann Daigle, COUNTY CLERK  
SALVESTON, TEXAS