

ARTICLES OF INCORPORATION

OF

HIDE-A-WAY ON THE GULF PROPERTY OWNERS
ASSOCIATION, INCORPORATED

Filed in the Office of the Secretary of State of Texas This <u>4th</u> day of <u>March</u> , 19 <u>70</u> <u>Larry B. ...</u> Deputy Director, Corporation Division

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 ONE

The name of the corporation is the Hide-A-Way On The Gulf Property Owners Association, Incorporated.

ARTICLE TWO

A. The corporation is a Non-Profit corporation.

B. The corporation shall be organized and operated exclusively for non-profit purposes. No part of its net earnings shall inure to the benefit of any officer, director, member or private individual, nor shall it ever declare or make to any of such persons any dividend or other distribution.

C. Nothing herein shall prevent payment of reasonable compensation for services rendered or the reimbursement of reasonable expenses incurred in connection with the affairs of the corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

a. To promote the civic interests of those persons who own or occupy residential lots in Hide-A-Way On The Gulf, a subdivision in Brazoria County, Texas.

b. To promote the safety and health of those persons owning or occupying residential lots in Hide-A-Way On The Gulf, a subdivision of Brazoria County, Texas.

c. To promote the cleanliness, beautification and protection of the property located within Hide-A-Way On The Gulf, a subdivision of Brazoria County, Texas.

d. To act as custodian of the Hide-A-Way On The Gulf Maintenance Fund and to own and maintain all facilities and including specifically but not way of limitation, streets, canals, channels and other areas for the purpose of establishing community recreation areas and equipping these areas with recreational equipment for the use and benefit of the members of this Association and to maintain.

e. To engage in all lawful civic activities duly authorized by the Texas Non-Profit Corporation Act, and all lawful civic activities not specifically prohibited by any act, statute or law of the State of Texas.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1503 Blue Water Drive, Freeport, Texas, and the name of the initial registered agent is W. D. Weller, who resides at 1503 Blue Water Drive, Freeport, Texas.

ARTICLE SIX

The corporation shall have no stock or shares. The corporation shall have one or more classes or members and a designation of such class or classes, the manner of election or appointment, and the qualification and rights of the members of each class shall be as fixed from time to time by the by-laws of the corporation. The affairs of the corporation shall be managed by a Board of Directors, who shall be elected or appointed in the manner and for the terms as shall be provided from time to time by the by-laws of the corporation.

ARTICLE SEVEN

A. No substantial part of the activities of the corporation shall be the carrying on or propoganda otherwise attempting to influence legislation.

B. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE EIGHT

In the event of dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all liabilities, shall be distributed to such organization or organizations as shall in the opinion of the then Board of Directors of the corporation, be best able to carry forward the purposes of the corporation.

ARTICLE NINE

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

NAME	ADDRESS
W. D. Weller	1503 Blue Water Drive Freeport, Texas 77541
Alvin E. Dugat	512 Magnolia Lane Richwood Village Clute, Texas 77531
A. C. Whitney, II	127 Admiral Lane Freeport, Texas 77541

ARTICLE TEN

The name and street address of each incorporator is:

NAME	ADDRESS
W. D. Weller	1503 Blue Water Drive Freeport, Texas 77541
Alvin E. Dugat	512 Magnolia Lane Richwood Village Clute, Texas 77531
A. C. Whitney, II	127 Admiral Lane Freeport, Texas 77541

In Witness Whereof, we have hereunto set our names this 16 day of January, 1970.

W. D. Weller
W. D. Weller

Alvin E. Dugat
Alvin E. Dugat

A. C. Whitney, II
A. C. Whitney, II

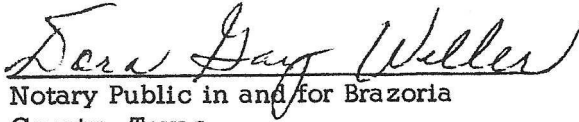
THE STATE OF TEXAS . X

COUNTY OF BRAZORIA X

I, Dora Gay Weller, a Notary Public, do hereby certify that on this the 16th day of January, 1970, personally appeared W. D.

Weller, Alvin E. Dugat and A. C. Whitney, II, 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 contained
therein are true.

In Witness Whereof, I have hereunto set my hand and seal the 16th
day of January, 1970.


Notary Public in and for Brazoria
County, Texas.

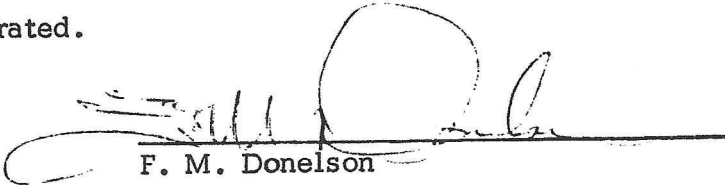
DORA GAY WELLER
Notary Public in and for Brazoria County, Texas
My Commission Expires June 1, 1971

THE STATE OF TEXAS X

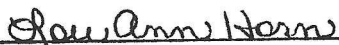
COUNTY OF BRAZORIA X

BEFORE ME, the undersigned authority on this day personally appeared
F. M. Donelson, who after being duly sworn, upon his oath deposes and says:

Affiant is the President of Hide-A-Way On The Gulf, Inc., a Texas
corporation and as such, hereby agrees and consents that the Secretary of
the State of Texas may issue a charter to Hide-A-Way On The Gulf Property
Owners Association, Incorporated.


F. M. Donelson

SUBSCRIBED AND SWORN to before me the undersigned authority by the
said F. M. Donelson this 28th day of February, 1970, to certify which witness
my hand and seal of office.


Notary Public in and for Brazoria Harris
County, Texas

OFFICE OR REGISTERED AGENT, OR BOTH
BY A TEXAS DOMESTIC NON-PROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas
NOV 09 1982

Clerk of the
Corporations Section

1. The name of the corporation is Hide-A-Way on the Gulf Property Owners Association, Incorporated.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 1503 Blue Water Drive, Freeport, Texas.
3. The address, including street and number, to which its registered office is to be changed is 202 Marine Way, Turtle Cove Community, Freeport, Texas.
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is W. D. Weller.
5. The name of its new registered agent is J. A. Mullins.
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors or by an officer authorized by the board of directors or by the members if management is vested pursuant to Article 1396 - 2.14C.

Hide-A-Way on the Gulf Property Owners
Association, Incorporated

By M. K. Gerland
Its Vice President

STATE OF TEXAS I
I
COUNTY OF BRAZORIA I

Before me, a notary public, on this day personally appeared M. K. Gerland, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 25th day of October,
A.D., 1982.

(Notarial Seal)

Debra Shipman
Notary Public, State of Texas

My Commission expires:
DEBRA SHIPMAN, NOTARY PUBLIC
IN AND FOR THE STATE OF TEXAS
MY COMMISSION EXPIRES MAY 17, 1986, 1982