

14
NOTICE
JD

RP-2016-83179
03/01/2016 RP1 \$68.00

SECRETARY'S CERTIFICATE

FOR

OEHA, INC.
DBA OAK ESTATES HOMEOWNERS ASSOCIATION

The undersigned, being the duly acting and qualified Secretary of **OEHA, INC.**, a Texas non-profit corporation, DBA **OAK ESTATES HOMEOWNERS ASSOCIATION** (the "Association"), the Association set forth and/or described in that certain "Modification, Addition, and Extension of Restrictive Covenants Pursuant to Texas Property Code Chapter 201 and 204" recorded under County Clerk's File No. U149174 of the Real Property Records of Harris County, Texas, and any and all amendments thereto (the "Modification"), the undersigned Secretary further being the keeper of the minutes and records of said Association, does hereby certify that the attached constitute true and correct copies of the following documents:

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- (i) Certificate of Incorporation and Articles of Incorporation of OEHA, INC. filed in the office of the Secretary of State of the State of Texas on January 15, 1997, attached hereto as Exhibit "A"; and
- (ii) Bylaws of OEHA, INC., adopted at the annual meeting of the members of the Association held on May 19, 2012, attached hereto as Exhibit "B". The Bylaws attached to this Certificate supersede and replace, in their entirety, the Bylaws of the Association filed for record under County Clerk's File No. 20130108706 of the Real Property Records of Harris County, Texas

The above described and attached documents are being recorded in the Public Records of Harris County, Texas pursuant to the requirements of Section 202.006 of the Texas Property Code.

The undersigned has hereunto set his/her hand at Houston, Texas this 22nd day of FEBRUARY, 2016.

Marvin D. Krasner

(signature) MARVIN D. KRASNER

(name printed)
Secretary of **OEHA, INC.**

ACKNOWLEDGEMENT

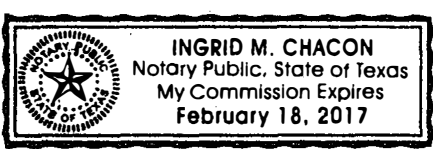
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 22 day of February, 2016, by Marvin D. Krasner, Secretary of **OEHA, INC.**, a Texas non-profit corporation, on behalf of said corporation.

Ingrid M. Chacon
Notary Public in and for the State of Texas

Ret ✓
Frank, Elmore, Lievens, Chesney,
& Turet, LLP
9225 Katy Freeway, Suite 250
Houston, Texas 77024-1564

OEHA Secretary Certificate Articles Bylaws 021616



RP-2016-83179



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

DEHA, INC.
CHARTER NUMBER 01429287

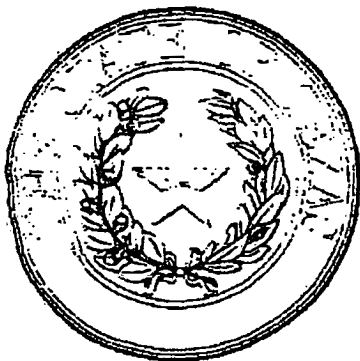
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JAN. 15, 1997

EFFECTIVE JAN. 15, 1997



Exhibit

A

[Handwritten signature]

Antonio O. Garza, Jr., Secretary of State

RP-2016-83179



The State of Texas

Secretary of State
JAN. 16, 1997

EDWARD HELLER
3050 POST OAK BLVD. STE. 1090
HOUSTON TX 77056-6527

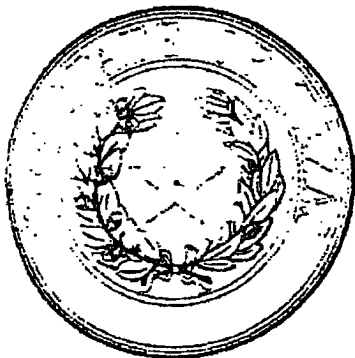
RE:
OEHA, INC.

CHARTER NUMBER 01429287-01

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.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Antonio O. Garza, Jr.".

Antonio O. Garza, Jr., Secretary of State

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ARTICLES OF INCORPORATION

OEHA, INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 15 1997

Corporations Section

I, the undersigned, a natural person of the age of twenty-one (21) years or more, a citizen of the state of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such Corporation.

ARTICLE ONE

The name of the corporation is OEHA, INC., ("the Association")

ARTICLE TWO

The street address of the initial registered office of the Association is 4034 Meadow Lake, Houston, Texas 77027, and the name of its initial registered agent at such address is Charles J. Pignuolo.

ARTICLE THREE

The Association is a non-profit corporation, without capital stock. The Association is organized solely for the purposes specified in Article Four, and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, Officer, or Employee of the Association, or any individual having a personal or private interest of the activities of the Association, nor shall any Director, Officer, Employee or individual receive or be lawfully entitled to receive any profits from the operations of the Association, except a reasonable allowance for salaries, compensation or reimbursement for personal services actually rendered in carrying out one or more of its stated purposes. The Association will not engage in, and none of its funds or property shall be devoted to, propagandizing or otherwise attempting to influence legislation.

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ARTICLE FOUR

The purpose or purposes for which said Association is organized is to act as agent for the civic and social benefit and betterment of the residents and property owners of the Oak Estates Subdivision in Houston, Harris County Texas, and for any and all other property which is accepted by its Association for similar purposes, those purposes being as follows:

- a) To exercise all powers and privileges and perform all of the duties and obligations pertaining to the Declaration of Covenants, Conditions and Restrictions for Oak Estates ("Restrictions") recorded on 25 October 1949 in volume 1992 at page 581 of the Deed Records of Harris County, Texas, and as the same were, and may in the future be amended and extended from time to time;
- b) To affix, levy collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions;
- c) To acquire by gift or purchase or otherwise, and to 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 this Association, subject to the limitations set forth in the Restrictions;
- d) To borrow money, to mortgage, pledge, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred, subject to the limitations set forth in the Restrictions;
- e) To promote and provide recreational and other facilities for the residents and owners of said property;
- f) To provide any activity or service conducted for the mutual benefit of residents and owners as provided in the Restrictions and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the state of Texas, by law may now or hereafter exercise.

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ARTICLE FIVE

Every person or entity who is the record Owner, whether one or more persons or entities, of a simple fee title to any lot which is subject to the Restrictions shall be a member of the Association. The forgoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Memberships shall be appurtenant to and may not be separated from ownership of any lot. Any Mortgagee or Lienholder that acquires title to any property through foreclosure which is or becomes subject to the Restrictions shall be a member of the Association.

Each member shall be entitled, whenever a vote is taken, to the number of votes derived by dividing the total square footage of the lot or lots or portions thereof subject to the Restrictions owned by the member to the total of square footage of all lots subject to the Restrictions. When more than one person holds such interest in any lot, the vote for such lot shall be exercised as those Owners themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advice, the lot's vote shall be suspended in the event more than one person seeks to exercise it.

ARTICLE SIX

The affairs of this Association shall be managed by a board of not less than three (3) directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association as provided therein. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

Charles J. Pignuolo

**4034 Meadow Lake Dr.
Houston, Texas 77027**

Richard Hemingway

**4005 Piping Rock
Houston, Texas 77027**

Ann Watkins

**4005 Meadow Lake Dr.
Houston, Texas 77027**

At the first annual meeting, the members shall elect one (1) director for a term of one year, one (1) director for a term of two (2) years, and one (1) director for a term of three years and at each annual meeting thereafter the members shall elect directors for terms of three (3) years, as needed.

ARTICLE SEVEN

The Association may be dissolved with the assent, given in writing and signed by members entitled to cast not less than seventy-five percent (75%) of the votes. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall vest in the United Way Fund of Harris County Gulf Coast, Inc.

ARTICLE EIGHT

Amendment of these Articles shall require the affirmative vote (in person or by proxy) or the written consent of Members representing a majority of the total number of votes of the Association.

ARTICLE NINE

The name and street address of the incorporators are:

Charles J. Pignuolo

**4034 Meadow Lake Ln.
Houston, Texas 77027**

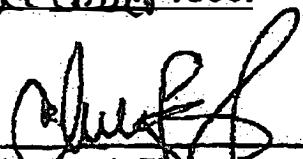
Richard Hemingway

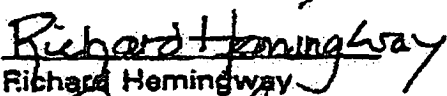
**4005 Piping Rock
Houston, Texas 77027**

Ann Watkins

4005 Meadow Lake Dr.
Houston, Texas 77027

IN WITNESS WHEREOF, we have hereunto set our hand this the 31st day of December 1996.


Charles J. Pignuolo


Richard Hemingway

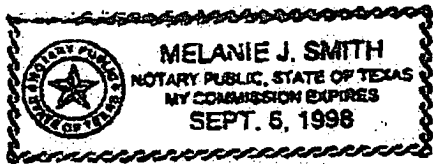

Ann Watkins

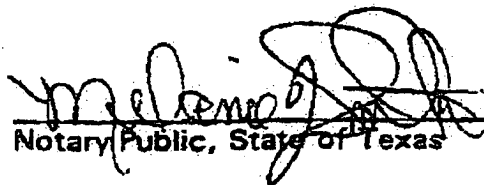
STATE OF TEXAS

COUNTY OF HARRIS

Before me, a notary public, on this day personally appeared Charles J. Pignuolo, Richard Hemingway and Ann Watkins, know to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein are true and correct.

SWORN to on the 31st day of December 1996, by the above named incorporators.




Notary Public, State of Texas

Melanie J. Smith
Printed name of Notary

My Commission expires: 9-6-98

EH/ma
A:Article
LF0085.86-033

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BYLAWS OF OEHA, INC.
(effective May 19, 2012)

ARTICLE ONE
Name and Principal Office

- 1.1. Name: OEHA, Inc. is an association incorporated under the Texas Non-Profit Corporation Act ("OEHA" or the "Association").
- 1.2. Principal Office: The principal office of the Association is located at 11011 Richmond Avenue, Suite 215, Houston, TX 77042.

ARTICLE TWO
Definitions

- 2.1. "Restrictive Covenants" means the Restrictive Covenants for the Oak Estates subdivision that were filed in the Real Property Records of Harris County, Texas, on December 29, 1999.
- 2.2. "Board," "Lot," and "Owner(s)" means "Board," "Lot," and "Owners" as defined in the Restrictive Covenants.
- 2.3. "Chapter 209" means Chapter 209 of the Texas Property Code Texas Residential Property Owner's Protection Act.
- 2.04 "Board Meeting" shall mean a meeting of the Board as defined in §209.0051(b)(1) of Chapter 209.

ARTICLE THREE
Membership, Assessments, and Voting

- 3.1. All Owner(s) are members ("Member, whether one or more) of the Association.
- 3.2. The annual assessment as defined in Article 9.1 of the Restrictive Covenants (the "Annual Assessment") for the calendar year 2012 is \$650.00 per Lot.
- 3.3. The amount of the annual assessment can be changed only in accordance with Article 9.2 of the Restrictive Covenants.

~~EXHIBIT~~

B

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- 3.4. A Member in default in paying an Annual Assessment or in paying a Special Assessment (as defined in Article 9.3 of the Restrictive Covenants) shall not be entitled to vote on Association-related matter as long as the Association has complied with §209.0051(h)(8) of Chapter 209.

ARTICLE FOUR **Annual Meeting**

- 4.1. The Association shall hold an annual meeting (the "Annual Meeting") of all Members in May of each calendar year.
- 4.2. The Members shall elect seven (7) Members at each Annual Meeting to serve on the Board as directors ("Directors"). The elected Directors shall take office immediately after their election.
- 4.3. The Board shall provide notice (the "Notice") of the date, time, and place of the Annual Meeting to the Members not later than the 10th day or earlier than the 60th day before the Annual Meeting in the same manner that the Board gives notice of a Board Meeting under §209.0051(e) of Chapter 209 to the Members. The Notice may include additional information that the Board or the President deems necessary or appropriate.
- 4.4. Each Owner present at the Annual Meeting in person or by signed written proxy shall be entitled to one vote for each of the seven (7) director positions to be elected at that annual meeting.
- 4.5. The written proxy submitted to the Members for voting at the Annual Meeting shall be in a form substantially similar to Exhibit A, attached hereto and incorporated herein by reference, as amended and approved from time to time by the Board.
- 4.6. Votes cast for the election of Directors shall be by secret ballot and shall be counted immediately in full view of the Members present. The seven (7) persons receiving the largest number of votes shall be elected.
- 4.7. Members holding one-fourth (1/4) of the votes entitled to be cast who are present in person or by signed written proxy shall constitute a quorum.
- 4.8. The President (or the President's designee) shall preside at the Annual Meeting. The President (or the President's designee), the Board members who are present at the Annual Meeting, and any officers of the Association who are present at the Annual Meeting shall report on the business affairs and activities of the Association and shall answer any questions posed to any of them by a Member.

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ARTICLE FIVE
Nomination of Directors

- 5.1. The Association shall have a standing committee consisting of no fewer than two directors and no more than four directors that shall be known as the Nominating Committee. The President shall appoint (and may change or remove) the directors who comprise the Nominating Committee. The sole function of the Nominating Committee shall be to encourage Members to run for election to serve as directors of the Association and to encourage Members to serve as officers of the Association.
- 5.2. The Nominating Committee shall submit a list at the Board Meeting immediately preceding an Annual Meeting of the Members who have consented to have their names placed on the ballot for election to serve as a director of the Association. All names on the list and the name of any other Member who desires to have his or her name placed on the ballot for election to serve as a director shall be submitted to the Members in the notice of Annual Meeting. Nothing herein shall preclude nominations for directors from the floor at the Annual Meeting.

ARTICLE SIX
Board of Directors

- 6.1. The Board shall manage the affairs of the Association in accordance with Article VIII of the Restrictive Covenants.
- 6.2. The Board shall conduct a Board Meeting at least quarterly and may conduct other Board Meetings at the request of the President or a majority of the Directors. All Board Meetings shall be conducted in accordance with Chapter 209.
- 6.3. The Board shall elect officers of the Association with thirty (30) days after the conclusion of an Annual Meeting. The Board shall elect a President, a Vice President, a Secretary, and a Treasurer. A majority of the Directors present may elect a person to serve in each office.
- 6.4. The Board may designate one or more committees for special assignments that reports to the Board
- 6.5. A Director is automatically removed as a Director if the Director ceases to be an Owner. A Director may be removed as a Director for malfeasance or other good cause upon the vote of two-thirds (2/3) or more of the other Directors.
- 6.6. A majority of the Directors constitutes a quorum for any Board Meeting.

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ARTICLE SEVEN
Officers

- 7.1. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- 7.2. The Board shall elect the officers in accordance with these Bylaws.
- 7.3. The President shall:
- a. serve as the Chief Executive Officer of the Association;
 - b. call, set the agenda for, and preside over any Board Meeting, the Annual Meeting, and any other meeting of Members;
 - c. appoint persons to any committee that may be needed or provided for in these Bylaws and also appoint the chairperson of any said committee;
 - d. serve as an ex-officio member of each committee;
 - e. execute corporate business as specified by the Board, including, but not limited to, the expenditure of corporate funds in accordance with an annual budget approved by the Board; and
 - f. coordinate all activities and fulfill any other obligations designated by the Board.
- 7.4. The Vice President shall:
- a. preside over all meetings of the Board in the absence of the President;
 - b. assume the duties of the President in the event the President is temporarily incapacitated or otherwise unable to perform; and
 - c. fulfill any other obligations designated by the Board.
- 7.5. The Secretary shall:
- a. record and preserve minutes of all Board Meetings, the Annual Meeting, and any other meeting of Members and present any such minutes to the Board for correction and approval before entering them in the Association's records;
 - b. maintain files containing the official records of all correspondence among Directors concerning the Association or its business, committee reports, financial reports, and all other documents as the Board directs;
 - c. keep current the corporate minutes book; and
 - d. fulfill any other obligations designated by the Board.

- 7.6. The Treasurer shall:
- a. serve as the Chief Financial Officer of the Association;
 - b. delegate, with the Board's approval, the management of the day-to-day operation of the financial business of the Association to an independent contractor, provided that the Treasurer will have ultimate responsibility for the financial affairs of the Association;
 - c. maintain files with monthly bank statements of any Association account and have ultimate responsibility for the financial affairs of the Association; and
 - d. fulfill any other obligations designated by the Board.
- 7.7. Each officer must be a Member. The Board shall not elect the same person to serve more than two consecutive years as President, if the Board can find another suitable Member to serve as President.
- 7.8. An officer shall remain an officer until the Board elects his or her successor.
- 7.9. The Board at a Board Meeting may — by majority vote — remove or replace an officer with or without cause.

ARTICLE EIGHT

Finances and Books of Account

- 8.1. The fiscal year of the Association shall begin on 1 January and end on 31 December.
- 8.2. Before the Board Meeting preceding the Annual Meeting, the Treasurer shall prepare a recommended budget for the ensuing fiscal year. Upon approval of the Board, the budget shall be presented to the Members at the Annual Meeting. The budget may be amended by the Board when necessary and for good cause.
- 8.3. The books and records of the Association, including financial records, shall be open to a Member for examination and copying in accordance with § 209.005 of Chapter 209 at a mutually agreed upon place and time during regular business hours.

ARTICLE NINE

Indemnification

- 9.1. To the extent permitted by law, the Association may indemnify and advance expenses (including court costs and attorney's fees) to any former or present director, officer, agent, or employee of the Association who was, is, or is threatened to be made a named defendant or respondent in an action or proceeding arising out of person's position as a former or current director, officer, agent, or employee of the Association.
- 9.2. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent, or employee of the Association against any liability asserted against such person incurred in such capacity or arising out of person's position as a former or current director, officer, agent, or employee of the Association.

ARTICLE TEN

Amendments to Bylaws

- 10.1. Amendments to these Bylaws may be proposed by any two members of the Board or by a petition signed by at least twenty-five (25) Members.
- 10.2. Proposed amendments to these Bylaws shall be submitted to and voted upon by the Members at the next Annual Meeting or any Special meeting of the Members if delivered to the Board in time for inclusion in the notice that the Board provides for the next Annual Meeting or Special Meeting.
- 10.3. A majority vote shall be necessary to amend these Bylaws at the meeting during which a proposal to amend these Bylaws is submitted to the Members.

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 blockouts, additions and changes were present at the time the instrument was filed and recorded.

FILED FOR RECORD
8:00 AM

MAR - 1 2016

Stan Stewart
County Clerk, Harris County, Texas

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

MAR - 1 2016



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

RP-2016-83179