

BYLAWS
OF
SAN MIGUEL CIVIC ASSOCIATION

ARTICLE I
DEFINITIONS

Certain terms as used in these Bylaws shall be defined as follows:

1. "Declaration" shall mean and refer to all of the reservations, covenants, obligations, assessments, liens, terms and provisions of (a) the Declaration of Wonaco Development, Inc. covering MISSION BEND, SAN MIGUEL, SECTION I, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 40866, in Volume 767, Page 273, Deed Records of Fort Bend County, and all modifications, amendments and supplementations thereto; (b) the Declaration of Fairtex Corporation, et al, covering MISSION BEND, SAN MIGUEL, SECTION II, which Declaration is recorded in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 40866, in Volume 767, Page 292, Deed Records of Fort Bend County, Texas, and all modifications, amendments and supplementations thereto; and (c) the declarations of covenants, conditions and restrictions covering any other property which declarations select the Association to govern and administer such property, provided however, any such selection of the corporation must, in order for such selection to be effective, be consented to in writing by the corporation.

2. "Developer" shall mean and refer to Wonaco Development, Inc., and Fairtex Corporation, and to any corporation which succeeds to all or substantially all of its assets by any merger, consolidation, or conveyance of assets.

3. "Subdivision Plat" shall mean and refer to (a) the plat of MISSION BEND, SAN MIGUEL, SECTION ONE (1), recorded in Volume 21, Page 32, of the Map Records of Fort Bend County, Texas; (b) the plat of MISSION BEND, SAN MIGUEL, SECTION TWO (2), recorded in Volume 21, Page 33 of the Map Records of Fort Bend County, Texas; (c) any other map or plat which is recorded in the Map Records or Plat Records of Harris County, Texas, or Fort Bend County, Texas, or both of such Counties, and as to which map or plat a declaration of covenants, conditions and restrictions naming the corporation to govern and administer all of the property

covered thereby has been consented to in writing by this corporation.

"Subdivision" shall mean and refer to the land subdivided into numbered lots or building sites as shown on any such recorded Subdivision Plat. As used in these Bylaws, the term "Subdivision" shall not mean or include the land in any Reserves shown on any Subdivision Plat, or any part thereof.

4. "Lot" shall mean and refer initially to any of the numbered lots or building sites shown on any Subdivision Plat. If a replatting of any property covered by any Subdivision Plat is recorded by Developer or any other owner thereof, whereby the size, shape, configuration or location of any of the lots or building sites is modified, then, with respect to such replatting, the term "Lot" shall thereafter mean and refer to any of the numbered lots or building sites shown thereon.

5. "Living Unit" shall mean and refer to any improvements on a Lot which conform to the requirements of the Declaration covering same and which are designed and intended for occupancy and use as a residence by one person or by a single family, including the dwelling, garage, and any greenhouse and servants quarters.

6. "Assessable Tract" shall mean and refer to any Lot (a) from and after the date on which such Lot is conveyed by Wonaco Development, Inc. and Fairtex Corporation (for land of which Wonaco Development, Inc. and Fairtex Corporation are the developers); or (b) from and after the date on which the corporation gives its written consent to its being selected to govern and administer such Lots (for land of which Wonaco Development, Inc. and Fairtex Corporation are not the developers); and (c) which meets both of the following requirements: (i) such Lot is located in MISSION BEND, SAN MIGUEL, SECTION ONE, an addition in Fort Bend County, Texas, according to the map or plat thereof recorded in Volume 21, Page 32, of the Map Records of Fort Bend County, Texas, or in MISSION BEND, SAN MIGUEL, SECTION TWO, an addition in Fort Bend County, Texas, or in any other Subdivision, the Declaration covering which selects the corporation (with the written consent of the corporation) to govern and administer such Subdivision; and (ii) on which Lot there is located or intended to be located a Living Unit.

7. "Owner" shall mean and refer to the owner(s), whether one or more persons or entities, of the fee simple record title to any Lot, but shall not mean or refer to any person or entity holding only lien, easement, mineral interest, or royalty interest burdening the title thereto.

ARTICLE II

OFFICES

Section 1. The registered office of the corporation shall be at 1225 Bank of the Southwest Building, Houston, Texas 77002, and the name of the registered agent of the corporation at such address is John M. Robinson.

Section 2. The corporation may also have offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III

MEMBERS

Every Owner of a Lot which is subject to assessment shall be a member of the corporation and except as provided below as to Developer, no other person or entity shall be entitled to membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. The Developer, whether or not it is an Owner, shall also be a member until its membership terminates pursuant to the provisions of the Declarations and these Bylaws. When any member is a corporation, partnership, trust, joint venture or other entity, all of the rights, privileges and duties of such membership may be exercised by any duly appointed officer of any such corporation, any duly authorized partner of any such partnership, the trustee of any such trust, the managing venturer of any such joint venture or any other individual duly authorized by any such entity.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Meetings of the members of the corporation may be held at such time and place, within or without the City of Houston, Harris County, Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. For the purposes of determining the members entitled to notice of and to vote at any meeting of members, the Board of Directors may provide in advance a record date for such determination, such date in any case to be not more than fifty (50) nor fewer than ten (10) days before the date of the meeting.

Section 2. The first annual meeting of the members of the corporation shall

be held within ninety (90) days after (a) the date when seventy-five per-cent (75%) in number of the Lots have become Assessable Tracts upon which Living Units are located, or (b) December 31, 1985, whichever occurs later. Thereafter, an annual meeting of the members of the corporation shall be held in each succeeding year on the third Tuesday of the third month following the close of the fiscal year if not a legal holiday, and if a legal holiday, then on the next secular day following, at 7:00 p.m. at which time the members shall elect a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, the Articles of Incorporation, these Bylaws, or the Declarations, may be called by the President, the Board of Directors, or by a member or members having not fewer than ten per-cent (10%) of the total votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the matters stated in the notice of such meeting.

Section 4. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not fewer than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member of the corporation entitled to vote at such meeting.

Section 5. Except as provided by statute or the Declarations, the presence in person or by proxy, of members having fifty per-cent (50%) of the total votes entitled to be cast shall constitute a quorum at all meetings of the members for the transaction of business. If the required quorum is not present at any meeting called to act on any such matter(s), another meeting may be called to act on the same matter(s), subject to the notice requirement mentioned above, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, except that such reduction in the quorum requirement shall not be applicable if the subsequent meeting is held more than sixty (60) days following the preceding meeting. In any case, if a quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At

such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. When a quorum is present at any meeting, a majority of the quorum shall decide all questions brought before such meeting, unless a question is one upon which, by express provision of any statute, the Articles of Incorporation of the corporation, these Bylaws, or the Declarations, a different vote is required, in which case such express provision shall govern and control the decision of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. The corporation shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on December 31, 1985.

Section 8. The vote of each member may only be cast by such member or by a proxy given by such member to his or her spouse or to another member or to his duly authorized representative bearing a date not more than eleven (11) months prior to such meeting. Such proxy shall be filed with the Secretary of the corporation prior to or at the time of the meeting. If title to an Assessable Tract shall be in the name of two or more persons as Owners, all of such persons shall be members of the corporation and referred to herein as "Joint-Owners". Any one of such Joint-Owners may vote at any meeting of the members of the corporation and such vote shall be binding upon such other Joint-Owners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such

Joint-Owners (in person or by proxy) shall be required to cast their vote as members. If two or more of such Joint-Owners are present at any meeting, their unanimous action shall also be required to cast their vote as members of the corporation.

Section 9. At all meetings of the members of the corporation, cumulative voting shall not be permitted.

ARTICLE V

DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by its Board of Directors, which Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Articles of Incorporation, these Bylaws, or the Declarations directed or required to be exercised or done by the members.

Section 2. The initial Board of Directors designated in the Articles of Incorporation shall consist of three (3) directors, none of whom need be members of the corporation or residents of the State of Texas. If a vacancy occurs in the initial Board of Directors prior to the first annual meeting of the members, such vacancy shall be filled by a person designated and appointed by Developer. At the first annual meeting of the members, the Board of Directors shall be increased in number to five (5) directors and at such meeting and subsequent annual meetings the Board of Directors shall consist of five (5) directors. The directors shall be elected at the annual meeting of the members, except as hereinafter provided, and the three (3) persons receiving the most votes shall hold office for a term of two (2) years and the remaining two (2) directors shall hold office for a term of one (1) year until the next annual meeting of the members following the election. Thereafter, directors shall be elected and shall qualify and hold office for a term of two (2) years. The directors shall serve without compensation.

Section 3. Any director may be removed either for or without cause at any special meeting of the members of the corporation by the affirmative vote of members holding at least fifty-one per-cent (51%) of the aggregate of all the votes entitled to be cast at such meeting, if notice of the intention to act upon such matter shall have been given in the notice calling such a meeting. If any vacancy occurs in the Board of Directors, caused by the death, resignation, retirement, disqualification or removal from office of any director or otherwise,

a successor or successors may be chosen by the affirmative vote of a majority of the remaining directors, and each successor director so chosen shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

MEETING OF THE BOARD OF DIRECTORS

Section 4. The directors of the corporation shall hold their meetings, both regular and special, within or without the City of Houston, County of Harris, Texas.

Section 5. The first meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of members of the corporation, and at the same place, unless by unanimous consent of the directors then elected and serving such time or place shall be changed.

Section 6. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 7. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President of Secretary in like manner and on like notice upon the written request of two (2) directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation, these Bylaws, or the Declarations, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 8. At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws, or the Declarations. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

COMMITTEES AND MANAGING AGENTS

Section 9. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one (1) or more committees, to consist of two (2) or more of the directors of the corporation. Any such committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute, the Articles of Incorporation, the Declarations, or these Bylaws.

Section 10. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, or by the President of the corporation, when so authorized by a like resolution of the Board of Directors. Membership on such committees may, or may not, be limited to directors or members of the corporation, as such directors may desire.

Section 11. All committees shall keep regular minutes of their proceedings and shall report the same to the Board when requested to do so.

Section 12. The Board of Directors may employ for the corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to the corporation as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties with respect to management, repair, maintenance and assessments which are not by statute, the Articles of Incorporation, these Bylaws or the Declarations required to be performed by or have the approval of the Board of Directors or the members of the corporation.

Section 13. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee 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 or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 14. Subject to the provisions required or permitted by statute or the Articles of Incorporation for notice of meetings, members of the Board of Directors, or members of any committee, may participate in and hold a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section

shall constitute presence in person at such meeting, except where a person participates in the 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.

ARTICLE VI

NOTICES

Section 1. Whenever under the provisions of any statute, the Articles of Incorporation, these Bylaws, or the Declarations, notice is required to be given to any director or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or member at such address as appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to have been given at the time when the same was deposited, enclosed in a postpaid wrapper properly addressed, in a post office or official depository under the care and custody of the United States Postal Service.

Section 2. Whenever any notice is required to be given to any member or director of the corporation under the provisions of any statute, the Articles of Incorporation, these Bylaws, or the Declarations, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

OFFICERS

Section 1. The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries and a Treasurer, each of whom shall be elected by the Board of Directors. The President of the corporation shall be a member of the Board of Directors. Any Vice Presidents, the Secretary, any Assistant Secretaries and the Treasurer shall not be required to be members of the Board of Directors, nor members of the corporation. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person.

Section 2. The Board of Directors at its first meeting after each annual meeting of members shall elect a President, a Secretary, and a Treasurer. The

Board of Directors may also elect such Vice Presidents and such Assistant Secretaries as it may determine.

Section 3. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Each officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

THE PRESIDENT

Section 5. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and of the Board of Directors, shall have general and active management of the business and affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

VICE PRESIDENTS

Section 6. Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to such officer.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 7. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any given committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of

Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

Section 8. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him.

THE TREASURER AND ASSISTANT TREASURER

Section 9. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 10. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe.

Section 11. If required by the Board of Directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 12. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time prescribe.

ARTICLE VII

MISCELLANEOUS

RESERVES

Section 1. There may be created by resolution of the Board of Directors such reserve or reserves as the directors from time to time, in their discretion, think proper to provide for contingencies, or to repair or maintain any property under their control, or for such other purposes as the directors shall think

beneficial to the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 2. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 3. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

SEAL

Section 4. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may, but need not, be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

INDEMNIFICATION

Section 5. a. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

b. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its

favor by reason of the fact that he is, or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

c. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

d. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section.

e. The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

f. The corporation shall have power to purchase and maintain, insurance on behalf of any person who is or was a director, officer, employee or

agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Section.

CONSTRUCTION

Section 6. In the event these Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

AMENDMENTS

Section 7. These Bylaws may not be altered, amended or repealed except by the affirmative vote of members holding fifty-one per-cent (51%) of the aggregate of all votes entitled to be cast.

Date: July 8, 1980

W. Timothy Weaver
PRESIDENT

John M. Robinson
SECRETARY

**NOT FOR
PUBLIC RELEASE**