

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
WILCHESTER OWNERS COMMITTEE

COPY

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Secretary of State of Texas

DEC 18 2000

Corporations Section

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is **Wilchester Owners Committee**.
2. The following amendment to the Articles of Incorporation were adopted by the affirmative vote of at least two-thirds of the members of Wilchester Owners Committee, present in person or by proxy, at the Special Meeting of the members held on the 2nd day of March, 2000, which meeting was adjourned to the 9th day of March, 2000 at which a quorum was present.

Article Seven is amended to read as follows:

ARTICLE SEVEN

The business and property of the corporation shall be managed by a Board of seven (7) Trustees who shall be elected by the Members. The Trustees shall serve for a term of two (2) years or until their successors in office have been elected. In case of the resignation, death, or incapacity to serve of any one of Trustees, the remaining Trustees may appoint a substitute Trustee to serve the remainder of said period. The judgment of the Trustees, or the substitute Trustees, in the expenditures of the funds of this corporation shall be final and conclusive so long as such judgment is exercised in good faith.

The following shall apply to this corporation.

1. The members of this corporation shall be the owners of the lots in Wilchester, Sections 1 through 4 inclusive, all subdivisions in Houston, Harris County, Texas (the "Subdivision").
2. Each lot owned in the Subdivision shall be entitled to one vote at any meeting of the members.
3. The affairs of this corporation shall be run by seven (7) Trustees who shall be either the owners of a lot in the said Subdivision or an officer of a corporation owning one or more lots in the Subdivision.

4. The annual meeting of the members shall be a time in the first quarter each year as set by the Trustees. The Trustees shall mail notices of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of the said meeting.

5. Trustees shall be elected for a term of two (2) years but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present in person or by proxy, provided a quorum is present.

6. In order to constitute a quorum at any meeting, at least 10% of the members of this corporation must be present or represented by proxies.

7. In the case of special meetings, written or printed notice stating the place, date, hour, purpose for which the meeting is called, shall be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting, by mail, by or at the direction of the person or persons calling the meeting, to each member entitled to vote at such meeting.

8. The Bylaws of this corporation can be amended or altered at a meeting of the members by a majority vote of the members present in person or by proxy, provided a quorum is present.

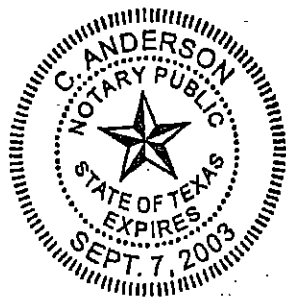
Dated this 3rd day of November, 2000.

WILCHESTER OWNERS COMMITTEE

By: *Michael J. Delouche*
Michael J. Delouche, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared, Michael J. Delouche, President of Wilchester Owners Committee, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity stated. Given under my hand and seal of office this the 3rd day of November, 2000.



C. Anderson
Notary Public in and for the State of Texas

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541-99-1867