

JUL 12 1982

CLERK II B
Corporations Division

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

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:

1. The Plan of Merger, which was approved by the members of each of the undersigned corporations in the manner prescribed by the Texas Non-Profit Corporation Act, is set forth in Exhibit "A" which is attached hereto and incorporated herein.

2. As to each of the undersigned corporations, the Plan of Merger was dopted in the following manner:


The Plan of Merger was adopted by El Paso Camelot Owners' Association, Inc. at a meeting of members held on April 21, 1982, at which a quorum was present, and the Plan of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

The Plan of Merger was adopted by Camelot Townhomes Association, Inc. at a meeting of members held on March 22, 1982, at which a quorum was present, and the Plan of Merger received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.


Dated: May 24, 1982.

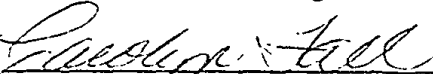
EL PASO CAMELOT OWNERS' ASSOCIATION, INC.

By: 
Charles C. Wood, President

By: 
Betty Krewer, Secretary

CAMELOT TOWNHOMES ASSOCIATION, INC.

By: 
James Byers, President

By: 
Carolyn Fall, Secretary

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

This instrument was acknowledged before me on May 24th 1982 by Charles C. Wood, President of EL PASO CAMELOT OWNERS'

ASSOCIATION, INC., a Texas corporation, on behalf of said corporation.

Margaret A. De Angelis
Notary Public

My Commission Expires:

MARGARET A. DE ANGELIS, Notary Public
In and for the County of El Paso, Texas

My Commission Expires 12/19/84

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

This instrument was acknowledged before me on May 24th, 1982 by James Byers, President of CAMELOT TOWNHOMES ASSOCIATION, INC., a Texas corporation, on behalf of said corporation.

Margaret A. De Angelis
Notary Public

My Commission Expires:

MARGARET A. DE ANGELIS, Notary Public
In and for the County of El Paso, Texas

My Commission Expires 12/19/84

STATE OF TEXAS)
)
COUNTY OF EL PASO)

Before me, a notary public, on this day personally appeared James D. Byers, known to me to be 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 28th day of June, A.D., 1982.

Laurel R. White
Notary Public - EL PASO
LAUREL R. WHITE

My commission expires:

09/15/84

STATE OF TEXAS)
)
COUNTY OF EL PASO)

Before me, a notary public, on this day personally appeared BETTY KREWER, known to me to be 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 9th day of July, A.D., 1982.

Carl H. Green
Notary Public

My commission expires:

2-15-84

PLAN OF MERGER

by merger of
EL PASO CAMELOT OWNERS' ASSOCIATION, INC.
with and into
CAMELOT TOWNHOMES ASSOCIATION, INC.
under the name of
"CAMELOT TOWNHOMES ASSOCIATION, INC."

EL PASO CAMELOT OWNERS' ASSOCIATION, INC., a Texas non-profit corporation, and CAMELOT TOWNHOMES ASSOCIATION, INC., a Texas non-profit corporation, pursuant to the provisions of Article 1396-5.01 through 1396-5.06 of the Texas Non-Profit Corporation Act, agree as follows:

(1) EL PASO CAMELOT OWNERS' ASSOCIATION, INC., shall be merged with and into CAMELOT TOWNHOMES ASSOCIATION, INC., to exist and be governed by the laws of the State of Texas.

(2) The name of the surviving corporation shall be: CAMELOT TOWNHOMES ASSOCIATION, INC.

(3) The terms and conditions of the proposed merger are as follows:

(a) On the effective date, the names of the Directors and principal officers of the surviving corporation who shall hold office until the next annual meeting of the members of the surviving corporation or until such time as their respective successors have been elected or appointed and qualified are:

DIRECTORS

JAMES BYERS
VIOLA WOLF
CAROLYN FALL

OFFICERS

JAMES BYERS	President
VIOLA WOLF	Vice President
CAROLYN FALL	Secretary
JACK PHILLIPS	Treasurer

(b) When this Plan of Merger becomes effective, the separate existence of EL PASO CAMELOT OWNERS' ASSOCIATION, INC. shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property

of EL PASO CAMELOT OWNERS' ASSOCIATION, INC. and shall be subject to all the debts and liabilities of such corporation in the same manner as if the surviving corporation had itself incurred them. All rights of creditors of each constituent corporation shall be preserved unimpaired.

(c) The members of EL PASO CAMELOT OWNERS' ASSOCIATION, INC. shall succeed to all rights and privileges of members of CAMELOT TOWNHOMES ASSOCIATION, INC., including, but expressly not limited to, all voting rights as further described in Section 5, Article IV of the By-Laws of CAMELOT TOWNHOMES ASSOCIATION, INC.

(d)(1) Paragraph (f)(2) of Article XVIII of the By-Laws of CAMELOT TOWNHOMES ASSOCIATION, INC. is amended to read as follows:

(f) Suspension After Hearing. The Board of Directors after hearing and by majority vote, shall have the right to suspend the voting rights of a Member and the right of a Member to use the public utilities and other facilities of the Common Areas for:

(1) His failure to pay any common or any special assessments as provided in the Declaration; such suspension shall not exceed the period in which said payment remains delinquent; and

(2) His violation of the rules and regulations of the Association, provided the (i) suspension for such cause shall not exceed thirty (30) days for any single violation and (ii) any such violation shall not be grounds for suspending the Member's right to use the public utilities serving his Unit.

Before any such action may be taken at least ten (10) days' written notice must be given to such Member specifying the charges and stating the time and place of hearing on such charge. At such hearing, the Member shall be given an opportunity to be heard and to present evidence in answer to such charge.

A Member's right to use the public utilities serving his Unit may be suspended if he fails to pay a defaulted assessment within thirty (30) days after notice of the default has been delivered by the Board of Directors.

(d)(2) Except as amended in Subparagraph (1), the By-Laws of CAMELOT TOWNHOMES ASSOCIATION, INC. shall continue

in full force as the By-Laws of the surviving corporation until further amended, altered, or repealed as provided therein or as provided by law.

(e) The effective date of the merger shall be the date when a Certificate of Merger is issued by the Secretary of State of Texas.

(4) The Articles of Incorporation of CAMELOT TOWNHOMES ASSOCIATION, INC., as existing on the effective date of the merger, shall continue in full force as the Articles of the surviving corporation until further amended, altered, or repealed as provided therein or as provided by law.

EXECUTED on May 24th, 1982, at El Paso, Texas.

EL PASO CAMELOT OWNERS' ASSOCIATION, INC.

By: Charles P. Wood
President
By: Elizabeth J. Bryner
Secretary

CAMELOT TOWNHOMES ASSOCIATION, INC.

By: James N. Ryers
President
By: Barbara Fall
Secretary