

AMENDED BY-LAWS
OF
ASHFORD PARK HOMEOWNERS ASSOCIATION, INC.
Effective April, 2000

ARTICLE I

Name, Offices and Agent

The name of the corporation is Ashford Park Homeowners Association, Inc., hereinafter referred to as the "Association". The Association may have such offices, either within or without the State of Texas, as the Board of Directors may designate. The registered office of the Association required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. The registered agent of the Association may be changed from time to time by the Board of Directors. The address of the initial registered office of the Association shall be 740 Mellie Esperson Building, Houston, Texas 77002 and the name of the initial registered agent of the Association at such address shall be Charles A. Beyer.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Ashford Park Homeowners Association, Inc., a Texas non-profit corporation, its successors and assigns.

Section 2. "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Ashford Park dated March 4, 1977, and filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. F-068533.

Section 3. "Subdivision" shall mean and refer to:

(a) that certain real property within the perimeters of the legal description of Ashford Park, Section One, as set forth on the replat thereof recorded in Volume 249, page 71, of the Map Records of Harris County, Texas, and being out of a 37.4188 acre tract of land located in the Wm. Hardin Survey, Abstract No. 24, in Harris County, Texas; and

(b) additional residential property and Common Area hereinafter annexed to Ashford Park, Section One, pursuant to Article XI of the Restrictions.

Section 4. "Member" shall mean and refer to every person or entity who holds a membership in the Association as provided in the Restrictions and Articles of Incorporation.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot which is a part of the SUBDIVISION, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. However, the term "Owner" shall include any mortgagee or lien holder who acquires fee simple title to any Lot through judicial or non-judicial foreclosure.

Section 6. "Lot" shall mean and refer to any of the numbered plots of land shown on the recorded map or plat of the SUBDIVISION.

Section 7. "Common Area" shall mean and refer to that portion of the SUBDIVISION owned or acquired by the Association for the common use and enjoyment of the Members of the Association.

ARTICLE III

Membership and Organization

Section 1. Members: Prior to June 1, 1977, there shall be no Members in this Association and the affairs of this Association shall be managed and controlled by the initial

Board of Directors. As of June 1, 1977, there shall be two (2) classes of membership in this Association, and they shall be composed of the Owners of lots located in the SUBDIVISION.

Each membership shall entitle the holder to the voting rights described and set forth in the Articles of Incorporation. As further set forth in the Articles of Incorporation for this Association, Reserve "A", as reflected on the recorded map or plat of Ashford Park, Section One, is excluded from the terms and conditions of said Articles and from the above Restrictions; therefore, Owners of lots within Reserve "A" of Ashford Park, Section One shall not be eligible for membership in this Association.

Section 2. Annual Meeting: The annual meeting of the Members shall be held on the 1st day of April in each year, beginning with the year 1978, at the hour of 8:00 p.m. for the purpose of electing Directors and for the transaction of any and all such other business which may be brought before or submitted to the meeting. If the day fixed for the annual meetings shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. All annual meetings of the Members shall be held at the SUBDIVISION or any other place specified by the Board of Directors. The Directors shall mail notices of the actual place of the annual meeting to the Members and shall post a copy of such notice at a public place within the SUBDIVISION at least ten (10) days but not more than fifty (50) days prior to the date of said meeting.

Section 3. Special Meetings: Special meetings of the Members shall be held at the SUBDIVISION or any other place specified by the Board of Directors or parties calling the special meeting. Special meetings may be called by any two (2) of the Directors or by the Members holding ten percent (10%) of the membership votes of the Association; and written or

printed notices stating the place, date, hour and purpose for which the meeting is called shall be posted at a public place in the SUBDIVISION with additional notices to be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting by mail, personally, or at the direction of the person or persons calling the meeting to each Member entitled to vote at such meeting.

Section 4. Proxies: Each Member entitled to vote, as provided in Article III of the Restrictions, at any meeting of Members may vote in person or by proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 5. Quorum: The Members holding ten percent (10%) of the membership votes of this Association, present in person or by proxy, shall constitute a quorum for all purposes at any meeting of the Members. If the number of Members necessary to constitute a quorum at any annual or special meeting of the Members shall fail to attend in person or by proxy, the Members present in person or by proxy, may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present or attend in person or by proxy. The Members holding ten percent (10%) of the membership votes of this Association, present in person or by proxy, may also adjourn any annual or special meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified or called. The vote of a majority of all the votes entitled to be cast by the

Members present, shall be the act of the Members so meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 6. Duties of Officers: The President of the Association and in the event of his absence, the Vice President of the Association, shall call meetings of the Members to order and shall act as chairman of such meetings. In the absence of the President and the Vice President of the Association, the Members present in person or by proxy, may appoint a chairman. The Secretary of the Association, or in his absence an Assistant Secretary, if any, shall act as secretary of all meetings of the Members, but in the absence of the Secretary and an Assistant Secretary, the chairman may appoint any person to act as secretary of the meeting.

Section 7. Informal Action by Members: Any action required by law to be taken at a meeting of the Members, or any act which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Members. Such consent shall have the same force and effect as a unanimous vote at a regular or special meeting.

ARTICLE IV

Board of Directors

Section 1. General Power: The business, affairs, and property of the Association shall be managed and controlled by its Board of Directors.

Section 2. Duties of Directors: 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 present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members

who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) To fix the amount of the annual or any special assessment or charges against properties subject to the jurisdiction of the Association and to take such actions as are authorized in Article IV, Section 8 of the Restrictions to collect such assessments and to enforce the liens given to secure payment thereof;

(d) Furnish, upon demand and for a reasonable charge, a certificate signed by an officer of the Association setting forth whether the assessments or charges on a specified Lot have been paid. A properly executed certificate of the Association as to the status of assessments or charges on a particular Lot is binding upon the Association as of the date of its issuance;

(e) Obtain such hazard, liability and fidelity insurance as is required by Article V of the Restrictions with the premiums being a common expense payable by assessments on all of the Lots; and

(f) Cause the Common Area to be maintained.

Section 3. Number, Tenure and Qualifications: The Board of Directors shall be composed of five (5) Directors, who shall be owners of a lot in the SUBDIVISION. The Directors elected at the 2000 annual meeting shall chose two (2) of their number to serve for three (3) years and two (2) to serve for two (2) years and one (1) to serve for one (1) year and thereafter, the Members shall elect Directors for three year terms as needed to restore Board membership to five Directors. The yearly election may be held either at the annual meeting of the Members, any adjourned annual meeting, or on or about the date herein set for the annual

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meeting by an election conducted by mail. If the election of Directors shall not be held as provided above, the Board of Directors or the Members holding ten percent (10%) of the membership votes shall cause the election to be held at a special meeting of the Members as soon thereafter as convenient.

Section 4. Election of Officers: At the first meeting in each year of the newly elected Board of Directors at which a quorum is present, the Board of Directors shall elect the officers of the Association. No notice or waiver of any such first meeting shall be required or necessary if it be held immediately after either the annual meeting or any adjourned annual meeting of the Members, and any and all business of any nature or character may be transacted at such first meeting.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required. The President of this Association shall be entitled to attend all regular meetings, but shall not be entitled to vote unless he is also a Director.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of any special meeting shall be given at least two (2) days prior thereto by a written notice delivered personally or mailed to each Director at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the

express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened. The President of this Association shall be entitled to attend all special meetings and receive the proper notice thereof, but shall not be entitled to vote unless he is also a Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 7. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors except as otherwise provided by law, the Articles of Incorporation of the Association, or by these Bylaws.

Section 8. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A vacancy shall be deemed to exist by reason of the death, resignation, or incapacity, failure or refusal to act by the person elected.

Section 9. Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a chairman shall be chosen from the Directors present. The Secretary of the Association shall act as secretary of all meetings of the Board of Directors, but in the absence

of the Secretary, the chairman may appoint any person to act as secretary of the meeting.

Section 10. Services: No Director or officer of the Association shall be required to devote his time or render services exclusively to the Association. Each Director and officer of the Association shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of this Association without liability to this Association. Likewise, each and every Director and officer of the Association shall be entirely free to act for and service any other corporation or corporations, entity or entities, in any capacity or capacities and become a Director or officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the purposes, business or activities of this Association, without breach of duty to this Association or its Members and without liability or any character or description to the Association or its Members. No contract or other transaction of this Association shall ever be affected by the fact that any Director or officer of the Association is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed, which majority shall consist of Directors not so interested or connected, or by a majority of the Members of this Association.

Section 11. Removal: The entire Board of Directors or any individual Director may be removed from office without assigning any cause by the vote of a majority of the votes entitled to be cast by the Members present, or represented by proxy at any meeting of the Members at which a quorum is present. In case the entire Board or any one or more of the Directors are

so removed, the new Directors may be elected at the same meeting for the unexpired term of the Director or Directors so removed.

Section 12. Informal Action of Directors: Any action required by law to be taken at a meeting of Directors, or any act which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 13. Committees: The Board of Directors may in their discretion appoint one or more committees composed of Members of this Association. These committees may be consulted by the Board of Directors in the management of the business, affairs, and property of this Association.

ARTICLE V

Officers

Section 1. Positions: The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of President and Secretary.

Section 2. Election and Term of Office: The initial officers of the Association shall be elected by the initial Board of Directors at the first meeting of the initial Board of Directors and shall serve until April 1, 1982; and on or after April 1, 1982, new officers of the Association shall be elected by the Board of Directors annually at the first meeting each year of the Board of Directors as provided in Article III, Section 3. The officers may also serve as members of

the Board of Directors. If the election of officers shall not be held at the first meeting of each newly elected Board of Directors, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the Board of Directors at any meeting at which a quorum is in attendance.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the activities and affairs of the Association. He shall when present preside at all meetings of the members of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association duly authorized by the Board of Directors, any notes, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President: In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. The Vice President shall perform such other duties as may be from time to time be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer: The Treasurer shall have custody of all the funds and securities of the Association which come into his hands. When necessary or proper, he may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; he may sign all receipts and vouchers for payment made to the Association, either alone or jointly with such officer as is designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of the Association to be kept by him for that purpose full and accurate accounts of all monies received and paid out on account of the Association; he shall at all reasonable times exhibit his books and accounts on request to any Director of the Association during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 8. Secretary: The Secretary shall:

- (a) keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for such purpose;
- (b) see that all notices are duly given in accordance with the provisions of these

Bylaws or as required by law;

- (c) be custodian of the corporate records of the Association;
- (d) keep a membership roll of the Members of the Association;
- (e) sign with the President and Vice President any instrument as authorized by resolution of the Board of Directors; and
- (f) in general, perform all duties incident to the office of Secretary and any such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Salaries: The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that his is also a Director of the Association.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or expressly authorized by the Bylaws, no officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. Loans: No loan shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the

Board of Directors. Such authorization may be general or confined to specific instances. Without limiting the foregoing, the Board of Directors may authorize the Association not only to borrow money with personal liability on their part, but also to secure any loans with unpaid funds that will be due the Association under the restrictions of record for the SUBDIVISION.

Section 3. Checks, Drafts, etc.: All checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Association not otherwise employed in accordance with a resolution of the Board of Directors shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, Vice President, Treasurer, or Secretary of any agent or employee of the Association to whom such power may be delegated by the Board of Directors, may endorse, sign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

ARTICLE VII

Procedure

Meetings of Members and of the Board of Directors shall be conducted in accordance with Roberts' Rules of Order to the extent applicable.

ARTICLE VIII

Resignation

Any Director or officer may resign at any time. Such resignation shall be made in

writing and shall take effect at the time of its receipt by the President or Secretary or thereafter if a time is specified. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE IX

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Indemnification of Officers and Directors

Each person who may have served as a Director or officer of this Association shall be indemnified by the Association against liabilities imposed upon him and expenses reasonably incurred by him in connection with any claim made against him, on any action, suit or proceeding to which he may be a party by reason of his being, or having been, such a Director or officer, including such sums as independent counsel, selected by the Board, shall deem reasonable payment made in settlement to avoid expenses of litigation; provided, however, that no Director or officer shall be indemnified with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board shall not deem reasonable payment for avoiding expenses of litigation, or with respect to matters for which such indemnification shall be in addition to any other rights to which Directors or officers may be entitled.

ARTICLE XI

Assessments

As more fully provided in the Restrictions, each Member is obligated to pay certain annual and special assessments or charges which are secured by a continuing lien upon the Lot against which the assessment or charge is made. Each such assessment or charge shall also be and remain the personal obligation of the Owner of the particular Lot at the time the assessment or charge fell due notwithstanding any subsequent transfer of title to such Lot. Any assessments or charges which are not paid when due shall be delinquent. If the assessment or charge is not paid within thirty (30) days after the due date, the assessment or charge shall bear interest from the due date at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien retained against the Lot. Interest, costs and reasonable attorney's fees incurred in any such action shall be added to the amount of such assessment or charge. No Owner may waive or otherwise escape liability for the assessments or charges provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII

Books and Records

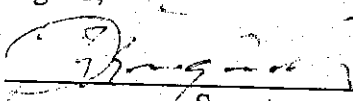
The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Restrictions, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XIII

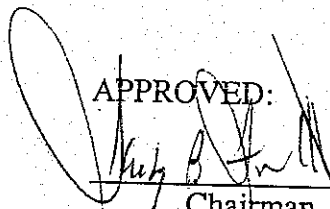
Amendments

The Bylaws of the Association shall be adopted by the initial Board of Directors and until April 1, 1982, shall be amended or altered by a majority vote of the initial Board of Directors, and thereafter by a vote of the Members holding a majority of the membership votes of this corporation.

Signed,


Secretary

APPROVED:


Chairman

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

JUN 29 2000





COUNTY CLERK
HARRIS COUNTY TEXAS