



# The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

SOUTH SHORE HARBOUR COMMUNITY ASSOCIATION, INC.

Articles of Incorporation

May 5, 1983



*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, this*

30th day of June, A. D. 19 83.

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Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

MAY 05 1983

Clerk.F  
Corporations Section

ARTICLES OF INCORPORATION  
OF  
SOUTH SHORE HARBOUR COMMUNITY ASSOCIATION, INC.

WE, the undersigned natural persons of the age of twenty-one 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 ONE

The name of the corporation is SOUTH SHORE HARBOUR COMMUNITY ASSOCIATION, INC., hereinafter referred to as "SSHCA" or "corporation".

ARTICLE TWO

The corporation is a non-profit corporation, without capital stock organized solely for the purposes specified in Article Four, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any such director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes or purposes for which the corporation is organized are:

To promote the health, safety, and welfare of the owners of real property within the "Community Association Area" (as defined in that certain Community Declaration for South Shore Harbour Community Association, Inc. dated August 5, 1982, recorded on August 6, 1982, in the Official Public Records of Real Property of Galveston County, Texas, under Clerk's File No. 8222944 [the "Community Declaration"], as said Community Association Area may be expanded from time to time by the annexation or additional real property into the Community Association Area), and to preserve the beautification of the Community Association Area and the "Community Association Properties" (as defined in the Community Declaration [the property comprising the Community Association Area and Community Association Properties being herein collectively referred to as "South Shore Harbour"]), and for these purposes to:

- (a) Own, acquire, build, operate, and maintain recreation parks, playgrounds, swimming pools, golf courses, streets and footways, including buildings, structures, and personal properties incident thereto;
- (b) Provide garbage and trash collection and disposal;
- (c) Provide security services;
- (d) Maintain lands and trees;
- (e) Supplement municipal services;
- (f) Pay taxes, if any, on the properties referred to in Subsection (a) of this Article Four;
- (g) Provide and operate a communications system or service;
- (h) Enforce protective and maintenance covenants;
- (i) Provide and maintain landscaping, both on Community Association Properties and on public lands and rights of way;
- (j) Provide and operate community antenna systems;
- (k) Provide educational and entertainment services;
- (l) Collect assessments for other property owner associations;
- (m) Install and maintain sculpture and fountains;
- (n) Insofar as permitted by law, do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of owners and/or residents of South Shore Harbour;

- (o) To acquire (by gift, purchase or otherwise) , own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of SSHCA;
- (p) To borrow money in the name of SSHCA to issue bonds, notes, debentures and other obligations, and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, income, or franchise as security for money borrowed or debts incurred, subject to such restrictions on such activities as may be contained in the Community Declaration;
- (q) To lease, sell, donate or dedicate to the State of Texas or to Galveston County, or any agency, subdivision, authority or instrumentality of said State or County, or to any civic or other non-profit organization or association, any of the property or facilities acquired or constructed by SSHCA when such leasing, sale or donation is desirable for and beneficial to the social welfare of the residents of South Shore Harbour, upon such terms and conditions as SSHCA may deem acceptable.
- (r) To render direct financial assistance, including direct contributions or grants of money to make loans or advances to the State of Texas or to Galveston County, or any agency, subdivision, authority or instrumentality of said State of County, or to any civic or other non-profit organization, when such assistance is deemed by SSHCA desirable for and beneficial to the social welfare of the residents of South Shore Harbour;
- (s) To exercise all the rights, powers and privileges and to perform all of the duties and obligations of SSHCA as set forth and undertaken in the Community Declaration, applicable to certain properties within the area of South Shore Harbour, as the same may be modified or supplemented from time to time as therein provided:
- (t) To operate and maintain, or provide for the operation and maintenance of any properties which my from time to time be designated or conveyed to SSHCA for operation and maintenance as areas serving the general welfare of South Shore Harbour and the people thereof with regard for health, safety, education, culture, recreation, comfort and convenience, all pursuant to the Community Declaration and subject to the provisions thereof;
- (u) To enforce all covenants, restrictions, easements, charges and liens provided in the Community Declaration, and to assess, collect, and disburse the charges created under said Community Declaration and to use the proceeds of such charges for the promotion of any and all of the purposes heretofore mentioned in any lawful manner determined by SSHCA, pursuant to and subject to the provisions of the Community Declaration; and
- (v) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

In the event of any inconsistency or conflict between the terms and provisions of these Articles of Incorporation and the Community Declaration, the terms and provisions of the Community Declaration shall control.

#### ARTICLE FIVE

Membership in SSHCA shall initially consist of two classes, Class A and Class B. All of the qualifications and rights of membership for Class A and Class B, including voting rights, shall be as set forth in Bylaws of SSHCA and in the Community Declaration. Members of the SSHCA shall not be entitled to vote on amendments to these Articles of Incorporation or SSHCA Bylaws; such amendments, if any, to be approved by the "Delegates" (as defined in the Community Declaration) in the manner described in the Bylaws of SSHCA.

#### ARTICLE SIX

The corporation may be dissolved with the consent (either by written instrument or by voting at a meeting duly called for such purpose) of those Members entitled to cast not less than two-thirds (2/3rds) of the aggregate of the votes of both classes of membership (for so long as there is a Class B Membership; otherwise, by not less than two-thirds (2/3rds) of the Class A Members). 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 this corporation was created. In the event that such dedication is not accepted, 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.

#### ARTICLE SEVEN

The address of the initial registered office of the corporation is 3025 F.M. 2094, League City, Texas, 77573 and the name of its initial registered agent at such address is John H. "Jack" Coogan.

ARTICLE EIGHT

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

	<u>Name</u>	<u>Address</u>
1.	John H. "Jack" Coogan	Suite 200, 3203 Mercer Street Houston, Texas 77027
2.	Rai Kelso	7002 Industrial Drive Galveston, Texas 77553
3.	Alan Shepard	Box C -- Battleground Road Deer Park, Texas 77536
4.	E. Marc Cuenod	One Moody Plaza Galveston, Texas 77550
5.	Michael W. McCroskey	One Moody Plaza Galveston, Texas 77550

ARTICLE NINE

The name and street address of each incorporator is:

	<u>Name</u>	<u>Address</u>
1.	Bruce W. Merwin	2300 Coastal Tower Nine Greenway Plaza Houston, Texas 77046
2.	Brian C. Rider	2300 Coastal Tower Nine Greenway Plaza Houston, Texas 77046
3.	Barry E. Putterman	2300 Coastal Tower Nine Greenway Plaza Houston, Texas 77046

IN WITNESS WHEREOF, we have hereunto set our hands this 4<sup>th</sup>  
day of May, 1983.

  
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Bruce W. Merwin

  
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Brian C. Rider

  
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Barry E. Putterman

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

Before me, the undersigned notary public, on this 4th day of May, 1983, personally appeared before me BRUCE W. MERWIN, BRIAN C. RIDER and BARRY E. PUTTERMAN, who each being by me duly sworn, severally declared that they are the persons that signed the foregoing documents as incorporators and that the statements contained therein are true and correct.

IN WITNESS WHEREOF, I have this day and year written above given under my hand and seal of office.

Margaux Mann  
Notary Public in and for  
The State of Texas



MARGAUX MANN  
NOTARY PUBLIC IN AND FOR  
THE STATE OF  
MY COMMISSION EXPIRES JULY 10, 1984

BM010T