

FILED
In the Office of the
Secretary of State of Texas

MAR 13 1989

Corporations Section

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
POINT LOOKOUT WEST, 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 which amend the corporation to provide for the limitation of liability for directors of the corporation, except under those certain situations set forth in these Articles of Amendment.

ARTICLE ONE

The name of the corporation is Point Lookout West, Inc.

ARTICLE TWO

The following amendments to the Articles of Incorporation was adopted by the corporation on February 18, 1989.

Article Sixth of the Articles of Incorporation is hereby amended by deleting the Articles Sixth as set forth in the original Articles of Incorporation and by substituting in its place a new Articles Sixth to read as follows:

The number of directors and their terms shall be as determined and set forth in the Bylaws of the corporation.

The Articles of Incorporation are hereby amended by adding thereto a new Article Twelfth to read as follows:

Pursuant to Article 13.02-7.06, Vernon's Annotated Texas Statutes, a director of the corporation is not liable to the

corporation or its members for monetary damages for an act or omission in the directors capacity as a director, except that this article shall not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders or members;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly providing for by statute; or
- (5) an act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE THREE

The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the members held on February 18, 1989, at which a quorum was present, and the amendment received at least two-thirds of the votes which members present are represented by proxy at such meeting were entitled to cast.

Dated FEBRUARY 4, 1989.

POINT LOOKOUT WEST, INC.

By: Archie R. Elliott
ARLIE R. ELLIOTT, President

and Paul Holland
PAUL HOLLAND, Secretary

STATE OF TEXAS *
COUNTY OF SAN JACINTO

Before me, a notary public, on this day personally appeared ARLIE R. ELLIOTT, known to me to 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 4th day of FEBRUARY, A.D., 1989.

[Signature]
Notary Public, State of Texas
My commission expires: 7-22-89
Printed/Stamped Name of Notary:

