



OFFICE OF THE SECRETARY OF STATE

**CERTIFICATE OF INCORPORATION
OF**

TOWNHOUSE MANOR FUND, INC.
CHARTER NO. 231892

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 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 him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated FEBRUARY 7, 19 67

John L. Hice
Secretary of State



Filed in the Office of
Secretary of State of
This 7 day of Feb
W.L. Jones
Senior Corp. Examiner, Ct

ARTICLES OF INCORPORATION
OF
TOWNHOUSE MANOR FUND, INC.

We, the undersigned natural persons, of the age of twenty-one (21) years or more, at least two of whom are 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 Townhouse Manor Fund, Inc.

ARTICLE II.

The corporation is a non-profit corporation, and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE III.

The period of duration of this corporation is perpetual.

ARTICLE IV.

The purpose or purposes for which this corporation is organized are:

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in Townhouse Manor Subdivision, Harris County, Texas, in accordance with the provisions of the subdivision restrictions applicable to the said lots as filed for record in the County Clerk's Office of Harris County, Texas, which require payment of said maintenance charge to this corporation.
2. To take and hold title to the common courts, reserves, swimming pool, private parks and other common areas as dedicated on the subdivision

3. To render such common courts and common areas for taxation and to be responsible for the payment of any and all real estate ad valorem taxes properly levied and assessed thereon.

4. To arrange for, provide and pay for the furnishings to such subdivision of the following: The cleaning, maintenance and improvement of streets, alleys, sidewalks, common areas, esplanades, subdivision walls and vacant lots; the cleaning, maintenance, operation and supervision of the swimming pool and private park facilities located in such subdivision; providing street lighting and fogging for insect control; caring for, tending, watering, and mowing lawns, trees and shrubs on common areas; providing garbage and rubbish pickup; encouraging compliance with and enforcement of all covenants and restrictions in such subdivision; and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property in such subdivision neat and in good order or which the Trustees consider of general benefit to the owners or occupants of lots in such subdivision; and to do any and all other acts in connection with all of the above purposes.

ARTICLE V.

The street address of the initial registered office of the corporation is 4070 Breakwood, Houston, Texas, and the name of the initial registered agent at such address is D. M. Nichols, Jr.

ARTICLE VI.

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:

D. M. Nichols, Jr.	326 Blalock, Houston, Texas
T. R. McHenry, Jr.	3707 S. Braeswood, Houston, Texas

ARTICLE VII.

The name and street address of each incorporator is:

D. M. Nichols, Jr.	326 Blalock, Houston, Texas
T. R. McHenry, Jr.	3707 S. Braeswood, Houston, Texas
T. W. Mohle, Jr.	12418 Cobblestone, Houston, Texas

ARTICLE VIII.

The initial Trustees shall serve until January 1, 1969. In case of the resignation, death or incapacity to serve of any of said initial Trustees prior to said time, the two remaining Trustees may appoint a Substitute Trustee to serve the remainder of said period. In the case of the resignation, death or incapacity to serve of more than one of the said initial Trustees, then the remaining Trustee may appoint Substitute Trustees to serve the remainder of the said period. / The judgment of the Trustees, whether the Trustees are the initial Trustees or Substitute Trustees, in the expenditures of funds of this corporation shall be final and conclusive so long as such judgment is exercised in good faith. /

After January 1, 1969, the following shall apply to the corporation:

- a. The members of this corporation shall be the owners of the lots in this subdivision.
- b. Each lot in this subdivision shall be entitled to one (1) vote at any meeting of the members.
- c. The affairs of this corporation shall be run by three (3) Trustees, each of whom shall be either a residential owner occupant of a lot in such subdivision or an officer of a corporation owning one or more lots in such

subdivision; and said Trustees shall be elected at an annual meeting of the members or at a special meeting of the members called for such purposes.

d. The annual meeting of the members shall be at 8:00 p. m. on January 2nd of each year commencing in 1968, and shall be held at a place in Houston, Texas. The Trustees shall mail notices of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of said meeting.

e. Trustees shall be elected for a term of one (1) year, but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present provided a quorum is present.

f. In order to constitute a quorum at any meeting at least twenty (20%) per cent of the members of this corporation must be present or represented by proxy.

g. Special meetings may be called by any two of the Trustees or by ten (10%) per cent of the members of the corporation; and written or printed notice stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.

h. The By-Laws of this corporation shall be adopted by the initial Board of Trustees and shall thereafter be amended or altered by a majority vote of the members.

IN WITNESS WHEREOF we have hereunto set our hands this 3rd
day of FEBRUARY, 1967.

D. M. Nichols, Jr.
D. M. Nichols, Jr.

T. R. McHenry, Jr.
T. R. McHenry, Jr.

T. W. Mohle, Jr.
T. W. Mohle, Jr.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally
appeared D. M. Nichols, Jr., T. R. McHenry, Jr. and T. W. Mohle, Jr.,
who each being by me first duly sworn, severally declared that they are the
persons who signed the foregoing document as Incorporators and that the
statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this
3rd day of February, 1967.

Charles W. Rickard
Notary Public in and for
Harris County, Texas