

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION  
OF  
B. H. C. OWNERS ASSOCIATION, INC.

JUN 24 1993

I, the undersigned natural person of the age of <sup>Corporations Section</sup> eighteen (18) years or more and a citizen of the State of Texas, acting as an incorporator do hereby adopt the following Articles of Incorporation of B. H. C. OWNERS ASSOCIATION, INC. (referred to as the "Corporation"), under the Texas Non-Profit Corporation Act (hereinafter referred to as the "Act"):

ARTICLE I

The name of the corporation is B. H. C. OWNERS ASSOCIATION, INC.

ARTICLE II  
NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV  
PURPOSES/POWERS

The purposes for which the corporation is organized are to generally manage the business and affairs (as related to the Declaration of Protective Covenants) of the owners of lots (i) located in Bay Harbor Subdivision, a recorded subdivision in the City of Aransas Pass, Nueces County, Texas, according to the plats thereof recorded in Volume 47, Pages 201-202, Volume 40, Page 136, and Volume 50 Pages 134-135 of the Deed and Plat Records of Nueces County, Texas (the "Properties"), and other property that may be annexed, and (ii) subject to that certain Declaration of Restrictive Covenants, Conditions, Dedication and Agreement on Channel Ownership and Maintenance, Bay Harbor Unit No. 1 recorded in Volume 1856 at Page 325 et seq. of the Deed Records of Nueces County, Texas, and Declaration of Restrictive Covenants, Conditions, Dedication and Agreement on Channel Ownership and Maintenance, Bay Harbor Unit No. 2 and 3, recorded in Volume 1853, at Page 170 et seq. of the Deed Records of Nueces County, Texas.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 430 South Commercial Street, Aransas Pass,

Texas, 78336, and the name of its initial registered agent at such address is Allen S. Lawrence, Jr.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation (the "Initial Board" is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

Fred F. Doppelt	135 Sea View Drive, Aransas Pass, TX 78336
Roy H. Markwardt	134 Sea Mist, Aransas Pass, TX 78336
George Strickhausen	127 Sea Mist, Aransas Pass, TX 78336
Don Williams	6101 Vance Jackson #30, San Antonio, TX 78230
Billy Carter	4600 Ocean Drive, Corpus Christi, TX 78412

#### ARTICLE VII INCORPORATOR

The name and address of the incorporator is Roy H. Markwardt, 134 Sea Mist, Aransas Pass, TX 78336.

#### ARTICLE VIII ELECTION OF DIRECTORS/MEMBERSHIP

The Initial Board shall serve until the first annual meeting of the membership.

In case of the resignation, death or incapacity to service of any of the members of the Initial Board during the period for which such director is to hold office, the remaining director or directors of the Initial Board shall appoint a successor to serve the balance of the term of office of said director.

The members of the Corporation shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years, and at each regular annual meeting of the members of the Corporation thereafter, the membership shall elect at least one (1) director for a term of three (3) years.

In the case of the resignation, death or incapacity to serve of any of the aforesaid directors elected to office by the members of th Corporation, a special meeting of the members entitled to elect such director shall be called to elect a successor to serve the balance of the term of said director.

Any director elected by the members of the Corporation

may be removed from the Board of Directors of the Corporation, with or without cause, by a majority vote of those members of the Corporation who were entitled to vote for the election of such director, and in the event of such removal of a director, a successor shall be elected to serve for the unexpired term of such removed director by a special election to be held by those members of the Corporation who were entitled to vote for the election of the director so removed.

No director shall receive compensation for any service he or she may render to the Corporation. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties hereunder.

The Bylaws of the Corporation shall provide that any and all members of the Corporation shall have the right to inspect the books and records of the corporation at its principal office at all reasonable times.

The judgment of the directors of the Corporation, whether as members of the Initial Board or as substitute or successor directors, in the expenditure of funds of the Corporation, shall be final and conclusive so long as such judgment is exercised in good faith.

The Bylaws of the Corporation shall be adopted by the Initial Board and shall thereafter be amended or altered as provided therein.

In accordance with Article V of the Declaration, the following shall apply to the Corporation and its members:

- (a) The members of the Corporation shall be the owners of the Lots comprising a portion of the Properties.
- (b) Each owner of a Lot, whether owned by one or more parties, shall be entitled to voting membership at the rate of one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members, but in no event shall more than one (1) vote be cast with respect to any such Lot. The vote for such Lot shall be exercised as such multiple owners determine, but if such multiple owners cannot agree as to how the vote will be cast, the vote as to that particular voting matter shall be forfeited.
- (c) The affairs of the Corporation shall be managed by its Board of Directors. Such Directors need not be members of the Corporation.

ARTICLE IX  
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the members of the Corporation. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes as the Corporation, or if not so granted, conveyed and assigned, title shall pass in equal undivided portions to the members of the Corporation.

ARTICLE X  
AMENDMENT

Amendment of these Articles of Incorporation shall require the written assent of seventy-five percent (75%) of the members of the Corporation.

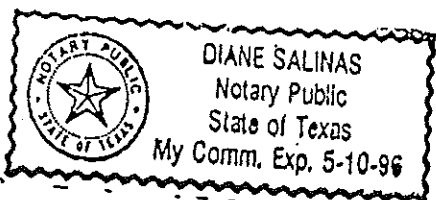
IN WITNESS WHEREOF, I have hereunto set my hands this the 23<sup>rd</sup> day of June, 1993.

Roy H. Markwardt  
ROY H. MARKWARDT  
Incorporator

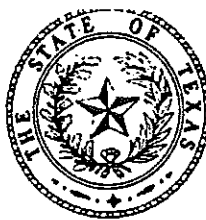
STATE OF TEXAS §  
COUNTY OF San Patricio §

I, the undersigned Notary Public in and for the State of Texas, do hereby certify that on this the 23<sup>rd</sup> day of June, 1993 before me personally appeared ROY H. MARKWARDT, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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



Diane Salinas  
Notary Public, State of Texas



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION

OF

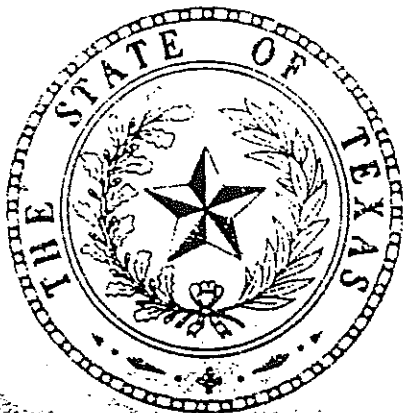
B. H. C. OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01275269

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE  
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE 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 OF THE COMMON LAW.

DATED JUNE 24, 1993



*John Hannah Jr.*  
Secretary of State