



The State of Texas

Secretary of State
AUG. 28, 1986

MITCHELL ENERGY & DEVELOPMENT CORP.
PO BOX 4000
THE WOODLANDS ,TX 77387-4000

RE:
INDIAN BEACH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01008858-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "W. M. ...".

Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

INDIAN BEACH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01008858

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

DATED AUG. 28, 1986



A handwritten signature in cursive script, appearing to read "K. McLean", is written over a horizontal line.

Secretary of State

ARTICLES OF INCORPORATION
OF
INDIAN BEACH
PROPERTY OWNERS' ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 28 1986
Clerk I-D
Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) 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

NAME

The name of the corporation is Indian Beach Property Owners' Association, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

(a) To aid, promote and develop the common good, general welfare, health and safety of the residents and property owners of Indian Beach, a subdivision in Galveston County, Texas.

(b) To enforce all covenants and restrictions imposed in Indian Beach, and to collect all assessments and charges provided for in such covenants and restrictions and use the proceeds therefrom for the purposes set forth in such covenants and restrictions and in these Articles.

(c) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereinafter be conferred, including the power to contract, rent, buy or sell personal or real property.

(d) To do all other acts necessary or expedient to the administration of the affairs and attainment of the purposes of this corporation.

(e) Notwithstanding any of the above statements of purposes and powers, this corporation 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 this corporation.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or

profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is the owner of any lot within Indian Beach shall be a member of the corporation. For the purpose of determining membership, such ownership will be deemed to have vested upon delivery of a duly executed Deed or Contract for Purchase to such owner.

Members shall be entitled to one vote for each lot in which they own the interest required for membership. When more than one person holds such interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such lot.

ARTICLE SIX

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent for service of process shall be Paul W. Wommack. The street address of the initial registered agent's office shall be: 2002 Timberloch Place, The Woodlands, Texas 77380.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial board of directors are:

J. L. Rogers
2201 Timberloch Place
The Woodlands, Texas 77380

Timothy Weems
2201 Timberloch Place
The Woodlands, Texas 77380

Lanell M. Matlock
2201 Timberloch Place
The Woodlands, Texas 77380

ARTICLE EIGHT

INCORPORATORS

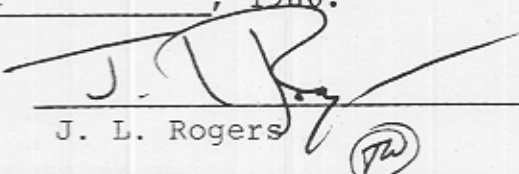
The name and street address of each incorporator is:

J. L. Rogers
2201 Timberloch Place
The Woodlands, Texas 77380

Timothy Weems
2201 Timberloch Place
The Woodlands, Texas 77380

Lanell M. Matlock
2201 Timberloch Place
The Woodlands, Texas 77380

IN WITNESS WHEREOF, we have hereunto set out hands,
this 11th day of August, 1986.



J. L. Rogers

Timothy Weems
Timothy Weems

Lanell M. Matlock
Lanell M. Matlock

clear

THE STATE OF TEXAS
COUNTY OF MONTGOMERY

I, Natalie F. Claunch, a notary public, do hereby certify that on the 11th day of August, 1986, personally appeared J. L. Rogers who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as 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.

Natalie F. Claunch
Notary Public - State of Texas
Printed Name: NATALIE F. CLAUNCH
My Commission Expires: 9-6-88

THE STATE OF TEXAS
COUNTY OF MONTGOMERY

I, Natalie F. Claunch, a notary public, do hereby certify that on the 11th day of August, 1986, personally appeared Timothy Weems who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

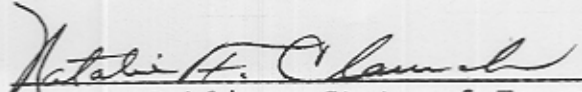
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year written.

Natalie F. Claunch
Notary Public - State of Texas
Printed Name: NATALIE F. CLAUNCH
My Commission Expires: 9-6-88

THE STATE OF TEXAS
COUNTY OF MONTGOMERY

I, Natalie F. Claunch, a notary public, do hereby certify that on the 11th day of August, 1986, personally appeared Lanell M. Matlock who, being by me first duly sworn, severally declared that she is the person who signed the foregoing document as 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.


Notary Public - State of Texas
Printed Name: NATALIE F. CLAUNCH
My Commission Expires: 9-6-88

AKW/csc/2BAofWWE