

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION
PURSUANT TO THE TEXAS NON-PROFIT CORPORATION ACT OF 1999

OF
SEABROOK ISLAND HOMEOWNERS ASSOCIATION, INC.
Corporations Section

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

Corporate Name

1. The name of the corporation is Seabrook Island Homeowners Association, Inc., referred to as the "Association "

Legal Status

2. The Association is a nonprofit corporation organized pursuant to the Texas Non-Profit Corporation Act.

Duration

3. The period of duration of the Association is perpetual.

Purposes

4. The purposes for which the Association is formed are:

(a) Specifically and primarily to provide an organization to provide for the management, maintenance, preservation, and architectural control of Seabrook Island, a Harris County subdivision, according to the map or plat thereof recorded in Volume 411, Page 56, of the Map Records of Harris County, Texas and all usual and necessary accessories thereto.

(b) Generally:

(1) To promote the health, safety, and welfare of the Owners in Seabrook Island.

- (2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for Seabrook Island and the By-Laws of Seabrook Island Homeowners Association, Inc.
 - (3) To collect assessments as established by the Board of Directors and to pay all office expenses, and all other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.
 - (4) To acquire (by purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.
 - (5) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.
 - (6) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.
 - (7) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.
- (c) Notwithstanding any of the above statements of purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

Registered Office and Agent

5. The street address of the registered office is 1010 Lake Country, Seabrook, Texas 77586 and the name of the registered agent is Philip Newton at that same address.

Board of Directors

6. The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the Board is three. The number of Directors may be changed by amendment of the Bylaws of the Association.

The names and addresses of the initial directors are as follows:

Philip Newton
1010 Lake Country
Seabrook, Texas 77586

Wade Miller
2200 North Street
Nacagdoches, Texas 75961

Curt Harber
1406 Spring Crest
Seabrook, Texas 77586

Incorporators

The names and addresses of the incorporators are as follows:

Philip Newton
1010 Lake Country
Seabrook, Texas 77586

Wade Miller
2200 North Street
Nacagdoches, Texas 75961

Curt Harber
1406 Spring Crest
Seabrook, Texas 77586

Dated: June 18, 1999

Wade Miller
Wade Miller

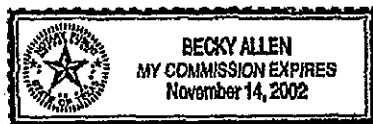
Philip Newton
Philip Newton

Curt Harber
Curt Harber

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

I, a Notary Public, do hereby certify that on this the 18th day of June, 1999, personally appeared before me, Philip Newton, Wade Miller and Curt Harber who being by me first duly sworn, declared that they are the person who signed the foregoing document as incorporators, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 18th day of June, 1999.



Becky Allen
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS