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BY-LAWS
OF
WINCHESTER COUNTRY MAINTENANCE ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is WINCHESTER COUNTRY MAINTENANCE ASSOCIATION. The principal office of the corporation shall be located at 6001 Savoy Drive, Suite 502, Houston, Harris County, Texas 77036, but meetings of members and directors of the corporation may be held at any place within Harris County, Texas, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. The word "corporation" where used herein shall mean and refer to Winchester Country Maintenance Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain residential subdivision known as Winchester Country, Section One, according to the plat thereof recorded in Volume 300, Page 118, of the Map Records of Harris County, Texas, and any additional residential subdivisions or common areas duly annexed thereto and for which this corporation may hereafter be designated to provide maintenance services, as permitted by the Articles of Incorporation of Winchester Country Maintenance Association.

Section 3. "Lot" shall mean and refer to any residential building lot shown upon the recorded plat of any subdivision included in the Properties, or any residential building site resulting from re-subdividing or consolidating of lots as permitted by the Restrictions applicable to any such subdivision, but shall not include any tract which may be designated on any subdivision plat as an "Unrestricted Reserve" or for some specified use other than residential.

Section 4. "Restrictions" shall mean and refer to any instrument recorded in the Official Public Records of Real Property of Harris County, Texas, which sets forth restrictions, reservations, conditions and easements applicable to the residential lots situated in a subdivision constituting part of the Properties (as defined under Section 2 above).

Section 5. "Developers" shall mean and refer to Jones Road Development Corp., a Texas corporation, its successors and assigns, with respect to Winchester Country, Section One, and to the particular developer named in the applicable recorded Restrictions with respect to any other duly annexed subdivision for which this corporation may be designated to provide maintenance services.

Section 6. "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, but shall exclude parties having an interest in any Lot merely as security for the performance of an obligation.

Section 7. The terms "member" or "members" shall mean and refer to those persons entitled to membership in this corporation, as provided in its Articles of Incorporation, unless otherwise specifically defined in context (e.g.: a member of the Board of Directors).

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first regular annual meeting of the members shall be held within one year from the date of incorporation of the corporation on a date to be set by the initial Board of Directors and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock p.m. If the day for the annual meeting of the members in any year is a Saturday or Sunday or legal holiday, the meeting will be held at the same hour on the first day thereafter which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or a member of the Board of Directors of the corporation, or upon written request of the members who are entitled to cast at least a majority of all of the votes of the Class A 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 of the corporation or the person authorized to call the meeting, by hand delivering or mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the corporation or supplied by such member to the corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) 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 Restrictions, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled 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 by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS
SELECTION
TERM OF OFFICE

Section 1. Number. The business affairs of this corporation shall be managed by a Board of Directors consisting of three (3) persons, who need not be members of the corporation.

Section 2. Initial Board of Directors and Term of Office. The initial Board of Directors of the corporation shall be composed of Marvin E. Leggett, Earl D. Elliott, and Ronald G. Thomas.

The aforesaid initial Board of Directors shall hold office until such time as at least 25% of the lots in the Properties are owned by persons or entities other than the Developers of the Properties, at which time the initial Board of Directors shall call a special meeting of the members of the corporation for the purpose of holding an election (at which election only Class A members shall be entitled to vote) to elect a director to replace one of said initial directors, as determined by the members of the initial Board, said director so elected to serve until the next regular annual meeting of the members. The two remaining members of the initial Board of Directors shall continue to hold office until such time as the voting rights of the Class B membership of the corporation shall be automatically converted to the same voting rights as the Class A membership (as specified above), at which time the Board of Directors shall call a special meeting of all

members for the purpose of holding an election to select another director to replace one of the two remaining members of the initial Board of Directors, said director so elected to serve until the next regular annual meeting of the members. The then-remaining member of the initial Board of Directors shall continue to hold office until such time as the Developers have sold to persons or entities other than Developers all Lots situated in the Properties.

In case of the resignation, death or incapacity to serve of any of the aforesaid initial directors during the period for which such director is to hold office, the remaining director or directors of said initial Board shall appoint a successor to serve the balance of the term of office of said director, except that in the case of resignation, death or incapacity to serve of the last of said initial directors to hold office, the Developers of the Properties, or their successors or assigns, shall appoint a successor to serve the balance of the term of office of said initial director.

At each regular annual meeting of the members of the corporation prior to the conversion of the voting rights of the Class B membership to the same voting rights as the Class A membership, the Class A members only shall elect for a term of one year the one director that the Class A membership separately is then entitled to elect, as provided above. At each regular annual meeting of the members after the voting rights of the Class B membership have been converted hereunder to the same voting rights

as the Class A membership, the total membership shall elect for a term of one year the ~~two~~^{four} directors that the membership is then entitled to elect. At the first regular annual meeting of the members after the Developers have sold to other persons or entitites all Lots situated in the Properties, the members shall elect one director for a term of one year, ~~one~~^{two} director for a term of two years, and ~~one~~^{two} director for a term of three years, and at each regular annual meeting thereafter the membership shall elect ~~one~~^{the # of} directors ^{whom it deems proper} for a term of three years.

At any time after all Lots have been sold to persons or entities other than the Developers, as aforesaid, the number of directors may be increased or decreased from time to time by amendment to the By-Laws of this corporation, provided the number of directors shall never be less than three (3).

In the case of the resignation, death or incapacity to serve of any of the aforesaid directors elected to office by the members of the corporation, a special meeting of the members entitled to elect such director shall be called to elect a successor to serve the balance of the term of said director.

Section 3. Removal. Any director elected by the members may be removed from office, with or without cause, by a majority vote of those members of the corporation who were entitled to vote for the election of such director, and in the event of such removal of a director, a successor shall be elected to serve for the unexpired

term of such removed director by a special election to be held by those members who were entitled to vote for the election of the director so removed.

Section 4. Compensation. No director shall receive compensation for any service he may render to the corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the directors, provided that the action so taken is stated in writing, signed by all the directors, and recorded in the minutes of the corporation. Any action so taken and recorded shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors as provided herein 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 or more members of the corporation. 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation of the corporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a Saturday or Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the corporation, or by any two directors, after not less than three (3) days' notice to each director.

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 of Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of any facilities made available to the members, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend any member's voting rights and right to use any facilities which may be made available to members during any period in which such member shall be in default in the payment of any assessment levied by the corporation, and, after notice and

hearing, to suspend such rights for a period not to exceed sixty (60) days, for each infraction of published rules and regulations;

(c) exercise for the corporation all powers, duties, and authority vested in or delegated to this corporation and not reserved to the members by other provisions of these By-Laws, the Articles of Incorporation, or the applicable Restrictions;

(d) declare the office of an elected member of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, independent contractors, employees, and such agents as the Board of Directors deems necessary to carry out the function of the corporation.

Section 2. Duties. It shall be the duty of the 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 Class A members who are entitled to vote;

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

(c) enforce the annual maintenance charge on all Lots, as more fully provided in the Restrictions, and in the connection therewith to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law or take any other appropriate action against the Owner personally obligated to pay the same;

(d) issue, or to 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 for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by or under the jurisdiction of the corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause any area or facility under the jurisdiction of the corporation to be adequately maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this corporation shall be a president (who shall at all times be a member of the Board of Directors), a vice president, a secretary, a treasurer, and such other officers as the Board of Directors 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 corporation shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as said Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, the president or the secretary of the corporation. 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices 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:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of said Board are carried out; shall sign all contracts, leases, mortgages, promissory notes, deeds and other written instruments and shall co-sign all checks.

Vice President

(b) The vice president shall act in the place and 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 of Directors.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the corporation, together with their addresses, and shall perform such other duties as required by the Board of Directors.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the corporation, keep proper books of account; cause an annual audit of the corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint such committees as may be deemed appropriate in carrying out the purpose of the corporation.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictions, the Articles of Incorporation and the By-Laws of the corporation shall be available for inspection by any member at the principal office of the corporation, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Restrictions, each member is obligated to pay to the corporation annual assessments, which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall be considered delinquent and shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the corporation may bring an action at law against the Owner personally

obligated to pay the same or foreclose the lien against the Lot affected, and interest, costs, and reasonable attorneys 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 his Lot or non-use of any facility made available to members.

ARTICLE XII

CORPORATE SEAL

The corporation shall have a seal in circular form having within its circumference the words:

WINCHESTER COUNTRY MAINTENANCE ASSOCIATION

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a majority of the voters of a quorum of members present in person or by proxy, except that both the Federal Housing Administration and the Veterans Administration shall have the right to veto amendments so long as there is a Class B membership of the corporation.

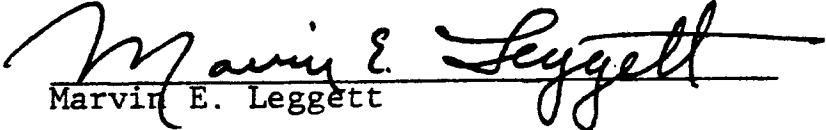
Section 2. In the case of any conflict between the Articles of Incorporation of the corporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE XIV


MISCELLANEOUS

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

IN WITNESS WHEREOF, we, being all of the directors of WINCHESTER COUNTRY MAINTENANCE ASSOCIATION, have hereunto affixed our signatures, effective as of the date of incorporation.


Marvin E. Leggett


Earl D. Elliott


Ronald G. Thomas