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FILED
In the Office of the
Secretary of State of Texas

**ARTICLES OF INCORPORATION
OF
EXECUTIVE KEYS COUNCIL OF CO-OWNERS, INC.**

OCT 27 1994

Corporations Section

Article 1 Name. The name of the Corporation is **EXECUTIVE KEYS COUNCIL OF CO-OWNERS, INC.**.

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Non-Profit Status & Applicable Statute. The Corporation is a non-profit corporation and is organized pursuant to the provisions of the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq, Texas Civil Statutes.

Article 4. Registered Agent and Address. The street address of its initial registered office is 820 Access Road 1-A, Port Aransas, Texas 78373, and the name of its initial registered agent at such address is **JOHN GILLULY**.

Article 5. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

- (a) to be and constitute the Association to which reference is made in the Declaration of Executive Keys Condominium as may now exist and as might have already or may hereinafter be amended, (hereinafter the "Declaration"), establishing a plan of development and initially filed of record under Nueces County Clerk's File No. 900151, Volume 13, Page 57, Condominium Records, Nueces County, Texas, and all amendments, if any, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and
- (b) to provide an entity for the furtherance of the interests of the owners of units in the development; and
- (c) any and all other lawful purposes.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Administrators:

- (a) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Texas in effect from time to time;
- (b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following.

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(i) to fix and to collect assessments or other charges to be levied against the Properties;

(ii) to manage, control, operate, maintain, repair, and improve the Common Area and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services,

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws,

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of units at the development;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private,

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services as may be necessary or proper.

(xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

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Article 6. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the Condominium, are members of the Association. The members shall be entitled to vote for each unit in which they hold the interest required for membership, in accordance with the Declaration.

Article 7 Board of Administrators. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Administrators. The Board shall consist of not less than three members, the specific number to be set from time to time in the By-Laws. The initial Board of Administrators shall consist of members as follows:

1. Francis A. Ehmann
Print Name

P. O. Box 1241
Street Address or P. O. Box

Port Aransas TX 78373
City, State Zip Code
2. Linda K. Willett
Print Name

20 Courtside Circle
Street Address or P. O. Box

San Antonio TX 78216
City, State Zip Code
3. Ivey Royall
Print Name

13310 Hunters Hollow
Street Address or P. O. Box

San Antonio TX 78230
City, State Zip Code

The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 8. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Texas.

Article 9. Amendments. These Articles may be amended as provided by the Texas Non-Profit Corporation Act, provided that no amendment shall be in conflict with the Declaration and

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provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 10 Incorporators The name and address of the incorporators are as follows:

1. Francis A. Ehmann
Print Name
P. O. Box 1241
Street Address or P. O. Box
Port Aransas TX 78373
City, State Zip Code
2. Linda K. Willett
Print Name
20 Courtside Circle
Street Address or P. O. Box
San Antonio TX 78216
City, State Zip Code
3. Ivey Royall
Print Name
13310 Hunters Hollow
Street Address or P. O. Box
San Antonio TX 78230
City, State Zip Code

In witness whereof, the undersigned have executed these Articles of Incorporation on the 21st day of October, 1994.

Francis A. Ehmann
Linda K. Willett
Ivey Royall