

BY-LAWS
OF
SOUTHWYCK COMMUNITY ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of the Corporation is Southwyck Community Association, Inc., hereinafter referred to as the "Master Association". The principal office of the corporation shall be located at 7322 S. W. Ewy., Suite 1820, Houston, Texas 77074, but meetings of members and directors may be held at such places within the State of Texas, Counties of Harris or Brazoria, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Master Association" shall mean and refer to Southwyck Community Association, Inc., a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property or properties described in the Declaration of Covenants, Conditions and Restrictions and any additional properties which may hereafter be brought within the jurisdiction of the Master Association.

Section 3. "Lot" shall mean and refer to any building plot of land shown upon any recorded map of the Properties, with the

exception of the individual Homeowners' Association common areas and general common areas, if any.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Master Association, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to General Homes Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Southwyck, whether one or more, applicable to the Properties recorded or to be recorded in the office of the County Clerk, Brazoria County, Texas, and any additions and supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

Section 9. "General Common Area" shall mean all real property, if any, owned by the Master Association or under the jurisdiction of the Master Association for the common use and enjoyment of the Owners of one or more Southwyck or related subdivisions.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Master Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of every year thereafter, at the hour of 7:30 P.M., at the principal office of the corporation. 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. Notice of annual meetings shall not be required. The Board of Directors of said Master Association may change the meeting place of the annual meeting and subsequently notice of the annual meeting will be required to be mailed to all members.

Section 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 the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) or more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Master Association, or

supplied by such member to the Master Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required unless meeting place of the annual meeting is changed, as referred to in Section 1 above.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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 5. Proxies. At all meetings of members, each member may vote in person or proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. Proxies will not be used in meetings of the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. Board of Directors. The affairs of this Master Association shall be managed by a Board of five (5) Directors, who need not be members of this Master Association.

Section 2. Term of Office. The initial directors for the Master Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At said annual meeting, the members shall elect three (3) directors for a term of three (3) years, one (1) director for a term of two (2) years, and one (1) director for a term of one (1) year.

Section 3. 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 Master 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 4. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Master Association. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No director shall receive compensation for any services he may render to the Master Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

Meetings of Directors

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

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Master Association or by any two (2) directors after not less than three (3) days notice to each director. Such notice may be waived at or prior to such meeting by unanimous consent of the Board.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every

act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall be placed in the minute book of the Master Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

Powers and Duties of the Master Association

Section 1. Powers. The Master Association, by and through its Board of Directors, shall have the following rights and powers:

- (a) suspend the voting rights and right to the use of any facilities or services provided by the Master Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Master Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (b) exercise for the Master Association all powers, duties and authority vested in or delegated to this Master

Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board to be vacant in the event such board member shall be absent from three (3) consecutive meetings of the Board of Directors;

(d) employ a manager, an independent contractor, a management company, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services.

Section 2. Duties. It shall be the duty of the Master

Association, by and through its Board of Directors, to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

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

(c) as more fully provided in the Declaration, to fix the amount of the annual assessment against properties subject to the jurisdiction of the Master Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(d) as more fully provided in the Declaration, to collect the maintenance assessments for the Village Association(s) and take such actions as it deems appropriate in relation thereto and to enforce the liens given to secure payment thereof;

(e) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

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

(g) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned or leased by the Master Association; and

(h) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

Officers and Their Duties

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

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

Section 3. Term. The officers of this Master Association shall be elected annually by the Board and each shall hold office

for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Master Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Master Association, to sign checks of the Master Association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under this Section 5, the treasurer of the Master Association shall have sole authority to sign the Master Association's checks.

Section 6. 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 written 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9. Duties. The duties of the officers of the Master Association are as follows:

President

(a) The President of the Master Association shall preside at all meetings of the Board of Directors of the Master Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice President

(b) The Vice President shall act in the place and instead 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 Master 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 Master 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 Master Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Master Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Master Association and make the same available for inspection by members of the Master Association during normal business hours.

ARTICLE VIII

Committees

The Master Association may appoint a Master Association Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

Books and Records

The books, records and papers of the Master Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Master Association shall be

available for inspection by any member at the principal office of the Master Association, where copies may be purchased at reasonable cost.

ARTICLE X

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Master Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten (10%) percent per annum, and the Master Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the facilities or services provided by the Village(s) or Master Association or by abandonment of his Lot.

ARTICLE XI

Corporate Seal

The Master Association shall have a seal in circular form having within its circumference the words "Southwyck Community Association, Inc." and within the center the word "Texas".

ARTICLE XII

Amendments

Section 1. Amendments. The By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Board members present, except that the Federal Housing Administration and Veterans Administration shall have the right to veto amendments while there is a Class B membership.


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

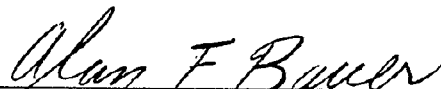
ARTICLE XIII

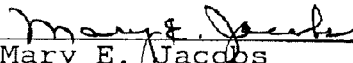
Miscellaneous


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

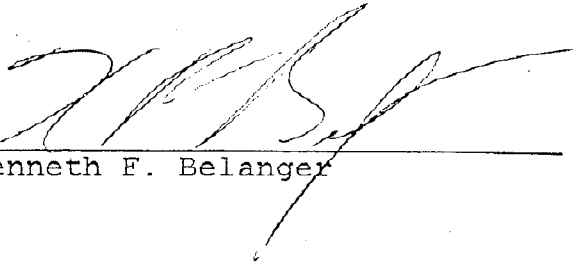
IN WITNESS WHEREOF, we, being all of the directors of Southwyck Community Association, Inc., have hereunto set our hands this 11th day of June, 1984.


Terese M. Buess


Alan F. Bauer


Mary E. Jacobs


Karen E. Beck

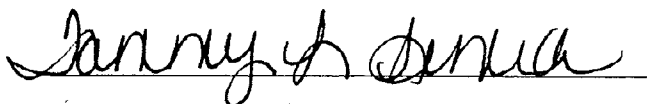

Kenneth F. Belanger

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, Tammy L. Simiett, a Notary Public do hereby certify that on this 11th day of June, 1984, personally appeared before me Terese Buess, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

TAMMY L. SIMICH
Notary Public in & for the State of Texas
My Commission Expires October 26, 1986



Notary Public in and for the
State of T E X A S

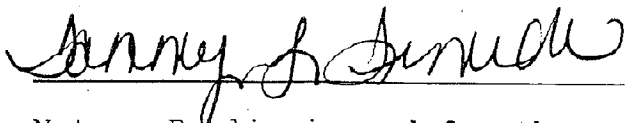
My commission expires: _____

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

I, Tammy L. Simich, a Notary Public do hereby certify that on this 11th day of June, 1984, personally appeared before me Alan F. Bauer, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

TAMMY L. SIMICH
Notary Public in & for the State of Texas
My Commission Expires October 26, 1986



Notary Public in and for the
State of T E X A S

My commission expires: _____

THE STATE OF TEXAS)

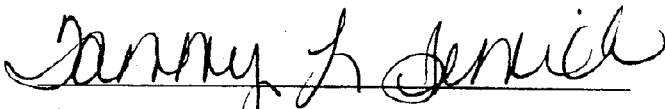
COUNTY OF HARRIS)

I, Tammy L. Simich, a Notary Public do hereby certify that on this 11th day of June, 1984, personally appeared before me Mary E. Jacobs, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

TAMMY L. SIMICH

Notary Public in & for the State of Texas
My Commission Expires October 26, 1986



Notary Public in and for the
State of T E X A S

My commission expires: _____

THE STATE OF TEXAS)

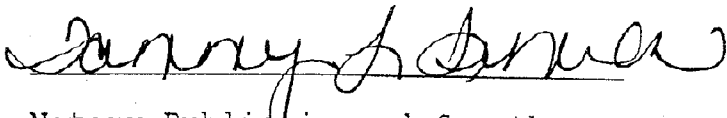
COUNTY OF HARRIS)

I, Tammy L. Simich, a Notary Public do hereby certify that on this 11th day of June, 1984, personally appeared before me Karen E. Beck, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

TAMMY L. SIMICH

Notary Public in & for the State of Texas
My Commission Expires October 26, 1986



Notary Public in and for the
State of T E X A S

My commission expires: _____

THE STATE OF TEXAS)

COUNTY OF HARRIS)

I, Tammy L. Simich, a Notary Public do hereby certify that on this 4th day of June, 1984, personally appeared before me Kenneth F. Belanger, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

SUBSCRIBED AND SWORN TO BEFORE ME the day and year above written.

TAMMY L. SIMICH

Notary Public in & for the State of Texas
My Commission Expires October 26, 1986

Tammy L. Simich

Notary Public in and for the
State of T E X A S

My commission expires: _____