

FILED  
In the Office of the  
Secretary of State of Texas

**ARTICLES OF INCORPORATION OF  
TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION**

JAN 22 1990

We the undersigned natural persons of the age of twenty-one (21) 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**

The name of the Corporation is:

TRI-COUNTY POINT PROPERTY OWNERS ASSOCIATION

**ARTICLE TWO**

The Corporation is a non-profit corporation.

**ARTICLE THREE**

The Corporation's duration shall be perpetual.

**ARTICLE FOUR**

The purposes for which the Corporation is organized are:

1. To educate its members, public officials, the general public, and other interested parties of the needs, problems, and solutions affecting its members; to organize property owners of similar interests and to develop common goals and solutions to common problems among its members; to act in the interest of its members to attain the goals of the organization.

2. No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become

subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not retain any excess business holdings as defined in Section 4942 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

9. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, or educational organizations which would then qualify under the provision of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE FIVE

The street address of the initial registered office of the Corporation is Star Route, Box 282-4, Palacios, Texas 77465, and the name of its initial registered agent is William F. Reilly. The organization shall maintain such additional offices within or without the state as it may deem appropriate.

#### ARTICLE SIX

The Corporation will have at least three (3) directors constituting

the Board of Directors.

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

- |                   |   |
|-------------------|---|
| JO REILLY         | Star Route, Box 282-4<br>Palacios, Texas 77465  |
| AMBROSE R. WOOLEY | Star Route, Box 282-15<br>Palacios, Texas 77465 |
| SUSAN JESSUP      | Star Route, Box 282-9<br>Palacios, Texas 77465  |

**ARTICLE SEVEN**

The name and street address of each incorporator is:

- |                   |   |
|-------------------|---|
| JO REILLY         | Star Route, Box 282-4<br>Palacios, Texas 77465  |
| AMBROSE R. WOOLEY | Star Route, Box 282-15<br>Palacios, Texas 77465 |
| SUSAN JESSUP      | Star Route, Box 282-9<br>Palacios, Texas 77465  |

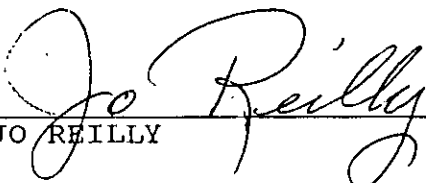
**ARTICLE EIGHT**

The Corporation shall have one or more classes of members as are established by the Board of Directors.

**ARTICLE NINE**

The corporation shall not discriminate on the basis of race, color, national ethnic origin in the administration of any of its policies.

IN WITNESS WHEREOF, we have hereunto set our hands, the 20 th day of January, 1990.

  
 \_\_\_\_\_  
 JO REILLY

Ambrose R. Wooley  
AMBROSE R. WOOLEY

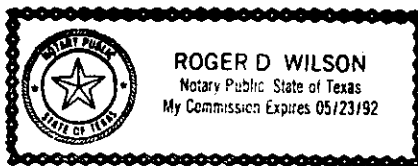
Susan Jessup  
SUSAN JESSUP

STATE OF TEXAS                 §  
   §  
COUNTY OF Matagorda       §

I, Roger D. Wilson, a notary public, do hereby certify that on this 20th day of January, 1990, personally appeared before me, Jo Reilly, Ambrose R. Wooley, and Susan Jessup, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Roger D. Wilson  
Notary Public in and for  
Matagorda County, Texas

My Commission Expires:  
May 23, 1992



NON-PROFIT.ART