

ARTICLES OF AMENDMENT TO THE CHARTER OF BRIARWOOD HOMEOWNERS ASSOCIATION

Briarwood Homeowners Association, a "Texas Non-profit Corporation" organized and executed under the laws of the State of Texas, adopts the following Articles of Amendment to its Charter:

These Articles of Amendment were adopted by the members of Briarwood Homeowners Association (hereinafter called the "Association") at a Special Meeting of the members. All members were given notice of such meeting incorporating the proposed changes within the time and in the manner provided in the By-Laws of the Association and as provided in Article 1936 of Vernon's Annotated Revised Civil Statutes of the State of Texas, "The Texas Non-profit Corporation Act." There were outstanding at the time of the meeting 6 Class A memberships entitled to one vote each and 43 Class B memberships entitled to three votes each. For the Class A memberships 6 votes were cast in favor of the adoption of the Articles of Amendment and 0 votes were cast against the adoption of the Articles of Amendment; and of the Class B votes, 129 were cast for, and none were cast against the adoption of the Articles of Amendment.

Evidence was presented to the membership and is attached hereto that neither the Federal Housing Administration nor the Veterans Administration has any further interest in the said Briarwood Subdivision, Section II, and that each has consented that the Association, its members and Directors may take any action without obtaining the prior approval of such agencies.

ARTICLE ONE: The name of the corporation is Briarwood Homeowners Association.

ARTICLE TWO: The following amendments to the Charter were adopted by the membership of the corporation on April 15, 1974.

ARTICLE THREE of the Charter is hereby amended so as to read as follows:

"ARTICLE III

The registered office of the Association is located at 3100 Travis Street, Houston, Texas 77006.

Article IV of the Charter is hereby amended so as to read as follows:

"ARTICLE IV

The registered Agent of the Association is W. Ray Marshall, Jr.,
3100 Travis Street, Houston, Texas 77006.

Article V of the Charter is hereby amended so as to read as follows:

**"ARTICLE V
PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

All of BRIARWOOD, SECTION II, less and except Blocks 1 through 8, both inclusive, of said subdivision in the City of Lake Jackson, Brazoria County, Texas, according to the map or plat thereof duly recorded in the office of the County Clerk of Brazoria County, Texas, reference to which is here made for all purposes,

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, executed by Elgin Realty Co., the 15th day of April, 1974, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of Brazoria County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; however, nothing herein shall limit the right of Declarant in that certain Declaration of 1974 to annex additional land withing the area of land shown as reserved in the amended plat of Briarwood Subdivision, Section II, withing five (5) years of the date of said Delcaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE VI is hereby amended so as to read as follows:

"ARTICLE VI
MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in any Lot in Briarwood Subdivision, Section II, City of Lake Jackson, Brazoria County, Texas, including contractor sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII of the Charter is hereby amended to read as follows:

"ARTICLE VII
VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be case with respect to any Lot.

CLASS B. The Class B members shall be the Declarant (as defined in the Declaration), and shall be entitled to eleven (11) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 1976.

ARTICLE VIII of the Charter is hereby amended so as to read as follows:

"ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of this Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
J. L. Philips	6415 San Felipe, Houston, TX
Dan Murdock	6415 San Felipe, Houston TX
W. Ray Marshall, Jr.	3100 Travis Street, Houston TX

For so long as the Association shall elect not more than five (5) Directors, each of such Directors shall be elected for a term of one (1) year. At the first meeting in which more than five (5) Directors are elected, at least two (2) Directors shall be elected for a term of one (1) year, two (2) Directors for a term of two (2) years and two (2) Directors for a term of three (3) years. No Director shall be elected for a term in excess of three (3) years. Thereafter, so long as more than five (5) Directors are to serve, each Director shall be elected for a three year term except that the seventh and eighth Directors and any Director elected to fill an unexpired term may be elected for a shorter term.

ARTICLE XIII is deleted in its entirety."

DATED this 15th day of April, 1974.

BRIARWOOD HOMEOWNERS ASSOCIATION

BY: J. L. Philips
J. L. Philips, President and Director

BY: W. Ray Marshall, Jr.
W. Ray Marshall, Jr., Vice President and Director

BY: Dan Murdock
Dan Murdock, Secretary, Treasurer and Director

ACKNOWLEDGMENT

THE STATE OF TEXAS I
COUNTY OF HARRIS I

I HEREBY CERTIFY THAT ON THIS 15th day of April, 1974,
personally appeared before me J. L. PHILIPS who declared that he is president of the
Association and being first duly sworn, acknowledged to me that he signed the foregoing
Articles of Amendment in the capacity therein set forth and declared that the statements
therein contained are true.

In witness whereof I have hereunto set my seal the day and year above written.

Dave Larson
Notary Public in and for
Harris County, Texas

ACKNOWLEDGMENT

THE STATE OF TEXAS I
COUNTY OF HARRIS I

I HEREBY CERTIFY THAT ON THIS 15th day of April, 1974,
appeared before me DAN MURDOCK, who declared that he is Secretary, Treasurer of the
Association and being first duly sworn, acknowledged to me that he signed the foregoing
Articles of Amendment in the capacity therein set forth and declared that the statements
therein contained are true.

In witness whereof I have hereunto set my seal the day and year above written.

Dave Larson
Notary Public in and for
Harris County, Texas

ACKNOWLEDGMENT

THE STATE OF TEXAS I
COUNTY OF HARRIS I

I HEREBY CERTIFY THAT ON THIS 16th day of April, 1974,
personally appeared before me W. RAY MARSHALL, Jr., who declared that he is Vice President
of the Association and being first duly sworn, acknowledged to me that he signed the fore-
going Articles of Amendment in the capacity therein set forth and declared that the
statements therein contained are true.

In witness whereof I have hereunto set my seal the day and year above written.

Dave Larson
Notary Public in and for
Harris County, Texas