

**CERTIFICATE OF FORMATION OF
PEARLAND MIRROR LAKE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE 1
CORPORATE NAME**

The name of the corporation is Pearland Mirror Lake Homeowners Association, Inc. (“Association”).

**ARTICLE 2
LEGAL STATUS**

The Association is a nonprofit corporation formed under the Texas Business Organizations Code and the Texas Nonprofit Corporation Law (“Act”).

**ARTICLE 3
PURPOSES**

The purposes for which the Association is formed are the following:

1. Specifically and primarily to provide an organization consisting of the owners of real property located in Brazoria County, Texas, and more particularly described in the Declaration of Restrictive Covenants, Conditions, and Restrictions dated 12-13, 2019, and filed for record in the real property records of Brazoria County, Texas (“Declaration”).

2. Generally:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and in the Association’s Bylaws (“Bylaws”).

(b) To fix, levy, collect, and enforce payment of any and all assessments, dues, fees, charges, interest, late fees, fines, costs of collection and foreclosure, attorney fees, trustee’s fees, court costs, damages, and all other amounts due or owed to the Association, and to pay all expenses to accomplish the purposes for which these assessments, dues, fees, charges, and other amounts are levied or imposed, and to perform all of the duties and obligations of the Association as set forth in the Declaration and the Bylaws.

(c) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise to dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money, to mortgage, to pledge, to deed in trust, or to hypothecate any or all of the Association’s real or personal property as security for money borrowed or debts incurred.

(e) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Business Organizations Code or the Act by law may now or at a later time have or exercise.

(f) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.

3.. Despite the above statements of purposes, the Association will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 4 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 12801 North Central Expressway, Suite 1675 Dallas Texas 75243, and the name of its initial registered agent at such address is Jackson Su.

ARTICLE 5 MEMBERSHIP IN THE ASSOCIATION

The Association will be a nonstock membership corporation. The Declaration and Bylaws will determine the number and qualifications of members of the Association (each a "Member," and collectively, "Members"), the classes of membership, the voting rights and other privileges of membership, the period of exclusive control of the Association by Declarant, and the obligations and liabilities of Members. Cumulative voting is prohibited.

Subject to paragraph 6.04 of the Declaration, Members holding fifty-one percent (51%) of the aggregate votes entitled to be cast by all Members (or all Members of the class in question, with respect to the election or removal of Directors (defined below)) represented at a meeting of the Members will constitute a quorum for voting on matters brought before the Members ("Quorum"). Members may be represented at any meeting in person or by a legitimate proxy in form approved by the Board of Directors, by absentee ballot, or by electronic ballot; however, an absentee or electronic ballot may be counted as a Member present and voting for the purpose of establishing a Quorum only for items appearing on the ballot. Except as otherwise provided by the Act, the Declaration, this Certificate of Formation, or the Bylaws, the vote of Members holding, in the aggregate, a majority of the votes entitled to be cast by the Members (or, subject in any event to paragraph 6.04 of the Declaration, the Members of the class in question, with respect to the election or removal of Directors) present or voting by a legitimate proxy in form approved by the Board of Directors, by absentee ballot, or by electronic ballot, at a called meeting at which a Quorum is present, will be the act of the Members; however, an absentee or electronic ballot may not be counted, even if properly delivered, if the Member actually attends the meeting to vote in person and does so cast a vote at the meeting, and may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot. Notice requirements for all actions proposed to be taken by the Association that require an approval by a vote of the Members will be given as set forth in the Bylaws.

**ARTICLE 6
BOARD OF DIRECTORS**

The affairs of the Association will be managed by a board of directors (“Board of Directors”) consisting of three (3) directors (each a “Director,” and collectively, “Directors”). The names and addresses of the persons who are to serve as the initial Directors are as follows: Jackson Su, Chun Yi “George” Huang, and Bin Wan.

An action required by the Act to be taken at a meeting of the Directors or a committee of the Directors, or an action that may be taken at a meeting of the Directors or a committee of the Directors, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting.

**ARTICLE 7
NO PERSONAL LIABILITY; INDEMNIFICATION**

No Director or officer (each an “Officer,” and collectively, “Officers”) of the Association will be liable to the Association or its Members for monetary damages for an act or omission in the Director’s or Officer’s capacity as a Director or Officer, respectively, except for liability for (a) a breach of a Director’s or Officer’s duty of loyalty to the Association or its Members, (b) an act or omission not in good faith that constitutes a breach of duty of the Director or Officer to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which a Director or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director’s or Officer’s position, or (d) an act or omission for which the liability of a Director or Officer is expressly provided for by an applicable statute. If the Texas Business Organizations Code, the Act, or other applicable law is amended to authorize action further eliminating or limiting the liability of Directors or Officers, then the liability of a Director or Officer of the Association will be eliminated or limited to the fullest extent permitted by the Texas Business Organizations Code, the Act, or other applicable law, as so amended. Any repeal or modification of this paragraph by the Members will not adversely affect any right or protection of a Director or Officer existing at the time of the repeal or modification.

Directors and Officers of the Association will be indemnified as provided in the Bylaws, as amended from time to time.

**ARTICLE 8
ORGANIZER**

The name and street address of the organizer of the Association is as follows: Jackson Su, 12801 North Central Expressway, Suite 1675, Dallas Texas 75243.

**ARTICLE 9
DISTRIBUTION OF ASSETS IN THE PROCESS OF DISSOLUTION**

On dissolution, after payment, satisfaction, and discharge of the Association's liabilities and obligations, the remaining assets of the Association will be distributed to the then Members of the Association in proportion to their respective interests.

EXECUTED as of 12-13, 2019.



Jackson Su, Organizer

CERTIFICATE BY OFFICER

The undersigned, being the President of the Association, joins in the execution of this Certificate of Formation as required by Texas Business Organizations Code section 20.001.

EXECUTED as of December 13th, 2019.

Jackson Su, President

