

ARTICLES OF INCORPORATION  
BERMUDA BEACH IMPROVEMENT COMMITTEE, 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 I

The name of the corporation is BERMUDA BEACH IMPROVEMENT COMMITTEE, INC.

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 corporation is organized are: to preserve and protect and to keep in neat and good order the natural beauty of the beaches, shores, and all land adjacent thereto on that portion of West Galveston Island in the State of Texas known as Bermuda Beach.

ARTICLE V

The street address of the initial registered office of the corporation is 4431 Tiffany Drive, Houston, Harris County, Texas 77045, and the name of its initial registered agent at such address is JAMES S. QUIGLEY.

ARTICLE VI

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:

Name	Address
Robert M. Moore	609 Fannin, Suite 1517, Houston, Texas 77002
Charles B. Roessler	5805 Schumacher, Houston, Texas 77027
Howard Pieper	1644 Banks, Houston, Texas 77006
James S. Quigley	4431 Tiffany Drive, Houston, Texas 77045
Paul P. Haney	13017 Bermuda Drive, Bermuda Beach Subdivision, Galveston County, Texas 77550

ARTICLE VII

The name and street address of each incorporator is:

Name	Address
Robert M. Moore	609 Fannin, Suite 1517, Houston Texas 77002
Charles B. Roessler	5805 Schumacher, Houston, Texas 77027
Howard Pieper	1644 Banks, Houston, Texas 77006
James S. Quigley	4431 Tiffany Drive, Houston, Texas 77045
Paul P. Haney	13017 Bermuda Drive, Bermuda Beach Subdivision, Galveston County, Texas 77550

ARTICLE VIII

All the affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall not, without the consent of the membership delegate any of the responsibility of collecting any maintenance fees or other assessments to any other person, firm or Corporation. The Directors of the Corporation shall be elected on an annual basis in the month of October of each year by the members of the Corporation. No Director may be removed unless done so upon the vote of the membership. Any vacancy of the office of Director, whether by resignation or otherwise shall be replaced only by a vote of the membership. There is no requirement to fill any vacancy of any Director unless there is a tie vote on any issue and the Board of Directors are unable to break any tie vote. There shall be no change in the number of Directors unless made by proper amendment to these Articles of Incorporation.

The initial By Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By Laws or to adopt new By Laws shall be vested in the members only.

The Officers of the Corporation shall consist of a President, a Secretary and a Treasurer. The qualifications, terms, duties and duration of the office of these Officers shall be prescribed in the By Laws of the Corporation.

These Officers shall be appointed or elected by a majority of the Board of Directors immediately following the election of the Board of Directors by the members. The officers so elected by the Board of Directors shall continue to serve in their respective offices for the term of office as prescribed in the By-Laws and may be removed from their office by the Board of Directors for good cause only. In the case of the resignation or removal of any such officer, the Board of Directors shall be authorized to fill such vacancy by appointment. In the event that the Board of Directors vote a tie for any one or all of the Officers, then the election of these Officers shall be done by a majority of the members at the Annual Meeting, or at any Special Meeting.

The President of the Corporation shall appoint all Committee Chairmen for any and all committees authorized in the By-Laws. No Committee or Committee Chairman shall have any authority to exercise any of the authority of the Board of Directors in the management of the Corporation, other than that specifically given to such Chairman or the Committee by a proper resolution of the Board of Directors. The President shall likewise have the exclusive authority to remove any such Committee Chairmen and to replace him, with or without cause.

#### ARTICLE IX

The Corporation shall indemnify any Director of [sic] Officer or former director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or other wise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. Misconduct shall include, but shall not be limited to, any act done by a Director which was without prior approval of the Board of Directors; or failure to do any act which was required to be done by such Director by the Board of Directors.

#### ARTICLE X

All records, books, correspondence, and any work product of any kind of each Director, Officer, Chairman of any Committee, or Committeeman shall be the exclusive property of the Corporation and all such records or items shall be turned over to the succeeding Directors, Officers, or Committeemen. Also, the Board of Directors shall have the right to have any and all of such property immediately brought to them at any time.

IN WITNESS WHEREOF, we have hereunto set our hand, this 15th day of February, A.D 1973.