

529-75-3552
FILED

In the Office of the
Secretary of State of Texas

MAY 15 1995

Corporations Section

**SECOND ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LAKEWOOD FOREST FUND, INC.**

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Second Articles of Amendment to its Articles of Incorporation for the purpose of updating and clarifying certain provisions thereof:

ARTICLE ONE

The name of the corporation is LAKEWOOD FOREST FUND, INC.

ARTICLE TWO

The following amendments to the Articles of Incorporation was adopted by the corporation on May 1, 1995.

Subparagraph "c." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

The affairs of this corporation shall be managed by a Board of seven (7) Trustees, all of whom must be Members in good standing (as defined in the By-Laws) of the corporation and neither of whom reside with any other current Member of the Board of Trustees. Election of the Trustees shall be held at the annual meeting of the membership or at any adjournment thereof.

Subparagraph "d." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

The annual meeting of the membership shall be held on the second Monday of January each year at 7:00 o'clock p.m., for purposes of electing Trustees and for the transaction of such other business as may come before the membership. Upon completion of the voting for Trustees, the Board of Trustees (at its discretion by majority vote) may adjourn the meeting, without notice other than announcement at the meeting, and reconvene the annual meeting on a later date for the purpose of announcing the election results. Written notice of the annual meeting of the membership (which notice may be contained in the corporation's newsletter) shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least ten (10) days (but not more than sixty (60) days) before such meeting to each Member entitled to vote thereat, as more fully provided for in the By-Laws. If the day of the annual meeting is a legal holiday in the State of Texas, the annual meeting shall be held on the next succeeding business day.

Subparagraph "e." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

Each Trustee shall be elected for a term of two (2) years. Three (3) Board positions will be filled in even years and four (4) Board positions will be filled in odd years. The Members shall elect the Trustees for a term of two (2) years to fill each expiring term. Any Trustee

may be removed from the Board, with or without cause, by a majority vote of a quorum of the Members of the corporation present, in person or by proxy, at a Special Meeting called for that purpose.

Subparagraph "f." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

The presence at any meeting of the membership, either in person or by proxy, of the Members entitled to cast at least ten percent (10%) of the votes shall constitute a quorum, as more fully provided for in the By-Laws.

Subparagraph "g." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

Special Meetings of the Members may be called at any time by the President, by at least three (3) Members of the Board of Trustees, or upon written request of the Members who are entitled to vote at least ten percent (10%) of the membership. Written notice of any Special Meeting of the membership (which notice may be contained in the corporation's newsletter) shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least ten (10) days (but not more than sixty (60) days) before such meeting to each Member entitled to vote thereat, as more fully provided for in the By-Laws.

Subparagraph "h." of the second full paragraph of Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

The corporation's By-Laws may be amended by the affirmative vote of a majority of a quorum of the Members present, in person or by proxy, at a Special Meeting called for that purpose.

ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Members held on May 1, 1995, at which a quorum was present, and the amendment received at least at least two-thirds (2/3) of the votes which Members present or represented by proxy at such meeting were entitled to cast.

LAKEWOOD FOREST FUND, INC., a Texas
Non-Profit Corporation

ATTEST:

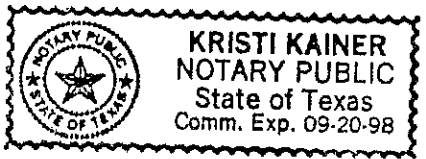
Cecilia Boxell
Cecilia Boxell, Secretary

By: Mary Louise Morse
Mary Louise Morse, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared Mary Louise Morse, President of Lakewood Forest Fund, Inc., known to me to be the person whose name is subscribed to the Second Articles of Amendment to the Articles of Incorporation for Lakewood Forest Fund, Inc. and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE on this the 1st day of May, 1995.



Kristi Kainer
NOTARY PUBLIC IN AND FOR
THE STATE OF T E X A S