



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

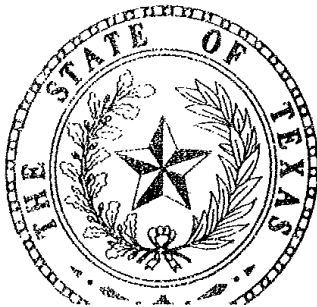
FOR

WALDEN'S SECTION TEN ASSOCIATION
CHARTER NUMBER 00366811

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED SEP. 3, 1993



John Hannah Jr.
Secretary of State

RESOLUTION
TO
AMEND THE BY-LAWS OF
WALDEN'S SECTION TEN ASSOCIATION

This Amendment to the By-Laws of WALDEN'S SECTION TEN ASSOCIATION, a Texas non-profit corporation, is made on this 7th day of August 1993 by the Board of Trustees of Walden's Section Ten Association (hereinafter referred to as the "Corporation") and such Amendment will be presented to the membership of the Corporation at the specially scheduled members meeting held on the 14th day of August 1993.

W I T N E S S E T H

WHEREAS, Walden's Section Ten Association was officially incorporated on 12 September 1975, by the filing of the Articles of Incorporation of Walden's Section Ten Association in the office of the Secretary of State of Texas; and

WHEREAS, in accordance with Article XII, Section 1, of the By-Laws of the Corporation, as amended, the said By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present, in person or by proxy or by the Board of Trustees; and

WHEREAS, the Board has adopted the said Resolutions and have voted to present same to the membership at its specially scheduled member's meeting to be held on 14 August 1993;

NOW THEREFORE, BE IT RESOLVED that the By-Laws of the Walden's Section Ten Association are AMENDED EFFECTIVE the 14th day of August 1993 to read as follows:

A. Article III, Section 1 shall now read as follows:

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the third Saturday in May of each year beginning in 1994, at 10:00 a.m., at the principal office of the corporation. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

B. Article IV, Section 1 shall now read as follows:

Section 1. Board of Trustees. The affairs of this Association shall be managed by a Board of Five (5) Trustees, who shall be members of the corporation at the time of their election.

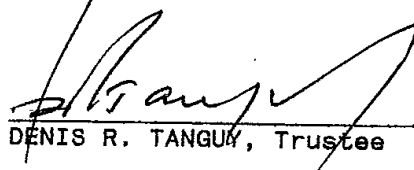
C. Article IV, Section 2 shall now read as follows:

Section 2. Term of Office. At the special member's meeting on 14 August 1993, the members shall elect One trustee for a term to expire 21 May 1994, Two trustees for a term to expire 20 May 1995 and Two trustees for a term to expire 18 May 1996; at each annual meeting thereafter, the members shall elect that number of trustees whose terms expire at such time. Thereafter, the term of office for each trustee shall be three years.

BE IT FURTHER RESOLVED, that the Board of Trustees shall AMEND Article IV of the Articles of Incorporation of the Corporation to require that a Trustee shall be a member of the Corporation at the time of their election and such Amendment shall be in the following attached hereto as Exhibit "A".

IN WITNESS WHEREOF, these Resolutions are hereby certified by the Board of Trustees of Walden's Section Ten Association on this 14th day of August 1993; said Resolutions having been approved by the Board of Trustees at its regularly scheduled meeting on the 7th day of August 1993 and also having been approved by two-thirds (2/3) of the votes of members present or represented by proxy were entitled to cast.

EXECUTED the 14th day of August 1993.


DENIS R. TANGUY, Trustee


FRANK A. McLANE, Trustee


RODNEY C. BROWN, Trustee