

112-78-0468

EXHIBIT B

The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

COURTYARD GLEN HOMEOWNERS ASSOCIATION

FORMERLY

COURTYARD - WOODLAND TRAILS WEST HOMEOWNERS ASSOCIATION
CHARTER NUMBER 00532731

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

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND
BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, ISSUES
THIS CERTIFICATE AND ATTACHES HERETO A COPY OF THE ARTICLES OF
AMENDMENT.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me; and was
duly RECORDED, in the Official Public Records of Real Property of Harris
County, Texas on

DATED JUNE 16, 1986

APR 4 1988



Ante Hollenauer
COUNTY CLERK
HARRIS COUNTY, TEXAS



W. Daniel

Secretary of State

SEP 19 1980

ARTICLES OF INCORPORATION
OF

CLERK I G
Corporation Division

COURTYARD - WOODLAND TRAILS WEST HOMEOWNERS ASSOCIATION

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are resident citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is COURTYARD - WOODLAND TRAILS WEST HOMEOWNERS ASSOCIATION.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

The corporation does not contemplate pecuniary gain or profit to its Members, and the specific purposes for which it is formed are to exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation set forth in, and upon and subject to the provisions of, that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") executed by Marix Houston Corporation, a Texas corporation, the Declarant thereunder, and filed for record with the County Clerk of Harris County, Texas, under Clerk's File No. 6513729, with respect to certain properties (the "Properties") therein specified and described in Harris County, Texas, reference to which Declaration is hereby made for all purposes, to provide for the maintenance, preservation and architectural control of the Properties for the benefit of the Members, to promote the health, safety and welfare of the Members, and to preserve the beautification of the Properties, including in particular, but without in any way limiting the generality of the foregoing, the following specific purposes (subject to the provisions of the Declaration):

- (a) to borrow money;
- (b) to mortgage, pledge and hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;
- (c) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(d) to maintain lands or streets;

(e) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments provided for by the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including any licenses, taxes or governmental charges which may be levied or imposed against the property owned by the corporation;

(f) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the Members; provided, that (i) no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), (ii) no Member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, and (iii) no part of the activities of the corporation shall be influencing legislation, or participating or intervening (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office; and

(g) to do or cause to be done all things and acts permitted by the laws of the State of Texas incident, necessary, proper or advisable to carry out the purposes for which non-profit corporations may be formed and to have all powers enumerated in Article 1396-1.02 of the T.R.C.S., as amended.

ARTICLE FIVE

The address of the initial registered office of the corporation is 9000 Southwest Freeway, Suite 100, Houston, Texas 77074 and the name of its initial registered agent at such address is Michael S. Marix.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Jimmy D. Wyatt	9000 Southwest Freeway, Suite 100, Houston, Texas 77074
Lennart Wahlquist	9000 Southwest Freeway, Suite 100, Houston, Texas 77074
B. J. Hinson	9000 Southwest Freeway, Suite 100, Houston, Texas 77074

Michael S. Marix

9000 Southwest Freeway, Suite 100, Houston,
Texas 77074

Kay Nash

9000 Southwest Freeway, Suite 100, Houston,
Texas 77074

ARTICLE SEVEN

The name and street address of each incorporator is:

Jimmy D. Wyatt

9000 Southwest Freeway, Suite 100, Houston,
Texas 77074

Michael S. Marix

9000 Southwest Freeway, Suite 100, Houston,
Texas 77074

Lennart Wahlquist

9000 Southwest Freeway, Suite 100, Houston,
Texas 77074

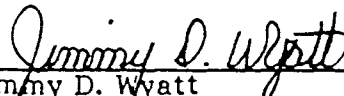
ARTICLE EIGHT

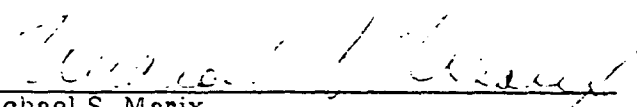
When the Declaration or the By-Laws require certain approvals of the members of the corporation, such approval shall be given by the members as provided therein.

ARTICLE NINE

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets, both real and personal, of the corporation shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization engaged in activities substantially similar to those of the corporation and which are qualified as exempt organizations under the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, we have hereunto set our respective hands as incorporators on this, the 16th day of September, 1980.


Jimmy D. Wyatt


Michael S. Marix

Lennart Wahlquist
Lennart Wahlquist

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, KAY NASH, Notary Public, do hereby certify that on this 16th day of September, 1980, personally appeared before me JIMMY D. WYATT, MICHAEL S. MARIX and LENNART WAHLQUIST, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of office the 16th day of September, 1980.

Kay Nash
Notary Public in and for Harris County, Texas

My Commission Expires:

3-3-81