

FILED
In the Office of the
Secretary of State of Texas

NOV 08 2018

Corporations Section

CERTIFICATE OF FORMATION - NONPROFIT CORPORATION
OF
MATAGORDA BAYVIEW HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Business Organizations Code, as may be amended from time to time, hereby adopts the following Certificate of Formation for such corporation:

ARTICLE ONE

The name of the Corporation is Matagorda Bayview Homeowners Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a nonprofit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 1819 St. James Place, Houston, TX 77056, and the name of its initial registered agent at such address is Walter G. Mayfield.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation, improvement and architectural control of the properties described as Matagorda Bayview Subdivision Section One, a subdivision in Calhoun County, Texas, according to the plat thereof recorded or to be recorded in the Plat Records of Calhoun County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Corporation (collectively, the "Property"), and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto, and, for these purposes, to:

a. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in each Declaration of Covenants, Conditions and Restrictions applicable to the Property now or hereafter and recorded in the office of the County Clerk of Calhoun County, Texas (collectively, the "Declarations"), as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;

b. Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declarations, and to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;

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 Corporation;

d. Borrow money and, with the assent of a majority of the total eligible votes of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, mortgage the Common Areas (as defined in the Declarations), or any part thereof;

e. Convey or dedicate to the appropriate governmental authority the Common Areas, or any part thereof, provided such conveyance or dedication is approved by seventy-five percent (75%) of the total eligible votes of Members (as defined herein) of the Corporation, voting in person or by proxy, at a meeting duly called for such purpose, written notice of which shall be given to all Members at least thirty (30) days in advance of the meeting and shall set forth the purpose of the meeting;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property;

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

h. Suspend the voting rights and rights of use of the Common Areas of any Member of the Corporation for any period during which any assessment or other amount owed by such Member to the Corporation remains unpaid or during which such Member is in violation of any of the provisions of the Declarations; and

i. Establish reasonable rules and regulations governing the Members' use and enjoyment of the Common Areas, and to suspend the voting rights of any Member for any infraction of such rules and regulations, or for non-payment of any Assessments (as defined in the Declaration), subject to reinstatement of such voting rights after correction or cure.

ARTICLE SIX

Each and every person, persons, or legal entity who shall own any Lot (as defined in the Declarations) in the Property, shall automatically be, and must remain, a Member of the Corporation. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom. Any person or entity who holds title to a Lot merely as security for the performance of any obligation shall not be a Member.

ARTICLE SEVEN

The Corporation shall initially have two classes of voting membership:

a. CLASS A. Class A Members shall be all those persons or legal entities who own a Lot with the exception (until the Conversion Date defined herein) of Matagorda View, LLC a Texas limited liability company, its successors and assigns ("Declarant"). After the Conversion Date, Declarant shall become a Class A Member to the extent that Declarant is the Owner (as defined in the Declarations) of one or more Lots. Class A Members shall be entitled to one (1) vote for each

Lot. When two or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members, and the vote for such part of the Property owned by such Members shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Lot in which such Members own undivided interests.

b. CLASS B. The Class B member shall be the Declarant and shall be entitled to five (5) votes for each Lot owned within the Property. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events (the "Conversion Date"): (i) upon the sale by Declarant of all Lots within the Property; or (ii) such earlier date as may be established by Declarant in a written instrument recorded by Declarant in the real property records of Calhoun County, Texas.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Mailing Address</u> |
|----------------------|---|
| Walter G. Mayfield | 1819 Saint James Place Houston, TX 77056 |
| Sheila Mayfield | 1819 Saint James Place Houston, TX 77056 |
| Leigh Rhodes-Zittrer | 2727 Allen Parkway, Suite 1700 Houston, Texas 77019-2125 |

ARTICLE NINE

The Corporation may be dissolved with the consent of seventy-five percent (75%) of the Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation 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 TEN

These Articles may be amended with the assent of seventy-five percent (75%) of the Members of the Corporation.

ARTICLE ELEVEN

The name and mailing address of the undersigned organizer of the Corporation is as follows:

| <u>Name</u> | <u>Mailing Address</u> |
|----------------------|---|
| Leigh Rhodes-Zittrer | 2727 Allen Parkway, Suite 1700 Houston, Texas 77019-2125 |

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing of this instrument.

IN WITNESS WHEREOF, I have hereunto set my hand this 11 day of Nov, 2018.



Leigh Rhodes-Zittler