

**AMENDED BYLAWS OF
CYPRESS STATION ASSOCIATION
A NON-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

SECTION ONE: Principal Office

The principal office of Cypress Station Association (hereinafter sometimes called the "Corporation" or the "Association") in the State of Texas shall be located in the County of Harris, Texas.

SECTION TWO: Other Offices

The Corporation may have such other offices, either within or without the County of Harris, State of Texas, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE II
MEMBERS**

SECTION ONE: Members

The Association shall have one class of members. The qualifications and rights of the members shall be as follows:

- 1) Each member must own in fee or must own a fee interest in a lot, tract, parcel or reserve of land comprising one or more Building Sites against which there is no delinquent Community Services and Improvement Charge, as those terms are defined in the Basic Restrictions and Uniform Plan for Providing and Maintaining Certain Amenities and Services in Cypress Station which was filed for record in the Official Public Records of Real Property of Harris County, Texas on August 16, 1977, under Clerk's File No. F-258036 and recorded under Film Code Nos. 172-18-2503 through 172-18-2589, and reference is hereby made to said Uniform Plan for all purposes.
- 2) No member shall have any right or interest in the assets of the Corporation, including, without limitation, any right to distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

SECTION TWO: Election of Members

Members shall be elected pursuant to action by the Board of Trustees; provided, however, that such action shall be administrative, not discretionary, and that upon verification of the qualifications established herein, membership shall be automatic.

SECTION THREE: Voting Rights

Subject to the foregoing limitations, each member shall be entitled to vote as follows:

- 1) Each member shall be entitled to one vote per each Dollar (\$1.00) actually paid into the Community Services and Improvement Fund pursuant to the aforesaid

Uniform Plan during the preceding calendar year by the member or by his predecessor in the chain of title to such member's Building Site(s), on each matter submitted to a vote of the members.

- 2) Corporate owners, co-owners and tenants in common shall nominate, appoint and empower one person to exercise all voting rights of the nominator(s), subject to confirmation by the Board of Trustees, and when so nominated and confirmed, said nominee shall be entitled to exercise all voting rights of the nominator(s). All nominations under this paragraph 2 shall be made in writing and filed with the Secretary of the Association at least twenty-one (21) days prior to the meeting at which said nominee will first exercise such voting rights.
- 3) Fractional votes and split votes will not be permitted.
- 4) The decision of a majority of the Board of Trustees as to the number of votes which any member is entitled to cast, based upon Land Area owned shall be final.

SECTION FOUR: Termination of Membership

The Board of Trustees, by affirmative vote of three-fifths (3/5ths) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these Bylaws.

SECTION SIX: Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, nor shall such resignation relieve such member's Building Site(s) of the burden of the Community Services and Improvement Charge.

SECTION SEVEN: Reinstatement

On written request signed by a former member and filed with the Secretary, the Board of Trustees, by the affirmative vote of three-fifths (3/5ths) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Trustees may deem appropriate.

SECTION EIGHT: Transfer of Membership

Subject to the limitations hereinabove set forth, membership in this Corporation is transferable with the title to the property owned by the respective members which qualifies them for membership in the Corporation, however, no such transfer is valid unless the proposed transfer is submitted to the Board of Trustees in writing and approved by a majority vote of the entire Board. No such transfer shall become effective until the Secretary of the Corporation is notified of the transfer in writing. The Secretary must then record the transfer in the membership book.

ARTICLE III MEETINGS OF MEMBERS

SECTION ONE: Annual Meeting

An annual meeting of the members shall be held at the office of the Corporation in Harris County, Texas during the month of December in each year, at the hour of three o'clock P.M., for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION TWO: Special Meetings

Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth (1/10th) of the members having voting rights.

SECTION THREE: Place of Meeting

The Board of Trustees may designate any place, either within the County of Harris, State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting by otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION FOUR: Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, electronically or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION FIVE: Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by members entitled to cast a simple majority of the votes entitled to be cast at a meeting with respect to the subject matter thereof.

SECTION SIX: Quorum

The members holding thirty percent (30%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION SEVEN: Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION EIGHT: Voting by Mail

Where trustees or officers are to be elected by members such election may be conducted by mail in such manner as the Board of Trustees shall determine.

SECTION NINE: Cumulative Voting

At any election for trustees of the Corporation, cumulative voting shall be prohibited.

**ARTICLE IV
BOARD OF TRUSTEES**

SECTION ONE: Number, Tenure, and Qualifications

The number of Trustees shall be five (5). The initial term(s) of office shall be one (1) one year term, two (2) two two year terms and two (2) three years terms of office. Subsequent to the initial term(s), each Trustee shall hold office three (3) years, or until his successor shall have been duly elected and qualified. Each Trustee must own, or represent the owner of, property in Cypress Station, which is subject to the Uniform Plan administered by the Corporation as stated in Article II above, or he must be a shareholder, officer or director in a corporation or be a member of a partnership that owns property in Cypress Station.

SECTION TWO: Regular Meetings

A regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw, immediately after, and at the same place, as the annual meeting of members. The Board of Trustees may provide by resolution the time and place, within Harris County, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION THREE: Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, within Harris County, as the place for holding any special meeting of the Board called by them.

SECTION FOUR: Notice

Notice of any special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or electronically to each Trustee at his address as shown by the records of the

Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given electronically, such notice shall be deemed to be delivered when the message is properly sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION FIVE: Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION SIX: Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a Greater number is required by law or by these Bylaws.

SECTION SEVEN: Vacancies

Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of the majority of the remaining Trustees who are present at any meeting called or held for the purpose of appointing a successor Trustee or Trustees, no less than a quorum of the Board of Trustees shall be present. If less than three Trustees remain, then vacancies may be filled by resolution of all of the remaining Trustees. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION EIGHT: Compensation

Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees any Trustee may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him, by action in court or otherwise, by reason of his being or having been such Trustee, except in relation to matters as to which he shall have guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE V OFFICERS

SECTION ONE: Officers

The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and

perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION TWO: Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold the office until his successor shall have been duly elected and have been qualified.

SECTION THREE: Removal

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION FOUR: Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION FIVE: President

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees have authorized to be executed. except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION SIX: Vice-President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. Any Vice- President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION SEVEN: Treasurer

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all

such monies in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected by the Board of Trustees; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Trustees. The Board may delegate these functions to a Managing Agent.

SECTION EIGHT: Secretary

The Secretary shall keep the minutes of the meetings of the members of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. The Board may delegate these functions to a Managing Agent.

SECTION NINE: Assistant Treasurers and Assistant Secretaries

If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

**ARTICLE VI
COMMITTEES**

SECTION ONE: Committees of Trustees

The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate one or more committees, each of which shall consist of two or more trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed on it or him by law. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

SECTION TWO: Other Committees

Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be designated by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons

authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

SECTION THREE: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION FOUR: Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION FIVE: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION SIX: Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION SEVEN: Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

SECTION ONE: Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION TWO: Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

SECTION THREE: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may elect.

SECTION FOUR: Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

**ARTICLE VIII
CERTIFICATES OF MEMBERSHIP**

SECTION ONE: Certificate of Membership

The Board of Trustees may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Trustees may determine.

SECTION TWO: Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required. a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Trustees shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article VIII.

**ARTICLE IX
COMMUNITY SERVICES CHARGE RATE**

SECTION ONE: Fixed by Board

The Board of Trustees shall fix, levy, collect, enforce and receipt for all charges authorized in the Uniform Plan mentioned in Article II above which is administered by the Corporation in accordance with the provisions of Part One of said Uniform Plan, to which the record thereof reference is hereby made for all purposes. Said annual Community Services and Improvement Charge rate may be adjusted from year to year by the Board of Trustees as the needs of the properties subject thereto may, in its judgment, require, provided, however, that such adjustment shall be made within the limitations prescribed in Section 1.08 of Part One of said Uniform Plan.

SECTION TWO: Due Date

The annual Community Services and Improvement Charge shall be payable in advance on the first day of January in each calendar year, subject to the limitations set forth in Part One of said Uniform Plan.

SECTION THREE: Default

When any member of any class shall be in default in the payment of the Community Services and Improvement Charge for a period of thirty (30) days from the beginning of the calendar year or period in which such charge becomes payable, his rights may

thereupon be suspended by the Board of Trustees in the manner provided in Article II of these By laws.

ARTICLE X MISCELLANEOUS

SECTION ONE: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION TWO: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first (31st) day of December of each year.

SECTION THREE: Corporate Seal

The Board of Trustees may provide a corporate seal, which shall be in the form of a circle inscribed "Cypress Station Association."

SECTION FOUR: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI AMENDMENTS

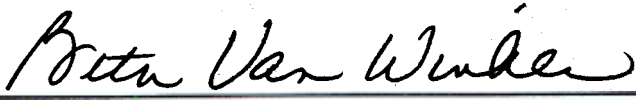
SECTION ONE: Power of Trustees to Amend Bylaws

Bylaws of this Corporation may be amended, repealed or added to, or new Bylaws may be adopted by the vote or written assent of a majority of the members of the Board of Trustees.

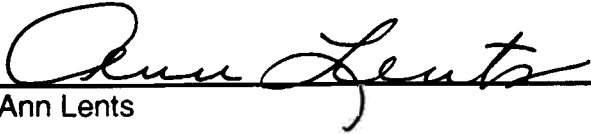
The foregoing Bylaws which were presented to this meeting being suitable for the purposes and their adoption being in the best interest of the Corporation. It, is therefore RESOLVED on this 14th day of February, 2003, that the Bylaws presented to this meeting become the Bylaws of this corporation effective forthwith. It is further RESOLVED that the Bylaws be authenticated as such by the certificate of the Secretary of this Corporation and placed in its minute book, and that a full and true copy thereof, certified by the Secretary, be kept at the principal office of the Corporation for inspection by members at all reasonable times during business hours.



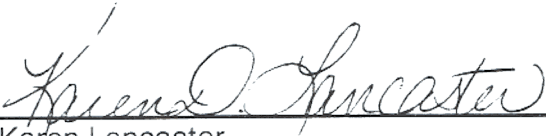
John Lents



Beth Van Winkle



Ann Lents



Karen Lancaster

Vacant Position

BOARD OF TRUSTEES