

BYLAWS OF
SOUTHMEADOW
PROPERTY OWNERS ASSOCIATION
ARTICLE I
BOARD OF DIRECTORS

Section 1. Powers, Number and Term of Office. The property and affairs of the corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the Board of Directors shall exercise all of the powers of the corporation.

The number of directors shall be three (3), but the number of directors may be increased or decreased (providing such decrease does not shorten the term of any incumbent director) from time to time by amendment to these Bylaws, provided the number of directors shall never be less than three.

The directors constituting the initial Board of Directors shall be those directors named in the Articles of Incorporation of the corporation, who shall hold office until the first annual meeting of members and until their successors shall have been elected and qualified or until their resignations or removal as hereinafter provided.

Any director may be removed from office, with or without cause, by a majority vote of all of the directors of the corporation or by a majority vote of the members at any meeting at which a quorum (as defined in Section 6 of this Article I) 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 that purpose.

Section 2. Meeting of Directors. The directors may hold their meetings and may have an office and keep the books of the corporation at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine, provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be

held at the registered office of the corporation in the State of Texas.

Section 3. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at the office of the corporation at 8:00 P.M. on the first Monday in December 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 officers for the ensuing year and to transact such other business as may be brought before such meeting. No notice of the Annual Meeting shall be necessary.

Section 4. 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 meeting shall not be required.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary or by a majority of the directors for the time being in office.

The Secretary shall give notice of such special meeting in person, or by mail or telegraph at least two (2) days before the meeting to each director. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the corporation 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 purposes of the corporation may be considered and acted upon.

Section 6. Quorum. A majority of the directors fixed by the Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the corporation, 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 7. Order of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the Chairman of the Board shall preside, and in the absence of the Chairman of the Board, the President shall preside.

The Secretary of the corporation 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 8. 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 Committee, 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 corporation 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 the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the corporation, and shall report the same to the Board of Directors from time to time.

Section 9. Compensation of Directors. Directors, as such, shall not receive any salary or compensation for their services.

ARTICLE II MEMBERS AND VOTING RIGHTS

Section 1. Definitions. The terms "Owner", "Assessable Tract", "Developer", "Member", "Class A Member", "Class B Member", "Lot", "Living Unit" and "Declaration" shall have the same meanings in this Article II as they are defined in that certain Declaration of The Charter Associates, Inc. covering Fondren Southwest Southmeadow Section Two Subdivision dated April 1, 1975.

Section 2. Membership. The Owner of each Assessable Tract, during the period of his ownership, shall automatically be a Class A Member of the corporation. Charter, whether or not it is the Owner of an Assessable Tract, shall be the sole Class B Member.

Section 3. Annual Meeting. The Annual Meeting of the Members shall be held at 7:00 P.M. on the first Monday in December 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 4. Special Meeting. A special meeting of the Members may be called at any time by at least 35% of the Class A Members, by the Class B Member, by the Board of Directors, or by the President. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 5. 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 30 nor more than 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 6. Quorum. The presence at a meeting in person or by proxy of Members entitled to cast sixty percent (60%) 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 50% of the voting power present at any meeting shall be the act of the Members' 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 5 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 7. 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 corporation 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 expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

Section 8. Voting Rights. The corporation shall have the following class or classes of voting membership with the following rights.

Class A: The Owners of the Assessable Tracts shall be the Class A Members, and by virtue of such membership, the Owner of each Assessable Tract shall be entitled to one vote in the corporation. There shall be no fractional votes. When the Owner of an Assessable Tract consists of more than one person or entity, they shall designate one of their number to cast their one vote with respect to such Assessable Tract.

Class B: Developer shall be the sole Class B Member, and, by virtue of such membership, shall be entitled to three (3) votes in the corporation for each Assessable Tract owned by Developer. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

b. On December 31, 1979.

Section 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the corporation which come into his hands. When necessary or proper, he may endorse, on behalf of the corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation 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 payments made to the corporation, 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 corporation to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the corporation; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and 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 6. 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 Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the membership in books provided for that purpose; he shall attend to the giving and serving of all notices; in furtherance of the purposes of this corporation, he may sign with the President in the name of the corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation; 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 upon application at the office of the corporation during business hours; and he shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 8. 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 that officer's absence or inability to act.

Section 9. Officers. The Chairman of the Board shall preside at and the Secretary shall keep the records of each meeting of Members. In the absence of the Chairman of the Board, the President shall preside and in the absence of the Chairman of the Board, President or Secretary, his duties shall be performed by some person appointed by the meeting.

ARTICLE III OFFICERS

Section 1. Titles and Term of Office. The officers of the corporation 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.

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.

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

Section 2. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the membership 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 3. Powers and Duties of the President. The President shall be the chief executive officer of the corporation and, subject to the Board of Directors, he shall be in general charge of the properties and affairs of the corporation; he shall preside, in the absence of the Chairman of the Board, at all meetings of the membership and of the Board of Directors; in furtherance of the purposes of this corporation, he may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the corporation.

Section 4. 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 that 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 9. 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 corporation shall be as determined by the Board of Directors.

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

Section 3. Notice and Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the corporation, 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 or Member 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.

ARTICLE V AMENDMENTS TO BYLAWS OR ARTICLES OF ASSOCIATION

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 said special meeting. Provided, as long as there is Class B membership in the Association, any such action or any amendment to the Articles of Incorporation of the corporation will require the prior approval of the Federal Housing Administration or the Veterans Administration if they have a loan guarantee outstanding on any property in the Subdivision.

RESOLUTION REGARDING ANNUAL MEETING OF DIRECTORS
AND MEMBERS -- CHANGE IN BYLAWS OF THE ASSOCIATION

WHEREAS, The Bylaws of the Association provide:

(1) The Annual Meeting of the Board of Directors shall be held at the office of the corporation at 8:00 p.m. on the first Monday in December 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 officers for the ensuing year and to transact such other business as may be brought before such meeting. No notice of the Annual Meeting shall be necessary.

(2) The Annual Meeting of the Members shall be held at 7:00 p.m. on the first Monday in December 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.

WHEREAS, A new Board of Directors was elected from the Class A members of the Association on November 1, 1977, in order to change management of the Association from Class B members to Class A members,

IT IS THEREFORE RESOLVED, That Article I, Section 3 of the Bylaws of Southmeadow Property Owners Association now read as follows:

Annual Meeting. The Annual Meeting of the Board of Directors shall be held at 8:00 p.m. on the second Tuesday in April 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 officers for the ensuing year and to transact such other business as may be brought before such meeting. No notice of the Annual Meeting shall be necessary.

RESOLVED, That Article II, Section 3 of the Bylaws of the Southmeadow Property Owners Association now read as follows:

Section 3. Annual Meeting. The Annual Meeting of the Members shall be held at 7:30 p.m. on the first Tuesday in April 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.

RESOLUTION REGARDING BOARD OF DIRECTORS

CHANGE IN BYLAWS OF THE ASSOCIATION

WHEREAS, The Bylaws of the Association provide:

(1) The number of directors shall be three (3), but the number of directors may be increased or decreased (providing such decrease does not shorten the term of any incumbent director) from time to time by amendment to these Bylaws, provided the number of directors shall never be less than three.

WHEREAS, A new Board of Directors was elected from the Class A members of the Association on November 1, 1977, in order to change management of the Association from Class B members to Class A members,

IT IS THEREFORE RESOLVED, That Article I, Section 1 of the Bylaws of the Southmeadow Property Owners Association now read as follows:

The number of directors shall be five (5), but the number of directors may be increased or decreased (providing such decrease does not shorten the term of any incumbent director) from time to time by amendment to these Bylaws, provided the number of directors shall never be less than three.

**CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF
SOUTHMEADOW PROPERTY OWNERS ASSOCIATION**

The undersigned, being the duly elected, qualified and acting Secretary of Southmeadow Property Owners Association, a Texas non-profit corporation, and the keeper of the minutes and records of said Corporation, does hereby certify that the following Amendment to the Bylaws of this Corporation was approved by the affirmative vote of a majority of the full Board of Directors at a special meeting of the Board of Directors duly called and constituted for such purpose on June 4, 1986:

Article VI of the Bylaws of the corporation is added to read as follows:

1. The Corporation shall indemnify any Director, former Director, officer, former officer, committee member or former committee member of the Corporation against expenses, liabilities and costs (including reasonable attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise by reason of his being or having been such Director, officer or committee member, except in relation to matters as to which he shall have been adjudged guilty (by a court of competent jurisdiction) of gross negligence, bad faith, willful misfeasance or malfeasance, reckless disregard of his duties or misconduct in respect of the matter for which indemnity is sought.
2. If the Corporation has not fully indemnified him, the Court in the proceedings in which any claim against any such Director, former Director, officer, former officer, committee member or former committee member has been asserted, or any Court having the requisite jurisdiction of an action instituted by such Director, former Director, officer, former officer, committee member or former committee member on his claim of indemnity, may assess indemnity against the Corporation, its receiver or trustee for the amount paid by any such Director, former Director, officer, former officer, committee member or former committee member in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Corporation), and any expenses and costs (including reasonable attorney's fees) actually and necessarily incurred by him in connection therewith to the extent that the Court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article only if the Court finds that the person indemnified was not guilty of gross negligence, bad faith, willful misfeasance or malfeasance, reckless disregard of his duties or misconduct in respect of the matter for which indemnity is sought.

3. The rights of indemnification herein provided may be insured against by policies maintained by the Corporation, shall be severable, shall not affect any other rights to which any Director, officer or committee member may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director, officer or committee member and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which Corporation personnel other than Directors, officers and committee members may be entitled by contract or otherwise under law.

TO CERTIFY WHICH, witness my hand this the 16th day
of June, 1988.

Mary M Cooley
Secretary
Southmeadow Property Owners Association

THE STATE OF TEXAS

S
S
S

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Mary M. Cooley, the Secretary of Southmeadow Village Owners Association, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she/he executed the same for the purposes and consideration, and in the capacity, therein expressed.

Judy Butler
Notary Public - State of Texas
Printed Name Judy BUTLER
My Commission Expires: 2-11-88

2/2

AMENDMENT TO BY-LAWS
SOUTHMEADOW PROPERTY OWNERS ASSOCIATION

Board Resolution

WHEREAS, the Board of Directors reviewed and approved by unanimous decision of the five members of the board to extend the term of elected board members to two years from one year:

IT IS THEREFORE RESOLVED, that Article I, Section 1 of the Bylaws of the Southmeadow Property Owners' Association now read as follows:

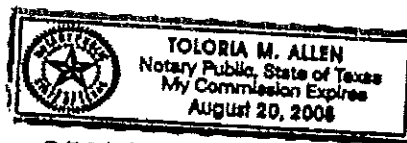
Term of Elected Officers. Board of Directors' duly elected to office shall serve a term of two years.

Dannus Jones
Secretary

Feb. 10, 2005
Date

Toloria M. Allen
Signature of Notary Public 2/10/2005

TOLORIA M. ALLEN
Printed Name of Notary



(NOTARY SEAL)

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 blockouts, additions and changes were present at the time the instrument was filed and recorded.

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 File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

DEC 18 2006



Dorely B. Keyman
COUNTY CLERK
HARRIS COUNTY, TEXAS

Amend

SOUTHMEADOW PROPERTY OWNERS ASSOCIATION

PRESIDENT'S CERTIFICATE

20080146232
03/26/2008 RP2 \$28.00

D I, the undersigned, do hereby certify:

(1) I am the duly elected and acting president of **SOUTHMEADOW PROPERTY OWNERS ASSOCIATION**, a Texas non-profit corporation (the "Association"), and,

(2) Attached hereto are true and correct copies of the Amendment to Bylaws of the Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this

MARCH 13TH, 2008.

SOUTHMEADOW PROPERTY OWNERS ASSOCIATION *for no l*

By:

[Signature]
Don Huettel, President

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged on this 13TH day of MARCH, 2008, by Don Huettel, President, of **SOUTHMEADOW PROPERTY OWNERS ASSOCIATION**, a Texas non-profit corporation, on behalf of said corporation.

[Signature]
Notary Public, State of Texas

WHEN RECORDED, RETURN TO:

Mark K. Knop
Hoover Slovacek LLP
P. O. Box 4547
Houston, TX 77210-4547
HS File No. 151567-01



FILED FOR RECORD
8:00 AM

MAR 26 2008

[Signature]
County Clerk, Harris County, Texas

AMENDMENT TO BYLAWS OF SOUTHMEADOW PROPERTY OWNERS ASSOCIATION

November 8, 2007

WHEREAS, Southmeadow Property Owners Association, a Texas non-profit corporation (the "Association"), has adopted Bylaws of the Association (the "Bylaws"); and

WHEREAS, Article V of the Bylaws provides that the Bylaws may be amended by the affirmative vote of a majority of the full Board of Directors of the Association (the "Board") at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of the special meeting; and

WHEREAS, at the regular meeting of the Board held on November 8, 2007, the undersigned Directors, being at least a majority of the full Board, consented to, ratified and adopted the actions set forth below.

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned Directors, being at least a majority of the full Board, do hereby consent, ratify and adopt the following amendments to the Bylaws, effective as of November 8, 2007:

1. **RESOLVED:** The second paragraph in Article I, Section 1 is deleted in its entirety and replaced with the following:

The number of directors shall be five (5), but the number of directors may be increased or decreased (providing such decrease does not shorten the term of any incumbent director) from time to time by amendment to these Bylaws, provided the number of directors shall never be less than three (3). At the Annual Meeting of the Members in the year 2008 (or any reconvened meeting thereof), the Members shall elect two (2) directors who shall serve terms of three (3) years each. To effectuate staggered terms and to facilitate continuity on the Board of Directors, the term of the director position held by John Tankersley shall expire at the conclusion of the Annual Meeting of Members in the year 2009, and the term of the director positions held by Don Huettel and Rick Jenkins shall expire at the conclusion of the Annual Meeting of Members in the year 2010. At each Annual Meeting of the Members (or any reconvened meeting thereof), the Members shall elect directors for terms of three (3) years each to fill the then expiring term(s).

2. **RESOLVED FURTHER:** Article I, Section 10 is added to read as follows:

Section 10. Term Limits. Elected directors shall not serve on the Board of Directors for more than six (6) consecutive years.

3. **RESOLVED FURTHER:** Article II, Section 5 is deleted in its entirety and replaced with the following:

Section 5. Notice. No notice of the Annual Meeting of Members is required. At the sole discretion of the Board of Directors, a reminder notice of the Annual Meeting of Members may be given in the Southmeadow Community Newsletter. In the event that the Board of Directors, in its sole discretion, determines that the Annual Meeting of the Members should be on a different date or different time than is set forth in Article II, Section 3 of these Bylaws, the Board of Directors shall cause written or printed notice stating the place, day and hour of such Annual Meeting of the Members to be sent not less than 30 nor more than 50 days before the date of such meeting, either personally or by mail, to each Member of record entitled to vote at such Annual Meeting of the Members. Written or printed notice stating the place, day, hour and purpose or purposes for which a special meeting is called shall be sent not less than 30 nor more than 50 days before the date of the special meeting, either personally or by mail, to each Member of record entitled to vote at such special meeting.

4. **RESOLVED FURTHER:** Article II, Section 6 is deleted in its entirety and replaced with the following:

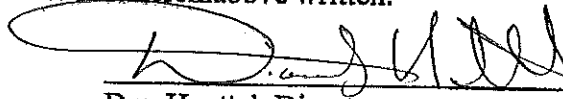
Section 6. Quorum. The presence at a meeting, in person or by proxy, of Members entitled to cast at least sixty percent (60%) of all the votes of each class of Members with voting privileges shall constitute a quorum. Except as otherwise required by law, the Articles of Incorporation, these Bylaws, or the Declaration, the affirmative vote of greater than 50% of the Members present, in person or by proxy, at any meeting shall be the act of the Members. If the required quorum is not present at any meeting of the Members, the meeting shall be adjourned and a subsequent meeting held at 7:30 p.m. on the following day, or at the Board of Directors' sole discretion, another date as determined by the Board of Directors and announced at the meeting, all without further notice other than announcement at the meeting, until a quorum of Members has been achieved. The required quorum at any such subsequent meeting(s) shall be one-half (1/2) of the required quorum at the preceding meeting.


5. **RESOLVED FURTHER:** Article II, Section 7 is deleted in its entirety and replaced with the following:

Section 7. Proxies. At all meetings of Members, Members may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. Only the form of proxy provided by the Association shall be allowed. No other form of proxy shall be used or counted. The form of proxy shall be available at the Association's management office on or before thirty (30) days prior to the date of the meeting. In addition, in the event the Board of Directors elects to publish a reminder notice of the Annual Meeting of Members in the Southmeadow Community Newsletter, the Board of Directors, in its sole discretion, may provide the form of proxy in the Southmeadow Community Newsletter. Proxies must be completed, dated, signed and presented to the Secretary of the Association at least one (1) hour before the scheduled

commencement 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 expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

IN WITNESS WHEREOF, we, being at least a majority of the full Board of Directors have herewith set our hands effective as of the date first hereinabove written.


Don Huettel, Director


Rick Jenkins, Director


John Tankersley, Director

Fermin Irineta, Director

Belen Camit, Director

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 time
stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris
County Texas on

MAR 26 2008




COUNTY CLERK
HARRIS COUNTY, TEXAS

2
Jmnd
G

20100091515

03/08/2010 RF2 \$20.00

RECEIVED

MAR 23 2010

CERTIFICATE OF SECRETARY
of
SOUTHMEADOW PROPERTY OWNERS ASSOCIATION
regarding
AMENDMENT

to
BYLAWS OF SOUTHMEADOW PROPERTY OWNERS ASSOCIATION
AVR MANAGEMENT
CONSULTANTS, INC.

The undersigned, being the duly elected, qualified and acting Secretary of Southmeadow Property Owners Association, a Texas non-profit corporation ("Association"), does hereby certify that at a regular meeting of the Board of Directors of the Association (the "Board") duly called and held on the 2nd day of March, 2010, with a majority of the full Board being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by an affirmative vote of a majority of the full majority of the members of the Board:

WHEREAS, Article V of the Bylaws of the Association ("Bylaws") entitled "Amendments to Bylaws or Articles of Association" provides in pertinent part:

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 said special meeting. ...

WHEREAS, the Association has previously suspended the voting privileges of Members who were delinquent on any payments due to the Association, which practice the Board desires to confirm in the Bylaws.

NOW THEREFORE, Article II, Section 8 of the Bylaws is amended to add the following provision to the end thereof:

The voting provision of a Member shall be suspended during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. For the purposes of this Article II, Section 8 the term "Assessment" shall mean any Annual Assessment, Special Assessment, interest, late fees, cost of collection, attorneys fees or other charge backs to a Member's account with the Association as authorized by the "Declaration of the Charter Associates, Inc. Covering Fondren Southwest Southmeadow Section Two Subdivision" filed of record in the Official Public Records of Real Property of Harris County, Texas under County Clerk's File No. E423312 as supplemented and amended or by law. Unless otherwise changed by law or resolution of the Board of Directors the voting rights of Members delinquent in the payment of any Assessment levied by the Association are suspended.

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

TO CERTIFY WHICH WITNESS my hand on this 2nd day of March, 2010.

SOUTHMEADOW PROPERTY OWNERS
ASSOCIATION

By: John Tankersley ¹⁰² ^{Naer}

Printed: John Tankersley

Its: Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

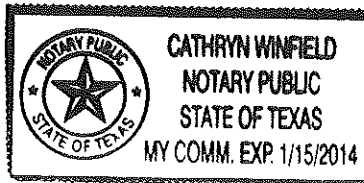
BEFORE ME, the undersigned notary public, on this 2nd day of March, 2010 personally appeared John Tankersley, Secretary of Southmeadow Property Owners Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.

Cathryn Winfield

Notary Public in and for the State of Texas

173337

Return To:
Butler | Hailey
8901 Gaylord Drive, Suite 100
Houston, Texas 77024



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

MAR - 9 2010



Dorely L. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED
2010 MAR - 9 PM 3:48
COUNTY CLERK
HARRIS COUNTY, TEXAS
Dorely L. Kaufman

HOOVER SLOVACEK LLP

A REGISTERED LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW
SAN FELIPE PLAZA
5847 SAN FELIPE, SUITE 2200
HOUSTON, TEXAS 77057-3918

(713) 977-8686
FAX (713) 977-5395

APR 07 2008

MARK K. KNOP

BOARD CERTIFIED-COMMERCIAL REAL ESTATE LAW
BOARD CERTIFIED-RESIDENTIAL REAL ESTATE LAW
TEXAS BOARD OF LEGAL SPECIALIZATION

knop@hooverslovacek.com

REPLY TO:
P.O. BOX 4547

HOUSTON, TEXAS 77210-4547

April 3, 2008

Ms. Shirley Austin
c/o MASC Austin Properties, Inc.
13726 Florence Road
Sugar Land, Texas 77478

Re: Southmeadow Property Owners Association (the "Association")

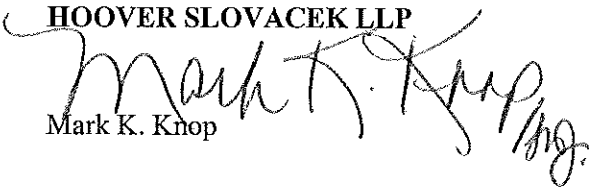
Dear Ms. Austin:

Enclosed is the original recorded President's Certificate for the Association which places the Amendment to By-Laws of the Association of record in Harris County, Texas. As you can see, the President's Certificate was recorded on March 26, 2008, under Harris County Clerk's File No. 20080146232.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

HOOVER SLOVACEK LLP


Mark K. Knop

MKK/tmj

Enclosure