

CERTIFICATE

The undersigned, as a duly elected officer of La Concha Estates Owners' Association, Inc. ("the Association") hereby certifies that the documents attached hereto as Exhibit A constitute true and correct copies of Articles of Incorporation and amendment thereto of the Association, and constitute a portion of the Dedicatory Instruments for such Association as defined in Section 202.001 of the Texas Property Code, which are applicable to the property described on the attached Exhibit B.

Dated September 18th, 2006.

La Concha Estates Owners' Association, Inc.

By: Raymond A. Luxton
Name: RAYMOND A. LUXTON
Title: PRESIDENT

STATE OF TEXAS §
COUNTY OF NUECES §

This instrument was acknowledged before me on September 18th, 2006, by Raymond A. Luxton, President of La Concha Estates Owners' Association, Inc., a Texas non-profit corporation, on behalf of said non-profit corporation.

[Seal]



Mary J. Jimenez-Chapman
Notary Public in and for the State of Texas

AFTER RECORDING RETURN TO:
Arthur W. Zeitler
Arthur W. Zeitler, P.C.
800 N Shoreline
Suite 1050, South Tower
Corpus Christi TX 78401

EXHIBIT A

MAY-24-02 FRI 03:14 PM

FAX NO.

P. 03/07

Corporations Section
P.O. Box 13697
Austin, Texas 78711-1697



Gwyn Shea
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

LA CONCHA ESTATES OWNERS' ASSOCIATION, INC.
Filing Number: 800086955

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 05/23/2002

Effective: 05/23/2002



Handwritten signature of Gwyn Shea in cursive script.

Gwyn Shea
Secretary of State



ARTICLES OF INCORPORATION
OF

LA CONCHA ESTATES OWNERS' ASSOCIATION, INC.
(A Non-Profit Corporation)

FILED
In the Office of the
Secretary of State of Texas

MAY 23 2002

Corporations Section



ARTICLE ONE

The name of the Corporation is LA CONCHA ESTATES OWNERS' ASSOCIATION, INC.

ARTICLE TWO

The Corporation is a non-profit corporation, organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof.

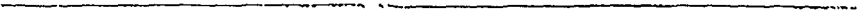
ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which this Corporation is formed are to represent the interest of members of LA CONCHA ESTATES OWNERS' ASSOCIATION, INC. which includes:

1. The specific and primary purpose of the Corporation is to manage and maintain a condominium project by providing for and promoting the health, safety and welfare of the Members, to collect the Water, Annual, and Special Assessments, to administer the Assessments, enforce the Declaration and By-laws of the Association, and to provide for the maintenance, repair,



preservation, upkeep and protection of the Common Area of LA CONCHA ESTATES OWNERS' ASSOCIATION, INC. (a condominium project).

2. The general purposes and powers are:

(a) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey or otherwise dispose of any Condominium Unit as may be necessary or desirable to promote the primary purpose of this corporation.

(b) To make and perform contracts of every kind for any lawful purpose without limit as to the amount, with any person, firm, association, partnership, or corporation.

(c) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.

(d) To have and exercise all the rights and powers conferred on non-profit corporations under federal income taxation section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

(e) To do all other acts necessary or expedient for administration of the affairs and attainment of the purposes of this corporations.

ARTICLE FIVE

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Michael J. Shelly
5102 Holly Road, Suite A
Corpus Christi, Texas 78411

ARTICLE SIX

The number of initial Directors is three. The names and addresses of the initial directors are:

Michael J. Shelly
5102 Holly Road, Suite A
Corpus Christi, Texas 78411

Jack Ponton
821 Alister
Port Aransas, Texas 78373

Wellington Chan
1770 Hornet Road
San Marino, California 91108-1254

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE EIGHT

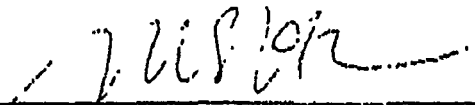
This Corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not (a) permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code, or (b) permitted to be carried on by a corporation, contributions to which are deductible Section 170(c)(2) of the Internal Revenue Code, or the corresponding section for any future Federal Tax Code, or (c) in furtherance of the primary purposes of this Corporation as set forth in Article Four, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any other activity or distribute any gains, profits or dividends to its members on dissolution and winding up.

ARTICLE TEN

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 23rd day of
May, 2002.



Marilyn S. Hershman, Incorporator

EXHIBIT A

FILED
In the Office of the
Secretary of State of Texas

JAN 05 2004

Corporations Section

**ARTICLES OF AMENDMENT
BY THE DIRECTORS OF
LA CONCHA ESTATES OWNERS' ASSOCIATION, INC.
TO ITS ARTICLES OF INCORPORATION**

Pursuant to the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I. NAME

The name of the Corporation is LA CONCHA ESTATES OWNERS' ASSOCIATION, INC.

II. AMENDMENT

The following amendments to the Articles of Incorporation were adopted at a meeting of the Board of Directors of the corporation held on October 30, 2003, and received a unanimous vote of the directors in office, there being no members having voting rights in respect thereof.

1. The purpose of the following amendment is to correct the statements in Article Four where, by clerical error, the La Concha Estates Subdivision is referenced as a "condominium project" instead of a "residential project".

ARTICLE FOUR of the Articles of Incorporation, including paragraphs 1 and 2, is deleted in its entirety and the following is substituted therefor:

ARTICLE FOUR

The purpose for which the Association is organized is to be and constitute the Association to which reference is made in the Declaration of the Covenants and Restrictions of La Concha Estates (the "Declaration") pertaining to the La Concha Estates residential project within the city of Corpus Christi, Nueces County, Texas, as recorded (and as may amended from time to time) in the Official Public Records of Nueces County, Texas under Clerk's file No. 2002019773. The Association is a non-profit corporation pursuant to Article 1396, V.A.T.S. The Association shall not engage in any purpose, action or activity which is prohibited by the Texas Non-Profit Corporation Act or by other applicable law. That Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members.

The Association shall have the authority to assess and all lien powers as recited in the Declaration and the Bylaws.

2. The purpose of this amendment is to correct Article Six by increasing the number of initial Directors from three to five.

ARTICLE FIVE of the Articles of Incorporation is deleted in its entirety and the following is substituted therefor:

ARTICLE FIVE

The number of initial Directors is five (5). The names and addresses of the initial directors are:

✓ Wellington Chan
1770 Homet Drive
San Marino, California 91108-1254

Priscilla Chan
1770 Homet Drive
San Marino, California 91108-1254

Charles Kramer
1913 Gardengrove
Plano, Texas 75075

✓ Michael J. Shelly
5102 Holly Road, Suite A
Corpus Christi, Texas 78411

✓ Jack Ponton
821 Alister
Port Aransas, Texas 78373

3. The following Articles are hereby added to the Articles of Incorporation.

ARTICLE ELEVEN

The corporation shall have one or more classes of members, the designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class are set forth within the Declaration and the Bylaws of the Association.

ARTICLE TWELVE

To the full extent permitted by applicable law, no member, Director or Officer of this Association shall be liable to this Association or its members for monetary damages for an act or omission in such Director's or Officer's capacity as a Director or Officer of the Association, except that this Article does not eliminate or limit the liability of a member, Director, or Officer of this Association for:

1. a breach of their duty of loyalty to this Association or its members;
2. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which such member, Director, or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the member's, Director's, or Officer's office;
4. an act or omission for which the liability of such member, Director, or Officer is expressly provided for by statute; or
5. an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or amendment of this Article by the members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member, Director or Officer of this Association existing at the time of such repeal or amendment. In addition to the circumstances in which a member, Director, or Officer of this Association is not personally liable as set forth in the foregoing provisions of this Article, a member, Director, or Officer shall not be liable to the full extent permitted by any Amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further limits the liability of a member, Director, or Officer.

To the full extent permitted by applicable law, the Association shall indemnify any member, Director or Officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a member, Director, or Officer and shall advance to such person reasonable expenses as are incurred by him in connection therewith. The rights of members, Directors, and officers set forth in this Article shall not be exclusive of any other right which members, Directors or Officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article, the terms "Director" and "Officer" shall mean any person who is or was a Director or Officer of the Association, and any person who, while a Director or Officer of the Association, is or was serving at the request of the Association as a Director, Officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

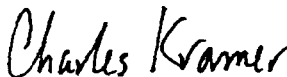
4. All of the Directors have voted to and approved the above amendment to the corporation's articles of incorporation.



Wellington Chan, Director / PRESIDENT




Priscilla Chan, Director



Charles Kramer, Director



Michael J. Shelly, Director



Jack Ponton, Director

EXHIBIT B

- (1) All of La Concha Estates, a subdivision of the City of Corpus Christi, Nueces County, Texas filed at Volume 61, pages 197-198 of the Map Records of Nueces County, Texas, save and except Lot 1, Block 2 and Lot 1, Block 3.
- (2) All of La Concha Estates Unit 2 a subdivision of the City of Corpus Christi, Nueces County, Texas, filed at Volume 64, pages 53-54 of the Map Records of Nueces County, Texas.

Doc# 2006049045
Pages 11
09/21/2006 1:31PM
Official Records of
NUECES COUNTY
DIANA T. BARRERA
COUNTY CLERK
Fees \$55.00

STATE OF TEXAS
COUNTY OF NUECES
I hereby certify that this instrument was FILED
in file number sequence on the date and at the
time stamped herein by me, and was duly RECORDED
in the Official Public Records of
Nueces County, Texas



Diana T. Barrera

DIANA T. BARRERA
NUECES COUNTY, TEXAS

Any provision herein which restricts the Sale, Rental or use
of the described REAL PROPERTY because of Race,
Color,
Religion, Sex, Handicap, Familial Status, or National Origin
is invalid and unenforceable under FEDERAL LAW,
3/12/89

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