

FILED
 in the Office of the
 Secretary of State of Texas
 NOV 04 1997
 Corporations Section

529-65-2728

**ARTICLES OF MERGER OF DOMESTIC CORPORATIONS
 EL LAGO MAINTENANCE FUND, INC. AND EL LAGO COMMITTEE, INC.**

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

**ARTICLE I
 PLAN OF MERGER**

The following Plan of Merger was approved by the undersigned corporation in the manner prescribed by the Texas Non-Profit Corporation Act:

1.01. The names of the corporations proposing to merge and the states under whose laws they are organized are:

Name of Corporation	State of Incorporation
El Lago Maintenance Fund, Inc.	Texas
El Lago Committee, Inc.	Texas

1.02. The name of the surviving corporation is El Lago Committee, Inc.

1.03. The terms of the proposed merger are:

a. El Lago Committee, Inc. shall enforce the restrictions and collect and administer the maintenance assessments imposed by the Restrictions on El Lago Sub-Division Section One, the Restrictions on El Lago Sub-Division Section Two, the Restrictions, Covenants and Conditions of El Lago Section #3 and the Restrictions, Covenants and Conditions of El Lago Section # 4.

b. In addition to its rights and duties with regard to El Lago Sections #3 and #4, El Lago Committee, Inc shall have all the rights, privileges, immunities and power and shall be subject to all of the duties and liabilities of El Lago Maintenance Fund, Inc. as described in the Restrictions on El Lago Sub-Division Section One recorded at Vol. 3329, Pg. 656 of the Real Property Records of Harris County Texas and the Amendment in El Lago Section One recorded at Vol. 3489 Pg. 489 in the Real Property Records of Harris County, Texas and the Restrictions on El Lago Sub-Division Section Two, recorded at Vol. 4138 Pg. 341 of the the Real Property Records of Harris County Texas.

c. All owners of Lots in El Lago Sub-division, Sections One and Two shall be members of El Lago Committee, Inc. and shall have the same voting rights and right to be directors, hold

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529-85-2729

Marlene Orth



office, or serve on committees as all other members of El Lago Committee, Inc.

1.04. The surviving corporation's Articles of Incorporation remain unchanged.

ARTICLE II
PROCEDURE OF ADOPTION

2.01. El Lago Maintenance Fund, Inc. has no members entitled to vote on this Plan of Merger. The Plan of Merger was adopted at a meeting of the Board of Directors held on the 31st day of October, 1997. The Plan received the vote of a majority of the directors in office.

2.02. The Plan of Merger was adopted at a meeting of the members of El Lago Committee, Inc. held on the 23rd day of September, 1997 at which a quorum was present. The Plan received at least two-thirds of the votes of those members who were present or represented by proxy at the meeting and were entitled to vote.

I am an officer of El Lago Maintenance Fund, Inc., a corporation involved in this merger. I execute these Articles of Merger on behalf of this corporation on the 31st day of October, 1997.

EL LAGO MAINTENANCE FUND, INC.

By *Marlene Orth*
Marlene Orth, President

I am an officer of El Lago Committee, Inc., a corporation involved in this merger. I execute these Article of Merger on behalf of this corporation on the ____ day of October, 1997.

EL LAGO COMMITTEE, INC.

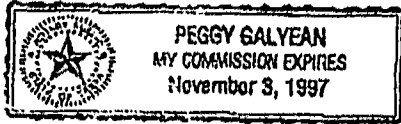
By *John Cogger*
John Cogger, President



529-85-2730

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

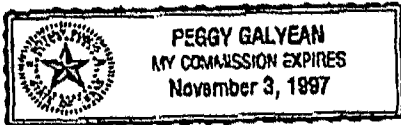
I, a Notary Public, do hereby certify that on this the 31st day of October, 1997, personally appeared before me, Marlane Orth, who being by me first duly sworn, declared that she is the person who signed the foregoing document as President of El Lago Maintenance Fund, Inc. and that the statements therein contained are true.



Peggy Galyeon
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, a Notary Public, do hereby certify that on this the 31st day of October, 1997, personally appeared before me, John Coggin, who being by me first duly sworn, declared that he is the person who signed the foregoing document as President of El Lago Committee, Inc. and that the statements therein contained are true.



Peggy Galyeon
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

Marlane Orth

