

COPY

BARTON CREEK PROPERTY OWNER'S ASSOCIATION, INC.

**UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the Board of Directors of the Barton Creek Property Owner's Association, Inc., a Texas non-profit corporation (hereinafter referred to as the "Association"), do hereby consent, pursuant to Article 1396-9.10A of the Texas Non-Profit Corporation Act, to the adoption of the following resolutions:

1. AMENDED ARTICLES OF INCORPORATION

RESOLVED, that the directors propose that the Articles of Incorporation of Barton Creek Property Owner's Association, Inc., be amended to read as set forth in the "Articles of Amendment to the Articles of Incorporation of Barton Creek Property Owner's Association, Inc.," a copy of which is attached hereto as Exhibit "A" and made a part hereof; and

RESOLVED FURTHER, that John E. Baker, as Secretary-Treasurer of the Association is hereby authorized and directed to execute the "Articles of Amendment to the Articles of Incorporation of Barton Creek Property Owner's Association, Inc.," and, following the execution of such instrument, is hereby authorized and directed to file same in the Office of the Secretary of State of Texas.

2. MULTIPLE COUNTERPARTS

This Consent may be executed in several counterparts, each of which will be deemed an original but all of which will constitute one and the same instrument. However, in making proof hereof, it will be necessary to produce only one original copy hereof or fax copy of the executed original signed by the party to be charged.

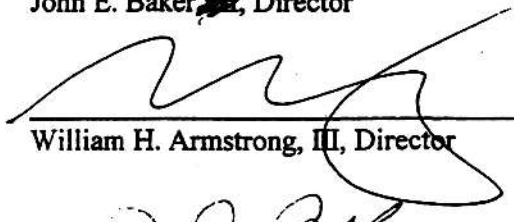
3. FACSIMILE COUNTERPARTS

Further, the delivery of a facsimile or other reproduced copy of an execution original of this Consent, whether in one or more counterparts, shall be deemed to be effective as the delivery of an executed original of this Consent.

Executed as of and effective the 22nd day of February, 2002.



John E. Baker, Director



William H. Armstrong, III, Director



David Ruehlman, Director

EXHIBIT "A"

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

BARTON CREEK PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Barton Creek Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the directors of the Association on February 22, 2002. The amendment alters Article I of the original Articles of Incorporation, and the full text of the altered provision is as follows:

"ARTICLE I"

The name of the corporation is Barton Creek North Property Owners Association, Inc. (the "Corporation")."

ARTICLE THREE

This amendment is hereby approved by the Board of Directors of the Association pursuant to Article 1396-4.02(4)(a) which permits the Board of Directors to amend the Articles of Incorporation to add a geographical attribution to the name of the Association without member approval.

EXECUTED this 22 day of February, 2002.

**BARTON CREEK PROPERTY OWNERS
ASSOCIATION, INC., a Texas non-profit corporation**

By: _____

John E. Baker, Secretary-Treasurer

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

BARTON CREEK PROPERTY OWNERS ASSOCIATION, INC.

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"ARTICLE F"

The name of the corporation is Barton Creek North Property Owners Association, Inc. (the "Corporation")."

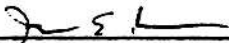
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EXECUTED this 22 day of February, 2002.

**BARTON CREEK PROPERTY OWNERS
ASSOCIATION, INC., a Texas non-profit corporation**

By: _____


John E. Baker, Secretary-Treasurer