



Office of the Secretary of State

CERTIFICATE OF FILING OF

Magnolia Forest Community Association
File Number: 805292070

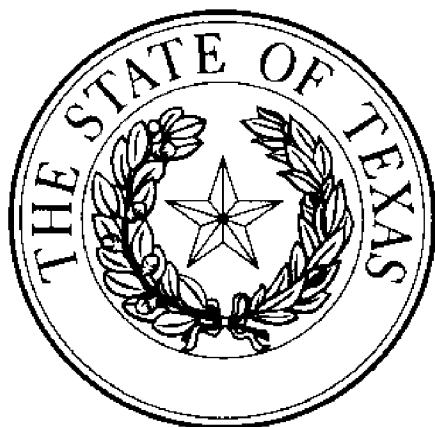
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

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: 10/26/2023

Effective: 10/26/2023



A handwritten signature in black ink that reads "Jane Nelson".

Jane Nelson
Secretary of State

CERTIFICATE OF FORMATION
OF
MAGNOLIA FOREST COMMUNITY ASSOCIATION

ARTICLE ONE
NAME

The name of the corporation is Magnolia Forest 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 corporation is organized in accordance with, and shall operate for non-profit purposes pursuant to, the Texas Business Organizations Code, and does not contemplate pecuniary gain or profit to its members.

ARTICLE FIVE
POWERS

In furtherance of its powers, the corporation shall have the following powers which, unless indicated otherwise by this Certificate of Formation, or that certain Declaration of Covenants, Conditions and Restrictions for Magnolia Forest, recorded in the Official Public Records of Montgomery County, Texas, as the same may be amended from time to time (the "Declaration"), or the bylaws or applicable law, may be exercised by the Board of Directors:

- (a) all rights and powers conferred upon nonprofit corporations by applicable law;
- (b) all rights and powers conferred upon property associations by applicable law, in effect from time to time, *provided, however, that the corporation shall not have the power to institute, defend, intervene in, settle or compromise proceedings in the name of any Owner or Member*; and

- (c) all powers necessary, appropriate, or advisable to perform any purpose or duty of the corporation as set out in this Certificate of Formation, the bylaws, the Declaration, or applicable law.

Notwithstanding any provision in Article Fourteen to the contrary, any proposed amendment to the provisions of this Article Five shall be adopted only upon an affirmative vote of Members holding one-hundred percent (100%) of the total number of votes of the corporation, and the Declarant during the Development Period.

Terms used by not defined in this Certificate of Formation shall have the meanings subscribed to such terms in the Declaration.

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/VOTING

The corporation shall have two tiers of members for voting purposes, as provided in the bylaws of the corporation and in the Declaration.

ARTICLE EIGHT INITIAL REGISTERED OFFICE AND AGENT; INITIAL MAILING ADDRESS

The street address of its initial registered office is 681 Greens Parkway, Suite 220, Houston, Texas 77067 and the name of its initial registered agent at such address is Michael Johnson. The initial mailing address is 681 Greens Parkway, Suite 220, Houston, Texas 77067.

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:

Brian Gibson	681 Greens Parkway, Suite 220 Houston, TX 77067
Kim Stewart	681 Greens Parkway, Suite 220 Houston, TX 77067
Jose Espinoza	681 Greens Parkway, Suite 220 Houston, TX 77067

The number of directors may be increased or decreased by adoption or amendment of the bylaws, and/or resolution of the Board of Directors, 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
Galleria Tower II
5051 Westheimer, Suite 1200
Houston, Texas 77056

**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 called for that purpose, in person or by proxy.



Sarah Ann Powers, Organizer