



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

Windsor Lakes Homeowners Association, Inc.  
Filing Number: 800164668

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/21/2003

Effective: 01/21/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State



## Office of the Secretary of State

January 22, 2003

Attn: Sarah Ann Powers

Hoover Slovacek LLP Attorneys at Law  
PO Box 4547  
Houston, TX 77210 USA

RE: Windsor Lakes Homeowners Association, Inc.  
File Number: 800164668

-----  
It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555  
Enclosure

JAN 21 2003

ARTICLES OF INCORPORATION  
OF  
WINDSOR LAKES HOMEOWNERS ASSOCIATION, INC. Corporations Section

ARTICLE ONE  
NAME

The name of the corporation is Windsor Lakes Homeowners Association, Inc.

ARTICLE TWO  
NON-PROFIT CORPORATION

The corporation is a non-profit corporation, formed pursuant to the Texas Non-Profit Corporation Act, Article 1396, et seq, Vernon's Texas Civil Statutes (the "Act").

ARTICLE THREE  
DURATION

The period of duration is perpetual.

ARTICLE FOUR  
PURPOSES

The purpose for which the corporation is organized is to be the homeowners association for a residential single family development in Montgomery County, Texas by the name of Windsor Lakes.

ARTICLE FIVE  
POWERS

Except as otherwise provided in these Articles, the corporation shall have all of the powers provided in the Act. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to members, directors and officers for services rendered to or for the corporation in furtherance of one or more of its purposes set forth above, as provided in the bylaws of the corporation.

ARTICLE SIX  
RESTRICTIONS AND REQUIREMENTS

The corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The corporation shall have no power to take any action prohibited by the Act.

**ARTICLE SEVEN  
MEMBERSHIP**

The corporation shall have two classes of members as provided in the bylaws of the corporation.

**ARTICLE EIGHT  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of its initial registered office is 550 Greens Parkway, Suite 200, Houston, Texas 77067 and the name of its initial registered agent at such address is Diane Hendrix.

**ARTICLE NINE  
BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors are:

Don Klein	550 Greens Parkway, Suite 215 Houston, Texas 77067
Laurie Tarver	550 Greens Parkway, Suite 215 Houston, Texas 77067
Jeanne Toth	550 Greens Parkway, Suite 215 Houston, Texas 77067

The number of directors may be increased or decreased by adoption or amendment of the bylaws, however the number of directors shall never be less than three. The board of directors shall have the authority to amend the by-laws to increase the number of directors, as well as any other amendments the board deems necessary. In electing directors, members shall not be permitted to cumulate their votes.

**ARTICLE TEN  
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by statute in the State of Texas.

**ARTICLE ELEVEN  
INDEMNIFICATION**

The corporation 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 other person related to the corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the board of directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers and others related to the corporation.

**ARTICLE TWELVE  
INCORPORATOR**

The name and address of the incorporator is:

Sarah Ann Powers  
Hoover Slovacek LLP  
5847 San Felipe, Suite 2200  
Houston, Texas 77057

**ARTICLE THIRTEEN  
DISSOLUTION**

Upon dissolution, the assets of the corporation shall be dedicated to a public body, or conveyed to a non-profit organization with a similar purpose as the corporation.

**ARTICLE FOURTEEN  
AMENDMENT**

These Articles of Incorporation may only be amended with the consent of two-thirds (2/3rds) of the members of the corporation present at a meeting called for that purpose.



---

Sarah Ann Powers, Incorporator