

BYLAWS
OF
FONDREN GROVE HOMEOWNER'S ASSOCIATION
A NONPROFIT CORPORATION

ARTICLE I

REGISTERED OFFICE and AGENT

Section 1. NAME AND LOCATION. The name of the corporation is FONDREN GROVE HOMEOWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 10555 Northwest Freeway, Suite 131, Houston, Texas, but meetings of members and directors may be held at such places within the State of Texas, as may be designated by the Board of Directors.

Section 2. The Association shall have and continuously maintain in the State of Texas a registered office as required by Article 1396, Section 2.05 of the Texas Non-Profit Corporation Act. The registered office and the principal office of the corporation in the State of Texas are the same and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the third Thursday in January 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 of six o'clock p.m. for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day for the annual meeting of the members is a legal holiday in the State of Texas, the meeting will be held at the same hour on the next following Thursday of the same month unless otherwise changed by a majority vote of 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 having

not less than one-tenth (1/10th) of the votes entitled to be cast at such meeting.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by delivering or mailing a copy of such notice, postage prepaid, not less than ten (10) not more than fifty (50) days before such meeting to each member entitled to vote at such meeting, 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 the purpose of the meeting. No notice of annual meetings shall be required.

Section 4. Quorum. The presence at the meeting of members holding one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If such quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have the power to adjourn the meeting; from time to time without notice other than announcement at the meeting, until a quorum as previously defined shall be present or be represented.

Section 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 conveyance by the member of his Lot.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who shall be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect one Director for a term of one year, and two Directors for a term of two years, and at each annual meeting

thereafter the members shall elect Directors for positions becoming vacant as a result of the foregoing, for a term of two years.

Section 3. Removal. 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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 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.

Section 5. 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 taken at a meeting of the directors.

ARTICLE IV

ELECTION OF DIRECTORS

Section 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.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held monthly 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 succeeding business day.

Section 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 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 a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A Director may vote in person or by proxy executed in writing by the Director. However Directors present by proxy may not be counted toward a quorum. No proxy shall be valid after three (3) months from the date of its execution.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to :

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

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of their annual dues. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) pursue any other remedy provided by law in addition to or in lieu of or all of the above, including a personal action for money damages against the defaulting owner or foreclosure of the Association's lien against the Lot of a defaulting owner;

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

(e) 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;

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

(g) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the 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 Association, and to see that their duties are properly performed;

(c) fix the amount of the annual dues; and

(d) cause the Common Area, if any, to be maintained.

ARTICLE VII

INDEMNITY OF DIRECTORS

The Association shall have the power to indemnify any Director or officer or former Director or officer of the corporation for expenses and costs including attorney's fees actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director or officer, except in matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 resloution 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 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 is otherwise disqualified to serve.

Section 4. Special Appointment. 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 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 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 6. 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 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 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 leases, mortgages, deeds and other written instruments and shall, if so determined by the Board of Directors, 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 if any, 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 and keep proper books of account.

ARTICLE IX

COMMITTEES

The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more committees, as deemed appropriate in the carrying out of its purpose.

ARTICLE X

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

ARTICLE XI

CORPORATE SEAL

The Association may have a corporate seal at the discretion of the Board of Directors in a form to be determined by the Board.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws 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 Bylaws, the Articles shall control; and in case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the initial Directors of the FONDREN GROVE HOMEOWNER'S ASSOCIATION, INC. have hereunto set our hands this 25TH day of July, 1986.



Jim De La Plaine