

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
LAJITAS HOMEOWNERS ASSOCIATION**

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 to its Articles of Incorporation. These Articles amend and restate in their entirety the Articles of Incorporation of Lajitas Homeowners Association filed in the Office of the Secretary of State of Texas on April 11, 2002, and the following Articles of Amendment are substituted in their place.

**Article 1.**     Name. The name of the corporation is Lajitas Homeowners Association (the "Association").

**Article 2.**     Principal Office. The current principal office of the Association is located at HC 70, Box 400, Lajitas, Texas 79852.

**Article 3.**     Duration. The Association shall have perpetual duration.

**Article 4.**     Applicable Statute. The corporation is organized pursuant to the provisions of the Texas Non-Profit Corporation Act.

**Article 5.**     Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a)     By way of explanation and not limitation, the purposes for which the Association is formed are:

(i)     to be and constitute the Association to which reference is made in the Community Charter for Lajitas ("Charter"), recorded in the Office of the County Clerk of Brewster County, Texas, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Charter, in the By-Laws of the Association ("By-Laws"), and as provided by law; and

(ii)    to provide an entity for the furtherance of the interests of the owners of that real property which is subject to the terms of the Charter (the "Community").

(b)     In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its Board of Directors:

(i)     all of the powers conferred upon non-profit corporations by common law and the statutes of the State of Texas in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Charter, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied pursuant to the Charter;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Charter or any other property as to which the Association has a right or duty to provide such services pursuant to the Charter, By-Laws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Charter, By-Laws, or other recorded covenant;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Charter; and

(10) to provide any and all services to the Community and adjacent properties as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 5.

**Article 6. Membership.** The Association shall be a membership corporation without certificates or shares of stock. The Founder, for such period as is specified in the Charter, and each Person

who is the Owner of a Unit within the Community (as such capitalized terms are defined in the Charter), shall be a member of the Association and shall be entitled to such voting rights and membership privileges as are set forth in the Charter and the By-Laws.

**Article 7. Board of Directors.** The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

The Board of Directors shall consist of five directors, as determined in accordance with the By-Laws. The names and addresses of the current members of the Board of Directors, who shall hold office until their successors are selected in accordance with the By-Laws, or until their resignation or removal, are as follows:

Stephen R. Smith	2101 Lakeway, Suite 201, Austin, Texas 78734
Randall N. Williamson	2101 Lakeway, Suite 201, Austin, Texas 78734
Daniel Hostettler	HC 70, Box 400, Lajitas, Texas 79852
Louis C. Perna	HC 70, Box 400, Lajitas, Texas 79852
Mandy Willard	HC 70, Box 400, Lajitas, Texas 79852

The number, the method of selection, removal, and filling of vacancies, and the term of office of members of the Board of Directors shall be as set forth in the By-Laws.

**Article 8. Indemnification of Directors.** The Association shall indemnify its officers, directors and committee members as and to the extent required by the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**Article 9. Dissolution.** The Association may be dissolved only upon a resolution duly adopted by its Board of Directors and approved by the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units subject to the Charter. In addition, so long as the Founder owns any property subject to the Charter or which the Founder may unilaterally make subject to the Charter pursuant to the Charter, the written consent of the Founder shall be required.

**Article 10. Merger and Consolidation.** The Association may merge or consolidate only upon a resolution duly adopted by its Board of Directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units owned by persons other than Founder. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the written consent of the Founder shall be required.

**Article 11. Amendments.** These Articles may be amended only upon a resolution duly adopted by the Board of Directors and approved by the affirmative vote of members entitled to cast at least two-thirds (2/3) of the total eligible votes of the members; provided, the members shall not be entitled to vote on any amendment to these Articles of Incorporation adopted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or any institutional lender authorized to fund, insure or guarantee mortgages on individual Units, which amendments may be adopted by the Board of Directors. In addition, so long as the Founder owns any property subject to the Charter or which it may unilaterally make subject to the Charter, the consent of the Founder shall be required for any amendment.

**Article 12. Registered Agent and Office.** The current registered office of the Corporation is at 310 N. Mesa, Suite 706, El Paso, Texas 79901 and the initial registered agent at such address is Harold Crowson.

**Article 13. Adoption of the Articles of Amendment.** These Articles of Amendment were adopted at a duly called meeting of the Association's members held on \_\_\_\_\_, 20\_\_\_, at which a quorum was present, and were approved by at least two-thirds (2/3) of the votes that each class of members voting in person or by proxy at such meeting was entitled to cast.

This \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

LAJITAS HOMEOWNERS ASSOCIATION

By: \_\_\_\_\_  
\_\_\_\_\_ President

Attest: \_\_\_\_\_  
\_\_\_\_\_ Secretary

STATE OF TEXAS

COUNTY OF BREWSTER

Before me, a notary public, on this day personally appeared \_\_\_\_\_ and \_\_\_\_\_, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Notary Public, State of Texas

My commission expires: \_\_\_\_\_, 20\_\_