

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

ARTICLE I – NAME AND LOCATION

The name of the corporation is FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC. (hereinafter "Association"). The principal office of the corporation shall be located at the address of the registered agent which shall be in Houston, Harris County, Texas, but meetings of Members and Directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II – DEFINITIONS

Section 1. "Association" shall mean and refer to FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Property" and "Properties" shall mean and refer to all real property which is at any time encompassed by the term "Properties" as that term is defined in the Restrictions which is restricted to residential use in FLEETWOOD, SECTIONS ONE, TWO, THREE, FIVE, SIX, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area and commercial reserves excluded from the scope of the Restrictions.

Section 5. "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, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties, which have been recorded in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File Number F172159, and any amendments thereto.

Section 7. "Member" shall mean and refer to the Owner of a Lot entitled to membership as provided in the Restrictions and these By-Laws.

ARTICLE III – MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Members shall be held on the last Thursday in the month of January, of each year. If the day scheduled for the Annual Meeting is a legal holiday, then the Annual Meeting shall be held on the next succeeding Thursday. The time and place of the Annual Meeting shall be specified in the Notice of the Annual Meeting sent to the Members, as specified below.

Section 2. Special Meetings. Special Meetings of the Members may be called at any time by a majority of the Board of Directors, or upon written request of Members who are entitled to vote one-third (1/3) of all of the votes of the Members, as herein defined.

Section 3. Notice of Meetings. Written notice of each Annual Meeting or Special Meeting of the Members shall be given by the Secretary or person authorized by the Board of Directors to call the meeting. Notice shall be mailed, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote. Notice shall be addressed to each Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of the notice. Such notice shall specify the date, place, time and, in the case of a Special Meeting of the Members, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members or Proxies entitled to cast ten percent (10%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present or represented. A vote by a majority of those Members constituting a quorum shall constitute a vote of the Members.

Section 5. Proxies. At all meetings of the Members entitled to vote in accordance with the Articles of Incorporation, the Restrictions and these By-Laws, Members may vote in person or by proxy. Each proxy shall be an original, shall be in writing, and—at least twenty-four (24) hours prior to the commencement of the meeting for which a proxy is executed—shall be filed with the Secretary of the Association or with any other entity appointed by the Board for that purpose. Every proxy shall be revocable. The effectiveness of any proxy shall cease automatically upon the Member's conveyance of his Lot. No proxy shall be valid after the particular meeting for which it is executed.

ARTICLE IV – BOARD OF DIRECTORS, SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of nine (9) Directors, each of whom must be a Member of the Association. Members who are not current in the payment of their annual maintenance assessments as they become due or related charges, Members who are subject to an ongoing deed restriction violation dispute with the Association and Members who are involved with litigation against the Association are to be considered not in good standing and are disqualified to stand for election or to retain the office of Director until the matter in dispute or noncompliance is fully resolved.

Section 2. Term of Office. At the Annual Meeting in January 1994, nine (9) Directors shall be elected to the Board. The five (5) candidates receiving the most individual votes shall be elected for a term of two (2) years and the next four (4) candidates receiving the most individual votes shall be elected for a term of one (1) year. At each Annual Meeting thereafter, the number of Directors whose terms are expiring, or for which vacancies exist, shall be elected. The candidates receiving the most votes, in descending order, shall first fill the positions of the longest term for which a Director is being elected by the Members. After the January 1994 election, no elected Director shall be a candidate for, nor be re-elected for, consecutive terms. Any Director appointed by the Board to fill a vacancy on the Board, shall be eligible to be a candidate in the next held election, provided that such appointed Director has served less than half of the term of the Director whom he or she replaced. If such appointed Director has served more than one-half of the term of the Director he or she replaced, then that Director shall not be eligible for re-election at the next meeting. The terms of elected Directors will begin at the conclusion of the Annual Meeting at which they are elected and shall run to the conclusion of the next Annual Meeting, unless said Director is removed, according to the provisions of these By-Laws, or upon the resignation of any Director. In the case of tied votes for any Director position, the deciding vote shall be determined by a majority of the then existing Board of Directors.

Section 3. Removal. Any Director may be removed from the Board, either with or without cause, by a majority vote of a quorum of Members at a Special Meeting called for the purpose of removing a Director. In the event of the death, resignation or removal of a Director, the successor shall be selected by the remaining members of the Board by a majority vote and shall serve for the remaining term of the Director who is being replaced.

Section 4. Compensation. No Director, their employer or a company of which they own a controlling interest, shall receive compensation for any service they may render to the Association or products they may sell to the Association. Notwithstanding the foregoing, a Director may receive reimbursement for actual expenses incurred in their capacity as a Director, if approved by an affirmative vote of the majority of the Board.

Section 5. Action Taken Without a Meeting. 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 of the directors. Written approval shall be sufficient. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Action of this nature will be ratified at the next scheduled meeting and become part of the minutes.

Section 6. Current in their Financial Obligations to the Association.

Directors and officers must, at all times, be current in the payment of their annual maintenance assessments and other financial obligations to the Association. If any delinquency is not paid in full within fifteen (15) days after written notice is sent to the delinquent Director by the Treasurer—or sent by the President if the Treasurer is delinquent—then, as the case may be, (a) if it is the Board's judgment that such removal will serve the best interests of the Association, the delinquent officer shall be automatically removed from office. Directors must be Members of the Association in "good standing." The term "good standing" means that the Member of the Association is not (i) delinquent in the payment of any annual maintenance fee charge or other charge levied by the Association against the Member or the Member's Lot, including, but not limited to, any applicable interest, late charges, costs, damages, fines or attorney's fees under the provisions of the Restrictions or as provided by law, or (ii) in violation of any provision of the Restrictions. A Member of the Association who is not in good standing is not eligible to be nominated for, elected or appointed to the Board of Directors.

ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations 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 (2) or more Members of the Association. The Nominating committee shall be appointed by a majority of the Board of Directors prior to each Annual Meeting and shall serve from the close of such Annual Meeting until the close of the next Annual Meeting. Such appointments shall be announced at each Annual Meeting by the President. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its sole discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from Members in good standing. No more than one (1) Owner of a Lot may serve on the Board at the same time, nor may they be nominated to serve on the Board.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election Members or their Proxies entitled to vote may cast one (1) vote for each vacancy to be filled on the Board. The Secretary shall appoint whatever assistants are deemed necessary to receive proxies, distribute, collect and count the ballots, and to report the results of the vote. The results of the voting shall be announced, subject to verification, during the Annual Meeting. Cumulative voting is not permitted.

ARTICLE VI – MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall hold regular monthly meeting as may be fixed from time to time by resolution of the Board. The Board may set in advance a regularly recurring date for Board meetings. In the absence of a regularly set date and place or if the regularly set date and place are changed, each Board member shall be notified in writing at least five (5) days prior to the meeting. Notice of the time and place of the regular meeting should be made known to all Members. Only in extreme circumstances should the time and place of the regular meeting be changed. If the change is deemed permanent, notice should be given to all the Members in such a manner that it is reasonable all Owners have been notified. Meetings shall be made available and open to all Members for participation. The extent of participation shall be at the discretion of the President. The first portion of any meeting will be set aside for any Member wishing to address the Board provided the request is scheduled with the President or the President's appointed agent ten (10) days prior to the meeting.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President, or by a majority of the Directors. The date and place of all special meetings shall be noticed to each Board member in writing at least five (5) days prior to the meeting.

Section 3. Quorum. The presence in person of a majority of the Directors shall constitute a quorum for the transaction of Board business. Every act or decision done or made by a majority of the Directors present at a duly called and held meeting, at which a quorum is present, shall be regarded as the act of the Board. Proxies are not permitted to be given by Board members to other Board members to be used at meetings.

Section 4. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. In the event all members of the Board are present at any meeting, any business may be transacted at that

meeting with our without prior notice. In the event less than all members of the Board are present at a meeting, the notice provisions of Sections 1 and 2 of this Article VI shall apply

ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any annual maintenance assessment due to the Association;

(b) exercise for the Association all powers, duties and authority vested in or delegated to the Association an not reserved to the Members by other provisions of these By-Laws or the Articles of Incorporation, or the Restrictions;

(c) remove any Director from office, with or without cause. Any Board member will be subject to review and ratification by the Board of Directors in the event such member shall be absent from three (3) regularly scheduled Board meetings in any consecutive twelve (12) month period. A vote shall be taken and the result recorded in the minutes. The Board of Directors shall have power to declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent from four (4) regularly scheduled Board meetings in any consecutive twelve (12) month period and shall automatically declare the office of any member vacant in the event such Director shall be absent from five (5) regularly scheduled Board meetings in any consecutive twelve (12) month period. Any Director 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 or at any later time specified therein, and unless otherwise so specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(d) employ a manager, an independent contractor, or such other employees as it deems 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 written record of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting. The records shall be available for reasonable inspection by a Member or their designated representative, during regular business hours;

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

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(c) as more fully provided in the Restrictions, to:

(1) fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each calendar year;

(2) send written notice of the Annual Assessment to each Owner subject thereto at least thirty (30) days in advance of the beginning of each calendar year;

3) foreclose the lien against any Lot for which annual assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same, if in judgment of the Board, it is necessary. Before official foreclosure proceedings are to begin, all reasonable efforts are to be made to remedy the situation. This would include such actions, but not limited to, demand letters, personal visits and negotiating a payment plan. The Directors and officers of the Association should always act in a prudent manner and do what they deem in the best interest of the Association.

(d) cause the Treasurer, or an appropriate designated agent, to issue, upon written request by a Member, a certificate setting forth whether or not an annual assessment or other assessment is past due. A reasonable charge may be made to the Member before issuance of such a certificate in accordance with the Restrictions and these By-Laws.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association. Adequate Director's and officer's liability insurance shall be provided by the Board.

(f) cause the President, Vice President and Treasurer of the Association to be included under a Surety Bond and cause all appointed agents having fiscal responsibilities to have a Fidelity Bond at all times during their contract with the Association, presenting a copy of this fidelity bond and its renewals to the Treasurer."

(g) cause the Common Area to be maintained.

(h) To administer and enforce restrictions, uses, limitations, obligations and all other provisions set forth in the Restrictions and these By-Laws.

(i) To establish, make and enforce compliance with rules necessary for the orderly operation, use and occupancy of the subdivision. (A copy of such rules and regulations shall be delivered or mailed to each Member promptly upon the adoption thereof.)

(j) To borrow funds after a two-thirds (2/3) majority vote of approval at a special meeting of the Owners in order to pay for the approved expenditure or outlay.

(k) To enter into contracts within the scope of their duties and power.

(l) To establish a bank account for the common treasury for all separate funds which are required or may be deemed advisable by the Board of Directors.

(m) To keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination upon written demand, stating the purpose of the demand thereof at any reasonable time by each of the Owners, and to cause a certified audit of the books and accounts to be made by an independent Certified Public Accountant, at least once every two years.

(n) To meet at least once each month.

(o) To designate the personnel necessary for the maintenance and operation of the Common Area.

(p) In general, to carry on the administration of this Association and to do all those things, necessary and reasonable

(q) Conduct business in duly called meetings at which a quorum is present. Votes for acceptance shall be by voice vote of the majority of Board members that are present. All other decisions and/or business requiring another type of vote requirements stated in the by-laws shall supersede this restriction. Proxy votes shall not be allowed.

ARTICLE VIII – OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, who shall at all times be Members of the Board of Directors, 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.

Section 3. Term. The officers of the Association shall be elected annually by *a secret ballot vote of* the Board, requiring a majority of the votes and each shall hold office for one (1) year unless they shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. 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, if, in the judgment of the Board, such removal will serve the best interests of the Association. 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 or at any later time specified therein, and unless otherwise so specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer they replace.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office 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:

a. President. The President shall preside at all meetings of the Board of Directors and Annual and Special Meetings of the Members; 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 checks and promissory notes of the Association.

b. Vice President. The Vice President shall act in place and stead of the President in the event of the President's absence, or inability to act. The Vice President shall keep and maintain a current log of all contracts, a current copy of the Restrictions and a current copy of the By-Laws. A copy of each shall be brought to all official board meetings. The Vice President shall supervise the negotiation of all new and renewed contracts. The Vice President shall exercise and discharge such other duties as may be required of them by the Board.

c. Secretary. The Secretary or Board's appointed agent shall record the votes of the Directors and Members and shall keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix the seal upon all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

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Beginning in January of each calendar year, the Secretary shall publish and deliver an informational bi-monthly newsletter either physically or electronically on an Association sanctioned web site to all Owners. This newsletter should be published a minimum of six times per year. Minutes of all board meetings, either regular or specially called, will be posted in said newsletter. The Secretary will appoint a committee to assist in publishing a current directory of all Owners. The Directory will be delivered to all Owners. The Secretary will be responsible for maintaining a current listing of all Owners.

d. Treasurer. The Treasurer or Board's appointed agent 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 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 presented to the membership at the Annual Meeting; and shall cause copies of each such financial report and budget to be mailed, postage prepaid, to each Member either shortly before or after the Annual Meeting.

In addition, the Treasurer (or appointed agent) shall cause the following to happen:

- a. Maintain the yearly budget as approved at the annual Owner's meeting within a plus (+) or minus (-) five (5) percent of projected revenues for the year. Higher spending than this limitation, for any reason, must be approved by a two-thirds (2/3) majority of Owners at a special meeting.
- b. Keep the Board current on expenses by completing the prior monthly financial reports in time for the Monthly Board Meeting.
- c. Audit at each meeting with each Board member responsible for the various services, the vendor invoices presented prior to check signature by the President and Treasurer.
- d. Ensure the Board member responsible for any new purchase or commitment has obtained approval from the Board prior to any services being rendered to the Board.
- e. Keep the Association's cash in three (3) types of interest earning accounts that would not put the principal balance in jeopardy, i.e., long term (up to 12 months maturation), money market with monthly transfers allowed without penalty, and checking. Subject to board approval, the checking account will be kept at a \$10,000.00 month end maximum balance with monthly transfers from the Money Market account to it equal to the checks issued that month.
- f. Ensure non-payment of dues, repair or maintenance or upkeep performed, or any other services performed or expenses incurred for an Owner in arrears; shall be charged to the Owner including all management fees, legal costs, and interest at the maximum that law will allow.
- g. Ensure monthly expenditures shall be made public in the Fleetwood Flyer or in any other forum readily accessible to all Owners.

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnifications. The Association shall indemnify every Director or officer, their heirs, executors and administrators, against all loss, cost and expense, including counsel fees, reasonably incurred by them in connection with every action, suit or proceeding to which they may be made a party by reason of their being or having been a Director or officer of the Association, except in matters of gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters in which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of their duty as such Director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such Director or officer may be entitled. All liability, loss, damage, cost, and expense incurred or suffered by the Association in connection with the foregoing indemnification provision shall be treated and handled by the Association as a regular expense.

The Association may obtain, as a common expense, policies of Directors and Officers Liability Insurance to fund this provision in the event of a loss.

Section 2. Fidelity Bonds. The Board of Directors shall require that the Association purchase a Fidelity Bond for the President, Vice President and Treasurer. The Association shall require that all appointed agents of the Association handling or responsible for the Association funds shall furnish adequate fidelity bonds. The premium on a Fidelity Bond for the officers of the Association shall be paid for by the Association.

ARTICLE X – COMMITTEES

Section 1. The Board shall appoint an Architectural Control Committee and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

Section 2. Architectural Control Committee.

Membership - The Architectural Control Committee shall be composed of not less than three (3) nor more than (5) Members, one or more of which may also be Directors. The Committee members shall serve at the pleasure of the Board of Directors and may be removed or replaced at any time by a resolution of the Board.

Applications - The Committee shall meet within ten (10) days of the receipt of any Architectural Control Committee application to consider the request.

Quorum – The approval of an Architectural Control Committee application will require the approval of a majority of the members of the Architectural Control Committee.

Standard –

- a) A Lot Owner shall do no act or any work that will impair the structural soundness and integrity of any structure or encroach any easement or hereditament.
- b) No Owner shall in any way modify or add to the exterior of any house, garage or structure without the prior written consent and approval in writing by the Architectural Control Committee which request the Committee may approve or reject in its sole discretion.
- c) Any such approved alteration or modification shall be in harmony with the external design and location of the surrounding structure and topography, and shall not be considered until submission to the Committee of complete plans and specifications showing the nature, kind, shape, size, materials, color and location for all proposed work.

Remedies –

- a) In the event an Owner is in violation of a Deed Restriction the ACC should act quickly to seek remedies.
- b) The Board, in concert with the ACC, will work with the Owner to come within compliance of the Restrictions.
- c) The offending Owner will receive no less than three letters sent in a timely manner to inform them of the violation with the third letter in compliance with Section 209 of the Texas Property Code.
- d) In addition to the letters, a member(s) of the ACC should have direct contact with the Owner with the express purpose of correcting the violation. If no remedy is accomplished within 60 days or less of the original letter, the ACC will inform the full Board of the situation.
- e) The Board will use its best judgment in an effort to effect compliance of the violation but does not, by its own action, have the power to grant a variance of the approved Restrictions. If the Owner wishes to amend the Restrictions to accommodate their situation, there are procedures set forth in the Restrictions that will allow for changes. The Board will use its own judgment as to the time allotted to the Owner to attempt a Deed Restriction change and/or come within compliance. It should be the goal of the Board and ACC to vigorously enforce the Restrictions, but exercise the utmost care to make sure the Restrictions are enforced without employing outside legal assistance. If the Board deems it necessary to enforce the Restrictions by use of outside legal remedies to enforce the Restrictions and to protect the rights of the other Owners, it is within their powers to do so.
- f) In the event an Owner attempts to move forward on a building plan rejected by the ACC, the ACC will, upon an affirmative vote of the Board, obtain a Temporary Restraining Order.

Section 3. No Liability. The Association, the Board of Directors, the Architectural Control Committee, Special Committees or their members thereof shall not

be liable in damages to anyone submitting plans or specifications to them for approval, or to any Owner affected by the Restrictions by reason of mistake in judgment, negligence, or nonfeasance arising out of or in connection with the approval or disapproval or failure to approve or disapprove any such plans or specifications.

Section 4. Legal Action. Prior to any legal action by the Board against any Member who has violated Section #2 above, the member in violation will be visited by two (2) members of the Board to resolve the dispute to the satisfaction of both parties. Should the Member refuse the meeting or refuse to accept the Associations requirements, the Board can then proceed with legal action with the Member responsible for any and all costs that this action may cause.

ARTICLE XI – BOOKS AND RECORDS

Section 1. Books and Records The books and records of the Association shall be subject to reasonable inspection, during regular business hours, by any Member or their designated agent. Copies of the Articles of Incorporation, By-Laws of the Association, and Restrictions 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 XII – REMEDIES FOR NON-PAYMENT OF ASSESSMENT

Section 1. Procedures As more fully provided in the Restrictions, each Member is obligated to pay to the Association annual 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 due date at the rate specified in the Restrictions applicable to that specific section in the subdivision, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, collection costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of their Lot.

ARTICLE XIII – CORPORATE SEAL

The Association shall have a seal, in circular form, having within its circumference the words: FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC.

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ARTICLE XIV – MEMBERSHIP VOTING RIGHTS

Section 1. Membership. An Owner of a fee or a fee interest in a Lot shall automatically, upon becoming an Owner, be a Member of the Association, and shall remain a Member thereof until their ownership ceases for any reason, at which time their membership in the Association shall automatically cease. The foregoing is not intended to include persons or entities who own an interest merely as security for the performance of an obligation. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of each Lot and may not be separated from such ownership.

Section 2. Voting Rights. Members of the Association shall be all Owners of a Lot; however, a combination of the ownership of each platted residential Lot owned shall be entitled to only one (1) vote. When more than one person or entity owns a fee interest in any Lot, all such interested persons shall be a Member; however, the vote for such Lot in which more than one person has a fee interest shall be cast by the persons or entities having a majority interest therein, and in the event the persons or entities having a majority vote therein are not able to agree in respect to a vote upon any matter, then such Owners shall not have a right to vote on such matter as there shall be no fractional votes allowed. Members who are not current in their payment of the assessments to the Association shall have their voting rights suspended until all assessments, fees, and charge backs are brought current. The Association shall set a record cut off date fourteen (14) days prior to the meeting for determining voter eligibility. Members ineligible to vote because of nonpayment shall be entitled to attend the meeting but shall not count towards a quorum.

ARTICLE XV – AMENDMENTS

Section 1. Owners shall be entitled to receive a copy of the Restrictions and the By-Laws.

Section 2. These By-laws may be amended at the Annual or a Special Meeting of the Members, by a majority of the votes of a quorum of votes present in person or by proxy, provided that the proposed modifications is noticed to the Members, in writing and sent by first class mail, at least fifteen (15) days prior to the meeting.

Section 3. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Deed Restrictions and the Articles of Incorporation or these By-Laws, the Deed Restrictions shall control.

RP 847-24-1928

HP 847-24-1921

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

JUL 17 2007



Dorely B. Keyman

COUNTY CLERK
HARRIS COUNTY, TEXAS

15
Notice

20070437796
07/17/2007 RP3 \$72.00

CERTIFICATE OF SECRETARY
of
FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC.
regarding
BY-LAWS OF FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, being the duly elected, qualified and acting Secretary of Fleetwood Property Owners Association, Inc., a Texas non-profit corporation ("Association"), does hereby certify the By-Laws of the Association were amended and restated as set forth in the attached "By-Laws of Fleetwood Property Owners Association, Inc." ("By-laws") by a majority of the members of the Association present in person or by proxy at the 2007 Annual Meeting of the members of the Association held on the 25th day of June, 2007, at which the requisite quorum was present.

TO CERTIFY WHICH WITNESS my hand on this 9 day of July, 2007.

FLEETWOOD PROPERTY OWNERS ASSOCIATION, INC.
Brandi Dean
_____, Secretary

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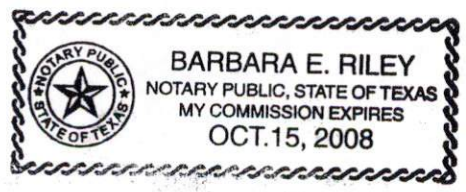
STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Brandi Dean, Secretary of Fleetwood Property Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes and consideration, and in the capacity therein expressed. Given under my hand and seal of office on this 9 day of July, 2007.

Barbara E. Riley

Notary Public - State of Texas

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AUG - 3 2007

AVR MANAGEMENT CONSULTANTS, INC.

Barbara E. Riley
COUNTY CLERK
HARRIS COUNTY, TEXAS

2007 JUL 17 PM 3:26

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