

FILED
In the Office of the
Secretary of State of Texas

SEP 18 1988

Corporations Section

ARTICLES OF INCORPORATION

OF

PORT ADVENTURE PROPERTY OWNERS' ASSOCIATION
(A Non-Profit Corporation)

We, the undersigned natural persons of the age of 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 and for such Corporation:

ARTICLE I.

The name of the Corporation is PORT ADVENTURE PROPERTY OWNERS' ASSOCIATION.

ARTICLE II.

The Corporation is a non-profit corporation, organized pursuant to the Texas Non-Profit Corporation Act without capital stock and shall have all the powers specified in the Texas Non-Profit Corporation Act. The Corporation is organized solely for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE III.

The period of duration of the Corporation is perpetual.

ARTICLE IV.

The purposes for which the Corporation is organized are:

To collect membership fees, maintenance fee assessments and donations from members of the Corporation and property owners of lots in Port Adventure Subdivision (including any future units of

Port Adventure Subdivision developed by Port Adventure, Inc. on property adjoining Port Adventure Subdivision), and solicit donations from the general public in the community and to use said monies to provide services or facilities for the general benefit of all members of the Corporation and the general public in the community. To maintain the roads and road right of way in Port Adventure Subdivision, and to acquire, maintain and operate the swimming pool and other recreational facilities of Port Adventure Subdivision (including all future units developed on property adjoining Port Adventure Subdivision) for the benefit of all property owners of lots in Port Adventure Subdivision (all units). To collect all maintenance fees due from said property owners for use in maintenance and operation of the roads, roadway, common area and recreational facilities owned by the Corporation and in enforcement of property use and building restrictions in Port Adventure Subdivision (including all future units developed on property adjoining Port Adventure Subdivision).

ARTICLE V.

The street address of the initial registered office of the Corporation is 10203 Birchridge, Suite A, Humble, Texas 77338, and the name of its initial registered agent at such address is J. D. Hoskins.

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:

James Burrell
10203 Birchridge, Suite A
Humble, TX 77338

Barry Aikin
103 Windwood
Livingston, TX 77351

J. D. Hoskins
10203 Birchridge, Suite A
Humble, Texas 77338

ARTICLE VII.

In accordance with Article 7.06 of the Texas Misc. Corporation laws act, a Director of the Corporation shall not be liable to the corporation or its members for monetary damages for an act or omission occurring in the directors capacity as a director, except as provided by law.

ARTICLE VIII.

The name and address of each incorporator is:

Edwin K. Nolan
P. O. Box 2017
Canyon Lake, TX 78130

Ronald G. Newman, Jr.
P. O. Box 2017
Canyon Lake, TX 78130

Eva Farrar
P. O. Box 2017
Canyon Lake, TX 78130

ARTICLE IX.


The members of the Corporation shall be the owners of record title of single family residential or single family camping lots in Port Adventure Subdivision, or future units of said subdivision developed by Port Adventure, Inc. on property adjoining Port Adventure Subdivision. Each of said lots shall be entitled to only one vote at any meeting of the membership regardless of the number of owners of such lot. Furthermore,

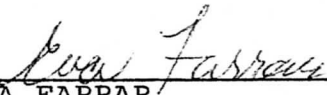
each lot owner shall be entitled to one vote for each lot owned at any meeting of the membership.

ARTICLE X.

The By-laws of this Corporation shall be adopted by the initial Board of Directors and may be amended or altered by a majority vote of the Board of Directors.

IN WITNESS WHEREOF we have hereto set our hands this 9th day of September, 1989.


EDWIN K. NOLAN


EVA FARRAR



RONALD G. NEWMAN, JR.

STATE OF TEXAS §
COUNTY OF COMAL §

I, Janine Moncrief, a Notary Public, do hereby certify that on this 13th day of September, 1989, personally appeared before me, EDWIN K. NOLAN, being by me first duly sworn, severally declared that he is the person who signed the foregoing documents as an incorporator 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.




NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS
COUNTY OF COMAL

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I, Janine Moncrief, a Notary Public, do hereby certify that on this 13th day of September, 1989, personally appeared before me, EVA FARRAR, being by me first duly sworn, severally declared that he is the person who signed the foregoing documents as an incorporator 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.



Janine Moncrief
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS
COUNTY OF COMAL

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I, Janine Moncrief, a Notary Public, do hereby certify that on this 13th day of September, 1989, personally appeared before me, RONALD G. NEWMAN, JR., being by me first duly sworn, severally declared that he is the person who signed the foregoing documents as an incorporator and that the statements therein contained are true.

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



Janine Moncrief
NOTARY PUBLIC, STATE OF TEXAS