

## Office of the Secretary of State

May 05, 2005

Attn: John N. Taylor

PT&T, Ltd.  
1625 Comiche Street  
League City, TX 77573 USA

RE: CYPRESS VILLAGE PROPERTY OWNERS ASSOCIATION, INC.  
File Number: 800489057

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



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

CYPRESS VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

Filing Number: 800489057

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: 05/04/2005

Effective: 05/04/2005



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams  
Secretary of State

MAY 04 2005

Corporations Section

**ARTICLES OF INCORPORATION  
OF  
CYPRESS VILLAGE  
PROPERTY OWNERS ASSOCIATION, INC.**

(A Texas Nonprofit Corporation )

In order to form a corporation under the provisions of Article 1396-1.01 et seq., Tex. Rev. Civ. Stat. Ann. (Vernon 1988) under the Laws of the State of Texas for the formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation not for profit for the purpose and with the powers hereinafter mentioned.

**ARTICLE I**

The name of the corporation shall be:

CYPRESS VILLAGE PROPERTY OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Master Association").

**ARTICLE II**

The Master Association is a nonprofit corporation.

**ARTICLE III**

The purpose and objects of the Master Association shall be to provide for the maintenance, preservation and architectural control of the properties, Lots, houses and Common Areas contained within and used in connection with that certain tract of land known as "Cypress Village," a subdivision located in Brazoria County, Texas, according to the plats thereof recorded in the plat records under Volume 23, Page 327 through 330 and as amended under Volume 24, Page 164 and 165 and Volume 24, Page 236 through 237 of Brazoria County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of this Master Association and to:

1. To promote the health, safety and general welfare of the Members and the residents of Cypress Village.

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association arising from or set forth in the "Declaration of Covenants, Conditions and Restrictions for Cypress Village" (the "Declaration"), filed for record in the Official Public Records of Real Property of Brazoria County, under Clerk's File No.2004018902, as amended and

supplemented from time to time. The definitions contained in the Declaration are incorporated by reference herein. In the event of any conflict between the terms of the Declaration and these Articles, the provisions of the Declaration shall control.

3. To acquire, own, control, operate, manage, maintain improve, insure, mortgage and repair any portion or portions of the lands from time to time comprising Cypress Village, and any personal property appurtenant thereto, as Common Areas for the common use and benefit of all Members, residents of Cypress Village, and certain other persons entitled to use the Common Areas as more particularly provided in the Declaration.

4. To perform all of the duties and obligations of the Master Association as set forth in and in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and the Declaration, and any amendments or supplements thereto, with respect to all or any portion of the properties that may now, or hereafter be recorded in the Public Records of Brazoria County, Texas.

5. To fix, levy, collect and enforce payment by any lawful means, all charges or 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 Master Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Master Association.

6. To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the Master Association to do any act in violation of said Nonprofit Corporation Act or Part IV of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

The Master Association shall be conducted as a not for profit organization for the benefit of its members, and the Master Association shall make no distribution of income to its members, directors or officers, other than for contractual services rendered.

#### **ARTICLE IV**

The Master Association shall have the following powers:

1. The Master Association shall have all of the powers and privileges granted by the Texas Nonprofit Corporation Act, as amended from time to time, under

the law pursuant to which this corporation is chartered and not in conflict with these Articles of Incorporation or the Declaration.

2. The Master Association shall have all of the powers and duties set forth in the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Brazoria County, Texas.

3. The Master Association shall have all of the powers reasonably necessary to implement and effect the purposes of the Master Association, including, but not limited to, the following:

(a) to acquire (by gift, purchase or otherwise), own, control, operate, manage, maintain, improve, mortgage and repair the Common Areas of Cypress Village.

(b) To contract for the management of the Common Areas and to delegate to the party with whom such contract has been entered into the appropriate powers and duties of the Master Association, except those requiring specific action by or approval of the Board of Directors of the Members of the Master Association.

(c) To, fix, collect, levy and enforce payment by any lawful means of all maintenance charges and assessments against Members of the Master Association; to defray all costs and expenses incident to the conduct of the business of the Master Association and the operation of the Common Areas including, without limitation, all licenses, taxes, assessments or other governmental charges levied or imposed against the Common Areas or any property of the Master Association.

(d) To adopt, alter, amend and rescind By-Laws for the operation of the Master Association not inconsistent with the law pursuant to which the Master Association is chartered and these Articles of Incorporation, and to adopt, alter and amend reasonable rules and regulations governing the use of the Common Areas.

(e) To enforce in its own name the provisions of these Articles of Incorporation, the By-Laws of the Master Association that may now or hereafter be adopted, any rules or regulations that may now or hereafter be adopted by the Master Association, and the provisions of the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Official Public Records of Real Property of Brazoria County, Texas.

(f) To participate in mergers and consolidations with other not for profit corporations organized for similar purposes, provided that any such merger or consolidation is approved by two-thirds (2/3) of the aggregate number of votes

entitled to be cast by all Members present or represented by proxy at a duly noticed and convened annual or special meeting of the Members.

(g) To dedicate, release, alienate, sell or transfer all or any portion of the Common Areas for such purposes deemed by the Board of Directors to be in the best interest of Cypress Village as a whole.

(h) To pay all costs, expenses and obligations lawfully incurred in connection with the Master Association's affairs including, without limitation, all licenses, taxes, assessments or other governmental charges levied or imposed against the Common Areas.

(i) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.

#### **ARTICLE V**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit shall be a Member of the Master Association, with a membership of any prior Homeowner or Homeowners (if applicable) being terminated upon conveyance of such fee interest; provided, however, that any party who owns more than one Lot or Unit shall remain a Member of the Master Association so long as the Member remains a record owner of a fee or undivided fee interest in any Lot or Unit within Cypress Village.

#### **ARTICLE VI**

The Master Association shall have the following two (2) classes of voting membership:

(a) Class A. Class A Members shall be Owners of Lots in Cypress Village, except for the Developer so long as the Developer retains Class B voting rights as defined in the Declaration, and shall be entitled to one (1) vote for each Lot so owned.

(b) Class B. The Class B Member shall be the Developer and shall be entitled to ten (10) votes for each Lot or Unit owned in Cypress Village. The Class B Membership shall cease to exist and shall be converted to Class A Membership when the first of one of the following events occurs:

(1) When the total votes outstanding in Class A Membership exceeds the total votes outstanding in Class B Membership, or,

(2) Five (5) years following conveyance of the first Lot from the Developer to an Owner, or,

(3) On January 1, 2008.

When more than one (1) person holds an interest in any Lot, all such persons shall be Members of the Master Association, provided, however, that the Owner's vote shall be exercised as provided above or as all persons among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot not owned by the Developer.

#### **ARTICLE VII**

The Master Association shall have perpetual existence.

#### **ARTICLE VIII**

The principal office of the Master Association shall be located at 1625 Corniche Street, League City, Texas 77573, but the Master Association may maintain offices and transact business in such other places within or without the County of Brazoria as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

#### **ARTICLE IX**

1. The affairs of the Master Association shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals, the precise number to be fixed by the Members in the manner provided in the By-Laws of the Master Association. The term of office for all directors shall be as set forth in the By-Laws. Directors may serve a maximum of two (2) consecutive terms.

2. All directors shall be elected by secret written ballot at the annual meeting of the Members. The person receiving the largest number of votes cast by all members for each director's position shall be elected. Cumulative voting shall not be permitted.

3. The names and addresses of the directors of the first Board of Directors of the Master Association who shall hold office until their successors have been duly elected and qualified at the first annual meeting held after the filing hereof are as follows:

John N. Taylor  
1625 Corniche Street  
League City, Texas 77573

S. Kevin Price  
1625 Corniche Street  
League City, Texas 77573

C. Travis Traylor, Jr.  
1625 Corniche Street  
League City, Texas 77573

#### **ARTICLE X**

The Master Association shall indemnify and advance reasonable expenses to directors or officers or former directors and officers of the Master Association to the fullest extent required and permitted by Articles 2.22A of the Texas Nonprofit Corporation Act. The Master Association shall have the power to purchase and maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by Article 2.22A of the Texas Nonprofit Corporation Act.

#### **ARTICLE XI**

An amendment or amendments to these Articles of Incorporation may be proposed by the adoption by the Board of Directors, acting upon a vote of the majority of the directors, of a resolution setting forth the proposed amendment. The Members shall not amend these Articles without such a resolution by the Board of Directors. Written notice setting forth the proposed amendment or amendments shall be given to each Member within the time and in the manner required in the By-Laws for the giving of notice of meetings of the Members. If the meeting is an annual meeting, the proposed amendment or amendments may be included in the notice of such annual meeting. Each amendment must be approved by a two thirds (2/3) majority vote of the Members present or represented by proxy at a duly noticed and convened annual or special meeting of the Members. Thereupon, each such approved amendment shall be transcribed and executed in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Texas.

#### **ARTICLE XII**

The name and address of the incorporator of the Master Association is as follows:

**NAME**

John N. Taylor

**ADDRESS**

1625 Corniche Street  
League City, Texas 77573

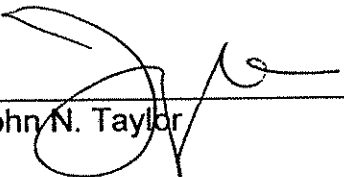
#### **ARTICLE XIII**

The street address of the Master Association's initial registered office is; 1625 Corniche Street, League City, Texas 77573. The name of its initial registered



agent at such address is; John N. Taylor. The corporation shall have the right to change such registered agent and office from time to time, as provided by law.

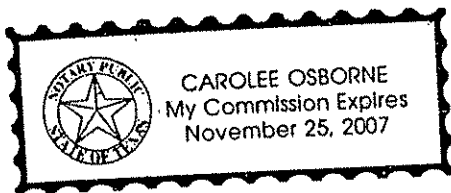
IN WITNESS WHEREOF, the undersigned have executed these Articles this 2nd day of May, 2005.


  
\_\_\_\_\_  
John N. Taylor

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 2nd day of May, 2005 by John N. Taylor.

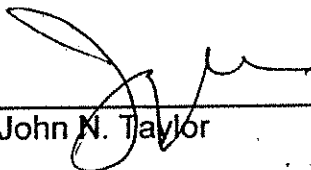


  
\_\_\_\_\_  
Notary Public  
State of Texas

CYPRESS VILLAGE  
PROPERTY OWNERS ASSOCIATION, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

I, John N. Taylor, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATE: May 2, 2005

  
\_\_\_\_\_  
John N. Taylor