

**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
TEXAS ASSOCIATION OF NONPROFIT ORGANIZATIONS**

**FILED**  
In the Office of the  
Secretary of State of Texas

MAY 11 2007

**Entity Information**

**Corporations Section**

The name of the filing entity is TEXAS ASSOCIATION OF NONPROFIT ORGANIZATIONS, a Texas nonprofit corporation formed on August 12, 1993, and whose file number issued by the Secretary of State is 0128127401.

**Amendment**

The following amendment to the Articles of Incorporation of the corporation was adopted by a vote of the membership of the corporation at a properly noticed and convened meeting of the membership held on April 13, 2007, in Austin, Texas, in which a quorum of the members was present and in which the amendment was adopted by at least two-thirds of the members present:

DELETE Article Three of the Articles of Incorporation and REPLACE Article Three to read as follows:

**ARTICLE THREE**

The Corporation shall be governed and managed by its Board of Directors in accordance with the Texas Nonprofit Corporation Law and the Bylaws of the Corporation, and is a non-membership nonprofit corporation. Any reference to "member" or "membership" in the affairs of the Corporation shall refer only to entities or persons who support the purposes of the Corporation, and such entity or person so designated shall have no voting rights or other authority in the affairs of the Corporation.

**Statement of Approval**

The foregoing amendment to the Articles of Incorporation has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the Corporation. This document becomes effective when filed by the Secretary of State.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

TEXAS ASSOCIATION OF NONPROFIT ORGANIZATIONS

By:   
Barry Silverberg, President

Date: April 22, 2007