

ARTICLES OF INCORPORATION
OF
THE BREAKERS COUNCIL OF CO-OWNERS, INC.

We, the undersigned natural persons of the age of twenty-one (21) years or more, all 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 THE BREAKERS COUNCIL OF CO-OWNERS, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To serve as the Council of Co-Owners for The Breakers condominium apartment project, established under the Condominium Act pursuant to Declaration recorded in the office of the County Clerk of Nueces County, Texas; and
2. To protect, preserve, maintain, operate, improve and repair the general common elements of The Breakers project for the use, enjoyment and benefit of the members of the corporation, and to administer and govern the common affairs of the members of the corporation in connection with such project.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1743 Third Street, Corpus Christi, Texas, and the name of its initial registered agent at such address is JACK RICE TURNER.

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ARTICLE SIX

Affairs of this corporation shall be managed by a Board of Directors of not less than three (3) directors. The number of directors shall be fixed by the Bylaws of the corporation, and until changed by the Bylaws, the number of directors shall be three (3). The name and residences of those who are appointed as directors for the first year and until their successors shall have been elected and qualified by the Council of Co-Owners are as follows:

Jack Rice Turner	1743 Third Street Corpus Christi, TX
Nick Simon	3000 South Post Oak Suite No. 140 Houston, Texas 77056
Joel Simmons	3000 South Post Oak Suite No. 140 Houston, Texas 77056

ARTICLE SEVEN

The name and address of each incorporator is:

Jack Rice Turner
1743 Third Street
Corpus Christi, Texas 78404

Nick Simon
3000 South Post Oak
Suite 140
Houston, Texas 77056

Joel Simmons
3000 South Post Oak
Suite 140
Houston, Texas 77056

ARTICLE EIGHT

The corporation shall be a membership corporation. The members of the corporation shall be persons who shall own (individually or jointly with others) one or more apartments in The Breakers condominium project established under the Texas Condominium Act. The ownership of each apartment shall constitute and be represented by a single membership; and each membership shall be entitled to vote. The qualifications for membership and rights, duties and obligations of members shall be as further set forth in the Bylaws of the corporation

and the Condominium Declaration of The Breakers.

ARTICLE NINE

The corporation shall indemnify any director or 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 otherwise, 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.

IN WITNESS WHEREOF, we have hereunto set out hands this

16th day of January 1981.

[Signature]
Jack Rice Turner

[Signature]
Nick Simon

[Signature]
Joel Simmons

THE STATE OF TEXAS X
X
COUNTY OF NUECES X

BEFORE ME, the undersigned authority, on this day personally appeared JACK RICE TURNER, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of January, 1981.

[Signature]
Notary Public in and for
Nueces County, Texas
Gloria R. P. [Signature]
Commission Expires 2-28-81

THE STATE OF TEXAS X
X
COUNTY OF ~~NUECES~~ HARRIS X

BEFORE ME, the undersigned authority, on this day personally appeared NICK SIMON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of January, 1981.

[Signature]
Notary Public in and for
Harris County, Texas
Gloria R. P. [Signature]

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THE STATE OF TEXAS X
 NECES X
COUNTY OF ~~HARRIS~~ X

BEFORE ME, the undersigned authority, on this day personally appeared JOEL SIMMONS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16th day of January, 1981.

[Signature]
Notary Public in and for
Harris County, Texas
NECES

CLAREN RODRIGUEZ
COMMISSION EXPIRES 2-28-81