

JUN 10 1981

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HARRIS COUNTY HOUSING FINANCE CORPORATION

CLERK OF
Corporation Division

We, the undersigned, the County Judge and County Clerk of Harris County, Texas, in accordance with the provisions of Article 12691-7, Vernon's Texas Civil Statutes, do hereby adopt the following Articles of Amendment to the Articles of Incorporation for Harris County Housing Finance Corporation:

AMENDMENT
ARTICLE I

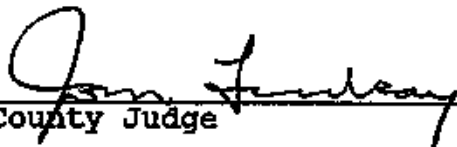
Article VI of the Articles of Incorporation dated June 30, 1980 is amended as follows:

All powers of the Corporation shall be vested in a Board of Directors consisting of nine (9) persons, each of whom shall be appointed by written resolution of the governing body of Harris County, Texas, and each of whom shall be a resident of such county. Each initial director named in Article VIII hereof, and each subsequent director, shall serve for a term of two (2) years or until his or her successor is appointed by the governing body of Harris County, Texas; provided, however, that any director may be removed from office at any time, with or without cause, by written resolution of the governing body of Harris County, Texas.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with these Articles of Incorporation, the Texas Housing Finance Corporations Act, or any other law of the State of Texas.

AMENDMENT
ARTICLE II

These Articles of Amendment to the Articles of Incorporation of the Corporation have been adopted and approved by the Commissioners Court of Harris County, Texas, at a regular meeting held on the 17th day of July, 1980.


County Judge

ATTEST:


County Clerk

By: 
Deputy


4549066

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared John Lindsey, County Judge of Harris County, Texas, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act of said corporation, and verified to me that the assertions therein are true and correct to the best of his knowledge and belief.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 17th day of July, 1980.


Notary Public in and for
the State of Texas
Name: Diane Rocha
My Comm. Exps.: MAY 23, 1984