



2-16-66

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TERRAMAR BEACH COMMUNITY IMPROVEMENT ASSOCIATION
File No. 221681-01

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

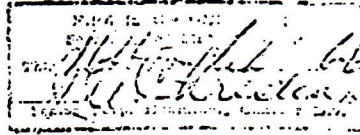


*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 28, 2000.*

Elton Bomer
Secretary of State

BAM

ARTICLES OF INCORPORATION



OF
TERRAMAR BEACH COMMUNITY IMPROVEMENT ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two 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 TERRAMAR BEACH COMMUNITY IMPROVEMENT ASSOCIATION.

ARTICLE II.

The corporation is a non-profit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purpose or purposes for which the said corporation is organized are civic and social, for the benefit and betterment of the residents and property owners of TERRAMAR BEACH, a residential development in Galveston County, Texas.

ARTICLE V.

The street address of the initial registered office of the corporation is Route 3, Box 1388-1, Houston, Texas, and the name of its initial registered agent at such address is

Glenn W. Loggins.

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:

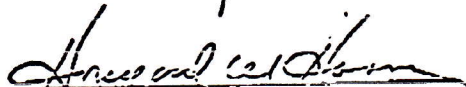
<u>Name</u>	<u>Address</u>
Howard W. Horne	1203 Briarwood Houston, Texas
G. Donald Dean	Route 3, Box 1388-1 Houston, Texas 77045
Glenn W. Loggins	Route 3, Box 1388-1 Houston, Texas 77045

ARTICLE VII.

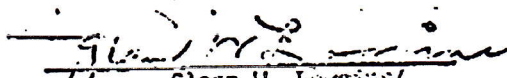
The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Howard W. Horne	1203 Briarwood, Houston, Texas
G. Donald Dean	Route 3, Box 1388-1 Houston, Texas 77045
Glenn W. Loggins	Route 3, Box 1388-1 Houston, Texas 77045

IN WITNESS WHEREOF, we have hereunto set our hands
this 1st day of FEBRUARY, 19 66.


Howard W. Horne


G. Donald Dean


Glenn W. Loggins