

014-19-2365

DEDICATORY INSTRUMENTS
for
WILDERNESS TRAILS HOMEOWNERS' ASSOCIATION

THE STATE OF TEXAS §

COUNTY OF GALVESTON §

BEFORE ME, the undersigned authority, on this day personally appeared PATRICK L. GARNER, who, being by me first duly sworn, states on oath the following:

"My name is PATRICK L. GARNER, I am over twenty-one (21) years of age, of sound mind, capable of making this affidavit, authorized to make this affidavit, and personally acquainted with the facts herein stated:

"I am the Office Manager or Officer for the WILDERNESS TRAILS HOMEOWNERS ASSOCIATION. Pursuant with Section 202.006 of the Texas Property Code, the following documents (indicated by an "x"), in addition to the previously recorded Declarations, Covenants and Conditions for Wilderness Trails, are copies of the original official documents from the Association's files:

- X Articles of Incorporation
- X Bylaws
- Architectural Control Guidelines
- Exterior Maintenance Guidelines
- Rules and Regulations.

DATED this 22 day of December, 1999.

WILDERNESS TRAILS HOMEOWNERS'
ASSOCIATION

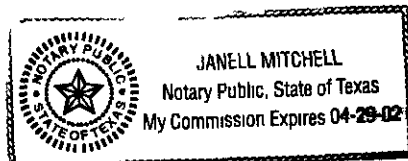
By *Patrick L. Garner*
PATRICK L. GARNER, Manager

SUBSCRIBED AND SWORN TO BEFORE ME by the said PATRICK L. GARNER, on this the 22 day of December, 1999.

Janell Mitchell
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

RECORDER'S MEMORANDUM

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc All blockouts, additions and changes were present at the time the instrument was filed and recorded



THE STATE OF TEXAS §

COUNTY OF HARRIS §

THIS INSTRUMENT was acknowledged before me on this the 22 day of December, 1999, by PATRICK L. GARNER, as Manager of WILDERNESS TRAILS HOMEOWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.

Janelle Mitchell
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS



Return to:

MIESZKUC, DAUGHTRY & SCOTT
17044 El Camino Real
Houston, Texas 77058

PAID

ARTICLES of INCORPORATION
OF
WILDERNESS TRAILS HOMEOWNERS' ASSOCIATION

We, the undersigned natural persons of the age of twenty-one 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 Wilderness Trails Homeowners' Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 9909 S. Gessner, Suite 101, Houston, Texas 77071.

ARTICLE III

The street address of the initial registered office of the corporation is 9909 S. Gessner, Suite 101, Houston, Texas 77071, and the name of its initial registered agent at such address is William L. Chapline.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for

which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area under the jurisdiction of the Wilderness Trails Homeowners' Association and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to this property and recorded or to be recorded in the Office of the County Clerk, Galveston County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length and terms used herein shall have the same meaning as in the Declaration;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of 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 all licenses, 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 with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be initiated and

Intent?

approved by the Declarant when the Class B membership is larger than the Class A membership; at such time that Class A membership is larger than Class B membership, such merger, consolidation or annexation shall require the assent of the Board of Directors of said Association;

- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

Membership

The membership includes every person or entity who is a record owner of a fee or undivided fee interest in any Lot who is subject by covenants of record to assessment by 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment by the Association.

ARTICLE VI

Voting Rights

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Declarant, and 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 for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B members shall be the Declarant (as defined in the Declaration), and 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 events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) on January 1, 1990.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed by a Board of five (5) directors, except the initial Board shall be three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Mel Mashburn	9909 South Gessner, Suite 101, Houston, Texas 77071
William L. Chapline	9909 South Gessner, Suite 101, Houston, Texas 77071
Kenneth W. Lizisey	9909 South Gessner, Suite 101, Houston, Texas 77071

At the first annual meeting the members shall elect three (3) directors for a term of three years; one (1) director for a term of two years; and one (1) director for a term of one year.

At each annual meeting thereafter the members shall elect a director or directors to fill any and all vacancies created by the expired term of a director or directors.

ARTICLE VIII

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of member. Upon 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

Duration

The period of duration of the Association shall be perpetual.

ARTICLE X

Amendments

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

ARTICLE IX

VA Approval

As long as there is a Class B membership, the following

actions will require the prior approval of the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

The Association is a non-profit corporation.

ARTICLE XIII

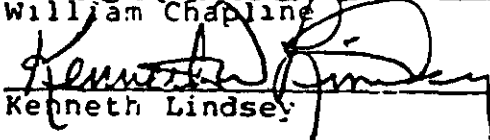
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Mel Mashburn	9909 S. Gessner, Suite 101, Houston, Texas 77071
William Chapline	9909 S. Gessner, Suite 101, Houston, Texas 77071
Kenneth Lindsey	9909 S. Gessner, Suite 101, Houston, Texas 77071

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this ____ day of _____, 1980.


Mel Mashburn


William Chapline


Kenneth Lindsey

THE STATE OF TEXAS)
)
COUNTY OF)

I, , a Notary Public, do hereby certify that on this 14th day of June, 1980, personally appeared before me McI Mashburn, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

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

Janet Helms
Notary Public in and for
County, T E X A S

My Commission expires: 6/21/81

THE STATE OF TEXAS)
)
COUNTY OF)

I, , a Notary Public, do hereby certify that on this 17th day of June, 1980, personally appeared before me William Chapline, who being by me first duly sworn, declared that he is the person who signed the foregoing instrument as an incorporator, and that the statements therein contained are true.

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

Janet Helms
Notary Public in and for
County, T E X A S

My Commission expires: 6/23/80

THE STATE OF TEXAS)
)
COUNTY OF)

I, , a Notary Public, do hereby certify that on this 14th
day of July, 1980, personally appeared before me
Kenneth Lindsey, who being by me first duly sworn, declared that
he is the person who signed the foregoing document as an
incorporator, and that the statements therein contained are true.

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

Janet Helms
Notary Public in and for
County, T E X A S

My Commission expires: 1-1-1981

BY-LAWS
OF
WILDERNESS TRAILS HOMEOWNERS' ASSOCIATION

ARTICLE I
Name and Location

The name of the Corporation is Wilderness Trails Homeowners' Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 9909 S. Gessner, Suite 101, Houston, Texas, 77071 but meetings of members and directors may be held at such places within the State of Texas, County of Galveston, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Wilderness Trails Homeowners' Association, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Declaration in Galveston County, Texas, and any additional properties which may

hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the Properties.

Section 4. "Owner" shall mean and refer to the recorded owner, whether one or more entities, of the fee simple title to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having interest merely as security for the performance of any obligation.

Section 5. "Declarant" shall mean and refer to Friendswood Assoc. Ventures, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Wilderness Trails, a subdivision in Galveston County, Texas, recorded in Volume _____, Page _____, and any additions and supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of

the same month of every year thereafter, at the hour of 7:30 p.m., at the principal office of the corporation. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Notice of annual meetings shall not be required. The Board of Directors of said Association may change the meeting place of the annual meeting and subsequently notice of the annual meeting will be required to be mailed to all members.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) or more than fifty (50) days before such meeting to each member entitled to vote, thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required unless meeting place of the annual meeting is changed, as referred to in Section 1 above.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

Board of Directors

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At said annual meeting, the members shall elect three directors for a term of three years, one (1) director for a term of two years; and one (1) director for a term of one year.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies, may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No director shall receive compensation for any services he may render to the Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any director after not less than three (3) days notice to each director, which such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the

members of the Board of Directors. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

Powers and Duties of the Association

Section 1. Powers. The Association, by and through its Board of Directors shall have the following rights and powers:

- (a) suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
- (c) declare the office of a member of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (d) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties and the terms of employment of services;

(e) to exercise such other rights and powers granted to it under the Declaration, the Articles of Incorporation, or these By-Laws.

Section 2. Duties. It shall be the duty of the Association, by and through its Board of Directors, to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(d) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(e) issue, or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may

be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and

(g) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

Officers And Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a member of the Board of Directors; a vice president; a secretary; and a treasurer; and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such

authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Association, to sign checks of the Association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under the Section 5, the treasurer of the Association shall have sole authority to sign the Association's Checks.

Section 6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9. Duties. The duties of the officers of the Association are as follows:

President

(a) The president of the Association shall preside at all meetings of the Board of Directors of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice President

(b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; service notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their

addresses; and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII

Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

Books and Records

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of

the Association, where copies may be purchased at reasonable cost.

ARTICLE X

Assessments

As more fully described in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six (6%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "Wilderness Trails Homeowners' Association" and within the center the word "Texas".

ARTICLE XII

Amendments

Section 1. Amendments. The By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration and Veterans Administration shall have the right to veto amendments while there is a Class B membership.


Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.


ARTICLE XIII

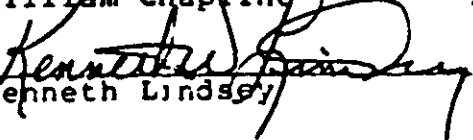
Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Wilderness Trails Homeowner's Association, have hereunto set our hands this 14 day of July, 1980.



Mel Mashburn


William Chapline


Kenneth Lindsey

014-19-2390

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS OF REAL PROPERTY

Patricia Ritchie

1999 DEC 30 12:49 PM 9965236
GULIS_M \$57.00
Patricia Ritchie ,COUNTY CLERK
GALVESTON, TEXAS