

FILED
In the Office of the
Secretary of State of Texas

MAR 27 2017

Corporations Section

CERTIFICATE OF FORMATION
of
SIERRA VISTA AT CANYON GATE PROPERTY OWNERS ASSOCIATION
(a TEXAS NONPROFIT CORPORATION)

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE
NAME

The name of the corporation is SIERRA VISTA AT CANYON GATE PROPERTY OWNERS ASSOCIATION.

ARTICLE TWO
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE
PURPOSES

The purposes for which the corporation is organized are as follows:

(1) The specific and primary purpose for which this corporation is organized is to govern the affairs of that certain real property commonly known as "Sierra Vista," a real estate development in Brazoria County, Texas, according to the "Declaration of Covenants, Conditions and Restrictions for Sierra Vista" and any subsequent "Supplemental Declarations" thereto (collectively the "Declaration") recorded or to be recorded in the Official Public Records of Real Property of Brazoria County, Texas. IT IS NOT ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF SIERRA VISTA OR THEIR GUESTS AND INVITEES. NEITHER THE DEVELOPER, LAND TEJAS STERLING LAKES SOUTH, L.L.C., A TEXAS LIMITED LIABILITY COMPANY, ITS SUCCESSORS, ASSIGNS, BENEFICIARIES OR PARTNERS NOR ANY DECLARANT OF ADDITIONAL LAND BROUGHT WITHIN THE JURISDICTION OF THE CORPORATION, THE CORPORATION, ITS BOARD, NOR ITS OFFICERS, DIRECTORS OR ITS AGENTS, WILL EVER IN ANY WAY BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN SIERRA VISTA NOR WILL THEY BE LIABLE FOR ANY LOSS OR DAMAGE BY REASON OF ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

(2) The general powers of the corporation are:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration, as may be amended or supplemented from time to time, as well as the restrictive

covenants applicable to any other subdivisions brought within the jurisdiction of the corporation;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(c) acquire (by gift, purchase or otherwise), 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 the corporation;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common area, if any (as identified and defined in the Declaration), to any public agency, authority, or utility;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Business Organizations Code or any successor statute by law may now or hereafter have or exercise; and

(h) have and exercise any and all powers, rights and privileges which a property owners' association may now or hereafter have or exercise per the Texas Property Code.

(3) Notwithstanding any of the foregoing statements of purposes and powers, this corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph (1) of this Article Three, and nothing set forth in the foregoing statement of purposes will be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such.

ARTICLE FOUR **MEMBERSHIP**

Each owner, whether one person or more, of a lot in Sierra Vista will, upon and by virtue of becoming such owner, automatically become a member of the corporation and remain a member of the corporation until ownership of the lot ceases for any reason, at which time the membership in the corporation will also automatically cease. Membership in the corporation is mandatory and

appurtenant to the ownership of a lot in Sierra Vista. Membership in the corporation may not be separated from ownership of a lot in Sierra Vista.

ARTICLE FIVE VOTING RIGHTS

The corporation will have two (2) classes of voting membership:

- Class A. Class A members will be all owners, with the exception of Developer, and will be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in a lot, all such persons will be members. The vote for such lot may be exercised as they determine, but in no event may more than one (1) vote be cast with respect to any lot. Holders of future interests not entitled to present possession are not owners for the purposes of voting hereunder.
- Class B. The Class B member will be Developer, or its successors or assigns so designated in writing by the Developer, and will be entitled to seven (7) votes for each lot owned. The Class B membership will cease and be converted to Class A membership at the end of the Developer Control Period, as set forth in the Declaration.

ARTICLE SIX INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2800 Post Oak Boulevard, Suite 5777, Houston, Texas 77056 and the name of its initial registered agent at such address is Rick S. Butler.

ARTICLE SEVEN MANAGEMENT

The affairs of the corporation will be managed by its Board of Directors, which will initially consist of three (3) Directors, who need not be members of the corporation until the expiration date of the Developer Control Period, as set forth in the Declaration. The Directors will be appointed and elected as set forth in the Bylaws of the corporation. The number of Directors may be increased as provided in the Bylaws of the corporation. The names and addresses of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rachel Gwin	2450 Fondren, Suite 210 Houston, Texas 77056
Jeff Sheehan	2450 Fondren, Suite 210 Houston, Texas 77056
Tim Johnson	2450 Fondren, suite 210 Houston, Texas 77056

**ARTICLE EIGHT
ORGANIZER**

The names and street address of the organizer is:

NAME

AIP. Brende

ADDRESS

2450 Fondren, Suite 210
Houston, Texas 77056

**ARTICLE NINE
DISSOLUTION**

The corporation may be dissolved by the vote of the members representing not less than two-thirds (2/3rds) of the votes of both classes of the members (as long as there are Class B members) in the corporation, which vote will be taken at a meeting of the members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation must be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets will be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE TEN
AMENDMENTS**

Amendment of this Certificate of Formation requires the assent of members representing two thirds (2/3rds) of the votes of both classes of the members of the corporation (as long as there are Class B members) that are in attendance (either in person or by proxy) and entitled to vote at a meeting of the members called for such purpose.

**ARTICLE ELEVEN
INDEMNIFICATION**

The corporation must indemnify each director or former director and each officer or former officer of the corporation to the fullest extent allowed by the Texas Business Organizations Code.

IN WITNESS WHEREOF, we have hereunto set our hand, on this 27 day of March, 2017.

By: 
AIP. Brende