

RESTATED ARTICLES OF INCORPORATION  
WITH FURTHER AMENDMENT  
OF  
THE LANDING HOMEOWNERS ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas

JUL 28 1994

Corporations Section

ARTICLE I

Pursuant to the provisions of Article 1396-4.06 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts these restated articles of incorporation, which accurately copy the articles of incorporation and all amendments thereto that are in effect to date. The articles of incorporation, as restated and amended by these restated articles of incorporation, are set forth below and contain no other changes in any provisions.

ARTICLE II

The following amendments to the articles of incorporation were adopted by the members of the corporation on June 7, 1994.

ONE

The amendment alters Article II of the Articles of incorporation to read as follows:

"PRINCIPAL OFFICE

The principal office of the Association is located at 9400 Mountain Lake, Fort Worth, Texas 76179."

TWO

The amendment alters Article III of the Articles of Incorporation to read as follows:

"REGISTERED AGENT

Michael K. Martin is hereby appointed the registered agent of this Association and the registered office is: 9400 Mountain Lake, Fort Worth, Texas 76179."

**THREE**

The amendment adds the following clause to the sentence at the end of the first paragraph in Article IV:

"The powers of the Association shall include but not be limited to:"

**FOUR**

The amendment alters Article IV, Section (b), to read as follows:

"(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments established 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;"

**FIVE**

The amendment adds the following two sentences to the end of Article IV, Section (c):

"Provided that any sale of real or personal property owned by the Association must be approved by the affirmative vote of the owners of at least two-thirds (2/3) of all lots whose owners are entitled to vote. Any conveyance of real or personal property is expressly subject to any owners easement rights for ingress and egress to his lot;"

**SIX**

The amendment amends the first sentence of Article IV, Section (d) to read as follows:

"Borrow money, and with the assent of the owners of two-thirds (2/3) of all lots whose owners are entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred."

**SEVEN**

The amendment adds the following two sentences to the end of Article IV, Section (d):

"Any encumbrance of real or personal property is expressly subject to any owners easement right for ingress and egress to his lot. Provided further that the common area will not be mortgaged or encumbered prior to the issuance of the first HUD insured mortgage against any lot;"

#### EIGHT

The amendment alters the second sentence of Article IV, Section (e) to read as follows:

"No such dedication or transfer shall be effective unless an instrument signed by the owners of two-thirds (2/3) of all lots whose owners are entitled to vote, agreeing to such dedication, sale or transfer and any dedication, sale or transfer pursuant to this section is expressly subject to any owner's easement rights for ingress and egress to his lot;"

#### NINE

The amendment alters Article IV, Section (f) to read as follows:

"(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger and consolidation shall have the assent of the owners of two-thirds (2/3) of all lots whose owners are entitled to vote; and any such annexation shall be in accordance with the provisions of the Declarations;"

#### TEN

The amendment adds the following provisions to the Amended Articles of Incorporation:

#### "RESTRICTIONS AND REQUIREMENTS"

The Association 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 Association shall have no power to take any action prohibited by the Texas state law governing actions of non-profit corporations.

The Association shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 528 and related regulations, rulings, and procedures."

**"LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Association or members for monetary damages for an act or omission in the Director's capacity as Director, except to the extent otherwise provided by Texas state law."

**"INDEMNIFICATION**

The Association may indemnify a person who was, is, or is threatened to be made a 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 corporate By-Laws governing indemnification, and applicable Texas state law governing indemnification. As provided in the By-Laws, The Board of Directors shall have the power to define the requirements and limitations for the Association to indemnify Directors, officers, members or other persons related to the Association."

**ELEVEN**

The amendment adds the following sentence between the first and second sentences of Article V:

"When more than one person holds an interest in any Lot, all such persons shall be members."

**TWELVE**

The amendment deletes Article VI, which reads as follows:

"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 among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to twelve (12) votes for each Lot owned. The Class B membership shall cease when the Declarant no longer owns any Lots."

and replaces it with the following Article VII:

"Members shall be entitled to one vote for each lot owned, unless their right to cast such vote has been suspended under the terms of the Declaration of Covenants, Conditions and Restrictions and the association Bylaws. The vote for Lots owned by more than one member shall be exercised as those members among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. In any elections authorized by these Articles, the Association Bylaws or the Declarations of Covenants, Conditions and Restrictions, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of persons to be elected or by distributing the same number of votes among any number of candidates."

THIRTEEN

The amendment deletes Article VII, which reads as follows, in its entirety:

"The affairs of this Association shall be managed by a Board of four (4) Directors. At least one of such Directors shall be a Class "A" member of the Association, but none of the other Directors need be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

- |                   |   |
|-------------------|---|
| R. Alan Rudy      | 4635 Southwest Freeway, Houston, TX 77027 |
| Louis Freedman    | 4635 Southwest Freeway, Houston, TX 77027 |
| William R. Parkey | 2121 Market St., Galveston, TX 77550      |

The manner and time for the election of Directors and their terms of office shall be as provided in the By-Laws of the Association."

and substitutes the following Article VIII in its place:

"The affairs of this Association shall be governed by a Board of not less than three (3) Directors. The number, term, qualifications and the manner of election of these Directors shall be determined by and may be changed by amendment to the Bylaws of the Association.

**FOURTEEN**

The amendment deletes Article VIII, which reads as follows, in its entirety:

"The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the combined two classes of members. 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."

and substitutes the following Article IX in its place:

"The Association may be dissolved with the assent given in writing and signed by not less than seventy five percent (75%) of the owners of all lots whose owners are entitled to vote.

**FIFTEEN**

This amendment deletes Article XI in its entirety.

**SIXTEEN**

This amendment alters Article XII to read in Article XIV as follows:

"Amendment to these Articles shall require the assent of 75 percent (75%) of the owners of all lots whose owners are entitled to vote."

ARTICLE III

Each statement made by these restated articles of incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act. These restated articles of incorporation were adopted by the members of the corporation on June 7, 1994.

ARTICLE IV

The total number of members eligible to vote at the time of the adoption was 156. In addition, the designation and number of eligible votes held by each class were the following:

CLASS	NUMBER OF VOTES
A	156
B	0

ARTICLE V

The number of votes cast for the amendment was 128; and the number of votes not cast or cast against the amendment was 28.

ARTICLE VI

The articles of incorporation and all amendments thereto are superseded by the following restated articles of incorporation, which accurately copy the entire text thereof, including any previous amendments, and as amended as set forth above: