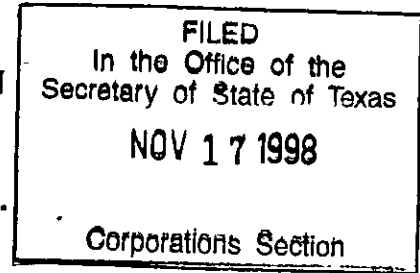


**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

BINGLEWOOD CIVIC CLUB, INC.



Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned non-profit corporation, **BINGLEWOOD CIVIC CLUB, INC.** (The "Corporation"), hereby adopts the following articles of Amendment to its Articles of Incorporation which amendment changes Article IV of the Articles of Incorporation.

ARTICLE ONE. The name of the Corporation is **BINGLEWOOD CIVIC CLUB, INC.**

ARTICLE TWO. Article IV of the Articles of Incorporation is hereby amended and replaced in its entirety to read as follows:

"Article IV.

The purposes for which the corporation is organized are to promote the civic and social welfare and well-being of those certain residents and property owners living within or near the area of Houston, Harris County, Texas, known as Binglewood Subdivision, Sections 1, 2, 3, 4, 5 and 6, and to promote and engage in activities for their use and benefit.

The general purpose and power of the corporation are to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, or those powers which may hereinafter be conferred.

In addition to the purposes for which this corporation is incorporated, the corporation is further limited to such purposes as fully set out in Article 1396-2.01 of the Texas Non-Profit Corporation Act.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation."

ARTICLE THREE. The Corporation has no members with voting rights. The Board of Directors of the Corporation authorized this Amendment to the Articles of Incorporation by unanimous written consent, executed effective as of November 16, 1998.

BINGLEWOOD CIVIC CLUB, INC.

By Ralph S Dickinson
Ralph Dickinson, President

SECRETARY OF DEFENSE