

BY-LAWS
OF
BRUNSWICK PLACE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is BRUNSWICK PLACE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 11,000 Corporate Centre Drive, Houston, Texas 77041, but meetings of Members 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

"Association" shall mean and refer to BRUNSWICK PLACE HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

"Declaration" shall mean and refer to the "Declaration of Covenants, Conditions and Easements for Brunswick Lakes Subdivision, Section Seven" (the "Declaration"), dated as of _____, 200_ and of record under Clerk's File No. _____, Real Property Records of Harris County, Texas, as amended, from time to time. The Declaration is incorporated herein by reference.

Class A Members", "Class B Member", "Common Area", "Board", "Conversion Date", "Declarant", "Lot", "Member", "Owner", and "Properties" shall have the same meanings as set forth in the Declaration.

ARTICLE III
MEMBERS AND ORGANIZATION

Section 1. Members. The Declarant and each Owner of a Lot shall be members of the Association.

Section 2. Annual Meetings. The annual meeting of the Members shall be held on the 10th day of March in each year, beginning with the year 2008, at the hour of 7:30 o'clock, P.M., and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 o'clock, P.M. If the day of the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors of the Association, or upon written request of the Members who are entitled to vote one-third (1/3) of all the votes of all classes of membership.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 but not more than 60 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes of membership shall constitute a quorum for any action except as otherwise provided. If, however, such quorum shall not be present or represented at such meeting, the Members entitled to vote thereat shall have power to adjourn the meeting, and another meeting may be called, subject to the notice requirements set forth above, and the required quorum shall be one-half (1/2) of the required quorum at the preceding meeting, provided that such reduced quorum shall not be applicable to any such subsequent meeting held more than sixty (60) days following the preceding meeting.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by an Owner (Member) of his Lot.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of three (3) directors, who need not be members of the Association provided, the number of directors may be increased to five (5) directors by amendment of these By-Laws of the Association. The members of the initial board of directors, or their successors, shall serve until March 10, 2008.

Section 2. Term of Office. At the first annual meeting the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members entitled to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. 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 of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of the Board of Directors and, at the Board's election, one or more Class A Members. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, 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. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may include the principals of the Declarant and/or be made from among Members, provided, however, any Member nominated shall be in good standing, i.e., shall be current in the payment of his obligation to the Association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election each Member may cast, or through proxy may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-annually, without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special 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 3. 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.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights by a Member during any period in which such Member shall be in default in the payment of any assessment or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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 Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-third (1/3rd) of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) seek enforcement and/or foreclose the lien against any Lot for which assessments or charges are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessments and/or charges have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment or charge has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on the property owned by the Association, and if such is available at commercially reasonable premiums, the officers and/or directors of the Association;

(f) cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. 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 period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of receipt of such notice 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 6. 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 7. Multiple Offices. If permitted by law, multiple offices may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside 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 checks and promissory notes, except as may be otherwise approved by the Board of Directors.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal 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 meeting and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall 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; shall sign all checks and promissory notes of the Association; keep proper books of account; upon direction of the Board of Directors, cause an audit of the Association's books to be made by a public accountant; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX
COMMITTEES

The Directors shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as required in the Declaration or as deemed appropriate in carrying out the purposes thereof.

ARTICLE X
RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours and upon prior arrangement, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
ASSESSMENTS AND CHARGES

As more fully provided in the Declaration, each Owner of a Lot acquired from the Declarant is obligated to pay to the Association annual assessments, charges and special assessments which are or may be secured by a continuing lien upon the Lot against which the assessments and/or charges are made. Any assessments or charges which are not paid when due shall be delinquent. If any assessments are not paid within thirty (30) days after the due date, or if any charges as defined in the are not paid within ten (10) days after notice of such charges have been mailed to the Owner/Member, the assessments and/or charges shall bear interest from the date of delinquency at an interest rate which shall not exceed the maximum legal rate per annum allowed by applicable law, and the Association may bring an action at law against the Owner personally obligated to pay the same or to seek foreclose the lien against such Owner's Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessments and/or charges. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words; "Brunswick Place Homeowners' Association, Inc."

ARTICLE XIII
AMENDMENTS

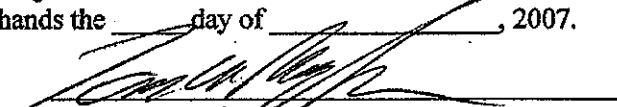
The By-Laws of the Association are hereby adopted by the initial Board of Directors and until the Conversion Date, may be amended or supplemented by a majority of the members of the

Board of Directors, or their successors, and thereafter by a vote of the Members holding sixty percent (60%) of the membership votes of the Association.


ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of Brunswick Place Homeowners' Association, Inc., have hereunto set our hands the _____ day of _____, 2007.



Tom W. Moughon



Joe Fogarty

M. Mae Moughon

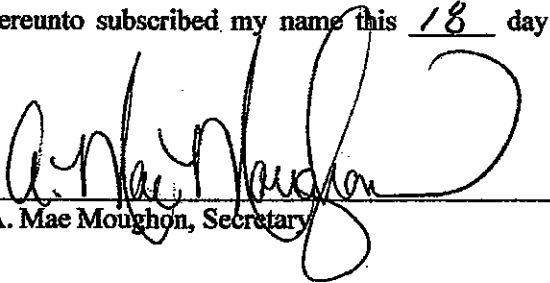
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Brunswick Place Homeowners' Association, Inc., a non-profit corporation; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18 day of December, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18 day of December, 2007.


A. Mae Moughon, Secretary

5513BRUNSWICK BYLAWS.WPD

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day of _____ by _____

STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on this 18 day of December by John Duran John Duran

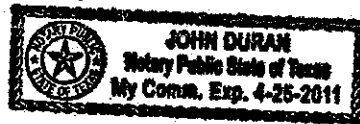


EXHIBIT "C"

All of Section Seven (7) of Brunswick Lakes, a subdivision in Harris County, Texas, according to the map or plat thereof recorded under Film Code No. 605143, of the Map Records of Harris County, Texas. *lee*

FILED FOR RECORD
8:00 AM

FEB 24 2010

Dorothy L. Hayman
County Clerk, Harris County, Texas

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

I hereby certify that this instrument was FILED in the 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

FEB 24 2010



Dorothy L. Hayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blackouts, additions and changes were present at the time the instrument was filed and recorded.

EXHIBIT "C"