

ARTICLES OF INCORPORATION
OF
BRAESWOOD CIVIC CLUB

20 March 20

We, the undersigned natural persons of the age of twenty-one years or more, 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 BRAESWOOD CIVIC CLUB.

ARTICLE II.

Braeswood Civic Club is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual, save and except that Braeswood Civic Club may be terminated by unanimous action of its members and shall be terminated upon the last to expire of the restrictions created, imposed upon and now existing upon the several Braeswood Subdivisions in Harris County, Texas, as recorded in Volume 768, page 218, Volume 1142, page 262, Volume 1447, page 481 and Volume 1148, page 629, Deed Records of Harris County, Texas.

ARTICLE IV.

The purpose or purposes for which Braeswood Civic Club is organized are:

To advance all civic and social activities deemed beneficial to the welfare of the community and owners of the properties in the several Braeswood Subdivisions in Harris County, Texas.

To provide the entity required to administer, enforce, and otherwise implement, in any and all ways, the maintenance and the restrictions filed for record and in effect of the following Braeswood Subdivisions in Harris County, Texas, to-wit:

- (1) Braeswood Addition, Section 1, a subdivision in Harris County, Texas, according to map or plat thereof recorded in Volume 9, pages 23, 24 and 25, Map Records of Harris County, Texas;
- (2) Braeswood Addition, Section 1, Replat of Blocks 10 and 20, a subdivision in Harris County, Texas, according to map or plat thereof recorded in Volume 885, page 561, Deed Records of Harris County, Texas;

- (3) Braeswood Addition, Section 1, Replat of Blocks 13, 17 and 28, a subdivision in Harris County, Texas, according to map or plat thereof recorded in Volume 10, page 15, Map Records of Harris County, Texas;
- (4) Braeswood Addition Replat of Blocks 4 and 5, a subdivision in Harris County, Texas, according to map or plat thereof recorded in Volume 13, page 35, Map Records of Harris County, Texas;
- (5) Braeswood Addition Subdivision of Blocks 23, 24, 25 and 26 and Fractional Blocks 14, 15, 16, 27, 31 and 32, according to map or plat thereof recorded in Volume 16, page 27, and as replated in Volume 16, page 36, Map Records of Harris County, Texas;
- (6) Braeswood Extension, a subdivision of Fractional Blocks 14, 15 and 16 of Braeswood Addition, according to map or plat thereof recorded in Volume 1163, page 728, Deed Records of Harris County, Texas;
- (7) Braeswood Addition subdivision of part of Block 27, Braeswood Addition, according to map or plat thereof recorded in Volume 21, page 65, Map Records of Harris County, Texas.

To consent, approve, grant permission, and otherwise perform all such functions and do any and all things pertaining to said subdivisions and additions of the Braeswood Subdivisions that may be permitted or required by the restrictions for the original subdivider or developer of each addition or subdivision of the Braeswood additions and subdivisions.

To take over and assume all of the assets, duties and obligations of Braeswood Civic Club, an unincorporated association of Braeswood Addition property owners.

In general, to carry out any other activity in connection with the foregoing and to have and exercise all the powers conferred by (1) the laws of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act; (2) The Bylaws of the Association, and (3) to do any and all other things herein set forth, including but not limited to the following:

- (a) To make and collect dues and assessments against members to defray its costs, expenses, and losses in connection with its activities;
- (b) To use the proceeds of dues and assessments in the exercise of its powers and duties;
- (c) To maintain, repair and replace public areas within the Braeswood Subdivisions;
- (d) To purchase insurance for the protection of Braeswood Civic Club and its members;
- (e) To reconstruct improvements after casualty and to further improve the property;
- (f) To make and amend reasonable regulations and restrictions respecting the use of property in the Braeswood Subdivisions; provided, however, that all such regulations and amendments thereto shall be approved by not less than two-thirds (2/3) of the votes of the entire membership of Braeswood Civic Club before such shall become effective;
- (g) To enforce by legal means the provisions of all valid and existing restriction of the Braeswood Additions, Subdivisions and Resubdivisions and these Articles, for the use of member property owners in such subdivisions.

ARTICLE V.

The street address of the initial registered office of Braeswood Civic Club is 2337 Underwood, Houston, Texas 77030, and the name of its initial registered agent at such address is David W. Hall.

ARTICLE VI.

Braeswood Civic Club shall have an Executive Committee of seven members consisting of its elected President, Vice-President, Secretary and Treasurer, its immediate Past President and two members selected at large by its President, all as is provided for in the Bylaws adopted by the Members of Braeswood Civic Club.

The seven members constituting the initial Board of Directors of Braeswood Civic Club and their addresses are:

<u>Name</u>	<u>Address</u>
David W. Hall President	2317 Underwood Houston, Texas 77030
Fred Weekley Vice-President	2324 Bluebonnet Houston, Texas 77030
Leo Womack Treasurer	2339 Underwood Houston, Texas 77030
Kathy Lord Secretary	2329 Bluebonnet Houston, Texas 77030
John S. Tuschman Past President	2311 Glenhaven Houston, Texas 77030
Gerald S. Gordon Selected Committee Person	2307 Bluebonnet Houston, Texas 77030
Paul Evershade Selected Committee Person	2334 Underwood Houston, Texas 77030

ARTICLE VII.

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
David W. Hall	2317 Underwood Houston, Texas 77030
Gerald S. Gordon	2307 Bluebonnet Houston, Texas 77030
Fred Weekley	2324 Bluebonnet Houston, Texas 77030

ARTICLE VIII.

Braeswood Civic Club shall have officers and have one class of members, the designation of such class, the manner of election and appointment of officers and members of its Executive Committee, and the qualifications and rights shall be set forth in its Bylaws.

ARTICLE IX.

Management of Braeswood Civic Club shall be vested in its Executive Committee with all of the powers and duties of a Board of Directors, within the provisions of its Bylaws; and where such Bylaws should be found to be inconsistent with the provisions of the Non-Profit Corporation Act of the State of Texas or the Articles of Incorporation, the former shall prevail.

ARTICLE X.

No part of the income or earnings of Braeswood Civic Club shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except Braeswood Civic Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes above set forth. No part of the activities of Braeswood Civic Club shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and Braeswood Civic Club shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

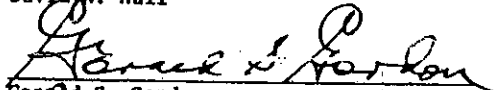
ARTICLE XI.

Braeswood Civic Club shall indemnify every officer and member of its Executive Committee against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or committeeperson in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the then Executive Committee to which he may be made a party by reason of being or having been an officer or committeeperson, whether or not such person is an officer or committeeperson at the time such expenses are incurred. The officers and committeepersons shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The officers and committeepersons shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of Braeswood Civic Club (except to the extent that such officers or committeepersons may also be members of Braeswood Civic Club) and Braeswood Civic Club shall indemnify and forever hold each such officer and committeeperson free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or committeeperson, or former officer or committeeperson may be entitled. Braeswood Civic Club shall maintain as a common expense adequate general liability and officers' and committeepersons' liability insurance to fund this obligation.

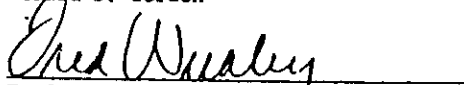
IN WITNESS WHEREOF, we have hereunto set our hands, as of the 1st day of March, 1980.



David W. Hall



Gerald S. Gordon



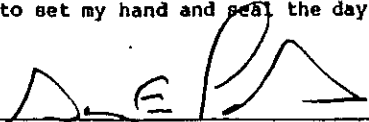
Fred Weekley

THE STATE OF TEXAS

COUNTY OF HARRIS

I, GARY E. PARKS, a Notary Public, do hereby certify that on this 18th day of March, 1980, personally appeared before me DAVID W. HALL, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

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

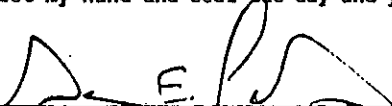

Notary Public in and for
Harris County, T E X A S
My Commission Expires: 11-11-81
GARY E. PARKS

THE STATE OF TEXAS

COUNTY OF HARRIS

I, GARY E. PARKS, a Notary Public, do hereby certify that on this 18th day of March, 1980, personally appeared before me GERALD S. GORDON, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

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


Notary Public in and for
Harris County, T E X A S
My Commission Expires: 10-11-81
GARY E. PARKS

THE STATE OF TEXAS

COUNTY OF HARRIS

I, MALINDA D. MUFFATT, a Notary Public, do hereby certify that on this 17th day of March, 1980, personally appeared before me FRED WEEKLEY, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

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

Malinda D. Muffatt
Notary Public in and for
Harris County, T E X A S
My Commission Expires: December, 1981

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF BRAESWOOD CIVIC CLUB

Pursuant to the provisions of Section 22.105, Business Organizations Code, BRAESWOOD CIVIC CLUB adopts the following Articles of Amendment to its Articles of Incorporation which:

Change the name of the corporation; change the number of directors of the corporation; amend the purpose of the corporation; and define its voting membership criteria.

The following amendments to the Articles of Incorporation of BRAESWOOD CIVIC CLUB were adopted by a two-thirds vote of the members of the corporation at a meeting of members held on October 14, 2003, at which a quorum of members was present and voting throughout:

ARTICLE ONE

Article I of the Articles of Incorporation is amended by deleting the entire text of the Article and substituting the following:

The name of the corporation is OLD BRAESWOOD PROPERTY OWNERS ASSOCIATION”.

All references to “Braeswood Civic Club” throughout the Articles of Incorporation are changed to read “Old Braeswood Property Owners Association”.

ARTICLE TWO

Article IV of the Articles of Incorporation is amended by the addition of the following:

“(h) To exercise all of the powers of a Property Owners Association under Chapter 204, Texas Property Code, subject to any limitations imposed by the bylaws of the corporation.”

ARTICLE THREE

Article VI of the Articles of Incorporation is amended by deleting the first sentence and substituting the following:

“The corporation shall have an Executive Committee of not less than three (3) nor more than nine (9) members. The President, Secretary and Treasurer, together with such other officers and Executive Committee members as the bylaws shall specify, shall constitute the Executive Committee.”

ARTICLE FOUR

Article VIII of the Articles of Incorporation is amended by deleting the entire text of Article VIII and substituting the following:

“Old Braeswood Property Owners Association shall have officers and a class of members as defined in this Article. The manner of election and appointment of officers and members of the Executive Committee and their qualifications shall be as specified in the bylaws. Persons owning real property currently covered by the restrictive covenants recorded as described below shall comprised the voting members of the corporation, subject to such exceptions, qualifications and other requirements as shall be contained in the bylaws:

“Restrictive covenants recorded in Harris County Deed Records at (i) Volume 768, Page 218; (ii) Volume 855, Page 550; (iii) Volume 5043, Page 447; (iv) Volume 1142, Page 262; (v) Volume 1148, Page 629; and (vi) Volume 1447, Page 481; save and except the property known as “Braeswood Court,” as that property is identified in the Declaration of Covenants, Conditions and Restrictions for Braeswood Court, recorded in the Official Public Records of Harris County, Texas at Clerk’s File No. T718717, Film Code No. 525-58-2628. “

Dated the _____ day of _____, 2005.

BRAESWOOD CIVIC CLUB
Charter No. 0051305301

Hereafter known as:
OLD BRAESWOOD PROPERTY OWNERS
ASSOCIATION

By: _____
Bob Birenbaum, President

and

By: _____
Joyce Mehaffey, Secretary