

BYLAWS
OF
WILLOWBRIDGE HOMEOWNERS
ASSOCIATION, INC.

ARTICLE I

NAME, LOCATION AND PURPOSE

The name of the corporation is Willowbridge Homeowners Association, Inc., hereinafter referred to as the "Association". The initial registered office of the corporation shall be located at, 10303 N.W. Freeway, #101, Houston, Texas 77092, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors. The Association has been formed under the laws of the State of Texas for the purpose of owning, operating, maintaining and preserving facilities which enhance the recreational, health, social and leisure interests of its members, as well as for the purpose of exercising all of the rights, privileges and responsibilities as set forth in the Declaration of Covenants, Conditions and Restrictions for Willowbridge, hereinafter referred to as the "Declaration".

ARTICLE II

DEFINITIONS

Section 2.1. "Declarant" means Centex Real Estate Corporation, a Nevada corporation, and any successor or assign to whom Centex Real Estate Corporation assigns its interest as Declarant under the Declaration in whole or in part by instrument recorded in the Official Records of Harris County, Texas.

Section 2.2. "Declaration" means the Declaration of Covenants, Conditions and Restrictions for Willowbridge, recorded July 23, 1992 at File No. 779212 of the Map Records of Harris County, Texas.

Section 2.3. "Capitalized Terms" - Unless otherwise specifically provided herein, any capitalized terms used in these Bylaws shall have the same meanings as are given to such terms in the Declaration.

ARTICLE III

MEMBERSHIP

Section 3.1. Membership. Every owner of a residential Lot in Willowbridge Section One recorded in File No. 779212 of the Map Records of Harris County, Texas, and areas annexed thereto pursuant to the recorded Declaration, shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lots is held by more than one person or by a legal entity which is not a natural person, all such owners shall be members of the Association, however, the voting rights of such members shall be limited to one (1) vote for each Lot owned and shall be exercised as they among themselves shall determine.

Section 3.2. Notwithstanding any provision to the contrary, the persons designated by Declarant to act as members of the Board of Directors for the Association, as provided in the Articles of Incorporation, or as may from time to time be elected to the Board of Directors by Declarant shall be members of the Association during the period they act as members of the Board of Directors.

Section 3.3. Suspension of Membership. A Member must be current in the payment of the regular annual assessment and any duly adopted special assessment to validate the Membership and entitle the Member to all rights and privileges of same. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE IV

PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Section 4.1. Each member shall be entitled to the use and enjoyment of the Common Area as depicted on the duly recorded Plat or Plats of Willowbridge which may from time to time be properly

annexed into the Association in accordance with the provisions of the Declaration.

ARTICLE V

VOTING RIGHTS AND MEMBERSHIP CATEGORIES

Section 5.1. Voting Rights and Membership Categories. The Association shall have two classes of voting Membership, Class A Membership which shall include all Owners with the exception of Declarant and Class B Membership which shall be the Declarant, all as more fully set forth in Article 8 of the Declaration. Class A Members shall be entitled to one (1) vote for each Lot owned and Class B Member shall be entitled to three (3) votes for each Lot owned under such conditions and for such periods of time as more specifically set forth in Article 8 of the Declaration.

ARTICLE VI

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 6.1. Number. The affairs of the Association shall be managed by a Board of at least 3 but no more than 5 directors, who need not be members of the Association. The initial Board of Directors shall consist of 3 persons.

Section 6.2. Election. In accordance with Article 8 of the Declaration, the initial directors shall be appointed by the Declarant and the Declarant shall retain the right to appoint and remove members of the Board of Directors of the Association until ninety (90) days after the termination of Class B Membership status of Declarant, or the Declarant has surrendered its authority to appoint and remove directors by an express amendment to the Declaration executed and recorded by Declarant. Thereafter, a meeting of the Association shall be called for the express purpose of electing a new Board of Directors. At such meeting, the Members shall elect one (1) director for a term of one (1) year; one (1) director for a term of two (2) years; and one (1) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term. In the event that the Membership elects to expand the Board of Directors to five (5) members, then the Membership shall elect two (2) directors for a term of one (1) year; two directors for a term of two (2) years and one (1) director for a term of three (3) years, and thereafter the Members

shall elect the directors for a term of three (3) years to fill each expiring term.

Section 6.3. Removal. During the period of Declarant control, a director may only be removed by Declarant. Thereafter, any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6.4. 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.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 7.1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly 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 that meeting shall be held at the same time on the next day which is not a legal holiday. Any such meeting, whether regular or special may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in the meeting in such manner shall constitute presence in person at such meeting.

Section 7.2. 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 7.3. 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.

Section 7.4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written

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

Section 7.5. Meeting Organization. At each meeting of the Board, the president, or if he or she is absent therefrom, the vice president, or if he or she is absent therefrom, a director chosen by a majority of the directors present, shall act as Chairperson and preside over such meeting. The secretary, or if he or she is absent, the person whom the Chairperson of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS; RESIGNATIONS OR VACANCIES

Section 8.1. 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 a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. 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 be made from among members or non-members.

Section 8.2. Election. Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. At such election the members or their proxies 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.

Section 8.3. Resignations. Any director may resign at any time by giving written notice of his or her resignation to the Association. Any such resignations shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the president or the secretary; and unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4. Vacancies on the Board.

(a) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen shall hold office until the next election of directors when his or her successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, vote on the vacancy to take effect when such resignation becomes effective. Each director so chosen shall hold offices provided for the filling of other vacancies. If by reason of death, resignation or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

(b) Should an elected director fail to assume office by reason of death, disability, declination prior to the beginning date of the term to which elected, then the unsuccessful candidate in such election receiving the next highest number of votes shall be deemed elected in his or her stead.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 9.1. Powers. The Board of Directors shall have the power:

(a) To exercise those powers enumerated in Article IV of the Articles of Incorporation of the Association;

(b) To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(c) To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Articles of Incorporation;

(d) To 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 without just cause having been furnished to and accepted by the Board;

(e) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association; and

(f) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

Section 9.2. Duties. It shall be the duty of the Board of Directors:

(a) To 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-fourth (1/4) of the Class A members who are entitled to vote;

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

(c) To establish annually a budget and membership fees or assessments;

(d) To procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) To cause all officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate;

(f) To cause the Common Area to be maintained; and

(g) Perform such other duties as may be established by the Membership from time to time or set forth in these Bylaws, the Articles of Incorporation or the Declaration.

ARTICLE X

COMMITTEES

Section 10.1. The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the following:

(a) A Nominating Committee as provided for in Section 8.1 of these Bylaws;

(b) A Recreation Committee to advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and to perform other such functions as the Board in its discretion determines;

(c) A Maintenance Committee to advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Areas, if any, and to perform such other functions as the Board in its discretion determines;

(d) A Publicity Committee to inform the members of all activities and functions of the Association and after consulting with the Board of Directors, to make such public releases and announcements as are in the best interest of the Association, and

(e) An Audit Committee to supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, as provided in Article XII, Section 12.8(d). The Treasurer shall be an ex-officio member of this committee when formed.

Section 10.2. It shall be a function of each committee to receive complaints from members on any matter involving Association duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XI

MEETINGS OF MEMBERS

Section 11.1. Annual Meetings. The first annual meeting of the members shall be held no later than July 31, 1993, 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

hour of 7:00 p.m. provided that the Board of Directors may upon written notice to the members at least ten (10) days prior to the regular annual meeting date schedule the annual meeting date for a date not more than fourteen (14) days subsequent to the regular annual meeting date. If the day for 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. Until such time as Declarant has relinquished control of the Association, the annual meeting of the Membership shall be of a purely informal and informational nature and not for purposes of electing directors or conducting other official business of the Association. Upon transfer of control of the Board of Directors to Lot Owners other than Declarant, the annual Membership meeting shall, among other things, be used for the purpose of electing directors and conducting other official business of the Association.

Section 11.2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 11.3. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, or these By-Laws, 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 10 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 11.4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast ten percent (10%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration of Covenants, Conditions and Restrictions or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present or be represented.

Section 11.5. 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 cessation of membership or restriction of the member's voting rights.

Section 11.6. Canvass in Lieu of Meeting. In the event that a quorum of members is not achieved at any scheduled meeting, the Board of Directors may authorize a door-to-door canvass of all members whose votes shall be duly recorded, and any action so taken shall have the same force and effect as if taken at a meeting at which a quorum of members was present. Any such canvass must be completed within 30 days of the Board's decree.

Section 11.7. Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting of the members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall decide any question brought before such meeting unless the question is one upon which by express provision of the statutes, the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 11.8. Voting.

(a) Voice Vote. A voice or standing vote or show of hands of Members shall prevail on all matters of business, except the following items which require a ballot vote:

- (i) The election of all directors.
- (ii) When a majority of the Board of Directors requests a ballot vote.
- (iii) When a ballot is requested by a majority vote of the eligible members of the Association attending the meeting.

(b) Ballot Vote. When a ballot vote is required the following will apply:

- (i) Voting shall proceed under the supervision of the Board of Directors.
- (ii) At least two (2) of the Board of Directors shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots and witness the casting of the ballots.

(iii) Ballot boxes shall remain sealed until all votes are cast, then opened and votes tabulated in the presence of at least three (3) members of the Board of Directors. A tie vote shall be decided by Lot. Upon completion of the tabulation of ballots, the results shall be certified by the Board of Directors and officially posted on Association bulletin boards.

(iv) Any Member may be present as an observer at the tabulation of votes.

(c) Mail Vote.

(i) A majority of the Board of Directors may authorize use and implementation of a mail-in ballot on any election or issue it deems appropriate, including the election of directors.

(ii) When mail-in ballots are authorized by the Board, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the date of the election, the date set for the tabulation of the ballots shall be stated on the ballot. Ballots received on or after the date set for tabulation of the ballots shall not be counted.

(iii) The determination of eligibility and tabulation of votes shall proceed under the supervision of the Board of Directors.

(iv) Following tabulation, all ballots will be sealed and stored for a period of thirty (30) days in the custody of the Board of Directors.

ARTICLE XII

OFFICERS AND THEIR DUTIES

Section 12.1. Enumeration of Officers. The officers of this 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 12.2. 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 12.3. Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 12.4. 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 12.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 12.6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election of officers. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 12.7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 12.8. 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 easements, contracts, leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.

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 meetings 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE XIII

ASSESSMENTS

Section 13.1. Assessments in Accordance with the Declaration. Article 9 of the Declaration sets forth the obligation of each Member, including Declarant, to pay to the Association annual and special assessments which are secured by a lien upon each Member's Lot against which the assessment is made. The Declaration provides for late charges as well as suspension of Membership privileges in the event assessments are not paid. The Association may bring an action at law against the Owner personally obligated to pay a delinquent assessment, or foreclose the lien against his Lot and, after Notice and Opportunity for a Hearing, the Association may suspend a delinquent Owner's Membership in the Association while the assessment remains unpaid. In any action to enforce payment of an assessment, the Association shall be entitled to recover interest, cost and reasonable attorney's fees. No Owner may exempt himself from payment of assessments by waiver of the use or enjoyment of all or any portion of the Common Area or abandonment of his Lot.

Section 13.2. Uniform Rate. Except for lots owned by the Declarant as set forth in Section 9.06 of the Declaration, both annual and special assessments must be fixed at a uniform rate for all single family Lots and may be collected on a monthly or annual basis.

Section 13.3. No Reimbursement to Declarant. The proceeds of the regular annual assessments shall not be used to reimburse Declarant for any capital expenditures incurred in construction or other improvements of common facilities, if any, nor for the operation or maintenance of such facilities incurred prior to conveyance unencumbered to the Association.

ARTICLE XIV

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 Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any members at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XV

CORPORATE SEAL

The Association shall have seal in circular form having within its circumference the words: Willowbridge Homeowners Association, Inc.

ARTICLE XVI

FISCAL YEAR

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

ARTICLE XVII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

Section 3. So long as there is a Class B Membership, and so long as HUD/VA approvals (as defined in the Articles of Incorporation) are required for the issuance of insured mortgages by the Federal Housing Administration or guaranteed mortgages by the Veterans Administration then HUD/VA shall have the right to veto any amendment to these Bylaws.

ARTICLE XVIII

GENDER AND GRAMMAR

The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

ARTICLE XIX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify its officers and directors to the maximum extent allowable pursuant to Texas Civil Statutes, Article 1396-2.22A (Section B), as the same now exists or may be hereafter amended.