

INWOOD FOREST COMMUNITY IMPROVEMENT ASSOCIATION, INC.

2011 SPECIAL HOMEOWNERS MEETING

DECEMBER 1, 2011

AGENDA

- I. Call Meeting to Order – Jane Martin
 - A. Appointment of Parliamentarian
 - B. Appointment of Sergeant at Arms
 - C. Introduction of the Board Members Present
 - E. Verification of Quorum
 - F. Orders of the Day
 - G. Roberts Rules of Order

- II. History of Inwood Forest Homes Association (IFHA) & Inwood Forest Community Improvement Association, Inc. (IFCIA) – Julie Grothues

- III. Merger of IFHA and IFCIA with IFCIA being the Surviving Entity – Matt Kornhauser & Frank Mapel of Hoover Slovacek, LLP

- IV. Introduction of Residents to be Nominated for Appointment to IFHA Board – J. Grothues

- V. Questions from the Membership – Jane Martin

- VI. **Resolution #1** – Appointment of Members to the IFHA Board

- VII. Recess of the IFCIA Special Meeting of the Membership – Jane Martin

- VIII. IFHA Board Meeting – Resolution Regarding the Merger of IFHA with IFCIA

- IX. IFCIA Board Meeting – Resolution Regarding the Merger of IFHA with IFCIA

- X. Reconvene the IFCIA Special Meeting of the Membership – Jane Martin

- XI. **Resolution # 2** - Resolution Regarding the Merger of IFHA with IFCIA

- XII. Adjournment

The next meeting of the IFCIA membership will be the annual meeting on Thursday, January 26th at 7:30 pm.

Inwood Forest
 IFHA / IFCIA summary per review of the deed restrictions
 Revised 11/30/11

Section #	Date Executed	Date Executed Per Lawsuit Files	Date Recorded w/ Harris Co. Per Lawsuit File	# of lots	Per Recorded Deed Restrictions	
					IFHA Deeds	IFHA Maintenance Dues
6	4/22/1969*	2/27/1969	2/28/1969	76 ***	76	76
1C	9/3/1969	9/3/1969	9/11/1969	39	39	39
12	4/1/1971	4/1/1971	4/14/1971	130 **	130	130
16-19	not noted	8/4/1977	8/8/1977	8	8	8
					253	253

* The online copy of these deed restrictions refers to IFCIA for both deeds and maintenance dues. This version was not filed with Harris County per HS's search for the lawsuit.

** This is either 130 or 138. The copy of the plat I have is hard to read.

*** Per count of lots on plat. Printed # on plat is hard to read.

TEXAS SECRETARY of STATE
HOPE ANDRADE

[UCC](#) | [Business Organizations](#) | [Trademarks](#) | [Notary](#) | [Account](#) | [Help/Fees](#) | [Briefcase](#) | [Logout](#)

BUSINESS ORGANIZATIONS INQUIRY - VIEW ENTITY

Filing Number: 25394001 **Entity Type:** Domestic Nonprofit Corporation
Original Date of Filing: November 21, 1968 **Entity Status:** Involuntarily dissolved
Formation Date: N/A **Non-Profit Type:** N/A
Tax ID: 30000528460 **FEIN:**
Duration: Perpetual
Name: INWOOD FOREST HOMES ASSOCIATION
Address: 4122 VICTORY DR
 HOUSTON, TX 770887322 USA

<u>REGISTERED</u> <u>AGENT</u>	<u>FILING</u> <u>HISTORY</u>	<u>NAMES</u>	<u>MANAGEMENT</u>	<u>ASSUMED</u> <u>NAMES</u>	<u>ASSOCIATED</u> <u>ENTITIES</u>
View Document				Effective	Eff. Page
Image	Number	Filing Type	Filing Date	Date	Cond Count
<input checked="" type="checkbox"/>	3753724	Articles of Incorporation	November 21, 1968	November 21, 1968	No 3
<input checked="" type="checkbox"/>	252258820002	Change of Registered Agent/Office	October 5, 1970	October 5, 1970	No 2
N/A	3753725	Tax Forfeiture	April 9, 1971	April 9, 1971	No N/A
<input checked="" type="checkbox"/>	3753726	Reinstatement	August 3, 1972	August 3, 1972	No 2
<input checked="" type="checkbox"/>	3753727	Change of Registered Agent/Office	March 5, 1973	March 5, 1973	No 1
<input checked="" type="checkbox"/>	3753728	Articles Of Amendment	October 30, 1973	October 30, 1973	No 2
<input checked="" type="checkbox"/>	3753729	Change of Registered Agent/Office	January 14, 1974	January 14, 1974	No 2
<input checked="" type="checkbox"/>	3753730	Change of Registered Agent/Office	February 15, 1974	February 15, 1974	No 1
<input checked="" type="checkbox"/>	3753731	Miscellaneous <i>letter re: FTR exempt</i>	May 1, 1977	May 1, 1977	No 1
<input checked="" type="checkbox"/>	148403940001	Report Notice	October 24, 2006	October 24, 2006	No 1
<input checked="" type="checkbox"/>	152225480001	Notice of Forfeited Rights for non-filing of Periodic Report	November 28, 2006	November 28, 2006	No 1
<input checked="" type="checkbox"/>	165151310001	Involuntary Dissolution	March 29, 2007	March 29, 2007	No 1

FTR = FRANCHISE TAX REPORT

8

IFCIA- 1974 ANNUAL MTG MINUTES

January 20, 1974

The 1974 annual meeting of the members of Inwood Forest Community Improvement Association was called to order at 7:30 p.m. by President Paul Meeting. Present were 140 residents of Inwood Forest, Directors Aeck, Brynos, Hutton, Meeting and Mick, and Legal Counsel, Dennis Largo.

A motion was made to include all residents of the Inwood Forest subdivisions to become members in good standing of the corporation subject to the by-laws of the corporation as of this date. Seconded. Motion carried.

The matter of electing new directors to fill vacant positions 2 and 4 resulting from the request for resignation by Directors Meeting and Brynos. Following the election these resignations would become effective. Five persons had submitted an intent to run in due form prior to this meeting. Nominations were opened to the floor. With no further nominations, a motion was made to close the nominations. Seconded. Carried. For Position 2, Mr. Wayne Seidler, Section 10, received a majority of votes. For Position 4, Mr. Jack Closson, Section 12, received a majority of votes. Both were declared as elected to these positions.

Following a brief recess for the Board of Directors, Mr. Paul Meeting announced the officers for the Board for 1974.

President, Mr. R. M. Hutton
Secretary, Mr. Jack Closson
Vice President - Operations, Marsha Mick
Vice President - Civic Affairs, Wayne Seidler
Treasurer - Don Aeck

The resignations of Mr. Meeting and Mr. Brynos were accepted by the Board and corporation members.

A motion was made that the Board of Directors be given authority to enforce deed restrictions as stated in each Section's Restrictions as recorded with the State of Texas, County of Harris. Seconded, Motion carried.

At this time Mr. Don Aeck presented the budget for 1974. A question and answer session followed, after which, a motion was made to accept this budget as prepared by the Board for 1974. Seconded. Motion carried unanimously.

Following an open discussion session regarding civic affairs, communications, and service operations by those present, the meeting

TEXAS COMPTROLLER *of* PUBLIC ACCOUNTS

WWW.WINDOW.STATE.TX.US



November 23, 2011

INWOOD FOREST HOMES ASSOCIATION
4122 VICTORY DR
HOUSTON TX 77088-7322

TAX CLEARANCE LETTER FOR REINSTATEMENT*

To: Texas Secretary of State
Corporation Section

Re: INWOOD FOREST HOMES ASSOCIATION
Taxpayer number: 30000528460
File number: 0025394001

The referenced entity has met all franchise tax requirements and is eligible for reinstatement through MAY 15, 2012.

ROBERT GARIBAY III
2H17
Enforcement Division
512-463-4865

****The reinstatement must be filed with the Texas Secretary of State on or before the expiration date of this letter. After this date, additional franchise tax filing requirements must be met, and a new request for tax clearance must be submitted.***

You can file for reinstatement online at www.sos.state.tx.us/corp/sosda/index.shtml. Forms and instructions for reinstatement are available at http://www.sos.state.tx.us/corp/forms_option.shtml or by calling 512-463-5582. This tax clearance letter must be attached to the reinstatement forms.

RESOLUTIONS FOR SPECIAL MEETING

IFCIA MEMBERS:

RESOLVED: that the following Inwood Forest lot owners are appointed as members of the reconstituted board of directors of IFHA, for the limited purposes of (1) appointing officers and a registered agent for IFHA, (2) filing the delinquent periodic report with the SOS to reinstate the corporate charter, and (3) voting on a merger of IFHA with IFCIA:

- Donna Davis, a resident of Section 6
- Rob Burchfield, a resident of Section 12
- Randy Brown, a resident of Section 16

IFHA BOARD:

RESOLVED: that the board of directors agrees that it is in the best interests of IFHA and its lot owners to file a periodic report and an application for reinstatement with the Texas Secretary of State.

FURTHER RESOLVED: that the following persons are appointed as officers of IFHA:

President— _____
 Secretary— _____

FURTHER RESOLVED: that _____, whose address is _____, is appointed as the corporation's registered agent.

FURTHER RESOLVED: that immediately following the corporation's reinstatement, the board of directors agrees to adopt the attached plan of merger, in compliance with the Texas Business Organizations Code, to merge with IFCIA, with IFCIA being the surviving entity.

IFCIA BOARD:

RESOLVED: that the board of directors agrees to adopt the attached plan of merger, in compliance with the Texas Business Organizations Code, to merge with IFHA, with IFCIA being the surviving entity.

IFCIA MEMBERS:

RESOLVED: that the resolution of the board of directors to adopt the attached plan of merger, in compliance with the Texas Business Organizations Code, to merge with IFHA, with IFCIA being the surviving entity, is approved by the members.

PLAN OF MERGER

I.

The names of the corporations proposing to merge are Inwood Forest Community Improvement Association, filing number 21192801, and Inwood Forest Homes Association, filing number 25394001, both of which are Texas non-profit corporations.

II.

The name of the surviving corporation will be Inwood Forest Community Improvement Association.

III.

The terms and conditions of the merger are that the merger shall become effective upon the issuance of a Certificate of Merger by the Texas Secretary of State.

IV.

Following the merger, all assets, legal rights and interests of Inwood Forest Homes Association will belong to Inwood Forest Community Improvement Association.

V.

The Articles of Incorporation of Inwood Forest Community Improvement Association, as they exist prior to the effective date of the merger, will continue in full force until amended as provided in its Articles and By-Laws.

VI.

Inwood Forest Community Improvement Association shall be responsible for all fees and franchise taxes imposed on Inwood Forest Homes Association.

NONPROFIT CORPORATION PERIODIC REPORT

Pursuant to the provisions of Section 22.357 of the Texas Business Organizations Code, the undersigned corporation hereby files its report setting forth:

1. The name of the corporation is INWOOD FOREST HOMES ASSOCIATION. Its filing number is 25394001.

2. It is incorporated under the laws of Texas.

3. The street address of the registered office of the corporation in the State of Texas is:
_____.

4. Its registered agent at such address is _____.

5. The names, addresses and positions held of its directors and officers are:

_____	_____	_____
_____	_____	_____
_____	_____	_____

Date: December ____, 2011.

INWOOD FOREST HOMES ASSOCIATION

By: _____,
_____, President

INWOOD FOREST HOMES ASSOCIATION

2011 SPECIAL BOARD MEETING

DECEMBER 1, 2011

AGENDA

I. Call Meeting to Order

- A. Appointment of Parliamentarian
- B. Appointment of Sergeant at Arms
- C. Verification of Quorum
- D. Orders of the Day

II. Discussion – Positions of President & Secretary

III. Resolution – Appointment of Officers and Registered Agent, Merger of IFHA with IFCIA

IV. Adjournment

INWOOD FOREST COMMUNITY IMPROVEMENT ASSOCIATION, INC.

2011 SPECIAL BOARD MEETING

DECEMBER 1, 2011

AGENDA

I. Call Meeting to Order – Jane Martin

- A. Appointment of Parliamentarian
- B. Appointment of Sergeant at Arms
- C. Verification of Quorum
- D. Orders of the Day

II. Resolution Regarding the Merger of IFHA with IFCIA

III. Adjournment