

BY-LAWS OF
NORTHSHIRE MAINTENANCE FUND, INC.

ARTICLE I.
Offices and Agent

The principal office of the corporation in the State of Texas shall be located in the County of Harris. The registered office of the corporation required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees. The registered agent of the corporation may be changed from time to time by the Board of Trustees. The address of the initial registered office of the corporation shall be 8989 Westheimer, Houston, Texas, and the name of the initial registered agent of the corporation at such address shall be J. K. Lyles.

changed to:
Butler, Langford & Swalt, P.C.
5713 Westheimer, Suite 1640
Houston, TX 77057
1988

ARTICLE II.
Members

SECTION I. After January 1, 1975, members of this corporation shall be the owners of the lots in the applicable subdivisions as defined in the Articles of Incorporation.

SECTION II. Revised

See page 7

See amendment
11-6-79

SECTION III. Voting. Each lot in the subdivision shall be entitled to one (1) vote at any and all meetings of the members.

SECTION IV. Quorum. In order to constitute a quorum at any meeting, at least ten percent of the voting members of this corporation (one per lot) must be present or represented by proxy.

11-6-79

ARTICLE III.
Board of Trustees

SECTION L. General Power. The business and affairs of the corporation shall be managed by its Board of Trustees.

SECTION II. Number, Tenure and Qualifications. Until January 1, 1975, or their resignation prior to said date, the Trustees of the corporation shall be those named in the Articles of the corporation. Thereafter, the Board of Trustees shall be composed of three (3) Trustees who shall be either a residential owner-occupant of a lot in an applicable subdivision or an officer of a corporation, partner in a partnership or individual owning and developing one or more lots in the subdivision; and each such Trustee shall be elected at an annual meeting of the members or at a special meeting of the members called for such purpose and shall hold office until the next annual meeting of the members. All Trustees shall hold office until their successors have been duly elected and qualified.

SECTION III. Regular Meetings. A regular meeting of the Board of Trustees shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place with Houston, Texas, for the holding of additional regular meetings without other notice than such resolutions.

SECTION IV. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place within the City of Houston, Texas until place for holding any special meeting of the Board of Trustees called by them.

SECTION V. Notice. Notice of any special meeting shall be given at least two (2) days prior thereto by a written notice delivered personally or mailed to each Trustee at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, so addressed, with postage

thereon prepared. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of Trustees fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

SECTION 7. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative-vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees may be filled by affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A vacancy shall be deemed to exist by reason of the death, resignation, failure or refusal to act by the person elected.

SECTION 8. Removal. The entire Board of Trustees or any individual Trustee may be removed from office without assigning any cause by the vote of a majority of all members of the corporation. In case the entire Board or any one or more of the Trustees are so removed, new Trustees may be elected at the same meeting for the unexpired term of the Trustee or Trustees so removed.

ARTICLE IV. OFFICERS

SECTION 1. The officers of the corporation shall be President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Trustees: Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The initial officers of the corporation shall be elected by the Board of Trustees at the first meeting of the Board of Trustees; and thereafter, the officers of the corporation shall be elected by the Board of Trustees annually

at each meeting of the Board of Trustees held after each annual meeting of the members. If the election of officers shall not be held at any such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the corporation would be served thereby.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the activities and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation thereunto duly authorized by the Board of Trustees, any notes, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 6. Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time be assigned to him by the Board of Trustees.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for such purpose; (b) see that all notices are duly given in accordance with the provisions of these By Laws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep a membership roll of the members of the corporation; (e) sign with the President or Vice President any instruments as authorized by resolution of the Board of Trustees; and (f) in general perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 8. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall: (a) have charge and custody and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; and (b) in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 9. Salaries. The salaries of the Officers shall be fixed from time to time by the Board of Trustees and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Trustee of the corporation.

ARTICLE V.

Contracts, Loans, Checks and Deposits

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VI.

Procedure

Meetings of members and of the Board of Trustees shall be conducted in accordance with the procedure as contained in Robert's Rules of Order to the extent applicable.

ARTICLE VII.

Amendments

Amendments to thes By-Laws shall be adopted at an annual or special meeting of the members by a vote of a majority of all members of the corporation in person or by proxy.

NORTHSHIRE MAINTENANCE FUND, INC.
AMENDMENTS TO BY-LAWS

ARTICLE II.

SECTION II. Annual Meeting. The annual meeting of the membership shall be held on the 3rd Tuesday in the month of October at the hour of 8:00 P.M. for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Trustees shall be held on the day designated herein for any annual meeting of the membership or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the membership as soon thereafter as convenient.

As amended, November, 1979

ARTICLE II

SECTION V. Special Meetings. Special meetings may be called by any two (2) of the Trustees or by the ten percent (10%) of the voting members of the corporation; and written or printed notices stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) days nor more than thirty (30) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.

As amended, November 6, 1979

MAINTENANCE/RECREATIONAL FEES PAYMENT RESOLUTION

January 31	Payments Due
February 1	Accrue interest of 10% per annum
February 15	Late notices mailed with statement of intent to stop services and Lien/Foreclosure
March 15	Stop services and use of Recreational Facilities
April 1	Turn account over to Attorney

January 1988

TRUSTEES:

Bob Smith
Tom Cooke
Frank Rao

RESOLUTION

USE OF RECREATIONAL FACILITIES

It is hereby resolved that the use of the Northshire
Recreational facilities shall be limited to those households
deemed in good standing with a maximum of four (4) non-resident
guests.

July 1988

TRUSTEES:

Bov Smith
Tom Cooke

RESOLUTION

MAINTENANCE FUND FEES REFUNDED

The current Board of Trustees hereby resolve, for the operating year 1988-1989, the Officers, (President, Vice-President, Secretary and Treasurer) after having duly performed their duties as defined in the By-Laws of the Northshire Maintenance Fund, Inc. will have their maintenance fees refunded at the end of their term (October 1989). Interpretation of duly performed duties will be defined as outlined in Section 3 of the said By-Laws.

December 1988

TRUSTEES:

Bob Smith
Tom Cooke
Claudine Morgan

RESOLUTION

MAINTENANCE FEES - REFUNDING

The current Board of Trustees hereby resolve, for the operating year 1993-1994, The President and Trustees, after having duly performed their duties as defined in the By-Laws of the Northshire Maintenance Fund, Inc. will have their maintenance fees refunded at the end of their term (October, 1994). Interpretation of duly performed duties will be defined as outlined in Section 3 of the said By-Laws.

The officers, (Vice-President of Clubhouse, Vice-President of Recreation, Executive Secretary and Secretary in charge of Newsletter) after having duly performed their duties as defined in the By-Laws of the Northshire Maintenance Fund, Inc. will have their Recreation fees refunded at the end of their term (October 1994). Interpretation of duly performed duties will be defined as outlined in Section 3 of the said By-Laws.

It is further resolved hat the Treasurer shall receive a monthly salary of \$200 per month for performing said duties as outlined in the By-Laws. The Treasurer shall not receive a refund of his/her maintenance fees in addition to the monthly salary.

APRIL, 1994

TRUSTEES:

Jill Phillips

Bob Smith

Bob Spain

RESOLUTION

MAINTENANCE FUND FEES REFUNDED

The current Board of Trustees hereby resolve, for the operating year 1994-1995, the President, Vice President in Charge of Clubhouse and Pool, Secretary and Trustees, after having duly performed their duties as defined in the By-Laws of the Northshire Maintenance Fund, Inc., will have their maintenance fees refunded at the end of their term (October, 1995). Interpretation of duly performed duties will be defined as outlined in Section 3 of the said By-Laws.

The officers (Vice President of Activities and Newsletter Secretary) after having performed their duties as defined in the By-Laws of the Northshire Maintenance Fund, Inc. will have their recreation fees refunded at the end of their term (October, 1995). Interpretation of duly performed duties will be defined as outlined in Section 3 of the said By-Laws.

It is further resolved that the Treasurer shall receive a monthly salary of \$200 per month for performing said duties as outlined in the By-Laws. The Treasurer shall not receive a refund of his/her maintenance fee in addition to the monthly salary.

JANUARY, 1995

TRUSTEES:

Ulysses Cross

Darlene Killingsworth

Vickie Wilkinson