



# The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

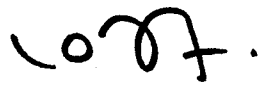
**RUSTY ALLEN AIRPORT PROPERTY OWNERS ASSOCIATION, INC.**  
**FORMERLY: BAR K AIRPORT PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLES OF AMENDMENT

MAY 26, 1995

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on July 5, 1995.*



  
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Antonio O. Garza, Jr.  
Secretary of State

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
RUSTY ALLEN AIRPORT PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of the Texas Non-Profit Corporation Act, Rusty Allen Airport Property Owners Association, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

**ARTICLE ONE.** The name of the Corporation is Rusty Allen Airport Property Owners Association, Inc.

**ARTICLE TWO.** The Corporation desires to add new ARTICLES XII and XIII to the Corporation's Articles of Incorporation, to read as follows:

**ARTICLE XII**

The corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the corporation or (ii) while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the corporation or elects to continue to serve as a director or officer of the corporation while this Article XII is in effect. Any repeal or amendment of this Article XII shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Article XII. Such right shall include the right to be paid or reimbursed by the corporation for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the corporation within 90 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the

expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors or any committee thereof, special legal counsel, or members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the corporation (including its board of directors or any committee thereof, special legal counsel, or members) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members or directors, agreement, or otherwise.

The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this Article XII shall extend to proceedings involving the negligence of such person.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

### ARTICLE XIII

To the fullest extent permitted by applicable law, a director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article XIII does not eliminate or limit the liability of a director of the corporation to the extent the director is found liable for:

- (a) a breach of the director's duty of loyalty to the corporation or its members; or
- (b) an act or omission not in good faith that constitutes a breach

of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; or

(c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

(d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article XIII by the members of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the foregoing provisions of this Article XIII, a director shall not be liable to the corporation or its members to such further extent as permitted by any law hereafter enacted.

**ARTICLE THREE.** These amendments to the Corporation's Articles of Incorporation were adopted at a meeting of the members on MARCH 3, 1999, at which a quorum was present. At such meeting, these amendments were approved by at least seventy-five percent of the entire membership as required by the Articles of Incorporation.

DATED: MARCH 3, 1999.

**RUSTY ALLEN AIRPORT PROPERTY  
OWNERS ASSOCIATION, INC.**

By:   
George R. Eeds, President