



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION

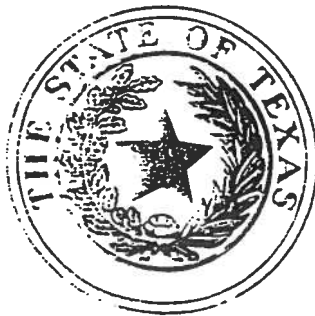
OF

WESTWOOD SHORES PROPERTY OWNERS' ASSOCIATION  
CHARTER NUMBER 428100

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION  
FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED, 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 HIM BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A DUPLICATE ORIGINAL  
OF THE ARTICLES OF INCORPORATION.

DATED FEB. 16, 1978



*M. C. Oak*  
Secretary of State

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FEB 16 1978

ARTICLES OF INCORPORATION OF  
WESTWOOD SHORES PROPERTY OWNERS' ASSOCIATION *Lena Salzman*  
Deputy Director, Corporation Division

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) of them citizens of the State of Texas, 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 I

The name of the corporation is WESTWOOD SHORES PROPERTY OWNERS' ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

This corporation is organized for educational purposes, for the promotion of the public interest of an area within the State of Texas, for the promotion of social welfare, for recreational and other non-profit purposes and to support civic and benevolent undertaking including the conduct of property management campaigns, safety campaigns and health campaigns for the residents of Westwood Shores, a subdivision in Trinity County, Texas, to exercise the duties and prerogatives which may be delegated to it in accordance with the restrictions of such subdivision and in general to promote the physical welfare of the subdivision and the health and safety of its residents.

ARTICLE V

The corporation is to have two (2) classes of members as follows:

- (a) Each individual Director named in these Articles of Incorporation shall be a member so long as any of the platted lots in Westwood Shores (as such subdivision now exists or may hereafter be platted) remains unsold by Westwood Shores, Inc., the developer of the subdivision. When all platted lots in Westwood Shores (and all other sections thereof which may hereafter be platted and developed) are sold by the Developer, each such initial Director shall be required to resign from membership unless he or she qualifies as a member of the corporation under Subparagraph (b) hereof.
- (b) There shall be one (1) membership for each building site in the subdivision. Regardless of the number of persons who may own a building site (such as husband and wife or joint tenants, etc.) or the number of lots or partial lots within each building site, there shall be but one (1) membership for each building site.

ARTICLE VI

The street address of the initial registered office of the corporation is 1900 St. James Place, Suite 120, Houston, Texas 77027 and the name of its initial registered agent at such address is J. B. Belin, Jr.

ARTICLE VII

The number of trustees constituting the initial Board of Trustees of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial trustees are:

<u>NAME</u>	<u>ADDRESS</u>
J. B. Belin, Jr.	1900 St. James Place, Suite 120 Houston, Texas 77027

<u>NAME</u>	<u>ADDRESS</u>
M. D. Belin	1900 St. James Place, Suite 120 Houston, Texas 77027
Morris Hamm	1900 St. James Place, Suite 120 Houston, Texas 77027

#### ARTICLE VIII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
J. B. Belin, Jr.	1900 St. James Place, Suite 120 Houston, Texas 77027
M. D. Belin	1900 St. James Place, Suite 120 Houston, Texas 77027
Morris Hamm	1900 St. James Place, Suite 120 Houston, Texas 77027

#### ARTICLE IX

Notwithstanding anything contained herein to the contrary:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.
- (b) The corporation shall not engage in any act of self dealing, as defined in Section 4941(b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.
- (c) The corporation shall not maintain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

#### ARTICLE X

The corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV hereof, and no part of its property, income or principal, shall ever inure to the benefit of any trustee, officer or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, except as a property owner in Westwood Shores, nor shall any such trustee, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except the reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

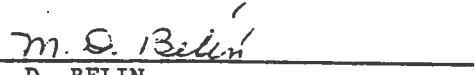
#### ARTICLE XI

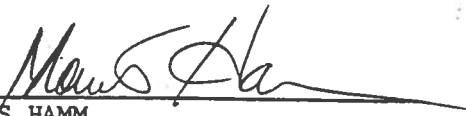
In the event of the dissolution of the corporation, when it has any interest in or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership but shall either be transferred to an organization which is organized and operated for purposes substantially identical to the purposes of this corporation or to a corporation charged with a charitable public trust and, in the latter case,

shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purpose.

IN WITNESS WHEREOF, we have hereunto set out hands this 9th day of January, 1978.

  
J. B. BELIN, JR.

  
M. D. BELIN

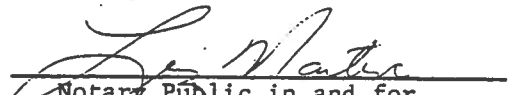
  
MORRIS HAMM

STATE OF TEXAS §

COUNTY OF HARRIS §

I, Liz Marrin, a Notary Public, do hereby certify that on this 9th day of January, 1978, personally appeared before me J. B. BELIN, JR., M. D. BELIN and MORRIS HAMM, who being by me first duly sworn, each declared that he is the person who signed the foregoing document as an incorporator, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

  
Notary Public in and for  
Harris County, Texas