



Office of the Secretary of State

CERTIFICATE OF FILING OF

QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.
28015501

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 04/01/2013

Effective: 04/01/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

**CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF FORMATION
(Formerly Articles of Incorporation)
of
QUAIL VALLEY PATIO HOMES ASSOCIATION, INC**

FILED
In the Office of the
Secretary of State of Texas

APR 01 2013

Corporations Section

Entity Information

The name of the filing entity is Quail Valley Patio Homes Association, Inc.

The filing entity is a nonprofit corporation.

The file number issued to the filing entity by the Secretary of State is 28015501.

The date of the formation of the entity is September 4, 1970.

Amendments

Article IV, Section 1 is amended to read as follows:

ARTICLE IV, SECTION 1

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in accordance with the provisions of subdivision restrictions applicable to the said lots as filed for record in the County Clerk's Office of Fort Bend County, Texas, as same may be duly amended from time to time and which require payment of said maintenance charge to this corporation. The subdivisions to which this corporation shall act shall be:
 - Quail Valley Patio Homes, Section I as shown on the map thereon recorded in Volume 7 Page 12 B of the Plat Records of Fort Bend County, Texas.
 - Quail Valley Patio Homes, Section I Replat according to the plat thereof recorded in Volume 8, Page 8 of the Plat Records of Fort Bend, County, Texas.
 - Quail Valley Patio Homes, Section II as shown on the map thereon recorded in Volume 11, Page 11 of the Plat Records of Fort Bend County, Texas.
 - Quail Valley Patio Homes, Section II Replat according to the plat thereof recorded in Volume 11, Page 15 of the Plat Records of Fort Bend County, Texas.

Quail Valley Patio Homes, Section II Replat according to the plat thereof recorded in Volume 13, Page 1 of the Plat Records of Fort Bend County, Texas.

Article IV, Section 2 is amended to read as follows:

ARTICLE IV, SECTION 2

2. To arrange for, provide and pay for the furnishing to the applicable subdivisions of the following: the maintenance of real property owned by the Quail Valley Patio Homes Association; encouraging compliance with and enforcement of all covenants and restrictions in the applicable subdivision, and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property of the applicable subdivisions near and in good order of which the Trustees consider of general benefit to the owners or occupants of lots in the applicable subdivisions; and to do any and all other acts in connection all of the above purposes. The Quail Valley Patio Homes Association, its Trustees, officers, managers, employees, agents, and attorneys (“Quail Valley Patio Homes Association and Related Parties”) shall not in any way be considered an insurer or guarantor of security within the applicable subdivisions. The Quail Valley Patio Homes Association and related parties shall not be liable for any loss or damage by reason of failure to provide adequate security or the ineffectiveness of security measures undertaken.

Article VIII, Subsection (b) is amended to read as follows:

ARTICLE VIII, SUBSECTION (b)

- b. Each lot in the applicable subdivision shall be entitled to one (1) vote at any meeting of the members. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote of such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) be cast with respect to any lot. Proxies given by members of the corporation for meetings of the members need only be executed by one (1) of the owners of a lot.

Article VIII Subsection (c) is amended to read as follows:

ARTICLE VIII, SUBSECTION (c)

- c. The affairs of this corporation shall be run by four (4) or five (5) or such other number as the Board of Trustees decide by a majority vote of the Board are necessary to conduct the business of the subdivision. All Trustees shall be either residential owner occupant of a lot in an applicable subdivision or an officer of a corporation owning and occupying one (1) or

more lots in the applicable subdivision and said Trustees shall be elected and appointed as provided in the Bylaws of the corporation.

Article VIII, Subsection (d) is amended to read as follows:

ARTICLE VIII, SUBSECTION (d)

- d. The annual meeting of the members shall be at 7:00 P.M. on the third Tuesday in January of each year and shall be held at a place in Missouri City, Texas. The Trustees shall mail notice of the place of the annual meeting to the members at least ten (10) days but not more than fifty (50) days prior to the date of said meeting. All meetings will be advertised by meeting notice signs posted in the subdivisions at least seventy-two (72) hours in advance and email notices will be sent to members who have registered their address with the corporation.

Article VIII, Subsection (e) is amended to read as follows:

ARTICLE VIII, SUBSECTION (e)

- e. Trustees shall be elected for a term of three (3) years, but Trustees can be removed prior to that time at a special meeting of the members by a majority vote of the members present in person or by proxy provided a quorum is present.

Article VIII Subsection (g) is amended to read as follows:

ARTICLE VIII, SUBSECTION (g)

- g. Special meetings may be called by any three (3) of the Trustees or by ten percent (10%) of the members of the corporation (with one (1) vote per lot); and written or printed notice stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.

Article VIII Subsection (h) is amended to read as follows:

ARTICLE VIII, SUBSECTION (h)

- h. The Bylaws of this corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered by a majority vote of the members of Quail Valley Patio Homes Association who are present in person or by proxy at a meeting of members of the Quail Valley Patio Homes Association duly called for such purpose.

Statement of Approval

The amendments to the corporation's Certificate of Formation (formerly the Articles of Incorporation) were approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity by the affirmative vote of at least two-thirds (2/3rds) of the members of the corporation present in person or by proxy, at the annual meeting of the members of the corporation held on the 15th day of January, 2013, at which a quorum was present.

Effectiveness of Filing

This document becomes effective when the document is filed by the Secretary of State.

Execution

The undersigned signs this document subject to the 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 under the provisions of law governing the entity to execute the filing instrument.

DATED March 27, 2013.

QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.

By Mary Ruth Smith
Mary Ruth Smith, President

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State
Packing Slip

April 4, 2013
Page 1 of 1

Quail Valley Patio Homes Association Inc.
PO Box 2217
Missouri City, TX 77459

Batch Number: 47410017

Batch Date: 04-01-2013

Client ID: 426957124

Return Method: Mail

Document Number	Document Detail	Number / Name	Page Count	Fee
474100170002	Certificate of Amendment	QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.	0	\$25.00

Total Fees: \$25.00

Payment Type	Payment Status	Payment Reference	Amount
Check	Received	5472	\$25.00
Total:			\$25.00

Total Amount Charged to Client Account: \$0.00

(Applies to documents or orders where Client Account is the payment method)

Note to Customers Paying by Client Account: This is not a bill. Payments to your client account should be based on the monthly statement and not this packing slip. Amounts credited to your client account may be refunded upon request. Refunds (if applicable) will be processed within 10 business days.

User ID: DGUSTAFSON

CERTIFICATE OF INCORPORATION



RECEIVED

SEP 10 1970

STATE OF TEXAS
OFFICE OF THE SECRETARY OF STATE

AUSTIN, TEXAS 78711
September 8, 1970

Martin Dies Jr.
SECRETARY OF STATE
Mr. J. H. Macnaughton
P.O. Box 45
Addicks, Texas 77410

W. O. Bowers III
ASST. SECRETARY OF STATE

CHARTER NO. 280155

RE: QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.

TO THE ATTENTION OF THE CAPTIONED CORPORATION:

It has been our pleasure to approve and place on record the Articles of Incorporation that created your corporation. We extend our best wishes for success in your new venture.

Unless shown as "EXEMPT" above, you will be required to file an annual franchise tax return with the Comptroller of Public Accounts, Capitol Station, Austin, Texas, 78711, and pay the tax due thereunder. The first return and payment will be due within 90 days after the end of the first corporate year. If the corporation should be exempt under Article 12.03, Title 122A, Taxation-General, R. C. S. of Texas, and is not shown "EXEMPT" above, you must apply to the Comptroller for such exemption. The SECRETARY OF STATE cannot make such a determination for your corporation.

We suggest that you keep this letter as a reminder, or, so mark your records that you will not unwittingly become liable for statutory penalties for late filing and late payment.

Yours very truly,

MARTIN DIES, JR.
Secretary of State

By: *Ted W. Hejl*
Ted W. Hejl
Director
Corporation Division



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.
CHARTER NO. 280155

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

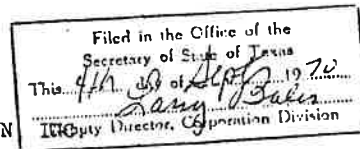
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated September 4, 1970

Martin Dies Jr.
Secretary of State



ARTICLES OF INCORPORATION
OF
QUAIL VALLEY PATIO HOMES ASSOCIATION



We, the undersigned natural persons, of the age of twenty-one (21) 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 Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Quail Valley Patio Homes Association, Inc.

ARTICLE II.

The corporation is a non-profit corporation, and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE III.

The period of duration of this corporation is perpetual.

ARTICLE IV.

The purpose or purposes for which this corporation is organized are:

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in accordance with the provisions of subdivision restrictions applicable to the said lots as filed for record in the County Clerk's Office of Fort Bend County, Texas, and which require payment of said maintenance charge to this corporation. The initial subdivision as to which this corporation shall act shall be Quail Valley Patio Homes, as shown upon the map thereof recorded in Volume _____, Pages _____ to _____ of the Plat Records of Fort Bend County, Texas, and any future subdivisions of property in the immediate area which is called Quail Valley Patio Homes may also provide for payment of maintenance funds to this corporation; and Quail Valley Patio Homes and any such future subdivisions are hereinafter referred to as "applicable subdivisions".

2. To arrange for, provide and pay for the furnishing to the applicable subdivisions of the following: back door garbage pick-up, the maintenance of streets, sidewalks, paths, parks, parkways, bridle paths, lakes, creeks, any community building, esplanades and vacant lots; the furnishing of bus service or the subsidizing of public bus service as may be necessary; providing street lighting, fogging for insect control, caring for and watering transplanted trees on vacant lots; providing garbage and rubbish pickup; encouraging compliance with and enforcement of all covenants and restrictions in the applicable subdivision; and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property of the applicable subdivisions neat and in good order or which the Trustees consider of general benefit to the owners or occupants of lots in the applicable subdivisions; and to do any and all other acts in connection with all of the above purposes.

ARTICLE V.

The street address of the initial registered office of the corporation is 15123 Memorial Drive, Houston, Texas, and the name of its initial registered agent at such address is James H. MacNaughton.

ARTICLE VI.

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

- Thomas H. Overstreet 15119 Memorial Houston, Texas
- B. R. Tempel 15123 Memorial Houston, Texas
- James H. MacNaughton 15123 Memorial Houston, Texas

ARTICLE VII.

The name and street address of each incorporator is:

- Thomas H. Overstreet 15119 Memorial Houston, Texas
- B. R. Tempel 15123 Memorial Houston, Texas
- James H. MacNaughton 15123 Memorial Houston, Texas

ARTICLE VIII.

The initial Trustees shall serve until January 1, 1974, or until fifty-one (51) percent of the residential lots in Quail Valley Patio Homes

are sold to the first residential owner occupant thereof, whichever occurs first. In case of the resignation, death or incapacity to serve of any of said initial Trustees prior to said time, the two remaining Trustees may appoint a Substitute Trustee to serve the remainder of said period. In the case of the resignation, death or incapacity to serve of more than one of said initial Trustees, then the remaining Trustee may appoint Substitute Trustees to serve the remainder of the said period. The judgment of the Trustees, whether the Trustees are the initial Trustees or Substitute Trustees, in the expenditures of funds of this corporation shall be final and conclusive so long as such judgment is exercised in good faith.


After January 1, 1974, or after fifty-one (51) percent of the residential lots in Quail Valley Patio Homes are sold to the first residential owner occupant thereof, whichever occurs first, the following shall apply to the corporation:


- a. The members of this corporation shall be the owners having record title of the lots in the applicable subdivisions.
- b. Each lot in the applicable subdivision shall be entitled to one (1) vote at any meeting of the members.
- c. The affairs of this corporation shall be run by three (3) Trustees, who shall be either the first residential owner occupant of a lot in an applicable subdivision or an officer of a corporation owning one or more lots in the applicable subdivision; and said Trustees shall be elected at an annual meeting of the members or at a special meeting of the members called for such purposes.
- d. The annual meeting of the members shall be at 8:00 p.m. on January 2nd of each year commencing in 1971 and shall be held at a place in Fort Bend County, Texas. The Trustees shall mail notices of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of said meeting.

- e. Trustees shall be elected for a term of one (1) year, but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present provided a quorum is present.
- f. In order to constitute a quorum at any meeting at least ten (10%) per cent of the members of this corporation must be present or represented by proxy.
- g. Special meetings may be called by any two of the Trustees or by ten (10%) per cent of the members of the corporation; and written or printed notice stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.
- h. The By-laws of this corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered by a majority vote of the members.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of September, 1970.


Thomas H. Overstreet

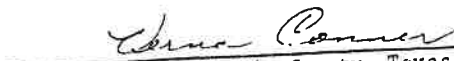

James H. MacNaughton


B. R. Tempel

THE STATE OF TEXAS X
COUNTY OF HARRIS X

BEFORE ME, the undersigned Notary Public, on this day personally appeared Thomas H. Overstreet, James H. MacNaughton, and B. R. Tempel, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 1st day of September, 1970.


Notary Public, Harris County, Texas