

ARTICLES OF INCORPORATION

NOV 21 1978

OF

PROPERTY OWNERS' ASSOCIATION OF TERLINGUA RANCH, INC. *Secretary, Corporation Division*

We, the undersigned natural persons of the age of twenty-one (21) years of 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 PROPERTY OWNERS' ASSOCIATION OF TERLINGUA RANCH, INC.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized exclusively for the purpose of the promotion of social welfare, including but not limited to the following:

- A. Develop, improve and maintain safety and/or health projects for the Terlingua Ranch;
- B. Develop, improve and maintain any and all recreational or other areas in the Terlingua Ranch, which owners of property in the Terlingua Ranch may be privileged to have the right to use, solely or in conjunction with others;
- C. Improve and maintain roads and a water system located within or adjacent to the Terlingua Ranch;
- D. Develop, improve and maintain hunting parks (including water well and water storage installations and maintenance) available for use by owners of property in the Terlingua Ranch;

- E. Develop, improve and maintain recreational facilities in the Terlingua Ranch (including, but not limited to, a hunting lodge facility available for use, solely or in conjunction with others, by owners of property in the Terlingua Ranch);
- F. Provide services to the owners of property in the Terlingua Ranch;
- G. Administer and enforce any maintenance agreements covering the Terlingua Ranch or any part thereof, in accord with the terms thereof, including the assessment and collection of maintenance fees and charges as provided thereunder.

For the purposes hereof "Terlingua Ranch" shall consist of (a) all property located in Brewster County, Texas, described in any of the following agreements: (i) that certain Terlingua Ranch Maintenance Association Agreement filed of record at Volume 173, Page 213 of the Deed Records of Brewster County, Texas, and any amendments or supplements to such Agreement filed by Terramar Corporation in the office of the County Clerk, Brewster County, Texas, (ii) that certain Agreement filed of record at Volume 167, Page 241 of the Deed Records of Brewster County, Texas, and (iii) that certain Agreement filed of record at Volume 185, Page 704 of the Deed Records of Brewster County, Texas and (b) any other property located in Brewster County, Texas, which Terramar Corporation has been, or shall be, the owner of record title, as reflected in the Deed Records of Brewster County, Texas. The corporation is not organized and shall not be operated for pecuniary gain or profit. The corporation is not authorized to provide maintenance to private residences. The corporation shall not engage in any activity which is not permissible for organizations exempt from taxation described in Section 501(c)(4) of the Internal Revenue Code of 1954, as amended. The corporation shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 212 Wilson Building, Corpus Christi, Texas, and the name of its initial registered agent at such address is William McNair.

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 this corporation, and until changed by the bylaws, the number of directors shall be three (3). The names and residences of those who are appointed as directors for the first year and until their successors shall have been elected and qualified are as follows:

William McNair	200 Wilson Building	Corpus Christi, Tx. 78401
John A. Zimmerman	200 Wilson Building	Corpus Christi, Tx. 78401
Pam Carter	200 Wilson Building	Corpus Christi, Tx. 78401

ARTICLE SEVEN

The name and street address of each incorporator is:

Arthur W. Zeitler	200 Hawn Building	Corpus Christi, Tx. 78401
Mildred Berry	200 Hawn Building	Corpus Christi, Tx. 78401
Evelyn Davis	200 Hawn Building	Corpus Christi, Tx. 78401

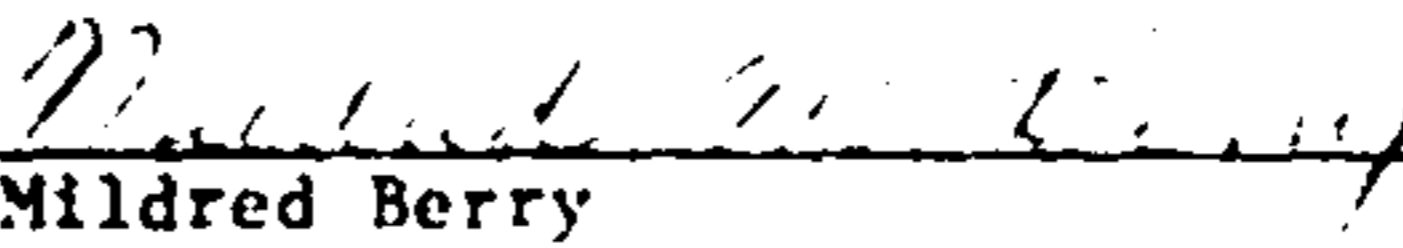
ARTICLE EIGHT

The corporation shall be a membership corporation. The qualifications for membership and rights of members shall be as set forth in the bylaws of the corporation.

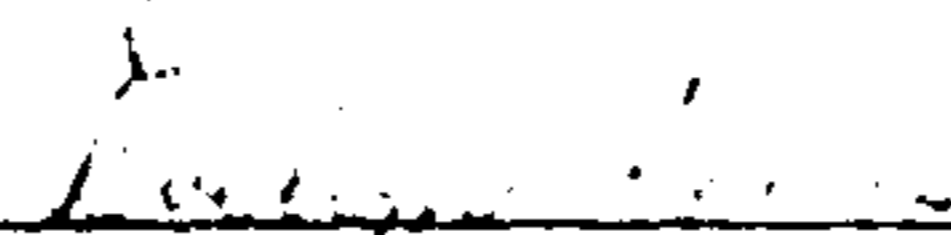
IN WITNESS WHEREOF, we have hereunto set our hands this 24th day of November, 1976.



Arthur W. Zeitler



Mildred Berry



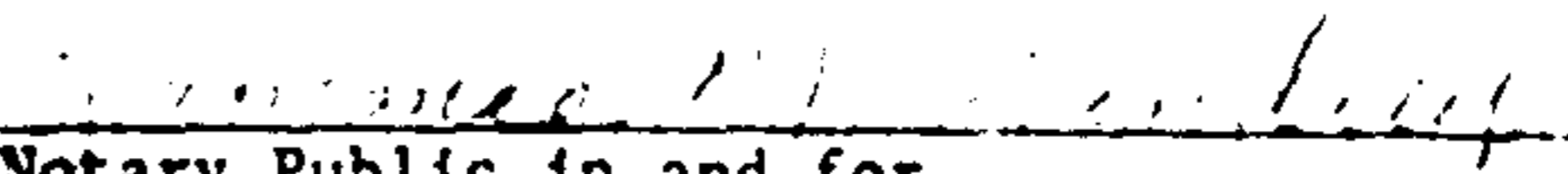
Evelyn Davis

THE STATE OF TEXAS §

COUNTY OF NUECES §

I, Sammie M. Lindley, a notary public, do hereby certify that on this 24th day of November, 1976, personally appeared before me, Arthur W. Zeitler, Mildred Berry and Evelyn Davis, 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.

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



Notary Public in and for
Nueces County, Texas

My commission expires June 1, 1977.
Sammie M. Lindley