

**ARTICLES OF INCORPORATION  
OF  
WALKER'S MARK COMMUNITY ASSOCIATION, INC.**

We, the undersigned natural persons of the age of twenty-one (21) 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 of such corporation:

**ARTICLE I**

The name of the corporation is WALKER'S MARK COMMUNITY ASSOCIATION, INC. (hereinafter called "the Association").

**ARTICLE II**

The street address of the initial registered office of the Association is 2100 Post Oak Tower, Houston, Texas, and the name of its initial registered agent at such address is Donald J. Mackie.

**ARTICLE III**

The Association is a non-profit corporation.

**ARTICLE IV**

The period of the Association's duration is perpetual.

**ARTICLE V**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are 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 for Walker's Mark, a subdivision in the City of Houston, Harris County, Texas according to the map or plat thereof recorded in Volume 225, Page 95 of the Map Records of Harris County, Texas, said Declaration being recorded under film Code No. 131-11-1277 in the Official Public Records of Real Property of Harris County, Texas, as amended by Amendment to Declarations of Covenants, Conditions and Restrictions for Walker's Mark recorded under Film Code No. 132-06-2191 in the Official Public Records of Real Property of Harris County, Texas (said Declaration, as amended, being hereinafter called "the Declaration"), and as the same may be further amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and terms used herein having the same meaning as in the Declaration.

b) 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 Trust Agreement for Walker's Mark recorded under Film code No. 131-11-1326 in the Official Public Records of Real Property of Harris County, Texas, as amended by Amendment to Trust Agreement, Walker's Mark, recorded under Film Code No. 132-06-2162 of the Official Public Records of Harris County, Texas (said Trust Agreement, as amended, being hereinafter called "the Trust Agreement"), as the same may be further amended from time to time as therein provided, said Trust Agreement being incorporated herein as if set forth at length;

c) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of the members entitled to cast not less than two-thirds (2/3) of the aggregate of the votes of both classes of membership;

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

## ARTICLE VI

Every person or entity who is the record owner, whether one or more persons or entities, of a fee simple title to any

Assessment Unit which is subject by covenants of record to assessment by the Trustee shall be a member of 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 separate from ownership of any Assessment Unit.

## ARTICLE VII

The Association shall have two classes of voting membership:

**Class A.** Except as provided under “Class B” below, each Owner (as defined in the Declaration) shall be a Class A member. Each Class A member shall be entitled to one vote for each Assessment Unit in which he holds the full fee interest. When the full fee interest in any Assessment Unit is held by more than one person, all such persons shall be members, and the vote for such Assessment Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Assessment Unit.

**Class B.** The class B member(s) shall be Declarant and shall be entitled to three (3) votes for each Assessment Unit in which it holds the full fee interest, provided that the Class B membership shall cease upon termination of the Construction Period.

**ARTICLE VIII**

The affairs of this Association shall be managed by a board of three 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>
Thomas E. Benson, Jr.	2100 Post Oak Tower Houston, Texas 77027
Donald J. Mackie	2100 Post Oak Tower Houston, Texas 77027
Bruce H. Meyer	2100 Post Oak Tower Houston, Texas 77027

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years and at each annual meeting thereafter the members shall elect directors for terms of three years, as needed.

**ARTICLE IX**

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the aggregate of the votes of both classes of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall vest in the Owners, who shall there-after own equal, undivided interest in and to such assets.

**ARTICLE X**

Amendment of these Articles shall require the assent of members entitled to cast not less than two-thirds (2/3) of the aggregate of the votes of both classes of membership.

**ARTICLE XI**

The name and street address of each incorporator is:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Frank Hubert Jr.	One Shell Plaza Houston, Texas 77022
Gary L. Wood	One Shell Plaza Houston, Texas 77022
John E. Neslage	One Shell Plaza Houston, Texas 77022