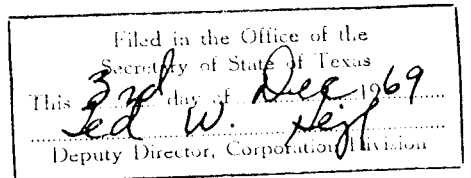


ARTICLES OF INCORPORATION

OF

CLEAR LAKE SAILING CLUB



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 Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is CLEAR LAKE SAILING CLUB.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose for which the corporation is organized is to encourage and promote sailing and good fellowship and sportsmanship.

ARTICLE FIVE

The address of the initial registered office of the corporation is 503 South Shady Lane, La Porte, Texas 77571, and the name of its initial registered agent at such address is Lloyd K. Wells.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is ten (10), and the names and addresses of the persons who are to serve as the initial directors are:

Gersh Bell, 18618 Martinique, Houston, Texas, 77058.

Miss Holly Hensley, 2101 San Sebastian Court, Apt. 106,
Houston, Texas, 77058.

Jay Legendre, 2103 San Sebastian Court, Apt. 307, Houston,
Texas, 77058.

Chuck Bailey, 2710 Mulberry, Pasadena, Texas, 77502.

Edward Chevers, 1805 Lillian Street, Pasadena, Texas, 77502.

James Aumann, 5742 Dumfries Drive, Houston, Texas, 77035.

Bill Edwards, 10435 Collingswood Road, La Porte, Texas,
77571.

Jeff Lowry, 2208 West 34th Street, Apt. 38, Houston, Texas,
77018.

ARTICLE SEVEN

The names and street addresses of each incorporator is:


Lloyd K. Wells, 503 South Shady Lane, La Porte, Texas 77571.

Don Wiseman, 100 Cedar Lane, Seabrook, Texas, 77586.

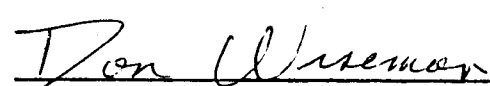
Gersh Bell, 18618 Martinique, Houston, Texas, 77058.

IN WITNESS WHEREOF, we have hereunto set our hands this
25th day of November, 1969.

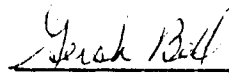
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Lloyd K. Wells



Don Wiseman



Gersh Bell

STATE OF TEXAS :
COUNTY OF HARRIS :

I, R. Boston, a Notary Public, do hereby certify that on this day, the 18th day of November, 1969, personally appeared before me LLOYD K. WELLS, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

R. Boston
R. BOSTON
Notary Public, Harris County, Texas.

STATE OF TEXAS :
COUNTY OF HARRIS :

I, Norma McCarty, a Notary Public, do hereby certify that on this day, the 25 day of November, 1969, personally appeared before me DON WISEMAN, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Norma McCarty
Notary Public, Harris County, Texas.

STATE OF TEXAS :
COUNTY OF HARRIS :

I, Norma McCarty, a Notary Public, do hereby certify that on this day, the 25 day of November, 1969, personally appeared before me GERSH BELL, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

Norma McCarty

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
CLEAR LAKE SAILING CLUB
(A Non-Profit Corporation)
Charter Number 269353-01

FILED
In the Office of the
Secretary of State of Texas

JUL 09 1999

Corporations Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which change the purposes of the Corporation, provide for voting members, provide for indemnification of Directors, limit liability of Directors to the Corporation and allow Director to take action without a meeting.

ARTICLE ONE

The name of the Corporation is Clear Lake Sailing Club.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the Corporation on June 19, 1999.

Article Four of the Articles of Incorporation is hereby amended to read as follows:

Section 4.01. The Corporation is organized exclusively for charitable, literary, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities will include, but not be limited to, promoting small sailboat racing through low-cost education for members of the community and through participation in amateur sailing competitions.

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

a. 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, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. 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)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may

hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

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

d. The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

The Articles of Incorporation are hereby amended by adding thereto a new Article Eight which reads as follows:

The Corporation shall have such classes of voting members as the Board of Directors may determine.

The Articles of Incorporation are hereby amended by adding thereto a new Article Nine which reads as follows:

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

The Articles of Incorporation are hereby amended by adding thereto a new Article Ten which reads as follows:

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

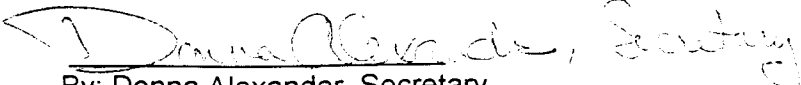
The Articles of Incorporation are hereby amended by adding thereto a new Article Eleven which reads as follows:

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile transmission or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

The amendments were adopted at a meeting of members held on June 19, 1999, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

IN WITNESS WHEREOF, I have hereunto set my hand, this 7th day of July, 1999.

CLEAR LAKE SAILING CLUB


By: Donna Alexander, Secretary