

REVISED BY-LAWS
OF
BARRINGTON PLACE HOMEOWNERS' ASSOCIATION
(October 21, 2011)

ARTICLE I

Name and Location

The name of the Corporation is Barrington Place Homeowners' Association, hereinafter referred to as the "Association". The principal office of the corporation is set out in the most recently filed management certificate recorded in the official property records of Fort Bend County, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Fort Bend, as may be designated by the Board of Directors, including the Barrington Place Clubhouse at 13318 Rosstown Drive, Sugar Land, Texas.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to Barrington Place Homeowners' Association, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property or properties described in the Declaration of Covenants, Conditions and Restrictions and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the Properties, with the exception of the common areas, if any.

Section 4. "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 subject to a

Section 5. "Declarant shall mean and refer to General Homes Consolidated Companies, Inc., d/b/a/ Eden Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development and to XJ Eight Development, L. L.C., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded or to be recorded in the office of the County Clerk Ft. Bend County, Texas, and any additions and supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

Section 8. "Common Area" shall mean all real property, if any, owned by the Association for the common use and enjoyment of the Owners.

ARTICLE III **Meeting of Members**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent; regular annual meeting of the members shall be held on the third (3rd) Thursday of May, at the hour of 7:30 P.M., at the HOA Clubhouse at 13318 Rosstown Drive, Sugar Land, Texas unless otherwise designated in writing by the Board of Directors with written notice being given to the members by mail. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Notice shall be given to members in writing not later than the 10th day or earlier than the 60th date before the date of an election or matter requiring the vote of the 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 who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not later than the 10th day or earlier than the 60th date before such meeting to each member entitled to vote thereat, 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. Notice of the annual meeting shall include the address, date and time of the annual meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, two percent (2%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at to vote thereat shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or proxy. All proxies shall be in writing and filed with the management company. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV **Board of Directors**

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who shall be members of the Association.

Section 2. Term of Office. A director's term is two (2) years. The members shall elect three (3) director's positions, those being positions 1, 2, and 3 in odd numbered years. The members shall elect two (2) director's positions, those being positions 4 and 5 in even numbered years. A director may be appointed by the Board of Directors only to fill a vacancy caused by a resignation, death, or disability. Unless prohibited by law, a director shall continue to hold office until the next annual meeting at which his position is up for election and until his successor has qualified.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. 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.

Section 4. Election. All ballots shall be in writing and signed by the member. At such election the members or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

Section 6. Compensation. No director shall receive compensation for any services he may render to the Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually. Regular meetings of the Board may also take place from time to time by resolution of the Board. Notice will be given to members by positing a notice in a conspicuous manner at least 72 hours prior to the start of the regular meeting or by posting on the HOA website and by sending the notice by e-mail to each owner who has registered a current e-mail address with the Association. All regular meetings are open to the members. Notice will include the date, hour, place, and general subject matter of a regular meeting, including a general description of any matter to be brought up in executive session. Should said

meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 (2) directors after not less than three (3) days' notice to each director. All notice requirements to the members for a regular meeting shall apply to any special meetings of the Board of Directors.

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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors except that the board may not consider or vote on the following matters unless notice has been given to the members:

Fines, Damage Assessments; Initiation of foreclosure actions, initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increase in assessments, levying of special assessments; appeals from a denial of architectural control approval; or a suspension of a right of a particular owner before the owner has had an opportunity to attend a board meeting to present the owners position, including any defense, on the issue.

Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI **Powers and Duties of the Association**

Section 1. Powers. The Association, by and through its Board of Directors shall have the following rights and powers:

(a) suspend the right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(b) 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.

(c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services; and

(d) to exercise such other rights and powers granted to it under the Declaration, the Articles of Incorporation, or these By-Laws.

Section 2. Duties. It shall be the duty of the Association, by and through its Board of Directors,

to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the membership who are entitled to vote, at least ten (10) days prior to the annual meeting or special meeting;

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

(c) as more fully provided in the Declaration, to fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(d) send written notice of each assessment to every Owner subject thereto at least thirty (30)

days in advance of each annual assessment period;

(e) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned or leased by the Association; and

(g) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII **Officers and Their Duties**

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a member of the Board of Directors: a vice president: a secretary; and a treasurer; 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 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 otherwise disqualified to serve. Unless prohibited by law, an officer shall continue to hold office until the next annual meeting at which his position is up for appointment and until his successor has been appointed.

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. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Association, to sign checks of the Association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board

may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under this Section 5, the treasurer of the Association shall have sole authority to sign the Association's checks.

Section 6. 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 7. 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 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9. Duties. The duties of the officers of the Association are as follows:

President

- (a) The President of the Association shall preside at all meetings of the Board of Directors of the Association; 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 promissory notes.

Vice President

- (b) The Vice President shall act in the place and in 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 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; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII **Committees**

The Association may appoint an Architectural Control Committee, as provided in the Declaration, 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 purpose.

ARTICLE IX **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 upon proper request and notice to the Board. 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 reasonable cost.

ARTICLE X **Assessments**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special 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 date of delinquency at the rate of ten (10) percent annum, 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, and interest, costs, and reasonable attorney's fees of any action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provide for herein by nonuse of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "Barrington Place Homeowners' Association" and within the center the word "Texas".

ARTICLE XII
Amendments

Section 1. Amendments. The By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Board members present, except that the Federal Housing Administration and Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII
Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Barrington Place Homeowners'

Association at a duly called meeting of the Board of Directors of the Barrington Place Homeowners' Association hereby revise the existing bylaws of the Association previously recorded in the local property records with these revised By-laws which are effective OCTOBER 21, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 18TH day of OCTOBER, 2011.

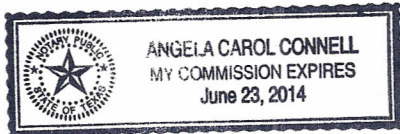
Phillip H. Rippenhagen, III
Phillip Rippenhagen, III, President and Board Director

The State of Texas

County of Fort Bend

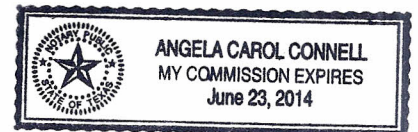
BEFORE ME, the undersigned authority on this the 18TH day of OCTOBER, 2011, personally appeared Phillip Rippenhagen, III, President and Director of the Board of the Barrington Place Homeowners' Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of the Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18TH day of OCTOBER, 2011.



[Signature]
Notary Public in and for
The State of Texas

My Commission expires:



IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 18TH day of OCTOBER, 2011.

[Signature]
Kenneth Langer, Vice President and Board Director

The State of Texas

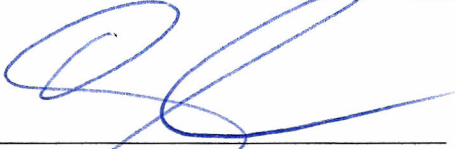
County of Fort Bend

BEFORE ME, the undersigned authority on this the 18TH day of OCTOBER, 2011, personally appeared Kenneth Langer, Vice President and Director of the Board of the Barrington

Place Homeowners' Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of the Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18th day of OCTOBER, 2011.






Notary Public in and for
The State of Texas

My Commission expires:

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 18th day of OCTOBER, 2011.



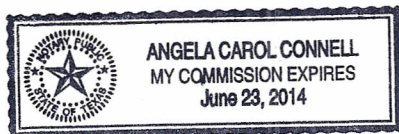
Al Lockwood, Treasurer and Board Director

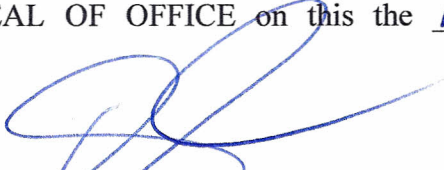
The State of Texas

County of Fort Bend

BEFORE ME, the undersigned authority on this the 18th day of OCTOBER, 2011, personally appeared Al Lockwood, Treasurer and Director of the Board of the Barrington Place Homeowners' Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of the Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18th day of OCTOBER, 2011.

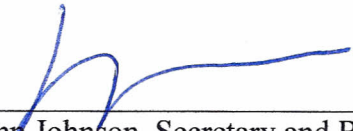




Notary Public in and for
The State of Texas

My Commission expires:

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 18th day of OCTOBER, 2011.



Lynn Johnson, Secretary and Board Director


The State of Texas

County of Fort Bend

BEFORE ME, the undersigned authority on this the 18th day of OCTOBER, 2011, personally appeared Lynn Johnson, Secretary and Director of the Board of the Barrington Place Homeowners' Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of the Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18th day of OCTOBER, 2011.





Notary Public in and for
The State of Texas

My Commission expires:



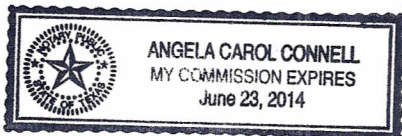
Irving Reval, Board Director


The State of Texas

County of Fort Bend

BEFORE ME, the undersigned authority on this the 18th day of OCTOBER, 2011, personally appeared Irving Reval, Director of the Board of the Barrington Place Homeowners' Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated, and as the act and deed of the Association.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 18th day of OCTOBER, 2011.





Notary Public in and for
The State of Texas
My Commission expires:



**BARRINGTON PLACE HOMEOWNERS' ASSOCIATION
RESOLUTION OF THE BOARD OF DIRECTORS
BYLAWS**

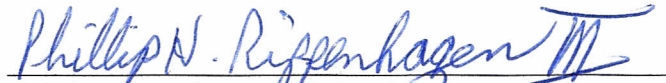
WHEREAS:

The Barrington Place Homeowners Association, the governing body of the community known as Barrington Place, a subdivision of Fort Bend County, Texas, as recorded in the map records of Fort Bend County, Texas, held a Regular Meeting of the Board of Directors on OCTOBER 18, 2011, in accordance with the By-Laws of the Barrington Place Homeowners Association. At this meeting the Board of Directors considered the adoption or rejection of revisions to the Bylaws for Barrington Place Subdivision. The Board of Directors voted to adopt the Bylaws for Barrington Place.

THEREFORE, LET IT BE RESOLVED:

The attached Bylaws for Barrington Place Subdivision shall be effective as of, OCTOBER 21, 2011.

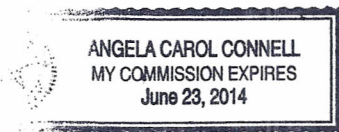
Date: OCTOBER 18, 2011.


Phillip Rippenhagen, III, President
Barrington Place Homeowners' Association

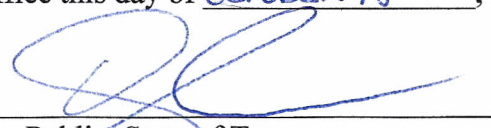
STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

Before me, the undersigned authority, on this day personally appeared Phillip Rippenhagen, III, President of Barrington Place Homeowners Association, a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he had executed the same as the act of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

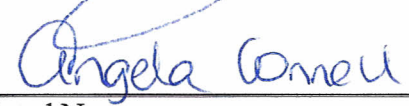
Given under my hand and seal of office this day of OCTOBER 18, 2011.



[Notarial Seal]



Notary Public, State of Texas



Printed Name
My commission expires: 6-23-14

After recording, please return to:
Barrington Place Homeowners' Association
c/o MASC Austin Properties, Inc.
13726 Florence
Sugar Land, Texas 77478

