

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

OCEAN GROVE CONDOMINIUM OWNERS' ASSOCIATION  
Filing Number: 800536719

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 08/25/2005

Effective: 08/25/2005



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams  
Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**OCEAN GROVE CONDOMINIUM OWNERS' ASSOCIATION**  
**A Texas Nonprofit Corporation**

I, the undersigned natural person over the age of eighteen (18) years and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**  
**CONDOMINIUM ASSOCIATION**

The corporation shall be, mean and constitute the unit owners' association, organized pursuant to Section 82.101 of the Texas Uniform Condominium Act, which is defined as the "Association" in the Declaration of Ocean Grove, a Condominium, which shall be recorded in the Real Property Records of Galveston County, Texas, as amended from time to time (the "Declaration"), with respect to certain real property located in the City of Galveston, Galveston County, Texas, known as Ocean Grove and described in the Declaration.

**ARTICLE II.**  
**NAME**

The name of the Association is **OCEAN GROVE CONDOMINIUM OWNERS' ASSOCIATION.**

**ARTICLE II.**  
**NONPROFIT STATUS**

The Association is a nonprofit corporation, organized pursuant to the Texas Nonprofit Corporation Act.

**ARTICLE III.**  
**DURATION**

The duration of the Association shall be perpetual.

ARTICLE IV.  
PURPOSES

The purposes for which the Association is formed include the following:

(a) To provide an organization comprised of the owners of that certain condominium project located in Galveston County, Texas, and more particularly described in the Declaration to be recorded in the in the Condominium Records of the Office of the County Clerk of Galveston County, Texas (the "Condominium Project"), and to provide for the management, maintenance, preservation and architectural control of the Condominium Project.

(b) In general, the Association shall act to:

(i) promote the health, safety and welfare of the Owners of the Condominium Project;

(ii) 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 and Bylaws of said Association (the "Declaration" and "Bylaws", respectively);

(iii) fix, levy, collect and enforce payment of any charges or assessments as set forth and permitted by the Declaration and Bylaws, and to pay all expenses in connection with such charges or assessments, 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;

(iv) acquire (by gift, 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;

(v) borrow money, mortgage, pledge, to deed in trust or to hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

(vi) have and to exercise any and all powers, rights and privileges that a corporation organized under the Texas Nonprofit Corporation Act by law may now or at a later time have or exercise; and

(vii) act in the capacity of principal, agent, joint venturer, partner or otherwise.

(c) Notwithstanding the above-listed statements of purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of the Association.

**ARTICLE V.  
POWERS**

In furtherance of its purposes, the Association shall have the following powers which, unless indicated otherwise by these Articles, the Declaration, the Bylaws or the laws of the State of Texas, may be exercised by its Board of Directors:

1. All rights and powers conferred upon nonprofit corporations by State law as the same may be in effect from time to time;
2. All rights and powers conferred upon condominium associations by State law, as may be in effect from time to time, including but not limited to the Texas Uniform Condominium Act and any amendments thereto; and
3. All powers as may be necessary, appropriate or advisable to perform any purpose or duty of the Association as set forth in these Articles, the Bylaws, the Declaration, or under State law.

**ARTICLE VII.  
MEMBERSHIP**

The Association shall be a non-stock membership corporation. The Declaration and Bylaws shall determine the number and qualifications of members of the Association; the classes of membership, if any; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting shall not be allowed.

**ARTICLE VIII.  
MANAGEMENT BY THE BOARD OF DIRECTORS**

The management and affairs of the Association shall be vested in the Board of Directors, except for those matters expressly reserved to others in the Declaration and the Bylaws. The Bylaws shall determined the number and qualifications of Directors; the method of electing,

removing or replacing Directors; and the method of holding a Board meeting and obtaining consents.

**ARTICLE IX.  
LIMITATIONS ON LIABILITY**

a. Except as provided in Paragraph b. below, an Officer or Director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an Officer or Director, except to the extent that a person is found liable for (i) a breach of the Officer or Director's duty of loyalty to the Association or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Officer or Directors to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the Officer or Director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (v) an act or omission for which the liability of an Officer or Director is expressly provided by an applicable statute. The liability of Officers and Directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and remedies Code, as amended.

b. The limitation on the liability of an Officer or director does not eliminate or modify that person's liability as a member of the Association. It is intended that the liability of any member arising out of any contract made by the Association, or out of the indemnification of Officers and Directors, or for damages as a result of injuries arising in connection with the common elements ( as the same are defined in the Declaration), or for liabilities incurred by the Association, shall be limited to the same proportion in which he or she is liable for common expenses as a member of the Association.

**ARTICLE X.  
INDEMNIFICATION**

Subject to the limitations and requirements of Article 1396-2.22A of the Nonprofit Corporation Act, the Association shall indemnify and defend a person who was, is or is threatened to be made a named defendant or respondent in a proceeding based upon the person's

status as a current or former Officer or Director of the Association. The Association may indemnify a person who is or was an employee, trustee, agent or attorney of the Association, against any liability asserted against him or her in such capacity and arising out of his or her status as such a person. In addition the corporation shall indemnify such persons against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which indemnity is prohibited by law. The directors may from time to time provide for additional indemnification as permitted by law, and the indemnification provided in this Article X. shall not be deemed exclusive of any other rights to which such director or officer may be entitled under the Bylaws, agreement, vote of Board of Directors or members, or otherwise.

**ARTICLE XI.  
AMENDMENT OF ARTICLES**

These Articles may be amended in accordance with the Texas Nonprofit Corporation Act, subject to the following:

1. Any Amendment hereto shall not conflict with the provisions of the Declaration or the Texas Uniform Condominium Act;
2. No Amendment shall impair or dilute a right granted to a person by the Declaration, without such affected person's written consent; and
3. Without member approval, the Board of Directors may adopt, as necessary, certain amendments as permitted by Article 1396-4.02A(4) of the Texas Nonprofit Corporation Act.

**ARTICLE XII.  
AMENDMENT OF BYLAWS**

The member shall have the exclusive right to amend or repeal the Bylaws of the Association, or to adopt new Bylaws, according to the amendment provisions contained therein.

**ARTICLE XIII.  
DISSOLUTION**

The Association may be dissolved only as provided for in the Declaration, the Bylaws and under the laws of the State of Texas. Upon dissolution, the assets of the Association shall be distributed in accordance with the Declaration provisions relating to distributions upon termination. If the Declaration has no such provision, then distributions shall be made in accordance with the termination provisions found in the Texas Uniform Condominium Act.

**ARTICLE XIV.  
ACTION WITHOUT MEETING**

Pursuant to the Texas Nonprofit Corporation Act, any action to be taken at a meeting of the members or Directors, or any action that may be taken at a meeting of the members or Directors or of any committee, may be taken without a meeting if a consent in writing, setting for the action to be taken, is signed by a sufficient number of members, Directors or committee members, as would be necessary to take that action at a duly called meeting at which all of the members, directors or committee members were present and voted.

**ARTICLE XV.  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) Directors, who shall serve until their successors shall have been duly elected and qualified, as provided in the Bylaws. The name and address of each initial Director is as follows:

Miguel A. Prida  
8718 Cessna  
Galveston, Texas 77554

Kelly Kelley  
13438 Stewart Road  
Galveston, Texas 77554

Henry Rothchild  
402 Sheldrake Ct.  
Sugarland, Texas 77478

ARTICLE XVI.  
INITIAL REGISTERED AGENT

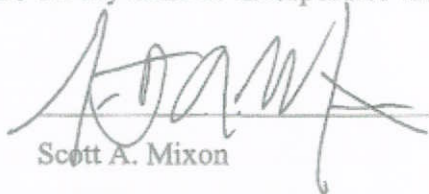
The name of the Association's initial registered agent is Miguel A. Prida. The address of its initial registered agent shall be 8718 Cessna, Galveston, Texas 77554.

ARTICLE XVII.  
INCORPORATOR

The name and address of the incorporator are as follows:


Scott A. Mixon  
Mills Shirley, L.L.P.  
2228 Mechanic, Suite 400  
Galveston, Texas 77550

IN WITNESS WHEREOF, I have hereunto set my hand as incorporator this 25<sup>th</sup> day of August, 2005.

  
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Scott A. Mixon

THE STATE OF TEXAS     §  
  §  
COUNTY OF GALVESTON §

I hereby certify that on this the 25<sup>th</sup> day of August, 2005, personally appeared before me Scott A. Mixon, being by me first duly sworn, and who declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true.

  
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Notary Public, State of Texas

