

529-74-0666

**AMENDMENT TO BY-LAWS OF  
FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC.**

January 28, 1999

WHEREAS, Fleetwood Property Owners Association, Inc., a Texas non-profit corporation (the "Association"), has adopted By-Laws of the Association (the "By-Laws"); and

WHEREAS, Article XV, Section 1 of the By-Laws provides that the By-Laws may be amended at the annual or a special meeting of the members of the Association, by a majority of the votes of a quorum of votes present, in person or by proxy, provided that the proposed modification is noticed to the members of the Association, in writing and sent by first class mail, at least fifteen (15) days prior to the meeting; and

WHEREAS, Article III, Section 4 of the By-Laws provides that the presence at the meeting of members of the Association or proxies entitled to cast ten percent (10%) of the votes of the membership of the Association shall constitute a quorum for any action; and

WHEREAS, at least fifteen (15) days prior to the duly constituted meeting of the members of the Association on January 28, 1999, written notice of the proposed modification to the By-Laws was sent to the members of the Association by first class mail; and

WHEREAS, a duly constituted meeting of the members of the Association was held on January 28, 1999, at which meeting it was proposed that the By-Laws be amended as described hereinbelow; and

WHEREAS, at such meeting of the members of the Association on January 28, 1999, a quorum was present, in person or by proxy, and a majority of the quorum voted to amend the By-Laws as described hereinbelow;

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, Louise Abt, President of the Association, does hereby certify that at a duly constituted meeting of the members of the Association held on January 28, 1999, a quorum was present, in person or by proxy, and a majority of the quorum voted to amend the By-Laws as set forth hereinbelow, to-wit:

RESOLVED: The "Duty of the Treasurer" paragraph in Article VIII, Section 8 is deleted in its entirety and replaced with the following:

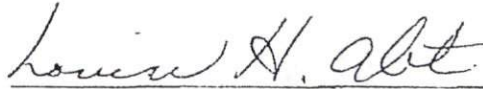
"Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause a report of the Association's books to be made at the

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end of each fiscal year; and shall prepare an annual pro-forma budget for the ensuing year, and a statement of income and expense for the preceding year and a balance sheet as of year end, to be available for review by the membership at the Annual Meeting, as well as at the Association's business office during normal business hours; and shall cause copies of a summary of the Association's financial condition (which summary shall contain such information as the Treasurer, in the Treasurer's sole discretion, deems appropriate) to be mailed, postage pre-paid, to each Member either shortly before or after the Annual Meeting."

EXECUTED on the date first set forth hereinabove, to evidence the certification set forth hereinabove.

FLEETWOOD PROPERTY OWNERS  
ASSOCIATION, INC.



Louise Abt, President