

9020552

007-05-0974

PLAN OF MERGER

I.

The names of the corporations proposing to merge are: The Wharf at Clear Lake Slip Maintenance Association, Inc., and The Wharf at Clear Lake Live-Aboard Marina Association, Inc.

II.

The name of the surviving corporation is: The Wharf at Clear Lake Slip Maintenance Association, Inc.

III.

The terms and conditions of the proposed merger are as follows:

A. Upon merger, all the members of the Wharf at Clear Lake Live-Aboard Marina Association, Inc., shall become members of the Wharf at Clear Lake Slip Maintenance Association, Inc., with all of the rights of live-aboard members within the surviving corporation.

B. The Board of Directors of the Wharf at Clear Lake Slip Maintenance Association, Inc., shall be expanded from five (5) to seven (7) members, two of which shall always be elected from owners of what were formerly slips in the Wharf at Clear Lake Live-Aboard Marina Association, Inc., unless no members whose slips were formerly in that association choose to run, in which case, all seven (7) may be elected from among members that own slips that were formerly in the Wharf at

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Attest: AUG 22 2005

MARY ANN DAIGLE, County Clerk
Galveston County, Texas

By Pamela Young Deputy
Pamela Young

007-05-0975

Clear Lake Slip Maintenance Association, Inc., prior to the merger. Approval of the Plan of Merger shall constitute amendment of the bylaws.

C. All property and assets of the Wharf at Clear Lake Live-Aboard Marina Association, Inc., shall, upon approval of the Plan of Merger and Articles of Merger, become the property of the Wharf at Clear Lake Slip Maintenance Association, Inc., including, but not limited to, all common areas, equipment, property and contract rights, and cash on hand or deposits in financial institutions.

D. Effective upon approval of the Plan of Merger and Articles of Merger, the maintenance fees for those Live-Aboard slips that were formerly in the Wharf at Clear Lake Slip Maintenance Association, Inc. shall be raised to the same fees charged for the Live-Aboard slips that were in the Wharf at Clear Lake Live-Aboard Marina Association, Inc., prior to the merger.

IV.

The Articles of Incorporation of the surviving corporation will contain the following changes effected by the merger:

a. Article IV of the original Articles of Incorporation is hereby deleted and in its place, the following is inserted:

"The purpose or purposes for which said Corporation is organized are to act as agent for the civic and social benefit and betterment of the residents and property owners of lots in a tract or parcel of land containing 3.3879 acres of land, more or less and being the Block, Lot, Area and Residential Common Area as shown on the plat of Phase I of the Wharf at Clear Lake, recorded on December 14, 1977, in Volume

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MARY ANN DAIGLE, County Clerk

Galveston County, Texas

By Pamela Young Deputy

Pamela Young

007-05-0976

15, Page 78 of the Map Records of Galveston County, Texas, and rerecorded on March 13, 1978, under Clerk's File No. 140726, in the Office of the County Clerk of Galveston County, Texas, more particularly described in the Declaration of Covenants, Conditions, and Restrictions dated March 27, 1978, and filed under Clerk's File No. 155729, Book 2988, Page 64, et seq. of the Deed of Trust Records of Galveston County, Texas, which was property developed by 1200 Corporation, the "Developer", to sell said property as boat slips, and the 2.2769 acres called the Marina Common Area, consisting of 2.8781 acres in the Marina Reserve Area (reserves H, I, J, and K), consisting of .1079 acres, according to the Replat of a Replat of a Replat of Phase II of the Wharf at Clear Lake, recorded in Volume 16, Page 168 of the Plat Records of Galveston County, Texas, as the same were annexed to Phase I by a document entitled "Annexation Declaration of Covenants, Conditions and Restrictions for the Wharf at Clear Lake, Marina Area, Phase II", dated the 20th day of August, 1979 and filed under Clerk's File No. 211669 and Book 3214, Page 134, et seq., of the Deed of Trust Records of Galveston County, Texas; as amended by the Amendment to Declaration of Covenants, Conditions and Restrictions of The Wharf at Clear Lake (Marina Area) dated October 15, 1982 and filed under Clerk's File No. 8321230 of the Galveston County Clerk's Office and the 0.9029 acres of land and 0.325 acres of land annexed to Phase I by the document entitled "Annexation Declaration of Covenants, Conditions and Restrictions for the Wharf at Clear Lake, Marina Area, Phase III (Parking)", signed on June 8, 1983, and filed on June 16, 1983 under Clerk's File No. 8321447 and Film Code No. 002-32-1857, et seq. in the Office of the County Clerk of Galveston County, Texas, and the 1.6694 acre tract of land and the 0.3485 acre tract of land described in the Declaration of Covenants, Conditions and Restrictions for a portion of Phase IIa of the Wharf at Clear Lake (the Wharf at Clear Lake Live-Aboard Marina), signed the 23rd day of July, 1982 and filed of record August 30, 1982 under Clerk's File No. 8225428 and Film Code No. 001-84-0382, et seq. in the Office of the County Clerk of Galveston County, Texas, and any other property the record owners of which may become subject, by covenants of record, or merger or annexation, to assessment by the Association, and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

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MARY ANN DAIGLE, County Clerk
Galveston County, Texas

By Pamela Young Deputy
Pamela Young

007-05-0977

- (a) To exercise all the powers and privileges and perform all of the duties and obligations of the corporation, and corporations that have been merged into it, as set forth in the Declaration of Covenants, Conditions and Restrictions referred to above, or any property the record owners of which may become subject, by covenant of record, or by merger, to assessment by the Association and for any and all other property which is accepted by the corporation;
- (b) To fix, levy and collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions referred to hereinabove, or applicable to any property the record owners of which may become subject, by covenants of record, or by merger, to assessment by the Association, and for any and all other property which is accepted by this Corporation for similar purposes;
- (c) To acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of this Corporation subject to the limitations set forth in the Restrictions above, or applicable to any property the record owners of which may become subject, by covenants of record, or by merger, to assessment by the Association, or for any and all other property which is accepted by the Corporation;
- (d) To borrow money, mortgage, pledge, or hypothecate any and all its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Restrictions above, or restrictions applicable to the property of record owners of which may become subject, by covenants of record, or by merger, to assessment by the Association, and for any and all other property which is acceptable to the Corporation;
- (e) To provide for services such as disposal and property maintenance;
- (f) To provide piers, wharfs, docks, catwalks and other facilities for the owners of said property;

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MARY ANN DAIGLE, County Clerk

Galveston County, Texas

By Pamela Young Deputy

Pamela Young

007-05-0978

- (g) To provide safety or police patrols;
- (h) To maintain street lights, sidewalks and traffic controls;
- (i) To provide general sanitation and cleanliness of common areas;
- (j) To provide control of insects, rodents and animals;
- (k) To provide maintenance of drainage facilities;
- (l) To provide upkeep and maintenance of common areas and facilities and of dock facilities as provided in the Restrictions set out above, or restrictions applicable to property, the record owners of which may become subject, by covenants of record, or by merger, to assessment by the Association, and for any and all other property which is accepted by the Corporation;
- (m) To provide any activity conducted for the mutual benefit of residents and owners which provided in the Restrictions above or restrictions applicable to any property the record owners of which may become subject, by covenants of record, or by merger, to assessment by the Association, and for any and all other property which is accepted by the Corporation and to have and to exercise any and all other powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Texas, by law may now or hereafter exercise.

b. Article VII shall have the paragraph that begins with the words "Class B" deleted.

v.

This Plan of Merger was adopted by a vote of a majority of the Board of Directors of each of these corporations who directed the same to be submitted to a vote at a meeting of the members having voting rights, wherein they were approved by 2/3rds vote of the members present at such meeting in

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MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By Pamela Young Deputy
Pamela Young

007-05-0979

person or by proxy and by more than 51% of the aggregate of the voting rights of all members.

THE WHARF AT CLEAR LAKE
SLIP MAINTENANCE ASSOCIATION, INC.

Richard A. Black Sr
President

Judy Crabill
Secretary

THE WHARF AT CLEAR LAKE
LIVE-ABOARD MARINA ASSOCIATION, INC.

Alan E. Bischof
President

M. Kathryn Perry
Secretary

Richard A. Black personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas

Richard A. Black
Notary Public

Alan E. Bischof personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas

Alan E. Bischof
Notary Public

Judy Crabill personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas

Judy Crabill
Notary Public

M. Kathryn Perry personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas

M. Kathryn Perry
M Notary Public

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MARY ANN DAIGLE, County Clerk
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Pamela Young

007-05-0980

RESOLUTION OF MERGER AND AMENDMENT OF BYLAWS

WHEREAS, the Amendment to Declaration of Covenants, Conditions and Restrictions the Wharf at Clear Lake (Marina Area), dated October 15, 1982 and filed under Clerk's File No. 8321230 in the Real Property Records of Galveston County, Texas, Article X, "General Provisions", Section 7, Consolidation and Merger." states that a merger or consolidation may be approved by 51% of the aggregate of the votes of the classes of members and upon merger or consolidation of the Association with another association, its Properties, rights and obligations may, by operation of law, be transferred to another surviving association or be added to by the properties of the merging or consolidated corporations; and

WHEREAS, the bylaws of the Wharf at Clear Lake Slip Maintenance Association, Inc. provide in Article XIV that they may be amended by a vote of members holding a majority of the membership votes of the Association; and

WHEREAS, THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR A PORTION OF PHASE IIA OF THE WHARF AT CLEAR LAKE (THE WHARF AT CLEAR LAKE LIVE-ABOARD MARINA), dated July 23, 1982 and filed on August 30, 1982, under Clerk's File No. 8225428 and Film Code No. 001-64-0382, et seq. of the Real Property Records of Galveston County, Texas, ARTICLE IX, ANNEXATION, MERGER OR CONSOLIDATION, Section 2, Consolidation

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Galveston County, Texas
By Pamela Young Deputy
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and Merger, states that the Wharfs at Clear Lake Live-Aboard Marina Association, Inc., may merge with another association upon the assent of 51% of the aggregate of the votes of both classes of members and upon merger its properties, rights and obligations may, by operation of law, be transferred to another surviving association; and

WHEREAS, Tex. Civ. Stat. Ann. art. 1396-5.03 requires approval of two-thirds of the votes of members present in person or by proxies at a meeting; after approval by the Board of Directors;

Now, therefore, the Wharf at Clear Lake Live-Aboard Marina Association, Inc. and The Wharf at Clear Lake Slip Maintenance Association, Inc., after notice as required by law and approval as set out above, hereby adopt the following resolutions and amendments to bylaws:

I.

"The Wharf at Clear Lake Live-Aboard Marina Association, Inc., shall be merged into and become a part of the Wharf at Clear Lake Slip Maintenance Association, Inc., which shall be the surviving corporation. The attached Exhibits "A" and "B", Plan of Merger and Articles of Merger, are hereby approved by the membership of both corporations and the Bylaws of Wharf at Clear Lake Slip Maintenance Association, Inc., Amendments, set out in the Plan of Merger are hereby adopted."

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Attest: AUG 22 2005

MARY ANN DAIGLE, County Clerk
Galveston County, Texas

By Pamela Young Deputy

Pamela Young

007-05-0982

THE WHARF AT CLEAR LAKE
SLIP MAINTENANCE ASSOCIATION, INC.

Richard A. Black Sr.
President

Judy Crebill
Secretary

THE WHARF AT CLEAR LAKE
LIVE-ABOARD MARINA ASSOCIATION, INC.

Alan E. Bischof
President

M. Kathryn Perry
Secretary

Richard A. Black personally appeared, subscribed and sworn before me this 26th
day of June 1990. Harris County, State of Texas

Richard A. Black
Notary Public

Alan E. Bischof personally appeared, subscribed and sworn before me this 26th
day of June 1990. Harris County, State of Texas

Richard A. Black
Notary Public

Judy Crebill personally appeared, subscribed and sworn before me this 26th
day of June 1990. Harris County, State of Texas

Judy Crebill
Notary Public

M. Kathryn Perry personally appeared, subscribed and sworn before me this 26th
day of June 1990. Harris County, State of Texas

M. Kathryn Perry
Notary Public

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Attest: AUG 22 2005

MARY ANN DAIGLE, County Clerk
Galveston County, Texas

By Pamela Young Deputy
Pamela Young

007-05-0985

ARTICLES OF MERGER OF THE
WHARF AT CLEAR LAKE LIVE-ABOARD MARINA ASSOCIATION, INC.,
A TEXAS NONPROFIT CORPORATION INTO THE
WHARF AT CLEAR LAKE SLIP MAINTENANCE ASSOCIATION, INC.,
A TEXAS NONPROFIT CORPORATION

The undersigned corporations adopt these Articles of Merger:

I.

Plan of Merger

The Plan of Merger is stated in Exhibit "A" attached hereto and made a part hereof for all intents and purposes.

II.

Procedure for Adoption

This merger is permitted by the laws of the State of Texas. These corporations approved the Plan of Merger in compliance with the laws of the State of Texas. The Wharf at Clear Lake Live-Aboard Marina Association, Inc., adopted this Plan of Merger at a meeting of members held on the 20th day of June, 1990, at which a quorum was present. The Plan received at least 2/3rds of the votes that members who were present or represented by proxy at the meeting were entitled to cast, and more than 51% of the aggregate of the votes as required in Article IX, Section 2 of the Restrictions. This Plan of Merger was adopted at a meeting of members of the Wharf at Clear Lake Slip Maintenance Association, Inc., held on the 28th day of April, 1990, at which a quorum was

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MARY ANN DAIGLE, County Clerk
Galveston County, Texas
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Pamela Young

007-05-0984

present. The Plan received at least 2/3rds of the votes that members who were present or represented by proxy at the meeting were entitled to cast and at least 51% of the aggregate of the votes, as required in accordance with the Amendment to Declaration of Covenants, Conditions and Restrictions.

We, the undersigned, are officers of the corporations involved in this merger and we hereby execute these Articles of Merger on behalf of these corporations on the 26 day of June, 1990.

THE WHARF AT CLEAR LAKE
LIVE-ABOARD MARINA ASSOCIATION, INC.

By: Alan E. Bischof
Printed Name: ALAN E. BISCHOF
Title: PRESIDENT

THE WHARF AT CLEAR LAKE
SLIP MAINTENANCE ASSOCIATION, INC.

By: Richard A. Black, Jr.
Printed Name: RICHARD A. BLACK JR
Title: President

MERGER: Wharf/the

Alan E. Bischof personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas

Richard A. Black, Jr.
Notary Public (Vera A. Black)
Richard A. Black, Jr. personally appeared, subscribed and sworn before me this 26th day of June 1990. Harris County, State of Texas
Vera A. Black
Notary Public (Vera A. Black)

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Attest: AUG 22 2005

MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By: Pamela Young Deputy
Pamela Young

007-05-0985

STATE OF TEXAS COUNTY OF GALVESTON
I hereby certify that this instrument was filed
on the date and time stamped hereon by me and
was duly recorded in the Official Public Records
of Real Property of Galveston County Texas, on

JUN 28 1990



Jessie B. Kirkendall
COUNTY CLERK
GALVESTON CO., TEXAS

FILED FOR RECORD

90 JUN 28 PM 2:06

Jessie B. Kirkendall
COUNTY CLERK
GALVESTON COUNTY, TEXAS

PAYED

*The 1/2 acre at Clear Lake
P.O. Box 1494
League City, TX 77573*

A CERTIFIED COPY
Attest: AUG 22 2005

MARY ANN DAIGLE, County Clerk
Galveston County, Texas
By *Pamela Young* Deputy
Pamela Young