

FILED  
In the Office of the  
Secretary of State of Texas

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*W. Wassdorf*  
Attorney, Corporation Division

ARTICLES OF INCORPORATION  
OF  
SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC.

We the undersigned natural persons of the age of eighteen 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 as Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association."

ARTICLE TWO

NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES AND POWERS

The purpose or purposes for which the corporation is organized are to provide for maintenance, preservation and architectural control of the residence Building Plots and Common Properties within that certain residential subdivision known as SPORTSMAN'S WORLD, SECTIONS ONE and TWO, located in Palo Pinto County, Texas, or any other areas created by the dedication of additional property to the subdivision by the developer, and to promote the recreation, 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 the property and recorded or to be recorded in the office of the County Clerk of Palo Pinto 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;

(b) 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property by 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 any part of the Common Properties to any public agency, authority, or utility for any service to the property above described and any additions thereto, or any part thereof, in accordance with the terms and provisions of the Declaration;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members, or as may be provided for in said Declaration;

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

#### ARTICLE FIVE

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Building Plot which is subject by covenants of record to assessment by the Association, including contract sellers, 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 separated from ownership of any Building Plot which is subject to assessment by the Association.

ARTICLE SIX

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 Building Plot owned. When more than one person holds an interest in any Building Plot, all such persons shall be members. The vote for such Building Plot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Building Plot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Building Plot 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 equal the total votes outstanding in the Class B membership; or
- (b) on the tenth anniversary date of said Declaration.

ARTICLE SEVEN

BOARD OF TRUSTEES

The affairs of this Association shall be managed by a Board of three (3) Trustees who need not be members of the Association. The number of trustees may be changed by amendment of the By-Laws of the Association. The members of the initial board of trustees, or their successors, shall serve until December 1, 1981. In case of the resignation, death, or failure, incapacity, or refusal to serve of any of the said initial trustees prior to said time, the remaining trustees may appoint a substitute trustee or trustees to serve the remainder of said period. The judgment of the trustees, whether the trustees are the initial trustees or substitute trustees in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

At the first annual meeting the members shall elect one trustee for a term of one year, one trustee for a term of two years and one trustee for a term of three years; and at each annual meeting thereafter the members shall elect one trustee for a term of three years.

ARTICLE EIGHT

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members. Upon dissolution of the Association, other than incident to 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 NINE

AMENDMENTS

Until December 1, 1981, these Articles may be amended or altered by a majority vote of the Board of Trustees. Thereafter, amendment of these Articles shall require the assent of three-fourths (3/4) of the votes of the entire membership of each class of members.

ARTICLE TEN

REGISTERED AGENT

The street address of the initial registered office of the corporation is 4200 Westheimer, Suite 251, Houston, Texas, 77027, and the name of its registered agent at such address is ROBERT L. FARRAR, JR.

ARTICLE ELEVEN

INITIAL BOARD OF TRUSTEES

The number of trustees constituting the initial board of trustees of the corporation is three and the names and addresses of the persons who are to serve as the initial trustees are:

1. ROBERT L. FARRAR, JR.  
4200 Westheimer, Suite 251  
Houston, Texas 77027
2. ROBERT D. DARNELL  
4200 Westheimer, Suite 251  
Houston, Texas 77027
3. DAN W. PUGH  
4200 Westheimer, Suite 251  
Houston, Texas 77027

ARTICLE TWELVE

INCORPORATORS

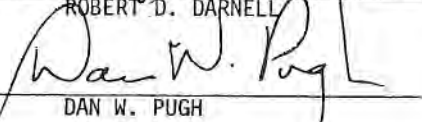
The name and street address of each incorporator is:

1. ROBERT L. FARRAR, JR.  
4200 Westheimer, Suite 251  
Houston, Texas 77027
2. ROBERT D. DARNELL  
4200 Westheimer, Suite 251  
Houston, Texas 77027
3. DAN W. PUGH  
4200 Westheimer, Suite 251  
Houston, Texas 77027

IN WITNESS WHEREOF, we have hereunto set our hands, this 18th day of APRIL,  
A.D., 1979.

  
ROBERT L. FARRAR, JR.

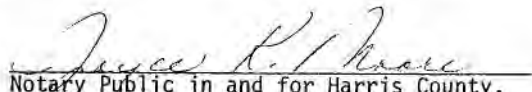
  
ROBERT D. DARNELL

  
DAN W. PUGH

THE STATE OF TEXAS ↓  
COUNTY OF HARRIS. ↓

I, Joyce K. Moore, a Notary Public, do hereby certify that on  
this 18th day of April, A.D., 1979, personally appeared before me, ROBERT  
L. FARRAR, JR., being by me first duly sworn, declared that he is the person who signed  
the foregoing document as 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.

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

My commission expires June 30, 1980.

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, Valerie White, a Notary Public, do hereby certify that on this 19<sup>th</sup> day of April, A.D., 1979, personally appeared before me, ROBERT D. DARNELL, being by me first duly sworn, declared that he is the person who signed the foregoing document as 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.

Valerie White  
Notary Public in and for Harris County,  
T E X A S .

My commission expires 2/2/81.

THE STATE OF TEXAS |

COUNTY OF HARRIS |

I, Joyce K. Moore, a Notary Public, do hereby certify that on this 30<sup>th</sup> day of April, A.D., 1979, personally appeared before me, DAN W. PUGH, being by me first duly sworn, declared that he is the person who signed the foregoing document as 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.

Joyce K. Moore  
Notary Public in and for Harris County,  
T E X A S .

My commission expires Jan. 31, 1980.

JUN 6 1989

FIRST ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC.

Corporations Section

The undersigned, Don T. JAMES, being the President of Sportsman's World Property Owners' Association, Inc., acting under and pursuant to Section 4.03 of the Texas Non-Profit Corporation Act, does hereby state that the following Articles of Amendment to the Articles of Incorporation for such corporation have been duly adopted:

ARTICLE I

NAME

The name of the corporation is SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., hereinafter sometimes called the "Corporation" or the "Association".

ARTICLE II

AMENDMENT OF PROVISIONS OF THE ARTICLES OF INCORPORATION

The Articles of Incorporation of the Association (the "Articles of Incorporation") were filed in the Office of the Secretary of State of Texas on April 25, 1979. The Articles of Incorporation of the Association have been amended as follows:

1. The first grammatical sentence (and only the first grammatical sentence) of Article Seven of the Articles of Incorporation of the Association is hereby deleted in its entirety, and the following sentence is hereby substituted as, and shall hereafter constitute and be, the first grammatical sentence of Article Seven of the Articles of Incorporation of the Association:

"The affairs of this Association shall be managed by a Board of three (3) Trustees, each and all of whom shall and must be 'Members in good standing' (as defined in the By-Laws) of this Association."

2. The second grammatical sentence (and only the second grammatical sentence) of Article Nine of the Articles of Incorporation of the Association is hereby deleted in its entirety, and the following sentence is hereby substituted as, and shall hereafter constitute and be, the second grammatical sentence of Article Nine of the Articles of Incorporation of the Association:

"Thereafter, these Articles may be amended at any duly called annual or special meeting of the membership of the Association at which a quorum of the Members of the Association is present, in person or by proxy, provided any such proposed amendment receives the affirmative vote of at least two-thirds (2/3rds) of the votes which Members of the Association present at such meeting of the Association, in person or by proxy, are entitled to cast."

3. The following provisions are hereby added as, and shall hereafter constitute and be, Article Thirteen of the Articles of Incorporation of the Association:

"ARTICLE THIRTEEN; DECLARATION OF PROTECTIVE COVENANTS. Reference is here made for all purposes to that certain Declaration of Covenants, Conditions and Restrictions for Sportsman's World, Sections One and Two, dated April 18, 1979, recorded in Volume 530, Page 296, of the Deed Records of Palo Pinto County, Texas, bearing Palo Pinto County Clerk's File No. 3373 (as the same have been or may be from time to time supplemented or amended, hereinafter referred to as the 'Declaration'). In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles of Incorporation, the terms and provisions of the Declaration shall supersede and control."




ARTICLE III  
STATEMENT REGARDING AMENDMENT

Pursuant to Section 4.03 A.(3) of the Texas Non-Profit Corporation Act, notice is hereby provided that these Articles of Amendment were adopted at a meeting of the Members of the Association held on Apr. 15, 1989, that a quorum was present at such meeting, and that these Articles of Amendment received at least two-thirds (2/3rds) of the votes which Members present at such meeting, in person or by proxy, were entitled to cast, as well as in the case of any Class of Members entitled to vote as a Class thereon by the terms of the Articles of Incorporation or of the By-Laws, at least two-thirds (2/3rds) of the votes which Members of any Class who were present at such meeting, in person or by proxy, were entitled to cast.

In accordance with Section 9.08 of the Texas Non-Profit Corporation Act, notice is hereby further provided that the existing Articles of Incorporation of the Corporation require that any amendment to the Articles receive the affirmative vote of at least three-fourths (3/4ths) of the votes which Members of each Class are entitled to cast. Notice is hereby provided that, at the above described meeting of the Members of the Association, these Articles of Amendment received such affirmative vote of at least three-fourths (3/4ths) of the votes which the Members of each Class of Members of the Association were entitled to cast.

IN WITNESS WHEREOF, I have here unto set my hand, on this the 15 day of April, 1989.

  
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DON F. JAENS, the  
PRESIDENT of Sportsman's

World Property Owners' Association,  
Inc.

STATE OF TEXAS           §  
                                  §  
COUNTY OF PALO PINTO   §

I, Betsy KINGTON, a Notary Public, do hereby certify that on this the 15 day of April, 1989, personally appeared before me DON F. JAVENS, being the President of Sportsman's World Property Owners' Association, Inc., a Texas non-profit corporation, and who, being by me first duly sworn, declared that he is the person who signed the foregoing document as an officer of such corporation, and that the statements therein contained are true and correct.

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

Betsy Kington  
Notary Public in and for the State  
of Texas

My Commission Expires:  
September 1, 1992

Betsy Kington  
(print name)

