



The State of Texas
SECRETARY OF STATE

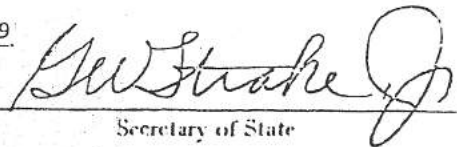
**CERTIFICATE OF AMENDMENT
OF**

LAKWOOD HOME OWNERS' ASSOCIATION, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Amendment to the Articles of Incorporation of the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a copy of the Articles of Amendment.

Dated OCT. 15 1979


Secretary of State

plk

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LAKEWOOD HOME OWNERS' ASSOCIATION, INC.

OCT 15 1979

ARTICLE ONE

Robert T. Mayfield
Attorney, Corporation Division

The name of the Corporation is LAKEWOOD HOME OWNERS' ASSOCIATION, INC., which shall hereafter be referred to as the "Corporation".

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on July 12th, 1979:

Article Six is amended to read:

"ARTICLE SIX

"The affairs of the Corporation shall be managed by a Board of three (3) Directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the Bylaws of the Corporation, which number shall never be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
"Charles Shierlow	3200 Big Bend Drive Austin, Texas 78731
"Robert T. Mayfield	4408 Spicewood Springs Road Austin, Texas 78731
"Terrence A. Grabow	7104 Coachwhip Hollow Austin, Texas 78750"

Article Four is amended to read:

"ARTICLE FOUR

"The purposes for which this Corporation are formed are:

"1. The specific and primary purpose is to own all common areas including green belts, walks, park and hike trails, drives (excluding dwelling sites and private patio and detached housing areas) as shown on the plat recorded in Volume 75, Page 115, Travis County, Texas Plat Records, and any other property thereafter deeded to the Corporation by Declarant, and to own, maintain and operate the recreational facilities exclusively for the pleasure and recreation of the members of Lakewood Home Owners' Association, Inc.

"2. The general purposes and powers are:

"(a) To construct, own, and operate a swimming pool, clubhouse, tennis courts, hiking trails and all usual and necessary accessories thereto.

"(b) To collect and disburse assessments, provide for maintenance, and to administer and enforce the Restatement of Covenants, Conditions and Restrictions for Lakewood Subdivision as recorded in Book 6750, Page 464-1491 D, et seq. of the Deed Records of Travis County, Texas, and any subsequent amendments thereto.

"(c) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state government, or municipal or political subdivision.

"(d) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.

"(e) To do all other acts necessary or expedient for the administration of the affairs and attainment for the purposes of this Corporation.

"The foregoing statement of purpose shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

"3. Notwithstanding any of the foregoing statements of purposes, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph One (1) of this Article Four (4), and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except on dissolution and winding up.

"This Corporation is organized pursuant to the Texas Non-profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes."

Articles Eight, Nine, Ten, Eleven and Twelve are added, reading as follows:

"ARTICLE EIGHT

"Classes of Members, Qualifications of Membership and Voting Rights

"Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or which may hereafter be subject to the following Restatement of Declaration of Covenants, Conditions and Restrictions of record in Volume 6750, Page 1464-1491D, of the Deed Records of Travis County, Texas, as it is or shall be amended and supplemented, shall be a member of the Association. The legal description of all of said Lots follows in Section 2, hereafter. 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 which is subject to or which may hereafter be subject to the above mentioned Declaration as amended and supplemented.

"Section 2. Property Now Subject to the Restatement of Declaration. The property, upon which all said Lots are located, which are presently subject to the Restatement of Declaration, is more particularly described as follows:

"That 49.07 acres of land out of and being a portion of that certain tract of land known as 45.76 acres of land out of the Robert Foster Survey No. 43 and the M.D. Williams Survey No. 49 as recorded in Vol. 4373, Page 385 of the Deed

Records of Travis County, Texas, and also being a portion of that certain tract of land known as 75.7 acres of land out of the M.D. Williams Survey No. 49 and the Mat. Lott Survey No. 44, and the Robert Foster Survey as recorded in Vol. 4373, Page 384 of the Deed Records of Travis County, Texas.

"Section 3. Classes of Members and Voting Rights. The Corporation shall have two (2) classes of voting membership, viz.:

"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 determine, but in no event shall more than one vote be cast with respect to any Lot.

"Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) 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 exceed the total votes outstanding in the Class B membership, except that Class B membership may be revived upon annexation of additional property in the manner permitted by the Declaration, or

"(b) on December 31, 1985.

"ARTICLE NINE

"Miscellaneous Provisions

"Section 1. Encumbrance of Property. No part of the real or personal property of the Association may be encumbered as security for any debt unless the consent thereto of two-thirds (2/3) of the members of each class entitled to vote is given.

"Section 2. Merger. The Association may merge with any other association which has objectives and purposes similar to the Association upon a vote of two-thirds (2/3) of the members of each class entitled to vote and compliance with the procedures outlined in Art. 1396-5.01, Non-Profit Corp. Act.

"Section 3. Other Powers Of Association. In addition to the powers, rights and privileges which a non-profit corporation organized and created by virtue of the laws of the State of Texas may exercise, the Association may exercise all of the powers, rights and privileges and may perform all of the duties and obligations set forth in the Declaration.

"Section 4. Property Rights. No member of any class shall have any rights in the property of the Association; and no member of any class shall be personally liable for the debts, liabilities or obligations of the Association.

"ARTICLE TEN

"Additional Provisions Regulating Internal Affairs

"The following additional provisions are inserted for regulation of the internal affairs of the Association.

"Section 1. Net Earnings Not To Benefit Private Persons. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof.

"Section 2. No Regular Trade or Business. No part of the activities of the Association shall be the carrying on of any regular trade or business of a kind ordinarily engaged in for profit.

"Section 3. Other Prohibited Activities. Notwithstanding any other provision of these Articles to the contrary, the Association shall not engage in any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

"Section 4. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Corporation exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the pleasure, recreation or other non-profitable purposes of its members as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the registered office of the Corporation is then located, exclusively for such purposes.

"ARTICLE ELEVEN

"Amendments

"Amendment of these Articles shall require the votes of 75 percent (75%) of the members of whatever class entitled to vote.

"ARTICLE TWELVE

"FHA/VA Approval

"As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration if such action is to be binding upon either of them: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles."

ARTICLE THREE

The amendment was adopted at a meeting of members held on July 12, 1979, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

EXECUTED this 27th day of July, 1979.

Serrano D. Granados
President or Vice President

R. T. M... ..
Secretary or Assistant Secretary

THE STATE OF TEXAS

COUNTY OF TRAVIS

BEFORE ME, the undersigned authority, on this day personally appeared _____ and _____, President/Vice President and Secretary/Assistant Secretary, respectively, of Lakewood Home Owners' Association, Inc., a Texas corporation, and being by me first duly sworn, declared upon oath that they did sign the foregoing Articles of Amendment for the purposes and consideration therein expressed and that the facts therein stated are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the _____ day of _____, 1979.

Notary Public, Travis County, Texas
My Commission Expires _____