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FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

MAY 10 1985

OF

CAPE ROYALE

Clerk I-B
Corporations Section

PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) 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 ONE

NAME

The name of the corporation is Cape Royale Property Owners Association, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

(a) To aid, promote and develop the common good, general welfare, health and safety of the residents and property owners of Cape Royale, a subdivision in Montgomery County, Texas.

(b) To enforce all covenants and restrictions imposed in Cape Royale, and to collect all assessments and charges provided for in such covenants and restrictions and use the proceeds therefrom for the purposes set forth in such covenants and restrictions and in these Articles.

(c) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereinafter be conferred, including the power to contract, rent, buy or sell personal or real property.

(d) To do all other acts necessary or expedient to the administration of the affairs and attainment of the purposes of this corporation.

(e) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is the owner of any lot within Cape Royale shall be a member of the Corporation. For the purpose of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed Deed or Contract for Purchase to such owner.

Members shall be entitled to one vote for each lot in which they own the interest required for membership. When more than one person holds such interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

ARTICLE SIX

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent for service of process shall be Edward C. Harry. The street address of the initial registered agent's office shall be: Rt. 2, Box 345, Coldspring, Texas 77331.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three, and the names and

addresses of the persons who are to serve as the initial board of directors are:

Alfred Lehtonen
2201 Timberloch Place
The Woodlands, Texas 77380

Sherron Kornegay
2201 Timberloch Place
The Woodlands, Texas 77380

Edward C. Harry
Rt. 2, Box 345
Coldspring, Texas 77331

ARTICLE EIGHT

INCORPORATORS


The name and street address of each incorporator is:

Alfred Lehtonen
2201 Timberloch Place
The Woodlands, Texas 77380


Sherron Kornegay
2201 Timberloch Place
The Woodlands, Texas 77380

Edward C. Harry
Rt. 2, Box 345
Coldspring, Texas 77331

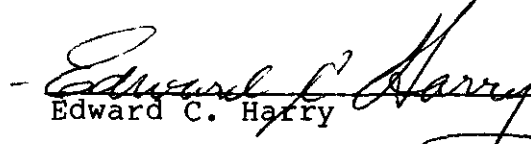
IN WITNESS WHEREOF, we have hereunto set out hands,
this 15th day of April, 1985.



Alfred Lehtonen



Sherron Kornegay



Edward C. Harry

THE STATE OF TEXAS

COUNTY OF Montgomery

I, Kathleen Davidson, a notary public, do hereby certify that on the 15th day of APRIL, 1985, personally appeared Alfred Lehtonen who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Kathleen Davidson
Notary Public - State of Texas
Printed Name: KATHLEEN DAVIDSON
My Commission Expires: 10-11-87

KATHLEEN DAVIDSON
Notary Public in and for State of Texas
My Commission Expires 10/11/87

THE STATE OF TEXAS

COUNTY OF Montgomery

I, Kathleen Davidson, a notary public, do hereby certify that on the 15th day of APRIL, 1985, personally appeared Sherron Kornegay who, being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Kathleen Davidson
Notary Public - State of Texas
Printed Name: KATHLEEN DAVIDSON
My Commission Expires: 10-11-87

KATHLEEN DAVIDSON
Notary Public in and for State of Texas
My Commission Expires 10/11/87

THE STATE OF TEXAS

COUNTY OF San Jacinto

I, S. McMullen, a notary public, do hereby certify that on the 15th day of April, 1985, personally appeared Edward C. Harry who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

S. McMullen
Notary Public - State of Texas
Printed Name: S. McMullen
My Commission Expires: 5-10-88

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BYLAWS OF
CAPE ROYALE
PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Members -- (Owners)

Section 1. Eligibility. Membership in Cape Royale Property Owners Association, Inc. ("Association") shall be as set forth in the Articles of Incorporation of the Association.

Section 2. Regular Meetings. The regular annual meeting of Members shall be held on the second Tuesday of February of each year. All such meetings of Members shall be held at such place in Coldspring, Texas, and at such time as specified in the written notice of such meeting which shall be given to all Members at least ten (10) days prior to the date of such meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the President or by a majority of the directors of the Board, or by Members having at least two-fifths (2/5) of the votes entitled to be at such meeting. Said special meetings shall be called by delivering written notice to all Members not less than ten (10) days prior to the date of said meeting stating the date, time and place of said special meeting and the matters to be considered.

Section 4. Delivery of Notice of Meetings. Notices of meetings may be delivered either personally or by mail to a Member at the address given to the Board by said Member for such purpose.

Section 5. Voting. Voting by the Membership shall be as set forth in the Articles of Incorporation of the Association.

Section 6. Quorum. A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding at least ten percent (10%) of the votes entitled to be cast at such meeting.

Section 7. Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading of minutes;

- (d) Reports of Officers;
- (e) Reports of Committees;
- (f) Election of Directors (annual meetings only);
- (g) Unfinished business;
- (h) New business;
- (i) Adjournment.

Section 8. Rules of Meetings. The Board may prescribe reasonable rules for the conduct of all meetings of the Board and Members and in the absence of such rules, Robert's Rules of Order shall be used.

ARTICLE II

Board of Directors

Section 1. Number, Election and Term of Office. The Board of Directors of the Association (referred to herein as the "Board"), shall consist of seven (7) members (hereinafter referred to as "directors"). At the organizational meeting, Mitchell Development Corporation of the Southwest (the "Developer") shall appoint four (4) additional Directors so that the Board of Directors shall then consist of seven (7) Directors; thereafter, at the regular annual meeting of Association members, three (3) Directors shall be elected by the vote of Members and four (4) Directors shall be appointed by the Developer. Those candidates for election as director receiving the greatest percentage of the votes cast either in person or by proxy at the meeting shall be elected.

At the first annual meeting of the Association, three (3) directors shall be elected; one (1) of which shall serve for a term of three (3) years, one (1) of which shall serve for term of two (2) years, and one (1) of which shall serve for a term of one (1) year, all directors holding office for such term and until his successor shall be elected and qualified.

At such time as Developer has transferred the title to 75% of the residential Lots in all Sections of Cape Royale Subdivision, or sooner, if notice to such effect is given by the Developer to the Association, an election shall be called by the Board and the Directors appointed by the Developer shall be replaced by four (4) directors elected by a vote of the members; two (2) of which shall serve for a term of three (3) years each, and one (1) of which shall serve for a term of two (2) years, and one (1) of which shall serve for a term of one (1) year.

The number of directors may be increased or decreased by amendment of these Bylaws; provided however, that the number of directors shall not be reduced to less than three (3) nor increased to more than seven (7).

Section 2. Qualifications. Each elected director shall be a Member (or, if a Member is a trustee of a trust, a director may be a beneficiary of such trust, and if a Unit Owner or such beneficiary is a corporation or partnership, a director may be an officer, partner or employee of such Unit Owner or beneficiary). If a director shall cease to meet such qualifications during his term, he shall thereupon cease to be a director and his place on the Board shall be deemed vacant.

Section 3. Vacancies. Any vacancy occurring on the Board by reason of resignation, removal or incapacity of an elected director shall be filled by majority vote of the remaining directors thereof. Any vacancy occurring on the Board by reason of resignation, removal or incapacity of an appointed director shall be filled by appointment by the Developer. Any director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the director whom he succeeds.

Section 4. Meetings. The Board shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after receiving notice from the Secretary of State of the filing of the Articles of Incorporation. A regular annual meeting of the Board shall be held within ten (10) days following the regular annual meeting of Members. Special meetings of the Board shall be held upon a call by the President or by a majority of the Board on not less than forty-eight (48) hours notice in writing to each director, delivered personally or by mail or telegram. Any director may waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action proposed to be taken by the Board without a meeting. A director's attendance at a meeting shall constitute his waiver of notice of said meeting.

Section 5. Removal. Any elected director may be removed from office for cause by the vote of Members having two-thirds (2/3) of the total percentage of ownership at any annual or special meeting of the Association, duly called. Any appointed director may be removed by the Developer for any reason.

Section 6. Compensation. Directors shall receive no compensation for their services as directors, unless expressly provided for in resolutions duly adopted by a majority of the Members.

Section 7. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time for periods of no longer than one week until a quorum is obtained or until a conclusion can be

reached. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 8. Voting. An affirmative vote of a majority of those directors present at a meeting at which a quorum is in attendance shall be necessary to transact business.

Section 9. Powers and Duties. The Board shall have the following powers and duties:

(a) to elect and remove the officers of the Association as hereinafter provided;

(b) to administer the affairs of the Association and the Property;

(c) to formulate policies for the administration, management and operation of the property held for the use and benefit of all members ("Common Elements");

(d) to adopt rules and regulations, with written notice thereof to all Members, governing the administration, management, operation and use of the Common Elements, and to amend such rules and regulations from time to time;

(e) to provide for the maintenance, repair and replacement of the Common Elements and payments therefor, and to approve payment vouchers or delegate such approval to the officers or the manager of Managing Agent;

(f) to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and to engage or contract for the services of others, and to make purchases for the maintenance, repair, replacement, administration, management and operation of the Common Elements and to delegate any such powers to the Managing Agent (and any such employees or other personnel who may be the employees of a Managing Agent);

(g) to appoint committees of the Board and to delegate to such committees the Board's authority to carry out certain duties of the Board;

(h) to determine the fiscal year of the Association and to change said fiscal year from time to time as the Board deems advisable;

(i) to collect all assessments and charges provided for in any covenants and restrictions imposed in Cape Royale, and to use the proceeds therefrom for the purposes set forth in such covenants and restrictions and in the Articles of Incorporation of the Association.

(j) to establish bank accounts which are interest bearing or non-interest bearing, as may be deemed advisable by the Board of Directors;

(k) to enter such contracts and agreements relating to the providing of maintenance, management and operational services as the Board may deem advisable;

(l) to enter such leases of portions of the Common Elements as the Board may deem advisable; and

(m) to exercise all powers and duties of the Members as a group referred to in the Act, and all powers and duties of a Board of Directors referred to in these Bylaws; and

(n) in general, to carry on the administration of the Association and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the Association.

Section 10. Non-Delegation. Nothing in this Article or elsewhere in these Bylaws shall be considered to grant to the Board, the Association or to the officers of the Association any powers or duties which, by law, have been delegated to the Members.

ARTICLE III

Officers

Section 1. Designation. At each regular annual meeting of the Board, the directors present at said meeting shall elect the following officers of the Association by a majority vote:

(a) a President who shall be a director and who shall preside over the meetings of the Board and of the Members, and who shall be the chief executive officer of the Association;

(b) a Secretary, who shall keep the minutes of all meetings of the Board and of the Members, and who shall, in general, perform all the duties incident to the office of Secretary, and who may be a representative of the Managing Agent and who may also be Treasurer;

(c) a Treasurer, who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported;

(d) such additional officers as the Board shall see fit to elect.

Section 2. Powers. The respective officers shall have the general powers usually vested in such officers; provided that the Board may delegate any specific powers to any other officer or impose such limitations or restrictions upon the powers of any

officer as the Board may see fit.

Section 3. Term of Office. Each officer shall hold office for the term of one year and until his successor shall have been appointed or elected and qualified.

Section 4. Vacancies. Vacancies in any office shall be filled by the Board by a majority vote of the Board at a special meeting of said Board. Any officer so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the officer he succeeds. Any officer may be removed for cause at any time by vote of two-thirds (2/3) of the total membership of the Board at a special meeting thereof.

Section 5. Compensation. The officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by a majority of the Members.

ARTICLE IV

Amendments

These Bylaws may be amended at a regular or special meeting of the Members by a vote of the majority of a quorum of the Members present in person or by proxy, provided that the provisions of these Bylaws which are covered by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law.

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.