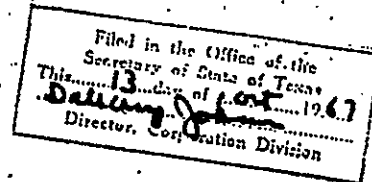


ARTICLES OF INCORPORATION  
OF  
SAN LUIS PASS RESORT COMMUNITY  
CIVIC ASSOCIATION



We, the undersigned, natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

The name of the corporation is SAN LUIS PASS RESORT COMMUNITY CIVIC ASSOCIATION.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The exclusive purpose for which this corporation is organized is to promote the social welfare of the San Luis Pass Resort Community, an unincorporated community in Brazoria County, Texas. Pursuant to this purpose, the corporation shall acquire, own, operate and maintain public works, not for profit but exclusively to promote the public interest of such area. No part of the earnings of the corporation shall inure to the benefit of any private person or entity. The corporation shall not carry on propaganda or otherwise attempt to

influence legislation or participate in or intervene in any political campaign. Subject always to the provisions of this paragraph, the corporation shall be authorized:

- (a) To acquire, own, operate and maintain public streets and the lighting and traffic control facilities therefor;
- (b) To acquire, own, operate, maintain and manage public parks and all types of public recreational and sports facilities;
- (c) To acquire, own, operate, maintain and manage public slips, boat houses, boat pilings, marines, all types of boating facilities, canals, channels, bulkheads, fills, lakes and all other types of waterways and all navigational facilities;
- (d) To supervise, control, enforce and manage the architectural harmony of residential subdivisions and all restrictive covenants as provided in applicable restrictions;
- (e) To supervise, control, enforce and manage the maintenance, improvement and beautification of residential subdivisions, all public areas located therein and to collect and expend assessments for all lawful purposes;
- (f) In general, to carry out any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Non-Profit Corporation Act and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE V.

The street address of the initial office of the corporation is Suite 800, \_\_\_\_\_ Center, Houston, Texas 77002, and the \_\_\_\_\_ ial registered agent at such address is Jac.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

J. C. Cobb, Jr. 12651 Memorial, Apt. No. 89  
Houston, Texas 77012

Walter Grover 4602 Jamaica Cove  
Galveston, Texas 77550

Jack E. Wilson 13302 Taylorcrest  
Houston, Texas 77024

Vacancies in the Board of Directors created by an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors in office at the time such increase is effected.

ARTICLE VII.

The name and street address of each incorporator is:

J. C. Cobb, Jr. 12651 Memorial, Apt. No. 89  
Houston, Texas 77012

Walter Grover 4602 Jamaica Cove  
Galveston, Texas 77550

Jack E. Wilson 13302 Taylorcrest  
Houston, Texas 77024

ARTICLE VIII.

This corporation shall have no members.

ARTICLE IX.


No part of the revenues of this corporation shall ever inure, directly or indirectly, to the benefit of any private person or entity and no director, officer or any other


person, at any time, either upon dissolution of this corporation or in any other event, shall be considered the owner of or entitled, to any extent, to any of the assets, funds, properties or profits of this corporation, all of which shall be used exclusively for the purposes for which this corporation is formed.

ARTICLE X.

All of the property of this corporation shall be held and administered to effectuate its purposes. In the event that the San Luis Pass Resort Community is annexed by an incorporated municipality, the assets of the corporation shall be conveyed to such annexing municipality upon its agreement to maintain and continue the public works of this corporation as described herein. In any other event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, all assets not otherwise required to be distributed or applied pursuant to the Texas Non-Profit Corporation Act shall be dedicated to the public or conveyed to Brazoria County in trust for the public.

IN WITNESS WHEREOF, we have hereunto set our hands  
this 11 day of October, 1967.

  
\_\_\_\_\_  
J. C. Cobb, Jr.

  
\_\_\_\_\_  
Walter Grever

  
\_\_\_\_\_  
Jack E. Wilson

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Barbara F. Snyder, a Notary Public,  
do hereby certify that on this 11 day of October,  
1967, personally appeared before me, J. C. Cobb, Jr.,  
Walter Grover and Jack E. Wilson, who, each being by me  
first duly sworn, severally declared that they are the  
persons who signed the foregoing document as incorporators,  
and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal the day and year above written.

Barbara F. Snyder  
Notary Public in and for  
Harris County, Texas

(Seal)