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BYLAWS
OF
PARKHOLLOW PLACE PROPERTY OWNERS ASSOCIATION

ARTICLE I

DEFINITIONS

Section 1. Declaration. Unless the context clearly indicates to the contrary, each of the terms used in these Bylaws which is defined in Article I of in that certain Declaration of Parkhollow Corporation Concerning Parkhollow Place, Section One, dated March 9, 1977 and recorded under File No. F072532 and Film Code No. 160-16-1655 in the Official Public Records of Real Property of Harris County, Texas, shall have the same meaning as is attributed to such term in Article I of said Declaration; and said Declaration is hereby incorporated into these Bylaws for all pertinent purposes.

Section 2. Definitions. As used in these Bylaws, the following terms shall have the meanings attributed to them below, to-wit:

(a) "Parkhollow" shall mean and refer to Parkhollow Corporation, a Texas corporation, and to any corporation which succeeds to all or substantially all of its assets by merger, consolidation or conveyance.

(b) "Declaration" shall mean and refer to the Declaration of Parkhollow Corporation Concerning Parkhollow Place, Section One, more particularly described in Section 1 above.

(c) "Articles of Incorporation" shall mean and refer to the Articles of Incorporation of Parkhollow Place Property Owners Association on file in the Office of the Secretary of State of the State of Texas.

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ARTICLE II

MEMBERS AND VOTING RIGHTS

Section 1. Membership. The Owner of each Lot in the Sub-division, after it becomes an Assessable Tract, shall automatically be a Class A Member of the Association during the period of his ownership. Parkhollow, whether or not it is the Owner of an Assessable Tract, shall be the sole Class B Member. Such Class B Membership shall terminate at midnight on December 31, 1979, or at the time when seventy-five percent (75%) of the Lots have become Occupied Lots, whichever occurs later; provided, however, Parkhollow shall have the right and option to terminate its Class B Membership at any time by notifying the Association in writing of its election to so terminate such Class B Membership and provided, further, that in the event additional lands are added by Parkhollow to the scheme of the Declaration in accordance with the provisions of Article IX thereof, then such Class B Membership shall in each such case be automatically extended or reinstated, as the case may be, subject to further termination at midnight on the day following three (3) years after the date such additional lands are added to the scheme of the Declaration or at such time as seventy-five percent (75%) of the Lots (including those within all such additional lands) have become Occupied Lots, whichever occurs later.

Section 2. Annual Meeting. The Annual Meeting of the Members shall be held at the registered office of the Association at 7:00 P.M. on the third Tuesday in October of each year, if not a legal holiday, and, if a legal holiday, then on the next succeeding business day, for the purpose of electing directors. Any business may be transacted at an Annual Meeting, except as otherwise provided by law or by these Bylaws.

Section 3. Special Meeting. A special meeting of the Members may be called at any time by thirty-five percent (35%) of the Class A Members, by the Class B Member, or by the Board of Directors or President of the Association. All special meetings shall be held at the registered office of the Association. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 4. Notice. Written or printed notice stating the place, day and hour of each meeting of Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting.

Section 5. Quorum. The presence at a meeting in person or by proxy of Members entitled to cast one-tenth (1/10) of all the votes of each class of Members with voting privileges shall constitute a quorum. Except as otherwise required by law, the Articles of Incorporation, these Bylaws, or the Declaration, the affirmative vote of greater than fifty percent (50%) of the voting power present at any meeting shall be the act of the meeting. If the required quorum is not present at any meeting called to act on any matter, another meeting may be called to act on the same matter, subject to the notice requirement set forth in Section 4 above, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, except that such reduction in the quorum requirements shall not be applicable if the subsequent meeting is held more than sixty (60) days following the preceding meeting.

Section 6. Proxies. At all meetings of Members, a Member may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless otherwise made irrevocable by law and shall automatically terminate upon the conveyance by such Member of his Lot.

Section 7. Voting Rights. The Association shall have the following classes of voting membership with the following rights

Class A: Each Class A Member shall be entitled to one vote in the Association for each Lot owned by such Member which has become an Accessible Tract.

There shall be no fractional votes. When the Owner of any such Lot consists of more than one person or entity, such owners shall designate one of their number to cast their one vote with respect to such Lot.

Class B: The Class B Member shall be entitled to the same number of votes in the Association as the aggregate votes of the Class A Members, plus one hundred (100) additional votes.

Section 8. Officers. The Chairman of the Board shall preside at each meeting of Members. In the absence of the Chairman of the Board, the President shall preside. In the absence of both the Chairman of the Board and the President, any officer of the Association present at such meeting may be appointed by the Members attending such meeting to preside or, if no such officer is present, then any Member attending such meeting may be appointed to preside. The Secretary of the Association shall keep the records of each meeting of Members. In the absence of the Secretary, any Assistant Secretary attending such meeting may keep the records thereof, but if there is no Assistant Secretary attending such meeting, then one of the Members attending such meeting shall be appointed to keep the records of such meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The property and affairs of the Association shall be managed and controlled by its Board of Directors. Subject to the restrictions imposed by law, the Declaration, the Articles of Incorporation or these Bylaws, the Board of Directors shall exercise all of the powers of the Association and, specifically, shall exercise all of the rights and perform all of the duties of the Association set forth in the Declaration.

Section 2. Number. The number of directors shall be three (3), but such number may be increased or decreased from

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time to time by amendment to these Bylaws, provided the number of directors shall never be less than three (3) and provided, further, that such decrease does not shorten the term of any incumbent director.

Section 3. Election and Term. The directors shall be elected at the annual meeting of Members provided for in Section 2 of Article II hereof and shall hold office for a term of one (1) year or until their successors have been duly elected and qualified or until their resignation or removal as hereinafter provided. The directors constituting the initial Board of Directors shall be those directors named in the Articles of Incorporation, and they shall hold office until the first annual meeting of Members and until their successors shall have been elected and qualified or until their resignation or removal as hereinafter provided. The directors need not be members of the Association. Cumulative voting for directors shall not be permitted.

Section 4. Removal. Any director may be removed from office, with or without cause, by a majority vote of all of the directors of the Association or by a majority vote of the Members at any meeting at which a quorum (as defined in Section 5 of Article II hereof) is present. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office though less than a quorum of the Board of Directors. In case of any increase in the number of directors, the additional directors shall be elected at an annual meeting or at a special meeting of the Members called for such purpose.

Section 5. Meeting of Directors. The directors may hold their meetings and may have an office and keep the books of the Association at such place or places in Harris County, Texas, as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination such meetings shall be held at the registered office of the Association.

Section 6. Annual Meeting. The annual Meeting of the Board of Directors shall be held at the registered office of

the Association immediately following the Annual Meeting of the Members for the purpose of electing officers for the ensuing year and to transact such other business as may be brought before such meeting. No notice of such Annual Meeting shall be necessary.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time; by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors for the time being in office.

Section 9. Notice of Special Meetings. The Secretary shall give at least five (5) days notice of each special meeting to each director, either by personally delivering such notice or sending such notice by mail or telegraph. Unless otherwise indicated in such notice, any and all matters pertaining to the affairs of the Association may be considered and acted upon at a special meeting. At any meeting at which every director shall be present, even though without any notice, any matter pertaining to the affairs of the Association may be considered and acted upon.

Section 10. Quorum. A majority of the directors fixed by the Bylaws shall constitute a quorum for the consideration of matters pertaining to the affairs of the Association, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. 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 these Bylaws.

Section 11. Order of Business. At all meetings of the Board of Directors, matters pertaining to the affairs of the

Association shall be considered in such order as the Board of Directors may from time to time determine.

Section 12. Meeting Officers. At all meetings of the Board of Directors, the Chairman of the Board shall preside, but, in the absence of the Chairman of the Board, the President shall preside. 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 presiding officer may appoint any person to act as secretary of the meeting.

Section 13. Executive Committee. The Board of Directors may, by resolution passed by a majority of the whole Board, designate two or more directors to constitute an Executive Committee which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the affairs of the Association except where action of the Board of Directors is specified by statute. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee so designated shall keep regular minutes of its meetings, shall cause such minutes to be recorded in books kept for such purpose in the office of the Association, and shall report all actions taken by it to the full Board of Directors from time to time.

Section 14. Compensation of Directors. The directors, as such, shall not receive any salary or compensation for their services.

ARTICLE IV

OFFICERS

Section 1. Titles and Term of Office. The officers of the Association shall be a Chairman of the Board (who shall be a director), a President (who shall be a director), one or more Vice Presidents (if any be elected by the Board of Directors), a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary.

Section 2. Removal. All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

Section 3. Vacancies. A vacancy in the office of any officer shall be filled by a vote of a majority of the directors.

Section 4. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Members and of the Board of Directors and shall have such other powers and duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Powers and Duties of the President. The President shall be the chief executive officer of the Association and, subject to the Board of Directors, shall be in general charge of the properties and affairs of the Association. He shall preside, in the absence of the Chairman of the Board, at all meetings of the Members and of the Board of Directors. He may, in furtherance of the purposes of the Association, sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Association.

Section 6. Vice Presidents. Each Vice President shall have such powers and duties as may be assigned to him by the Board of Directors and shall exercise the powers of the President during such officer's absence or inability to act. Any action taken by a 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.

Section 7. Treasurer. The Treasurer shall have custody of all funds and securities of the Association which come into his hands. When necessary or proper, he may endorse for collection, on behalf of the Association, checks, notes and other obligations and shall deposit the same to the credit of the Association in such banks or other depositaries of the Association as shall be designated by the Board of Directors. He may

sign all receipts and vouchers for payments made to the Association, either alone or jointly with such other 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 in the books of the Association to be kept by him for such purpose full and accurate accounts of all moneys received and paid out on account of the Association. He shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors and, 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. Assistant Treasurer. Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors. The Assistant Treasurer(s) shall exercise the powers of the Treasurer during such officer's absence or inability to act.

Section 9. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Members in books provided for such purpose, and shall attend to the giving of all required notices of such meetings. In furtherance of the purposes of the Association, he may sign with the President in the name of the Association, or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Association. He shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director at the office of the Association during business hours. He shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 10. Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to his

office, together with such other powers and duties as may be assigned to him by the Board of Directors or the Secretary. The Assistant Secretaries shall exercise the powers of the Secretary during such officer's absence or inability to act.

Section 11. Compensation. Officers shall receive such salary or other compensation for their services as the Board of Directors may from time to time determine.

ARTICLE IV

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Seal. The seal of the Association shall be such as from time to time may be approved by the Board of Directors.

Section 3. Notice and Waiver. Whenever any notice is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his post office address as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

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Section 5. Conflicts. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the event of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 6. Amendments. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the full Board of Directors at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of such special meeting.