

FILED
In the Office of the
Secretary of State of Texas
NOV 04 2013
Corporations Section

**CERTIFICATE OF FORMATION
LAKES OF WOODTRACE COMMUNITY ASSOCIATION, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the corporation is LAKES OF WOODTRACE COMMUNITY ASSOCIATION, INC. (the Association")

**ARTICLE II
NON-PROFIT CORPORATION**

The Association is a non-profit corporation, formed pursuant to the Texas Business Organization Code (the "Code"). No part of the income or assets of the Association is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law.

**ARTICLE III
DURATION**

The period of duration is perpetual.

**ARTICLE IV
PURPOSES**

The Association is formed for the purposes of providing for maintenance, preservation and architectural control of the property subject to the Declaration of Covenants, Conditions and Restrictions applicable to certain land located in the Lakes of Woodtrace subdivision (the "Declaration") a subdivision in Montgomery County, Texas, which Declaration shall be recorded in Montgomery County, Texas, and any additional property that may hereafter be made subject to the Declaration.

**ARTICLE V
POWERS**

Except as otherwise provided in this Certificate of Formation, the Association shall have all of the powers provided in the Code. Moreover, the Association shall have all implied powers necessary and proper to carry out its express powers.

**ARTICLE VI
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 Code.

**ARTICLE VII
MEMBERSHIP**

Each person or entity who is a record owner of a fee or undivided fee interest in any property subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. Persons or entities who hold an interest in the property merely as security for the performance of an obligation shall not, however, be members. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

**ARTICLE VIII
VOTING RIGHTS**

The Association shall have two classes of members as provided in the By-Laws of the Association.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of its initial registered office is 550 Greens Parkway, Suite 100, Houston, Texas 77067 and the name of its initial registered agent at such address is John Hammond.

**ARTICLE X
BOARD OF DIRECTORS**

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 directors are:

Mark Janik	550 Greens Parkway, Suite 100 Houston, Texas 77067
Robert Santini	550 Greens Parkway, Suite 100 Houston, Texas 77067
Tommy Weaver	550 Greens Parkway, Suite 100 Houston, Texas 77067

The number of directors may be increased or decreased by adoption or amendment of the By-Laws, however the number of directors shall never be less than three. The board of directors shall have the authority to amend the by-laws to increase the number of directors, as well as any other amendments the board deems necessary. In electing directors, members shall not be permitted to cumulate their votes.

**ARTICLE XI
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 statute in the State of Texas.

**ARTICLE XII
INDEMNIFICATION**

The Association shall indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Texas

Also, the Association shall limit the liability of its directors to the Association to the full extent permitted by the laws of the State of Texas

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator is:

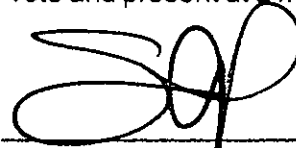
Sarah Ann Powers
Hoover Slovacek, L.L.P.
5847 San Felipe, Suite 2200
Houston, Texas 77057

**ARTICLE XIV
DISSOLUTION**

Upon dissolution, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with a similar purpose as the Association.

**ARTICLE XV
AMENDMENT**

This Certificate of Formation may only be amended with the consent of at least two-thirds (2/3rds) of the members of the Association entitled to vote and present at a meeting in person or by proxy.



Sarah Ann Powers
Incorporator