

NOTICE OF DEDICATORY INSTRUMENTS
for
WINDSOR HILLS HOMEOWNERS' ASSOCIATION, INC.

RECEIVED
AUG 0 2 2002

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

The undersigned, being the Managing Agent for *Windsor Hills Homeowners' Association, Inc.* (the "Association"), a property owners' association as defined in Section 202.001 of the Texas Property Code hereby certifies as follows:

1. Property: The Property to which the Notice applies is described as follows:
 - a. All of Windsor Hills, Section One (1), a subdivision in Montgomery County, Texas, as described in Exhibit A of the *Declaration of Covenants, Conditions, and Restrictions for Windsor Hills Homeowners' Association* recorded under Clerk's File No. 99029017 and beginning at Film Code Number 520-00-0045 of the official Public Records of Real Property of Montgomery County, Texas, which document is fully incorporated herein by reference.
 - b. All of Windsor Hills, Section Two (2), a subdivision in Montgomery County, Texas, as described in Exhibit A of the *Declaration of Covenants, Conditions, and Restrictions for Windsor Hills Homeowners' Association* recorded under Clerk's File No. 99029017 and beginning at Film Code Number 520-00-0045 of the official Public Records of Real Property of Montgomery County, Texas, which document is fully incorporated herein by reference.

2. Restrictive Covenants. The description of the documents imposing restrictive covenants on the Property, the amendments to such documents, and the recording information for such documents are as follows:
 - a. Documents:
 - (1) Declaration of Covenants, Conditions, and Restrictions for Windsor Hills Homeowners' Association.
 - (2) Correction Declaration of Covenants, Restrictions, Easements, Charges and Liens for The Woodlands Association of Neighborhoods.
 - (3) Declaration of Covenants, Restrictions, Easements, Charges and Liens for The Woodlands Association of Neighborhoods.

 - b. Recording Information:
 - (1) Montgomery County Clerk's File Number 99029017.
 - (2) Montgomery County Clerk's File Number 99011367.
 - (3) Montgomery County Clerk's File Number 99006891.

- 3. Dedicatory Instruments: In addition to the Restrictive Covenants identified in Paragraph Two (2) above, the following documents are Dedicatory Instruments governing the Association:
 - a. Articles of Incorporation of Windsor Hills Homeowners' Association, Inc.
 - b. By-Laws of Windsor Hills Homeowners Association, Inc. (March 2002).

True and correct copies of such Dedicatory Instruments are attached to this Notice.

This Notice is being recorded in the official Public Records of Real Property of Montgomery County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Notice is true and correct and that the copies of the Dedicatory Instruments attached to this Notice are true and correct copies of the originals.

Executed on this 17 day of July, 2002.

WINDSOR HILLS HOMEOWNERS' ASSOCIATION, INC.

By: Association Management, Inc.
Managing Agent

Loretta Talley
Loretta Talley

THE STATE OF TEXAS

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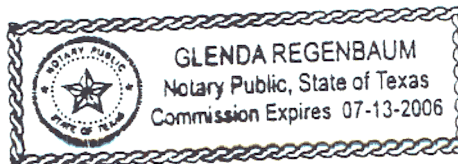
COUNTY OF HARRIS

BEFORE ME, the undersigned notary public, on this day personally appeared Loretta Talley of Association Management, Inc., the managing agent for Windsor Hills Homeowners' Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purpose and in the capacity therein expressed. SUBSCRIBED AND SWORN TO BEFORE ME on this the 17th day of July, 2002, to certify which witness my hand and official seal.

Glenda Regenbaum
Notary Public in and for the State of Texas

Return to:

Butler & Hailey, P.C.
1616 S. Voss, Suite 500
Houston, Texas 77057



FILED
In the Office of the
Secretary of State of Texas

JUL 22 1998

Corporations Section

ARTICLES OF INCORPORATION
OF
WINDSOR HILLS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE ONE
NAME

The name of the corporation is Windsor Hills Homeowners' Association, Inc.

ARTICLE TWO
NON-PROFIT CORPORATION

The corporation is a non-profit corporation, formed pursuant to the Texas Non-Profit Corporation Act, Article 1396, et seq, Vernon's Texas Civil Statutes (the "Act").

ARTICLE THREE
DURATION

The period of duration is perpetual.

ARTICLE FOUR
PURPOSES

The purpose for which the corporation is organized is to be the homeowners' association for a residential single family development in Montgomery County, Texas by the name of Windsor Hills.

ARTICLE FIVE
POWERS

Except as otherwise provided in these Articles, the corporation shall have all of the powers provided in the Act. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to members, directors and officers for services rendered to or for the corporation in furtherance of one or more of its purposes set forth above, as provided in the bylaws of the corporation.

ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS

The corporation 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 corporation shall have no power to take any action prohibited by the Act.

**ARTICLE SEVEN
MEMBERSHIP**

The corporation shall have two classes of members as provided in the bylaws of the corporation. . .

**ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT**

The street address of its initial registered office is Five Greenspoint Plaza, 17001 Northchase, Suite 420, Houston, Texas 77060-2139 and the name of its initial registered agent at such address is Cynthia Hinson.

**ARTICLE NINE
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:

Don Klein	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Cynthia Hinson	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Don Luke	17001 Northchase, Suite 420 Houston, Texas 77060-2139

The number of directors may be increased or decreased by adoption or amendment of the bylaws, 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 TEN
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation 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 ELEVEN
INDEMNIFICATION**

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the board of directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers and others related to the corporation.

**ARTICLE TWELVE
INCORPORATOR**

The name and address of the incorporator is:

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

**ARTICLE THIRTEEN
DISSOLUTION**

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

**ARTICLE FOURTEEN
AMENDMENT**

These Articles of Incorporation may only be amended with the consent of two-thirds (2/3rds) of the members of the corporation, with each member having equal voting strength for purposes of this provision only.

**ARTICLE FIFTEEN
CLASS B MEMBERSHIP**

Pursuant to the Declaration, only as long as a Class B membership exists and only for as long as the Department of Housing & Urban Development ("HUD") and/or the Veteran's Administration ("VA") require, annexation of additional properties, mergers and consolidations, mortgaging of Common Area (as that term is defined in the Declaration), dissolution and amendment of these Articles shall require the prior approval of HUD/VA.

108-10-2385



Sarah Ann Powers, Incorporator

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.