

## **ARTICLES OF INCORPORATION OF 4D ESTATES PROPERTY OWNERS ASSOCIATION**

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as the incorporators of a corporation (“the Corporation”) under the Texas Non-Profit Corporation Act (“the Act”), do hereby adopt the following Articles of Incorporation for such corporation.

### **ARTICLE ONE**

The name of the Corporation is 4-D ESTATES PROPERTY OWNERS ASSOCIATION.

### **ARTICLE TWO**

The following words when used in these Articles of Incorporation shall have the following meanings:

- (1) “4-D Big Woods Estates” means the 201 acres, more or less, in the Polly Tier Survey, A-578, Wood County, Texas, described in the Protective Covenants for 4-D Big Woods Estates dated May 26, 1972, recorded in Volume 653, Page 520, Deed Records, Wood County, Texas.
- (2) “4-D Country Estates” means the 100 acres, more or less in the Peter Bullard Survey, A-71, Wood County, Texas, described in the Protective Covenants for T. R. Denver, et ux, dated January 7, 1974, recorded in Volume 677, Page 23, Deed Records, Wood County, Texas and 60 acres, more or less in the Peter Bullard Survey, A-71, Wood County, Texas, described in the Amended Protective Covenants for 4-D Country Estates dated May 26, 1972, recorded in Volume 740, Page 872, Deed Records, Wood County, Texas.
- (3)
- (4) “4-D Estates” means 4-D Big Woods Estates, 4-D Country Estates, the H. L. Ward Survey Sold Tracts, and such land in the H. L. Ward Survey Tract in addition to the H. L. Ward Sold Tracts as the Developer may desire to include hereafter in 4-D Estates, providing such additional land is subjected to restrictive covenants substantially equivalent to the Protective Covenants.
- (5) “Articles” means these Articles of Incorporation, together with any amendments to them.
- (6) “Association” means the Corporation and its successors and assigns.
- (7) “Board of Directors” or “Board” means the Board of Directors of the Corporation.
- (8) “Bylaws” means the Bylaws of the Association, as the same may be amended from time to time.
- (9) “Common Areas” means lands and improvements thereto covered by the Easement, and lands now or hereafter owned or leased by the Association and improvements thereto, all roadways within the Development, and any other property, buildings and facilities acquired by the Association for the common benefit, use and enjoyment of the Owners and the Development.
- (10) “Developer” means T. R. Denver and wife Hazel Denver and Debbie Bouknight and their successors and assigns. Developer may assign Developer’s rights in

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connection with the Development, in whole or in part, to the Association or to a third party to whom Developer conveys all or a portion of the Development.

- (11) "The Development" means 4-D Estates.
- (12) "Easement" means the Easement of Parks and Greenbelts dated June 25, 1985, recorded in Volume 974, Page 571, Real Property Records, Wood County, Texas.
- (13) "The H. L. Ward Survey Sold Tracts" means the following described tracts in the H. L. Ward Survey, A-616, Wood County, Texas, heretofore conveyed by Developer to third parties:

<i>Designation</i>	<i>Acreage</i>	<i>Original Grantee</i>
1-W	0.212	TODD
2-W	0.64	MOORE
2-WN	0.264	MOORE
2-WS	0.349	MOORE
3-W	0.868	STINSON
4-W	0.4153	MILLS
5-W	0.512	MILLS
6-W	0.823	BAKER
7-W	0.974	TOLERTON
8-W	1.061	WILLARD
9-W	0.762	LAKE
10-W	0.760	FRANTZ
11-W	0.421	WILLARD
17-W	2.630	MILLS
Addition to Lot 30	0.206	BALES
Lot 101	0.531	ANDERSON

- (14) "The H. L. Ward Survey Tract" means that certain 116 acres, more or less, tract of land in the H. L. Ward Survey, A-616, Wood County, Texas, more particularly described in that certain Warranty Deed Dated January 29, 1971, recorded in Volume 632, Page 285, Deed Records, Wood County, Texas, from Fay Graham Denver to Developer.
- (15) "Member" means a member of the Corporation. Every person who is now or hereafter becomes an Owner shall automatically be a Member of the Corporation.
- (16) "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any lot or tract within 4-D Estates, including contract sellers, but excluding those having such interest merely as security for the payment or performance of an obligation.
- (17) "Protective Covenants" means the Protective Covenants for 4-D Big Woods Estates dated may 26, 1972, recorded in Volume 653, page 520, Deed Records, Wood County, Texas; Protective Covenants for T. R. Denver, etc. dated January 7, 1974, recorded in Volume 677, Page 23, Deed Records, Wood County, Texas, Protective Covenants for 4-D

Country Estates dated October 1, 1971, recorded in Volume 643,

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Page 80, Deed Records, Wood County, Texas; and Amended Protective Covenants for 4-D Country Estates dated May 26, 1972, recorded in Volume 740, Page 872, Deed Records, Wood County, Texas, and any amendments, modifications or supplements thereto.

**ARTICLE THREE**

The Corporation is a non-profit corporation.

**ARTICLE FOUR**

The period of its duration is perpetual.

**ARTICLE FIVE**

The purposes for which the Corporation is organized are:

- (1) The specific and primary purposes are to provide for the preservation and maintenance of the Common Areas and the enforcement of the Protective Covenants.
- (2) The general purposes and powers are:
  - a) To own and operate all usual and necessary accessories to the primary purpose of the Corporation.
  - b) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of the Corporation.
  - c) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
  - d) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.
  - e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

- 3) Notwithstanding any of the foregoing statements of purposes and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation as set forth in Paragraph (1) of this Article Four, and nothing contained in the foregoing statement of purposes shall

be construed to authorize the Corporation

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to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except on dissolution and winding up.

The Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

## ARTICLE SIX

The street address of the Corporation's initial registered office is 260 PR 8574, Winnsboro, Texas 75494, and the name of its initial registered agent at such address is Donald R. Brown.

## ARTICLE SEVEN

The initial Board of Directors shall consist of six directors, and the names and addresses of the persons who shall serve as the initial directors of the Corporation are:

Name	Address
Donald R. Brown	260 PR 8574 Winnsboro, TX 75494
Bill Chadwick	Route 2, Box 21736 Winnsboro, TX 75494
Gene P. Anderson	6709 Caulfield Dr. Dallas, TX 75248
Duane Bull	Route 2, Box 21136 Winnsboro, TX 75494
Daryl Tyree	330 PR 8565 Winnsboro, TX 75494
Stephanie McCormick	130 PR 8570 Winnsboro, TX 75494

## ARTICLE EIGHT

The names and street address of the incorporator of the Corporation are as follows:

Name	Address
Richard E. Roberts	301 N. Main PO Box 70 Quitman, TX 75783

## ARTICLE NINE

The Corporation shall have two classes of voting membership with the voting rights hereinafter indicated:

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Class A Members: Class A Members shall be all Owners other than the Developer, whether one or more persons or entities, of the fee simple title to any lot or tract within 4-D Estates, including contract sellers, but excluding those having such interest merely as security for the payment or performance of an obligation. Each such Member shall be entitled to one (1) vote for each lot or tract owned which is one acre or smaller, and, at the election of an Owner who owns more than one acre in the Development, one vote for each additional full acre of any lot or tract which is larger than one acre, provided such Owner pays an additional assessment for each such additional vote. When more than one person holds an interest in a lot or tract, all such persons shall constitute one Member, and the vote or votes for such Lot shall be exercised as they among themselves shall determine.

Class B Members: The Developer shall be a Class B Member and shall be entitled to one vote for each lot or tract owned which is one acre or smaller, and one vote for each full acre of any lot or tract which is larger than one acre. As of July 5, 2002, Developer is entitled to 51 votes. The Developer shall not be required to pay any assessment for any lot or tract that has not been sold by Developer to a third party, except that in the event Developer's personal residence is located on a lot or tract in the Development, Developer shall pay one assessment for such lot or tract. The Class B membership shall cease and be converted to a Class A membership when the Developer notifies the Association in writing of the Developer's election to convert from a Class B Member to a Class A Member. Unless the next annual meeting of the Association shall come within ninety (90) days after such conversion, a special meeting of the Members shall be called by the Board of Directors within not more than ninety (90) days after such conversion for the purpose of electing a new Board of Directors.

The voting rights of any Member shall be automatically suspended during any period in which such Member shall be delinquent in the payment of assessments due the Corporation, and during any such period in which the Board of Directors has initiated an action to correct a violation of the Protective Covenants, the Articles, these Bylaws or Association Rules and such violation has not been corrected.

The rights of membership are subject to the payment of assessments as provided in the Bylaws, the Protective Covenants or the Easement, which assessments are imposed against the owner of and to extent provided or allowed by law become a lien upon each lot or tract against which such assessments are made as provided in the Protective Covenants or the Easement.

The membership rights of any person whose interest in a lot or tract is subject to the assessments referred to hereinabove, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period when such assessments remain unpaid, but upon payment of such assessments, his rights and privileges shall be automatically restored.

## ARTICLE TEN

In the event of dissolution of the Corporation, other than incident to a merger or

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consolidation, any assets required to be distributed pursuant to the terms of the Article 1396-6.20A(1), (2), or (3) of the Texas Revised Civil Statutes shall be so distributed, and any excess assessments collected by the Corporation shall be rebated to the Members to the extent that such rebate by a "homeowners' association" is permitted by Section 528 of the Internal Revenue Code and in the manner determined by the Board of Directors to most fairly take into account the amount and nature of assessments paid to the Corporation with respect to each lot in the Development from among the manners of distribution permitted in the case of a homeowners' association qualifying under Section 528 of the Internal Revenue Code.

**ARTICLE ELEVEN**

The power to alter, amend or repeal the bylaws or adopt new bylaws is vested in the members of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 5<sup>th</sup> day of July, 2002.

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Richard E. Roberts

STATE OF TEXAS  
COUNTY OF WOOD

I, Julie A. Carson, a Notary Public in and for the State of Texas, do hereby certify that on this 5<sup>th</sup> day of July, 2002, personally appeared before me Richard E. Roberts, who, 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 and correct.

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Notary Public, State of Texas