

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

In the Office of the
Secretary of State of Texas
SEP 24 2001
Corporations Section

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 and March 28, 1988, are amended to add a new Article XIII to read as follows, which amendment will be effective as of September 1, 2001.

ARTICLE XIII

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), an officer of the Corporation is not liable to the Corporation or any other person for an action taken or omission made by the officer in the person's capacity as an officer unless the officer's conduct was not exercised (i) in good faith, (ii) with ordinary care, and (iii) in a manner the officer reasonably believes to be in the best interest of the Corporation. This Article shall not affect the liability of the Corporation for an act or omission of the officer. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an officer of the Corporation existing at the time of such repeal or amendment.

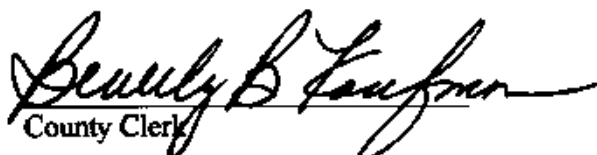
AMENDMENT
ARTICLE III

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 SEP 18 2001, 2001.



County Judge

ATTEST:



County Clerk

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

Before me, a notary public, on this day personally appeared Robert Eckels, 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 18 day of Sept., A.D., 2001.

Donna M. VanGheluwe
Notary Public Signature

(PERSONALIZED SEAL)

