



**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

Villas at Newport Community Association  
File Number: 802007812

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation 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.

The issuance of this certificate does not authorize the use of a 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: 06/11/2014

Effective: 06/11/2014



*NANDITA BERRY*

Nandita Berry  
Secretary of State

ER 074-91-2106

FILED  
In the Office of the  
Secretary of State of Texas  
JUN 11 2014

**CERTIFICATE OF FORMATION  
OF  
VILLAS AT NEWPORT COMMUNITY ASSOCIATION**

**Corporations Section**

**ARTICLE ONE  
NAME**

The name of the corporation is Villas at Newport Community Association.

**ARTICLE TWO  
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation, formed pursuant to the Texas Business Organization Code (the "Code").

**ARTICLE THREE  
DURATION**

The period of duration is perpetual.

**ARTICLE FOUR  
PURPOSES**

The purpose for which the corporation is organized is to be the neighborhood association for multiple residential duplex developments in Harris County, Texas.

**ARTICLE FIVE  
POWERS**

Except as otherwise provided in this Certificate of Formation, the corporation shall have all of the powers provided in the Code. 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 Code.

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

**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:

Robert Santini	550 Greens Parkway, Suite 100 Houston, TX 77067
Mark Janik	550 Greens Parkway, Suite 100 Houston, TX 77067
Manolo Rios	550 Greens Parkway, Suite 100 Houston, TX 77067

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. 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 Code

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  
ORGANIZER**

The name and address of the organizer is:

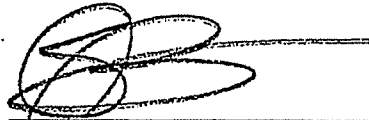
Sarah Ann Powers  
Hoover Slovacek LLP  
5847 San Felipe, Suite 2200  
Houston, Texas 77057

**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**

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



Sarah Ann Powers, Organizer

ER 074-91-2109