

BY-LAWS
OF
WILLOW PARK GREENS HOMEOWNERS ASSOCIATION

These By-Laws (referred to as the “By-Laws”) govern the affairs of the WILLOW PARK GREENS HOMEOWNERS ASSOCIATION, a non-profit corporation (the “Corporation”) organized under the Texas Non-Profit Corporation Act (the “Act”). All terms capitalized herein shall have the same meaning as in the Declaration of Covenants, Conditions and Restrictions for WILLOW PARK GREENS HOMEOWNERS ASSOCIATION (the “Restrictions”) unless otherwise herein provided.

ARTICLE I.
OFFICES

1.1 Principal Office. The principal office of the Corporation in the State of Texas shall be located at 2028 Buffalo Terrace, Houston, Harris County, Texas, 77019. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.2 Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II.
MEMBERS

2.1 Membership. The Corporation shall have two (2) classes of Members: (a) Class A Members and (b) Class B Members. With the exception of Declarant, any Person upon becoming an Owner of any Lot automatically and concurrently therewith shall become a Class A Member of the Corporation. Declarant shall be a Member of the Corporation as long as Declarant owns any Lot. Membership shall be appurtenant to and shall run with the Property interest which qualifies the Owner thereof for membership, and membership may not be severed from, or in any way transferred, pledged, mortgaged, or alienated except together with the title to, such property interest.

2.2 Member in Good Standing. A Member of the Corporation shall be considered to be a Member in good standing and eligible to vote, if such Member:

- A. Has, not less than seven (7) days prior to the taking of any vote by the Corporation, fully paid all Assessments or other charges levied by the Corporation against such Member’s Lot and then due and payable, as such Assessments or charges are provided for in the Restrictions;
- B. Does not have a lien filed by the Corporation against his Lot; and
- C. Has discharged any and all other obligations to the Corporation as may be required of the Members hereunder or under the Restrictions.

The Board shall have sole responsibility and authority for determining the good standing status of any Member at any time, and shall make such determination with respect to all Members prior to a vote being taken by the Corporation on any matter. The Board shall have the right and authority, in its sole discretion, to waive either (a) the seven (7) days' prior payment requirement established herein (provided, however, that the Board shall require that such payment be made prior to the time such vote is taken) or (b) any requirement imposed under Subsection C above (provided, however, that the Board, in its discretion, shall determine that extenuating circumstances exist). Any Member not conforming with the provisions of this Section shall be declared by the Board not to be a Member in good standing and, unless the provision violated can be, and is, specifically waived by the Board in writing prior to any particular vote being taken, such Member shall be disqualified from voting on all matters before the Corporation until such time as such Member attains good standing status and same is so declared by the Board.

2.3 Voting Rights. The right to cast votes and the number of votes which may be cast for election of the Board, and on all other matters to be voted on by the Members, shall be calculated as follows:

A. The Owner (other than Declarant) of each Lot within the Property shall have one (1) vote for each Lot so owned.

B. Declarant shall have three (3) votes for each Lot owned by it (regardless of whether occupied) until the earlier of (i) December 31, 2009, or (ii) the date when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership (*i.e.* the date that seventy-five [75%] of the Lots have been sold by Declarant). Thereafter, the Class B membership shall cease and be converted to Class A membership, and Declarant shall have only one (1) vote for each Lot owned by it, if any. The total votes held by the Class A Members and the total votes held by the Class B Members shall be recalculated upon the recording of a Supplemental Declaration which results in any addition to or subtraction of lands from the Property. If at any point in time the total votes held by the Class A membership equals the total votes held by the Class B membership, the Class B membership shall cease and convert to Class A membership regardless of whether a future addition or subtraction of land would create a different result.

C. Any property interest entitling the Owner thereof to vote as herein provided held jointly or in common by more than one Owner shall require that such Owners thereof designate, in writing, a single Owner who shall be entitled to cast such vote and no other person shall be authorized to vote on behalf of such property interest. A copy of such written designation shall be filed with the Board before any such vote may be cast, and, upon the failure of the Owners thereof to file such designation, such vote shall neither be cast nor counted for any purpose whatsoever.

D. The membership of a person or entity in the Corporation shall terminate automatically whenever such person or entity ceases to own a Lot; however, such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with the Corporation or the Restrictions during the period of ownership of the Lot, nor impair any rights or remedies which the Corporation or any other party may have with regard to such person or entity.

2.4 Annual Meeting. Commencing in the calendar year 2002, the annual meeting of the Members for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held in January each year on a date and at a time and place designated by the Board of Directors. Failure to hold any annual meeting or meetings shall not work a forfeiture or dissolution of the Corporation.

2.5 Special Meetings. Except as otherwise provided by law or by the Articles of Incorporation, special meetings of the Members may be called by the President, any Vice-President, a majority of the Directors, or upon the written request of the Members who are entitled to vote ten percent (10%) of all votes of the membership. Business transacted at any special meeting of Members shall be limited to the purpose or purposes stated in the notice of such meeting given in accordance with the terms of Section 2.6.

2.6 Notice of Meetings--Waiver. Written or printed notice of each meeting of Members, stating the place, day and hour of any meeting and, in the case of a special Members' meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting by or at the direction of the President, the Secretary, or the persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at his address as it appears on books of the Corporation. Additional or earlier notice shall be given when required by law. The signing by a Member of a written waiver of notice of any Members' meeting, whether before or after the time stated in the waiver, shall be equivalent to receipt by him of all notice required to be given with respect to such meeting. Attendance by a Member at a Members' meeting, in person or by proxy, shall constitute waiver of notice of such meeting. No notice of any adjournment of any meeting shall be required.

2.7 Quorum and Officers. Except as otherwise provided by law or by the Articles of Incorporation or by these By-Laws, the presence of Members in good standing, or of valid proxies, entitled to cast one-tenth (1/10th) of the vote of the membership shall constitute a quorum at a meeting of Members, but the Members in good standing present at any meeting, although representing less than a quorum, may from time to time adjourn the meeting to some other day and hour, without notice other than announcement at the meeting. The Members in good standing 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. At all meetings of Members, all questions, except those expressly governed by statute, the Articles of Incorporation, these By-Laws or the Restrictions shall be decided by a simple majority of the votes of the Members in good standing present in person or by proxy at a meeting duly called with a quorum present. The President shall preside at, and the Secretary shall keep the records of, each meeting of Members, and in the absence of either such officer, such duties shall be performed by any other officer authorized by these By-Laws or any person appointed by resolution duly adopted at the meeting.

2.8 Telephone and Similar Meetings. See By-Law 10.1.

2.9 Action Without Meeting. See By-Law 10.2.

2.10 Proxies. A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

2.11 Balloting. Voting may be by voice vote or by show of hands, but upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. At each meeting, inspectors of election may be appointed by the presiding officer of the meeting, and at any meeting for the election of Directors, inspectors shall be so appointed on the demand of any Member present or represented by proxy and entitled to vote in such election of Directors. No Director or candidate for the office of Director shall be appointed as such an inspector.

2.12 Record Date. The Board of Directors may fix in advance a date as the record date for the determination of Members entitled to notice of a meeting, entitled to vote at a meeting or entitled to the exercise of any right regarding any other lawful action. Such date shall be not more than sixty (60) days prior to the date on which the particular action requiring such determination of Members is to be taken.

2.13 Voting List. After fixing a record date for the notice of a meeting, the Corporation shall prepare a complete list of the names of all Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of the Members. The Corporation shall also maintain, through the time of the Members' meeting, a list of Members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting Members. Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared and continuing through the meeting, the list of voting Members must be available for inspection by any Member entitled to vote at the meeting for the purpose of communicating with other Members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any voting Member or his attorney or agent during the whole time of the meeting. Failure to comply with this section shall not affect the validity of any action taken at the meeting.

ARTICLE III. **BOARD OF DIRECTORS**

3.1 Management by Board of Directors. The business and property of the Corporation shall be managed and controlled by the Board of Directors and shall be subject to the restrictions imposed by law, the Articles of Incorporation of this Corporation, the By-Laws and by the Restrictions on the Subdivision.

3.2 Number and Tenure. The Board of Directors shall consist of no fewer than three (3) and no more than nine (9) members, as determined from time to time by resolution of the Board of Directors or the Members. No decrease in the number of Directors shall effect a shortening of the term of any incumbent Director. Except as otherwise provided herein, each position on the Board of Directors shall be filled by election at the annual meeting of Members. Each person elected a Director shall hold office, unless removed in accordance herewith, until the next annual meeting of Members, and until a successor shall have been duly elected and qualified. Any Director may be removed from the Board of Directors for cause by a majority of the votes entitled to be cast by those Members present in person or represented by proxy at a meeting of the Members at which a quorum is present. In the event of death, resignation or removal of a Directors, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor. The

President may appoint advisory members to the Board of Directors at his discretion. The Members may elect as a Director a person who is not a Member of the Corporation and who does not own title to a Lot.

3.3 Annual Meeting. The annual meeting of the Board of Directors may be held without notice other than these By-Laws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of Members.

3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of Directors in office. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the By-Laws.

3.6 Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than three (3) nor more than ten (10) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.7 Quorum. The majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. Directors present by proxy may not be counted towards a quorum.

3.8 Duties. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

3.9 Action of the Board. The Board of Directors shall try to act by consensus. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law. The vote of a majority of Directors present, in person or by proxy, at a meeting at which a quorum is present, shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the

By-Laws. A Director who is present at a meeting and abstains from a vote is considered not to be present and voting for the purpose of determining the decision of the Board of Directors.

3.10 Telephone and Similar Meetings. See By-Law 10.1.

3.11 Action Without Meeting. See By-Law 10.2.

3.12 Compensation. Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to Directors of expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A Director may serve the Corporation in any other capacity and receive compensation for those services.

ARTICLE IV. OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

4.5 President. The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the By-Laws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

4.6 Vice-President. When the President is absent, is unable to act, or refuses to act, the Vice-President shall perform the duties of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one (1) Vice-President, the Vice-Presidents shall act in place of the President in the order of the votes received when elected. A Vice-President shall perform other duties as assigned by the President or Board of Directors.

4.7 Treasurer. The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- B. Receive and give receipts for moneys due and payable to the Corporation from any source;
- C. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the By-Laws or as directed by the Board of Directors or President;
- D. Write checks and disburse funds to discharge obligations of the Corporation, provided that all checks and disbursement of funds drawn from the Corporation or its accounts shall require the signature of the President or the President-Elect or the Vice-President or the Assistant Treasurer, if any, in addition to the signature of the Treasurer;
- E. Maintain the financial books and records of the Corporation;
- F. Prepare financial reports at least annually;
- G. Perform other duties as assigned by the President or by the Board of Directors;
- H. If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; and,
- I. Perform all of the duties incident to the office of Treasurer.

4.8 Secretary. The Secretary shall:

- A. Give all notices as provided in the By-Laws or as required by law;
- B. Take Minutes of the meetings of the Members and of the Board of Directors and keep the Minutes as part of the corporate records;
- C. Maintain custody of the corporate records and of the seal of the Corporation;
- D. Affix the seal of the Corporation to all documents as authorized;
- E. Keep a register of the mailing address of each Member, Director, officer, and employee of the Corporation;
- F. Perform duties as assigned by the President or by the Board of Directors; and,
- G. Perform all duties incident to the office of Secretary.

ARTICLE V.

COMMITTEES

5.1 Establishment of Committees. The Board of Directors may adopt a resolution establishing one (1) or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two (2) or more Directors and may include persons who are not Directors. The Board of Directors may establish qualifications for membership on a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the By-Laws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- A. Amend the Articles of Incorporation;
- B. Adopt a plan of merger or a plan of consolidation with another corporation;
- C. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- D. Authorize the voluntary dissolution of the Corporation;
- E. Revoke proceedings for the voluntary dissolution of the Corporation;
- F. Adopt a plan for the distribution of the assets of the Corporation;
- G. Amend, alter, or repeal the By-Laws;
- H. Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation;
- I. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 6.4, below; or,
- J. Take any action outside the scope of authority delegated to it by the Board of Directors.

ARTICLE VI.

TRANSACTIONS OF THE CORPORATION

6.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.2 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

6.3 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the By-Laws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and tax status.

6.4 Potential Conflicts of Interest. The Corporation shall not make any loan to a Director or officer of the Corporation. A Member, Director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise limited by the By-Laws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors or the Members, not including the vote of any person having a personal interest in the transaction.

6.5 Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors or the Members, no Member, Director, officer or committee member of the Corporation shall:

- A. Do any act in violation of the By-Laws or a binding obligation of the Corporation;
- B. Do any act with the intention of harming the Corporation or any of its operations;
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
- D. Receive an improper personal benefit from the operation of the Corporation;
- E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;
- F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- G. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; or,
- H. Disclose any of the Corporation business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VII.

BOOKS AND RECORDS

7.1 Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- A. A file-stamped copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.
- B. A copy of the By-Laws, and any amended versions or amendments to the By-Laws.
- C. Minutes of the proceedings of the Members, Board of Directors, and committees having any of the authority of the Board of Directors.
- D. A list of the names and addresses of the Members, Directors, officers, and any committee members of the Corporation.
- E. A Financial Statement showing the assets, liabilities, and net worth of the Corporation at the end of the five (5) most recent fiscal years.
- F. A Financial Statement showing the income and expenses of the Corporation for the five (5) most recent fiscal years.
- G. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status; and,
- H. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's five (5) most recent tax years.

7.2 Inspection. Any Member, Director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the By-Laws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by Members.

ARTICLE VIII. INDEMNIFICATION

To the maximum extent permitted by law and subject to the provisions of the Restrictions, the Corporation shall indemnify any Person who was or is, or is threatened to be, made a named defendant or respondent in litigation or other proceedings because the Person is or was a Director or other person related to the Corporation.

ARTICLE IX. NOTICES

9.1 Notices by Mail or Telefax. Any notice required or permitted by the By-Laws to be given to a Member, Director, officer, or member of a committee of the Corporation may be given by mail, telefax and mail, or telegram. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the

Corporation, with postage prepaid. If given by telefax, a notice shall be deemed to be delivered when a copy of such telefax is also deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph Corporation and addressed to the person at his or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the Secretary of the Corporation.

9.2 Signed Waiver. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the By-Laws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

9.3 Waiver by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X.

SPECIAL PROCEDURES CONCERNING MEETINGS

10.1 Meetings by Telephone. Subject to the provisions required or permitted by the Articles of Incorporation, these By-Laws or the laws of the State of Texas, for notice of meetings, Members, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold any meeting required or permitted under these By-Laws by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such a meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

10.2 Written Consent. Any action required by statute to be taken at a meeting of the Members or Directors, or any action which may be taken at a meeting of the Members or Directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, Directors, or committee members as would be necessary to take that action at a meeting at which all of the Members, Directors or members of the committee were present and voted. Each written consent shall bear the date of signature of each Member, Director or committee member who signs the consent. A written consent signed by less than all of the Members, Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required hereby, a consent or consents signed by the required number of Members, Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Members, Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the president or principal executive officer of the Corporation. Prompt notice of the taking of any action by Members, Directors or a committee without a meeting by less than unanimous written consent shall be given to all Members, Directors or committee members who did not consent in writing to the action. A telegram, telex, cablegram, or similar transmission by a Member, Director or member of a committee or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Member, Director

or member of a committee shall be regarded as signed by the Member, Director or member of a committee for purposes hereof.

ARTICLE XI.
AMENDMENTS TO BY-LAWS

11.1 Amendments. The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by two-thirds (~~36~~) of the votes of the Members present at any duly called annual or special meeting of Members at which a quorum is present. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include the text of the proposed by-law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

11.2 HUD/VA Veto. As long as there is a Class B membership, the United States Department of Housing and Urban Development or the United States Veterans' Administration may veto any amendment to these By-Laws, and, upon such veto, such amendment shall be null and void.

ARTICLE XII.
CONFLICT

Notwithstanding anything contained herein to the contrary, should all or part of any section of these By-Laws be in conflict with the provisions of the Texas Non-Profit Corporation Act, any other Texas law or the Restrictions, such Act, law or the Restrictions, as the case may be, shall control; and should any part of these By-Laws be invalid or inoperative for any reason, the remaining parts, as far as possible and is reasonable, shall be valid and operative.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of WILLOW PARK GREENS HOMEOWNERS ASSOCIATION and that the foregoing By-Laws constitute the By-Laws of the Corporation. These By-Laws were duly adopted at by the Board of Directors effective as of the ____ day of January, 2001.

DATED: January ____, 2001.

Name: _____
Secretary of the Corporation

PREPARED IN THE LAW OFFICE OF:

MORRIS, LENDAIS, HOLLRAH & SNOWDEN, P.C.
1980 Post Oak Boulevard, Suite 700
Houston, Texas 77056