

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VILLAGES OF WESCOTT, PHASES A AND B HOMEOWNERS ASSOCIATION, INC.
a Texas Non-Profit Corporation**

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, VILLAGES OF WESCOTT, PHASES A AND B HOMEOWNERS ASSOCIATION, INC., a Texas Non-Profit Corporation (the "Corporation"), adopts the following amendment to the Articles of Incorporation of the Corporation:

FIRST

The name of the Corporation is VILLAGES OF WESCOTT, PHASES A AND B HOMEOWNERS ASSOCIATION, INC., a Texas Non-Profit Corporation.

SECOND

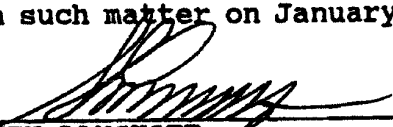
On September 15, 1994, the board of directors of the Corporation adopted a resolution setting forth the following amendment to the Articles of Incorporation of the Corporation:

ARTICLE ONE of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:—

"The name of the Corporation is CHURCHILL CROSSING, PHASES A AND B HOMEOWNERS' ASSOCIATION, INC., a Texas Non-Profit Corporation."

THIRD

The above amendment to the Articles of Incorporation was adopted by the written consent of the Declarant, the sole member of the Corporation entitled to vote on such matter on January 6, 1995.



STEVEN LANGHOFF,
President

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

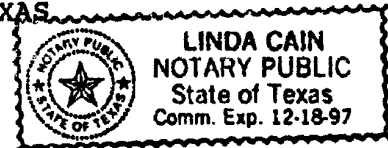
BEFORE ME, the undersigned notary public, on this day personally appeared STEVEN LANGHOFF, known to me to be the person whose name is subscribed to the foregoing document, and, being by me first duly sworn, declared that he is the person who signed the foregoing amendment as President of the Corporation and that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 8th day of March, 1995.

Linda Cain

NOTARY PUBLIC in and for
The State of TEXAS

My Commission Expires:
12-18-97



MEMORANDUM OF CLARIFICATION

003784

THE STATE OF TEXAS
COUNTY OF DENTON

§
§
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KNOW ALL MEN BY THESE PRESENTS:

This Memorandum of Clarification ("Memorandum") is made to be effective as of the 6th day of January, 1995 by LANDSTAR DEVELOPMENT CORPORATION, a Florida corporation doing business in Texas as LANDSTAR HOMES OF TEXAS CORP. ("Declarant").

Recitals

A. Declarant is the owner of certain real property in the Town of Flower Mound, Denton County, Texas which is described in Exhibit "A" attached hereto and made a part hereof for all purposes ("Property").

B. On November 4, 1994, the Declarant recorded that certain Declaration of Covenants, Conditions and Restrictions ("Original Declaration") for VILLAGES OF WESTCOTT, PHASES A AND B as Document No. 94-R0083462 in the Real Property Records of Denton County, Texas.

C. On February 2, 1995, Declarant recorded that certain Declaration of Covenants, Conditions and Restrictions ("Subsequent Declaration") for CHURCHILL CROSSING, PHASES A AND B as Document No. 94-RR0006956 in the Real Property Records of Denton County, Texas.

D. The Original Declaration and the Subsequent Declaration both encumber the Property and are identical in their terms and provisions except for the name of the Development and the name of the Association. The Declarant now desires to enter into this Memorandum and place it of public record in order to clarify that the only change from the Original Declaration to the Subsequent Declaration is the change of the name of the Development and the name of the Association.

NOW, THEREFORE, for and in consideration of the foregoing recitals, Declarant hereby acknowledges that the only change from the Original Declaration to the Subsequent Declaration is the change of the name of the Development to CHURCHILL CROSSING, PHASES A AND B and the change of the Association to CHURCHILL CROSSING, PHASES A AND B HOMEOWNERS' ASSOCIATION, INC., and that the terms and provisions of the Subsequent Declaration are otherwise identical to the terms and provisions of the Original Declaration.

