

BY-LAWS OF ASHFORD COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is ASHFORD COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the association shall be located within the geographical boundaries of the subdivision, or at a location selected by the Board of Directors, which is adjacent to the subdivision. Meetings of directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Ashford Community Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Restrictions.

Section 3. "Common Area" shall mean all property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any lot in Ashford Forest Sections Three, Four and Five, Ashford South Sections One, Two and Three, and Ashford Forest Lake Section, all being additions in Harris County as more fully identified in the Restrictions.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers, but excluding those having an interest merely as security for the performance of any obligation.

Section 6. "Restrictions" shall mean and refer to the residential deed restrictions applicable to the Properties recorded in the Deed Records in the Office of the County Clerk, Harris County, Texas, in Volume 6196, Page 157; Volume 7000, Page 32; Volume 7645, Page 16; Volume 6324, Page 450; Volume 7067, Page 304; Volume 7645, Page 10; Volume 7420, Page 205; and all amendments thereto, if any.

Section 7. "Member" shall mean Owner, as defined in Article II, Section 5, of these By-Laws and the Articles of Incorporation, as amended.

Section 8. "Subdivision" shall mean and refer to Ashford Forest Sections Three, Four, and Five and Lake Section and Ashford South Sections One, Two and Three.

Section 9. "Articles of Incorporation" shall mean the Articles of Incorporation of Ashford Community Association, Inc. filed in the Office of the Secretary of State of Texas on November 24, 1965, and the Articles of Amendment to the Articles of Incorporation of Ashford Community Association, Inc. filed in the Office of the Secretary of

State of Texas on January 24, 1966 and January 26, 1971.

ARTICLE III

MEETING OF OWNERS

Section 1. Annual Meetings. Annual meeting shall be held on the last Tuesday of October at 8:00 p.m.; provided, however, that if the last Tuesday is a legal holiday or Halloween, then such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the owners may be called at any time by the President or Board of Directors, or upon written request of the owners who are entitled to vote one-fourth of all of the votes of the Association.

Section 3. Notice of Meetings. Written notice of each Annual and each Special Meeting of the owners shall be given by the Secretary of the Association. Notice shall be provided to the owners at least fifteen (15) days before such meetings. Notices may be mailed, postage prepaid, or delivered by other methods as deemed appropriate by the Board of Directors. Notices which are mailed shall be addressed to the owner's address last appearing on the books of the Association or supplied by such owner to the Association for the purpose of notice. Such notice shall specify the place, date, hour, and purpose of the meeting. Notices shall be available to owners at any place of business being maintained by the Association.

Section 4. QUORUM. The presence at the meeting of the owners and proxies entitled to cast one-tenth of the votes of all owners shall constitute a quorum for any actions, except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws. If, however, a quorum shall not be present or represented by proxy at any meeting, the President or other officer of the Association presiding over the meeting shall announce the absence of a quorum and adjourn the meeting. A subsequent Annual or Special Meeting may be called as provided in this Article III.

Section 5. PROXIES. At all meetings, each owner may vote in person by ballot or absentee by proxy. Proxies shall be mailed or delivered to owner's address last appearing on the books of Association at least fifteen (15) days prior to meeting date. All proxies must be properly executed by the owner and filed with the Secretary no later than 5 o'clock p.m. one (1) day prior to the meeting. Each proxy shall bear and contain some form of security or coded label of Association. Only Association-approved proxies, properly executed by owner, shall be accepted as valid. Each proxy shall be revocable by the lot owner and shall automatically cease upon the owner's conveyance of his lot.

Section 6. Votes. Each owner shall be entitled to cast one vote for each lot owned; provided however, that if two or more persons or entities shall be the record owners of a lot, such persons or entities shall be entitled to cast cumulatively one vote for such lot. Voting rights of owners shall be exercised only in the election of Directors or as noted in Article VII, Section 1, paragraph g; Article VII, Section 2, paragraph b; and Article XII, Section 1. The Board of Directors may, at their discretion, conduct opinion polls on any

matter concerning the affairs of the Association, but the Board of Directors shall not be bound by these polls. The Board of Directors may gather the opinion polls of the owners at any time without a meeting of the owners. The Board of Directors may, at their discretion, submit any matter concerning the affairs of the Association to a binding vote of the owners.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of eleven (11) Directors, as follows:

- (a) Place 1: An owner residing in Ashford Forest Section Three;
- (b) Place 2: An owner residing in Ashford Forest Section Four;
- (c) Place 3: An owner residing in Ashford Forest Section Five;
- (d) Place 4: An owner residing in Ashford South Section One;
- (e) Place 5: An owner residing in Ashford South Section Two;
- (f) Place 6: An owner residing in Ashford South Section Three;
- (g) Place 7: An owner residing in Ashford Forest Lake Section;
- (h) Ashford Forest at Large - Place 8: An owner residing in Ashford Forest, Section Three, Section Four, Section Five, or Lake Section;
- (i) Ashford Forest at Large - Place 9: An owner residing in Ashford Forest, Section Three, Section Four, Section Five, or Lake Section;
- (j) Ashford South at Large - Place 10: An owner residing in Ashford South, Section One, Section Two, or Section Three;
- (k) Ashford South at Large - Place 11: An owner residing in Ashford South, Section One, Section Two, or Section Three.

Section 2. Term of Office. Each Director shall serve a term of two years. Directors representing Places 3, 4, 5, 9, and 11 shall be elected for terms beginning in even-numbered years. Directors representing Places 1, 2, 6, 7, 8, and 10 shall be elected for terms beginning in odd-numbered years. The Director's term shall begin on the 1st day of January following his or her election. A Director may be elected for no more than two consecutive terms (a total of four years); a Director selected to serve an unexpired term in accordance with ARTICLE VII, Section 1(b) may be elected for two additional terms following the expiration of the appointed term.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of a quorum of the owners at a special meeting called for this purpose.

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Association.

Section 5. Indemnification. Each Director shall be indemnified by the Association for any liabilities, damages, claims, judgments, or causes of action which may arise from the performance of duties in his or her capacity as a director or officer of the Association.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. At all annual meetings nominations may be made from the floor, but in addition to this method of nomination, nominations shall be made prior to the annual meeting by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and at least two, but no more than six, owners. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the owners, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. Vacancies occurring on the Nominating Committee shall be filled by the Board of Directors. The Nominating Committee shall make as many nominations for election for each position to the Board of Directors as it shall in its discretion determine. The nominations of the Nominating Committee shall be included in the notice of the annual meeting sent to each owner.

Section 2. Election. Election of the Board of Directors shall be by secret written ballot at the regular annual meeting. At such meeting, the owners or their proxies may cast, in respect to each vacancy, one vote for each lot owned. The candidate receiving a majority of votes cast for each place shall be elected. If no candidate receives a majority of all votes cast for a given place, there shall be a runoff between the two candidates receiving the highest number of votes for a given place.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, at such place and hour as may be fixed from time to time by the Board. Additional meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 2. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 3. Guests at Board Meetings. Any owner may attend a Board Meeting by:

(a) Making written request of any Director for notice of the next meeting, and

(b) Notifying the President, in writing, not less than three (3) days in advance of meeting about his intention to attend.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval and consent of all the Directors. Any action so approved shall have the same effect as if taken at a meeting of the Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTOR

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing use of the Common Area and facilities, and the personal conduct of the owners and their guests thereon, and to establish penalties for infractions thereof;

(b) select a successor to serve the unexpired term of any place on the Board of Directors vacated for any reason;

(c) suspend the voting rights and right to use of the recreational facilities of an owner, or an owner's lessee, during any period in which such owner shall be in default in the payment of any maintenance charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for any infraction of published rules and regulations;

(d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the owners by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictions;

(e) declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(f) employ a manager, independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(g) to amend any portion of these By-Laws, except for Articles IV, V, VII, X, and XII, at any duly held meeting of the Board of Directors at which a quorum is present. Any amendments or changes to Articles IV, V, VII, X, or XII recommended by the Board of Directors will not take effect until approved by the vote of a majority of a quorum of the Owners, such vote to be conducted by direct mailing of proxies or ballots to the homeowners.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the owner at

the annual meeting of the owners, or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the owners;

(b) present at the Annual Meeting the budget for the following year that the Board will consider for adoption. Once that budget has been so presented to the Owners and adopted by the Board of Directors, the Board of Directors shall make no unbudgeted expenditures for capital additions (as opposed to expenditures for repairs, replacements, or services) without first having those expenditures approved by the vote of a majority of a quorum of the Owners, such vote to be conducted by the direct mailing of ballots or proxies to the homeowners.

(c) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(d) as more fully provided in the Restrictions, to:

(i) fix the amount of the annual maintenance charge, due by January 31st of such year, against each Lot at least fifteen (15) days in advance of each fiscal year;

(ii) send written notice of each maintenance charge to every owner subject thereto at least fifteen (15) days in advance of each fiscal year;

(iii) take appropriate steps to enforce the Restrictions;

(e) issue, or to cause an appropriate officer to issue, upon demand by any owner, prospective owner or mortgagee, a certificate setting forth whether or not any maintenance charge has been paid; a reasonable charge may be made by the Board before the issuance of such certificates. If a certificate states a maintenance charge has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain Officer's and Director's liability insurance, and liability and hazard insurance on any property in which the Association may have an insurable interest;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;

(h) cause the Common Areas to be maintained;

(i) within the scope of its powers granted by law, the Restrictions, the Articles of Incorporation, and these By-Laws, do anything necessary and proper for the functioning of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of this Association shall be a President, Vice President and Treasurer who shall at all times be members of the Board of Directors, a Secretary, and such other Officers as the Board, from time to time, by resolution create.

Section 2. Election and Term. The Officers of this Association shall be elected annually in January by the Board and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 3. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such periods, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. Any Officer may be removed from office, with or without cause, by the Board. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of Special Offices created pursuant to Section 3 of this Article.

Section 7. Duties. The duties of the Officers are as follows:

President

(a) The President shall reside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence or inability to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the owners; keep the corporate seal of the Association and affix it upon the minutes of the meetings of the Board of Directors and owners and upon all other papers requiring said seal; serve notice of meetings of the Board and of the owners; keep appropriate records showing the owners of the Association together with their addresses; and perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Association; keep proper books

of account; cause a report of the Association's books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual audit and budget and a statement of income and expenditures.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Restrictions, and a Nominating Committee, as provided in these By-Laws, and in addition, shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

Section 1. The books, records and papers of the Association including annual audit of books, annual budget and statement of income and expenditures shall at all times, during reasonable business hours, be subject to inspection by any owner. Without the prior written consent of the lot owner involved, the aforementioned right of inspection shall not include:

(a) Lot owner's personal or financial data intended solely for the use by the Association including, but not limited to, the list of Association lot owners, their addresses, phone numbers, maintenance fee history, or mortgage company information,

(b) Any records or information pertaining to any past or pending litigation involving an Association lot owner and the Association,

(c) Any oral or written communication, or copies thereof, from any lot owner or former lot owner to the Association or Board of Directors which was intended to be confidential.

The Articles of Incorporation, By-Laws of the Association, and Restrictions shall be available for inspection by any owner at the principal office of the Association during reasonable business hours.

Section 2. All rights of inspection granted herein shall not be used for commercial purposes or personal gain.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ASHFORD COMMUNITY ASSOCIATION, INC.

ARTICLE XII

AMENDMENTS

Section 1. Except for Articles IV, V, VII, X, and XII, these By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present. Any amendments or changes to Articles IV, V, VII, X, or XII recommended by the Board will not take effect until approved by the vote of a majority of a quorum of the Owners, such vote to be conducted by direct mailing of ballots or proxies to the homeowners.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year.

ARTICLE XIV

SIGNATURE PROCEDURE FOR CHECK WRITING

The checking account shall be set up so as to require one signature from any one of three Officers; President, Vice President and Treasurer; provided however, if no Director has been appointed Controller of the Association under the provisions of Article VIII, Section 3, two signatures of any three of the above Officers shall be required on any checks written.

Adopted by unanimous consent of the Board of Directors of the Ashford Community Association, Inc., this 11th day of December, 1990.



GREG PLATT Place 1



JULIE LEWIS Place 2


PAT DAVIES Place 3



KERIN M. PELFREY Place 4



JUDANN LUENING Place 7



BEA EVANS Place 8



MITZI M. ASPIRI Place 9



TIM GULEZSKI Place 10

BETTIE BUTCHER Place 5

Don Helmer
DON HELMER Place 11

Dennis D. David
DENNIS DAVID Place 6

CERTIFICATE OF SECRETARY

I, DENNIS DAVID, Secretary of the Board of Directors of the ASHFORD COMMUNITY ASSOCIATION, INC., hereby certify that these By-Laws, consisting of ten (10) typewritten pages including this signature page, were adopted by unanimous consent of the Board of Directors at the regular meeting of the Board of Directors on December 11, 1990, at which a quorum was present.

Witness my signature and seal of the ASHFORD COMMUNITY ASSOCIATION, INC., this 11th day of December, 1990.

Dennis D. David
DENNIS DAVID, Secretary

(SEAL)

**CERTIFICATE OF AMENDMENT
OF THE BYLAWS OF
ASHFORD COMMUNITY ASSOCIATION, INC.**

The undersigned, being the duly elected, qualified and acting Secretary of Ashford Community Association, Inc. a Texas non-profit corporation (the "Association"), and the keeper of the minutes and records of the Association, does hereby certify the following Amendment of the Bylaws of the Association was approved by unanimous consent of the Board of Directors on July 11, 2000, at which a quorum was present.

Amend Article II, Section 1, to read as follows:

The Annual meeting for the year 2000 shall be held on Tuesday, October 3, 2000.

All other provisions of the Bylaws of the Association shall remain in full force and effect.

TO CERTIFY WHICH WITNESS my hand on this 8 day of August, 2000.


By: LINDA RICHARDS Secretary

STATE OF TEXAS

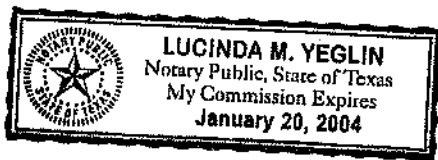
COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared Linda Richards, Secretary of Ashford

Community Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and consideration, and in the capacity therein expressed.

Given under my hand and seal of office on this 8 day of August, 2000.

Lucinda M. Yeglin
Notary Public - State of Texas



Lucinda M. Yeglin
yped/Printed Name of Notary
ly Commission Expires: 1-20-2004

CERTIFICATE OF AMENDMENT
to
THE BY-LAWS
of
ASHFORD COMMUNITY ASSOCIATION, INC.

The undersigned, being the duly elected, qualified and acting Secretary of ASHFORD COMMUNITY ASSOCIATION, INC. (the "Association"), a Texas non-profit corporation, does hereby certify the following amendment to the By-laws of the Association was approved by a majority of the members of the Association entitled to cast a vote either in person or by proxy, at the special meeting of the members held on the 11th day of January, 1997, at which the requisite quorum was present, and which was duly called to, among other things, amend the By-laws of the Association as set forth below:

Article II, Section 10 of the By-Laws is hereby amended to read as follows:

Section 10. "Member in Good Standing" shall mean and refer to (a) a member who is not delinquent in the payment of any annual or special assessment levied by the Association against his lot, or any interest, late charges, costs, or reasonable attorney's fees added to such assessment under the provisions of the Declaration or as provided by law, (b) a member who does not have any condition of his lot which violates any provision of the Declaration which has progressed to the stage of a suit by the Association, and which remains unresolved as of the date of determination of the owner's standing, and (c) a member who has not failed to comply with all terms of a judgment obtained against him by the Association, including the payment of all sums due to the Association by virtue of such judgment. A member who is not in good standing is not entitled to vote at any meeting of the members of the Association. No formal action by the Board of Directors to suspend the voting right of a member who is not in good standing is required.

Article IV, Section 6 of the By-Laws is hereby amended to read as follows:

Section 6. Qualifications. Each person elected or appointed to serve on the Board of Directors must be and remain a member in good standing. If a Director ceases to be a member of the Association, his position on the Board shall automatically cease as of the date of conveyance of his lot. If a Director ceases

to be a member in good standing of the Association, his position on the Board shall cease upon the expiration of thirty (30) days from the date of written notice thereof by the Association, unless within such thirty (30) day period the Director shall be reinstated as a member in good standing of the Association.

All other provisions of the By-Laws of the Association shall remain in full force and effect.

TO CERTIFY WHICH WITNESS my hand on this 30 day of January, 1997.

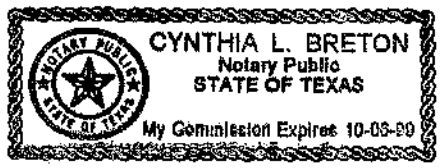
Leah Todes
By: Leah Todes, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Leah Todes, Secretary of Ashford Community Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and consideration, and in the capacity therein expressed. GIVEN UNDER MY HAND AND SEAL of office on this 30th day of January, 1997.

Cynthia L. Breton
Notary Public - State of Texas

#37234



**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF
ASHFORD COMMUNITY ASSOCIATION, INC.**

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The undersigned, being the duly elected, qualified and acting Secretary of Ashford Community Association, Inc. (the "Association"), and the keeper of the minutes and records of the Association, does hereby certify that the following amendment to the ByLaws of the Association was approved by a majority of the owners present, in person or by proxy, and voting at the meeting of the owners duly called and held on Oct. 27, 2010, at which a quorum was at all times present:

1. Article VII, Section 1, subparagraph (h), is hereby added to the Bylaws to read as follows:

Section 1. Powers. The Board of Directors shall have the power to:

(h) sell, transfer and convey real property owned by the Association; provided that, the sale, transfer or conveyance of real property owned by the Association must first be approved by not less than two-thirds (2/3) of the owners. Approval of the sale, transfer or conveyance of real property owned by the Association may be obtained either at a meeting of the owners called for that purpose or by a written ballot that specifies a date by which the ballot must be received by the Association to be counted or by a combination of those two (2) methods.

All other provisions in the Bylaws of the Association, as previously amended, remain in full force and effect.

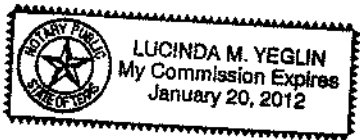
EXECUTED on the 9 day of November, 2010.

Suzanne Poll
Print Name: Suzanne Poll
~~Secretary~~ ^{President}, Ashford Community Association, Inc.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Suzanne Poll, Secretary of Ashford Community Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 9 day of November 2010, to certify which witness my hand and official seal.



Lucinda M. Yeglin
Notary Public – State of Texas

Return to:
Rick S. Butler
BUTLER | HAILEY
8901 Gaylord, Suite 100
Houston, Texas 77024