

FIRST AMENDMENT TO THE BY-LAWS
OF
CASTLEWOOD HOMEOWNERS' ASSOCIATION, INC.

STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS
COUNTY OF DENTON §

This First Amendment to the By-Laws of Castlewood Homeowners' Association, Inc. is effective as of the 1st day of January, 2000 by the Balfour Village Estates, L.P., a Texas limited partnership, as the Declarant identified in the Declaration of Covenants, Conditions and Restrictions for Castlewood:

WITNESSETH:

WHEREAS, Article VIII, Section 8.1 of the By-Laws of Castlewood Homeowners' Association, Inc. (the "By-Laws") provides that the By-Laws may be amended by the Declarant unilaterally for any purpose so long as the Class "B" membership has not terminated; and

WHEREAS, the amendment to the By-Laws, as set forth hereinafter with specificity, was made by the Declarant as the Class "B" membership has not terminated.

NOW, THEREFORE, the By-Laws of the Castlewood Homeowners' Association, Inc. are hereby amended as follows:

- (a) Section 5.21 of Article V of the By-Laws is hereby deleted in its entirety.

SIGNED to be effective as of the 1st day of January, 2000.

BALFOUR VILLAGE ESTATES, L.P.

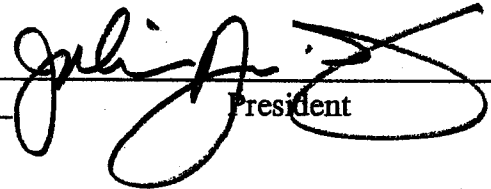
By: BRE/Castlewood, L.L.C., a Delaware limited liability company, General Partner

By:  _____
Julian Hawes, Vice President

CERTIFICATION OF AMENDMENT TO BYLAWS

I, Julian Hawes, Jr., the duly-elected President of Castlewood Homeowners' Association, Inc., hereby certify:

That this First Amendment to the By-Laws of the Castlewood Homeowners' Association, Inc. was made by the Declarant prior to the termination of the Class "B" membership and that the same does now constitute a portion of the By-Laws of the Castlewood Homeowners' Association, Inc.

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President

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