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FILED In the Office of the Secretary of State of Texas

MAR 28 1988

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

Clerk TII-M Corporations Section

HARRIS COUNTY HOUSING FINANCE CORPORATION

We, the undersigned, the County Judge and County Clerk of Harris County, Texas, being the presiding officer of the governing body of the local government and the local government's clerk, respectively, in accordance with the provisions of the Texas Housing Finance Corporations Act, as amended, formerly Article 12691-7, Vernon's Annotated Texas Civil Statutes, and now codified as Texas Local Government Code, Chapter 394, do hereby adopt the following Articles of Amendment to the Articles of Incorporation of Harris County Housing Finance Corporation:

AMENDMENT ARTICLE I

The Articles of Incorporation of the Corporation dated June 30, 1980 and amended June 10, 1981 are amended to add a new Article XII to read as follows, which amendment will be effective as of September 1, 1987:

ARTICLE XII

To the fullest extent permitted by Texas statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment), a director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

AMENDMENT ARTICLE II

These Articles of Amendment to the Articles of Incorporation of the Corporation have been adopted and approved by a majority vote of the members in office of the Commissioners/Court, which is the governing body of Harris County, Texas, at a regular meeting held on the 1st day of March, 1988.

SATTEST:

anita Roleheaver

4549063

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, a notary public, on this day personally appeared Jon Lindsay, known to me to be the person whose name is 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 All day of March , A.D., 1988.

OF THES.

Notary Public Signature

Notary Public Printed or Typed Name

My commission expires: 3-30-91

(SEAL)