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ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

APR 27 1999

GREENRIDGE PROPERTY OWNERS ASSOCIATION, INC.
Corporations Section

The undersigned natural persons, being 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 of such corporation.

ARTICLE I

The name of the corporation is GREENRIDGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of the duration of the Corporation is perpetual.

ARTICLE IV

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the Lots and Common Area, if any, within the Greenridge Subdivision in Galveston County, Texas, or any other areas subject to the jurisdiction of the Declaration of Covenants, Conditions and Restrictions (as hereinafter defined), and to promote the health, safety and welfare of the residents within the property and any additions thereto as may hereafter brought within the jurisdiction of this Association, and for this purpose to:

- a. Exercise the powers and privileges, to perform the duties and obligations and possess the rights of the Association as set forth in the certain Declaration of Covenants, Conditions and Restrictions of Greenridge, recorded in the Official Public Records of Real Property of Galveston County Texas, as the same may be amended from time to time therein provided (the "Declaration");
- b. fix, levy, collect and enforce payment by any lawful means of all charges and assessments established pursuant to the Declaration. to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including, but not limited to, all license fees,

insurance premiums, 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, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
- e. subject to the terms of the Declaration, dedicate, sell, or transfer all or any part of the Common Area;
- f. participate in mergers and consolidations with other non-profit corporations organized for similar purposes and annex additional residential property and Common Area as provided in the Declaration; and
- g. have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act of the State of Texas by law may now or hereafter have.

ARTICLE V

The street address of the initial registered office of the corporation is 10850 Richmond Avenue, Suite 155, Houston, Texas 77042, and the name of the initial registered agent at such address is H. Dan Mathews.

ARTICLE VI

Members

Every person or entity who is a record owner of any Lot which is subject to assessment by the Association 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. Memberships shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

Directors

The affairs of this Association shall be managed by a board of not less than three (3) nor more than five (5) directors, who need not be members of the Association. The number of

directors may be increased or decreased by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until selections of their successor(s) are:

<u>Name</u>	<u>Address</u>
H. Dan Mathews	10850 Richmond Avenue, Suite 155 Houston, Texas 77042
Brian K. Seiler	10850 Richmond Avenue, Suite 155 Houston, Texas 77042
Lewis A. Armstrong	10850 Richmond Avenue, Suite 155 Houston, Texas 77042

The initial directors shall hold office for ten (10) years after the date of incorporation of the Association. At the first annual meeting thereafter, the members shall elect two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years, and one (1) director or a term of one (1) year; and at each subsequent annual meeting, the members shall elect for a term of three (3) years that number of directors equal to the number of directors whose terms then expire.

ARTICLE VIII

Voting Rights

The Association shall have two classes of voting members:

Class A: Class A members shall be all owners, as defined in the Declaration, with the exception of the Declarant, as defined in the Declaration. Class A members shall be entitled to one vote for each Lot owned. 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 Owners may among themselves determine but in no event shall more than one vote be cast with respect to any Lot.

Class B members shall be the Declarant or its successors and assigns to whom the right of Class B membership is expressly assigned in writing. Class B members shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following event, whichever occurs earlier:

- a. when the total votes outstanding in Class A membership equal the total outstanding in Class B membership, including those votes attributable to duly annexed areas, or
- b. on the first day of January 2020.

The class A and B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, these Articles of Incorporation, the Bylaws of the Association, or the Declaration.

ARTICLE IX

Dissolution

Upon the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

Adoption and Amendment of Bylaws

The initial board of directors of the Association shall adopt the Bylaws of the Association. After the initial Bylaws have been adopted, the right and power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the board of directors, and such right and power is hereby delegated to the board of directors by the members of the Association.

ARTICLE XI

Incorporations

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Addresses</u>
H. Dan Mathews	10850 Richmond Avenue, Suite 155 Houston, Texas 77042
Brian K. Seiler	10850 Richmond Avenue, Suite 155

714-19-0903

Houston, Texas 77042

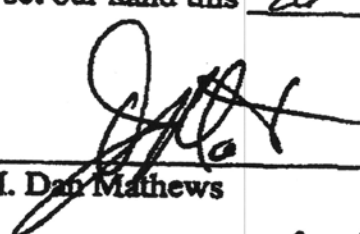
Lewis A. Armstrong

10850 Richmond Avenue, Suite 155
Houston, Texas 77042

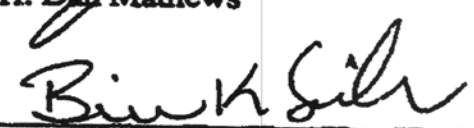
ARTICLE XII

These Articles of Incorporation may be amended by approval of two-thirds (2/3rds) of the members of the Association.

IN WITNESS WHEREOF, we have hereunto set our hand this 26th day of April, 1999.



H. Dan Mathews



Brian K. Seiler



Lewis A. Armstrong