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# WOODFOREST CIVIC ASSOCIATION INC.

314 Freeport Street  
Houston, Texas, 77015

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## RESOLUTION AMENDING BY-LAWS

WHEREAS, the Board of Directors of the Woodforest Civic Association, Inc., (the "Association"), held a Board of Directors' meeting on 10/8/2013 and

WHEREAS, during the course of business, a vote of the Board of Directors was taken to amend the By Laws, such that the Fifth Amended and Restated By Laws, attached hereto as Exhibit "A" and incorporated herein for all purposes, become the operative set of By Laws for the Association;

WHEREAS, upon review of the votes for the above amendment(s) to the By Laws, it was determined that the attached changes to the Association's By Laws were passed by a vote of the Board of Directors; NOW, THEREFORE,

BE IT RESOLVED, that the Association, acting by and through its Board of Directors, adopts the Fifth Amended and Restated By Laws of Woodforest Civic Association, Inc., such document, attached hereto as Exhibit "A", incorporating the changes and additions to the initial set of Amended By Laws voted upon and approved by the Board of Directors; and

BE IT FURTHER RESOLVED, that a true and correct copy of the Fifth Amended and Restated By Laws of Woodforest Association, Inc., attached hereto as Exhibit "A", shall be filed in the real property records of Harris County, Texas.

The resolution was adopted by the Board of Directors on 10/8/2013

IN WITNESS WHEREOF, the undersigned have executed this Resolution on the 7th day of November, 2013.

Daniel Moon  
DIRECTOR

Debbie Lonon  
DIRECTOR

Condi Gittles  
DIRECTOR

Donald W. Bagley  
DIRECTOR

[Signature]  
DIRECTOR

Deirdre Bennett  
DIRECTOR

Marcus Rodriguez  
DIRECTOR

\_\_\_\_\_  
DIRECTOR

\_\_\_\_\_  
DIRECTOR

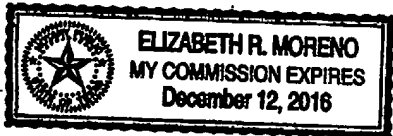
\_\_\_\_\_  
DIRECTOR

\_\_\_\_\_  
DIRECTOR

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STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

This instrument was acknowledged by each and every one of the aforesaid Directors on  
this the 7th day of November, 2013



*Elizabeth R. Moreno*

NOTARY PUBLIC, State of Texas

Elizabeth R. Moreno

Printed Name

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**EXHIBIT "A"**  
**FIFTH AMENDED AND RESTATED BY-LAWS**  
**OF**  
**WOODFOREST CIVIC ASSOCIATION, INC.**

**ARTICLE I.**  
**NAME**

The name of the corporation is Woodforest Civic Association, Inc., hereinafter referred to as the "Association" or the "Club". The principal office of the corporation shall be at such location as designated from time to time by the Board of Directors and reflected as such with the Secretary of State of the State of Texas, but meetings and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

**ARTICLE II.**  
**PURPOSE AND DEFINITIONS**

The purpose of the Club shall be to promote the civil, cultural, and general welfare of the residents and property owners of WOODFOREST and all other residents of Harris County, Texas. The following words, when used in these Bylaws, unless a different meaning or intent clearly appears from the context, shall have the following meanings:

- Section 1.** "Association" or "the Club" shall mean WOODFOREST CIVIC ASSOCIATION, INC., a Texas Non-Profit Corporation.
- Section 2.** "Articles" shall mean the Articles of Incorporation of the Association.
- Section 3.** "Common Area" shall mean all real property, if any, together with improvements thereon, owned by the Association for the common use and enjoyment of the Owners.
- Section 4.** "Lots" shall mean and refer to any of the numbered lots shown on the Woodforest Subdivision Plat, including all current sections to same as well as all future additions annexed and under the purview of the Association, including any lots created by the replatting of a Lot or other tract of land.
- Section 5.** "Owner(s)" and/or "Owner's Representative" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Lots, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.
- Section 6.** "Property" shall mean and refer to that certain real property being the Lots and Common Areas within the Woodforest Subdivision and any additional property hereafter added to the jurisdiction of the Association as provided by the Declarations on file for all sections of the subdivision.
- Section 7.** "Restrictions" shall mean and refer to any restrictive covenants applicable to the Property as may be filed in the Official Public Records of Real Property of the Harris County, Texas.
- Section 8.** "Member" shall mean and refer to those persons entitled to membership as provided in the Bylaws, the Restrictions and Articles of Incorporation.

**ARTICLE III.**  
**MEMBERSHIP**

- Section 1.** Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Association during his period of ownership. Membership shall be appurtenant to and may not be separated from the ownership of a Lot.
- Section 2.** Each Member shall be entitled to one (1) vote for each Lot owned in fee. The voting rights of a Member or the right to run for a Board position may not be restricted nor suspended by action of the Board of Directors. The rights and privileges of a Member are protected regardless of unpaid assessments or deed restriction history in accordance with SB 472 (9/1/11) and HB 2761 (1/1/12).
- Section 3.** Members are subject to the payment of periodic assessments levied and to be levied by the Association, which are imposed against the Owner of, and become a lien upon, all of the Property against which such assessments are made, as provided in the Restrictions. Each such assessment, together with interest thereon and cost of collection thereof, as provided in the Restrictions, shall also be the personal obligation of the person who was the Owner of such Property at the time when the assessment fell due.
- Section 4.** Membership in the Association shall continue only so long as such Member shall own Property. Membership in the Association shall not be transferable; provided, however, that 1) upon the sale by a Member of Property, the purchaser of such Property shall become a Member of the Association, and 2) in the event that ownership of Property shall devolve upon another person or other persons by virtue of the death of an individual Member, or by virtue of the termination of a trust or partnership, or by the dissolution of a corporation, or otherwise, the person or persons succeeding to an interest in Property shall become Members of the Association.
- Section 5.** When Property is owned in common tenancy, membership in the Association by virtue thereof shall be joint, and the rights of such membership (including the voting rights arising therefrom) shall be exercised by the joint action of all of the common owners.
- Section 6.** The Association shall be entitled to recognize the exclusive right of a person registered on its books as a Member of the Association for purpose of voting, or for any other purpose, and shall not be bound to recognize any equitable or other claim on the part of any other person, whether or not the Association shall be express or other notice thereof, except as otherwise provided by the laws of the State of Texas.

**ARTICLE IV.**  
**MEETING OF THE MEMBERS**

- Section 1.** **Regular Meetings.** Regular meetings of the members shall be held, without notice, at such place and time as may be fixed by the Board of Directors. Regular meetings are only for the purpose of updating members on the affairs of the Association. Regular meetings shall be conducted as an open forum, at which a quorum shall not be necessary, nor may any voting be conducted thereat.
- Section 2.** **Annual Meeting.** An annual meeting of the Members shall be held in the last quarter of every year. At such meeting, voting Members shall elect, by a plurality vote, a Board of Directors and may transact such other business as may be brought before the meeting, except as may be provided hereinafter. All meetings of Members for the election of Directors shall be held at such place as the Board of Directors may from time to time designate, as stated in the notice of such meeting or duly executed waiver of notice thereof; at this meeting a quorum must be obtained. (See Article IV, Section 5).
- Section 3.** **Special Meetings.** A special meeting of the Members may be called by the President of the Board of Directors when requested to do so in writing by a majority of the Board, or shall be called by

the President or Secretary upon written request of Members entitled to cast at least one-fifth (1/5) of all the votes of the entire membership of the Association. The membership's written request shall set forth the purposes to be accomplished at the requested special meeting. In addition, the President may call a special meeting whenever he believes it to be in the best interest of the Members, stating the purpose of the meeting. The business transacted at any special meeting of Members shall be limited to the purpose stated in the notice thereof.

**Section 4.** Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or no more than sixty (60) day before the day of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Member entitled to vote at such meeting. The Board of Directors may fix in advance a date, not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice of and to vote at, any such meeting, and any adjournment thereof, and in such case such Members and only such Members as shall be Members of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, notwithstanding any change of Membership on the books of the Association after any such record date fixed as aforesaid.

**Section 5.** Quorum. Unless otherwise provided in the Articles, Members entitled to cast two percent (2%) of the votes of the membership, represented in person or by proxy, shall constitute a quorum at a meeting of Members.

**Section 6.** Proxy/Absentee Ballot. Member may vote in person or by proxy/absentee ballot executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months from the date of its execution.

#### **ARTICLE V. MANAGEMENT BY THE BOARD OF DIRECTORS**

The management and administration of the Club shall be vested in the Board of Directors, hereinafter referred to as "the Board", and subject to Article VIII of these bylaws.

**Section 1.** Number and Qualifications. The affairs of the Association shall be managed by a Board of not less than five (5) and no more than eleven (11) Directors, who must be members of the Association.

**Section 2.** Term of Office. At the 2013 annual meeting, six (6) Directors will be elected to a two-year term and five (5) Directors will be elected to a one-year term. Thereafter, at each annual election, the Board positions with expiring terms will be elected to two-year terms. Each Director elected shall hold office until his term expires and until his successor is elected and qualified, or until his earlier death, resignation or removal. Directors need not be residents of the State of Texas, but each Director shall be a Member of the Association.

**Section 3.** Re-Election and Appointment. If a board member's term expires, he must be re-elected by the members. A board member can only be appointed to fulfill an unexpired term of a vacated position, in accordance with SB 472 (9/1/11) and HB 2761 (1/1/12).

**Section 4.** Removal. At any meeting of Members called expressly for the purpose of removing a Director or Directors, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of three-fourth's (3/4) majority of the Membership. A new Board of Director, or an entire panel of Directors may be elected at the same meeting where the vote to remove a director or directors is

effected. A board member is automatically removed and permanently barred from any Board position upon proof of any felony or crime of moral turpitude, in accordance with SB 472 (9/1/11) and HB 2761 (1/1/12).

**Section 5.** Any Director may resign at any time upon giving written notice to the Association.

**ARTICLE VI.  
OFFICERS AND THEIR DUTIES**

**Section 1.** Enumeration of Offices. The officers of the Association shall consist of a President, one or more Vice President(s), a Secretary and a Treasurer; each of whom shall be elected by the Board of Directors. No director may hold more than one (1) office at a time.

**Section 2.** Election of Officers. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, Vice President(s), a Secretary, and a Treasurer.

**Section 3.** Special Appointments. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as may be necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**Section 4.** Term. Each officer of the Association shall hold office until his successor is chosen and qualified or until his earlier death, resignation or removal.

**Section 5.** Resignation and Removal. Any officer may resign at any time upon giving written notice to the Association. Any officer or agent or member of the executive committee or any other committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association will be served.

**Section 6.** Vacancies. Any vacancy occurring in any office of the Association by death, resignation, removal, or otherwise shall be filled by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7.** Duties. The duties of the officers are as follows:

President

(a) The President shall have such powers and duties as usually pertain to such office, except as may be modified by the Board of Directors. Unless the Board of Directors shall otherwise delegate such duties, the President shall have general powers of oversight, supervision, and management of the business and affairs of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages, and other contracts of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

Vice-President

(b) The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He shall perform such other duties and have such other powers, as the Board of Directors shall prescribe.

Secretary

(c) The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members, and record or cause to be recorded, all the proceedings of the meeting of the Association and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of

the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be.

Treasurer

- (d) The Treasurer shall prepare the monthly financial report to be presented at the Board of Directors regular meetings. [Other duties have been relegated to Office Management staff to keep or cause to be kept, i.e., full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. Office Management shall disburse or cause to be disbursed, the funds of the Association as may be ordered by the Board of Directors, and shall render or cause to be rendered, to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions and of the financial condition of the Association.]

**ARTICLE VII.**

**NOMINATIONS AND ELECTIONS OF OFFICERS**

Section 1. Nomination. At least sixty (60) days prior to the date of each annual meeting of the Members, the Board shall give Official Notice to all Members of said annual meeting. A Nominating Committee may be formed to assist with the nomination process. Said Committee must be comprised of at least three (3) Members and be active within 4 months of an election. Any Owner may nominate himself/herself or any other person for election to the Board. Nominations shall be made in writing and submitted to the Association or any member of the Board no less than forty-five (45) days prior to the date of the annual meeting of the Members. Floor nominations for Board positions shall not be accepted at the annual meeting of the Members.

Section 2. Election. Each Member may cast as many votes as such Member is entitled to pursuant to the provisions of Section 2 and Section 5 of Article III of these Bylaws. At each election for Directors, every Member entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes as he is entitled to cast for as many persons as there are Directors to be elected, and for whose election he has the right to vote. Cumulative voting in the election of Directors is not permitted.

Section 3. Vacancy. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though not less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the Members or at a special meeting of the Members called for that purpose. A Director elected to fill a newly created directorship shall hold office until the expiration of his term and until his successor is elected and qualified or until his earlier death, resignation or removal.

**ARTICLE VIII.**

**DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

The Board shall have, subject to Article X, Section 1 of these Bylaws, the entire charge, control, administration, and the management of the affairs of the Club. The Board shall execute all measures and proceedings necessary to advance the purpose of the Club. It shall keep a correct record of its proceedings and submit a report of the same to the members at the next regular meeting. The Directors shall audit the Club's books once each year within two (2) weeks of the Annual meeting and shall furnish a written copy of such audit to the President and Vice President.

Section 1. Powers. The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions thereof;
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association by dedicatory instrument or state law and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation, or the Restrictions; and
- (c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- (d) the Board has the power to make expenditures, to perpetuate the Association and to provide for the general maintenance of the Association and its Common Areas.

**Section 2.**     **Duties.**     It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs;
- (b) supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (c) as more fully provided in the Restrictions, to set the amount of the annual maintenance assessments and supervise all matters in collection thereof;
- (d) cause the Common Area to be maintained;
- (e) ensure that the Association maintains current true and accurate financial records with full and correct entries with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices and shall audit the Club's financial records once a year;
- (f) ensure that all records, books and annual reports of the financial activity of the Association shall be kept at the registered office or principal office of the Association in Texas for at least three (3) years after the closing of each fiscal year and shall be available to the membership for inspection and copying there during normal business hours.

**ARTICLE IX.**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.**     **Meetings.**     Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

**Section 2.**     **Regular Meetings.**     Regular meetings of the Board of Directors may be held at such time and at such place as may be fixed from time to time by resolution of the Board.

**Section 3.**     **Special Meetings.**     Special meetings of the Board of Directors may be called by the President, and shall be called by the President or the Secretary on the written request of not less than three (3) Directors. Written notice of special meetings of the Board of Directors shall be given to each Director at least three (3) days before the date of the meeting.

**Section 4.**     **Quorum.**     A quorum of the Board of Directors shall be established by the presence of a majority of the possible maximum number of elected/appointed directors at a meeting of the Directors. The majority of the Directors shall have the right to take any action in the absence of a meeting which they



could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approval shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE X.**  
**RIGHTS OF MEMBERS**

**Section 1.** The members of the Club shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present and voting at any annual or special meeting at which a quorum is present, shall be binding upon the Club and upon the Board.

**Section 2.** Member (Owner) shall have all the rights and privileges of membership including the right to vote, hold office, serve on committees, make motions to debate, An exception may be allowed, by board majority vote, in the event that said members (husband and wife) own multiple properties. Nothing in this provision shall prevent husband and wife from serving on the same committee.

**ARTICLE XI.**  
**SPECIAL ASSESSMENTS**

Special assessments may be levied by a three-fourths (3/4) vote of the members of the Board at any meeting of the Board at which a quorum as defined herein is present however, that no such assessments shall exceed the sum of \$50 per lot in any given year, and provided further, that such proposal for assessment shall have been submitted in writing at the previous meeting of the Board.

**ARTICLE XII.**  
**COMMITTEES**

**Section 1.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees. There shall be, in addition to such committees as the Board shall determine, the following standing committees which such duties as the Board may designate, such committees being:

Deed Restriction Committee  
Beautification Committee  
Community Awareness Committee

**Section 2.** The Chairperson of such committees shall be appointed by the President with the approval of the Board. Each committee Chairperson shall have the responsibility to select the members of his committee necessary to discharge the functions of such committee and to maintain a record of the activities of the committee and furnish a copy of the record to the President and/or Vice President at the appropriate time.

**ARTICLE XIII.**  
**NOTICES**

**Section 1.** Whenever any notice is required to be given to any Member or Director under the provisions of any statute, the Articles, these Bylaws or the Restrictions, it shall be given in writing and delivered personally or mailed to such member or Director at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail with sufficient postage thereon prepaid. Notice to Directors may also be given by telegram, and notice given by such means shall be deemed given at the time it is delivered to the telegraph office.

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**Section 2.** Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express stated purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**ARTICLE XIV.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify any and all of its Directors or officers or former Directors or officers against expenses and cost (including reasonable attorneys' fees) actually and necessarily and reasonably incurred by them, or any of them, in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or officers or a Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to have been guilty of negligence or misconduct in respects of the matter in which indemnity is sought. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settling or a plea of nolo contendere when it appears to be in the interest of the Association. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the Members or otherwise.

**ARTICLE XV.  
GENERAL PROVISIONS**

**Section 1.** No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, Directors or Officers.

**Section 2.** No Director shall receive compensation for any service he may render to the Association. Further, the Association shall make no loans to its Directors or Officers. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 3.** Upon dissolution or final liquidation, the Association may make a distribution to its Members, but only as permitted by the Texas Non-Profit Corporation Act and the U.S. Internal Revenue Code of 1954, as amended.

**Section 4.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**Section 5.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors and committees having any authority of the Board of Directors. All books and records of the Association may be inspected at the office of the Association by any Member or the agent or attorney of such Member for any proper purpose during regular business hours of the Association.

**Section 6.** All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors from time to time may designate.

**ARTICLE XVI.  
AMENDMENT OF BY-LAWS**

**Section 1.** These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted:

- (a) at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the Board of Directors, subject to repeal or change at any regular or special meeting of the Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat,

provided notice of the proposed repeal or change is contained in the notice of such meeting of Members; or

- (b) at any regular or special meeting of Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat, provide notice of the proposed alteration, amendment or repeal (or a statement that new Bylaws are proposed to be adopted) is contained in the notice of such meeting of the Members.

**Section 2.** In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Restrictions and these Bylaws, the Restrictions shall control.

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# Pages 12  
11/08/2013 14:08:47 PM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
STAN STANART  
COUNTY CLERK  
Fees 56.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

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.



*Stan Stanart*

COUNTY CLERK  
HARRIS COUNTY, TEXAS