

BYLAWS
OF
BRIGHTWATER HOMEOWNERS ASSOCIATION

ARTICLE I.

Offices

Section 1. The registered office of the Association shall be located in the City of Houston, County of Harris, State of Texas.

Section 2. The Association 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 as the business of the Association may require.

ARTICLE II.

Definitions

The following words, when used in these Bylaws, unless a different meaning or intent clearly appears from the context, shall have the following meanings:

Section 1. "Association" shall mean Brightwater Homeowners Association, a Texas non-profit corporation.

Section 2. "Articles" shall mean the Articles of Incorporation of the Association.

Section 3. "Common Area" shall mean all real property, if any, together with improvements thereon, owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Developer" shall mean and refer to The Lakes, Limited, a Texas Limited Partnership created pursuant to the Texas Uniform Limited Partnership Act, whose sole General Partner is Rolke and Gamble Development Company, a Texas corporation.

Section 5. "Lots" shall mean and refer to Lots One (1) through Forty-Four (44) of Block One (1) and Lots One (1) through twenty-four (24) of Block Two (2) of the LAKESHORE AT BRIGHTWATER SUBDIVISION, being part of the Property, and Lots One (1) through Thirty-Seven (37) of Block One (1) of the SOUTHSORE AT BRIGHTWATER SUBDIVISION, being part of the Property, as well as any other residential lots of all other subdivisions in Missouri City, Fort Bend County, Texas which shall become part of the Property as hereinafter defined. "Lot" shall mean one of the Lots.

Section 6. "Owner(s)" and/or "Owner's Representative" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Lots, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 7. "Property" shall mean and refer to that certain real property being the Lots and Common Areas within SOUTHSORE AT BRIGHTWATER SUBDIVISION, SECTION ONE (1), according to the map or plat thereof recorded in Slide No. 672B, Slide No. 673A of the Plat Records of Fort Bend County, Texas, LAKESHORE AT BRIGHTWATER SUBDIVISION, SECTION ONE (1),

according to the map or plat thereof recorded in Slide No. 672B, Slide 673A, of the Plat Records of Fort Bend County, Texas, and all other subdivisions in Missouri City, Fort Bend County, Texas for which in a document recorded in Fort Bend County, Texas, the corporation is named as the entity to which assessments against land in those subdivisions are paid.

Section 8. "Restrictions" shall mean and refer to any restrictive covenants applicable to the Property as may be filed in the Official Public Records of Real Property of Fort Bend County, Texas, and any amendments thereafter or such other restrictions created by additional properties dedicated to the subdivision by the Developer.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in these Bylaws, the Restrictions and Articles of Incorporation.

ARTICLE III.

Membership

Section 1. Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Association during his period of ownership. Membership shall be appurtenant to and may not be separated from the ownership of a Lot. Without limiting the generality of the foregoing, Members of the Association shall include the Developer so long as the Developer shall own any of the Property, together with all other Owners of Property.

Section 2. Commencing January 1, 1996, each Member shall be entitled to one (1) vote for each Lot owned in fee.

The Developer shall be entitled to exercise all voting rights until January 1, 1996, from which point the Developer shall be entitled to one (1) vote for each Lot owned in fee. The Developer retains the right to assign or relinquish its voting rights in whole or in part at any time.

Section 3. The rights of Members are subject to the payment of periodic assessments levied and to be levied by the Association, which are imposed against the Owner of, and become a lien upon, all of the Property against which such assessments are made, as provided in the Restrictions. Each such assessment, together with interest thereon and costs of collection thereof, as provided in the Restrictions, shall also be the personal obligation of the person who was the Owner of such Property at the time when the assessment fell due. The voting rights of a Member may be suspended by action of the Board of Directors during the period when any such assessment remains unpaid, but upon payment of all such assessments the rights and privileges of such Member shall be automatically restored.

ARTICLE IV.

Meetings of Members

Section 1. All meetings of Members for the election of Directors or for any other proper purpose shall be held in the City of Missouri City, State of Texas, at such place as the Board of Directors may from time to time designate, as stated in the notice of such meeting or a duly executed waiver of notice thereof.

Section 2. An annual meeting of Members, commencing in the year 1986, shall be held at 11:00 o'clock a.m., on the first day of June of each year unless such day is a legal holiday, in which case such meeting shall be held at the specified time on the next full business day thereafter which is not a legal holiday. At such meeting, the Members entitled to vote thereat shall elect, by a plurality vote, a Board of Directors and may transact such other business as may properly be brought before the meeting, except as may be provided hereinafter..

*of
votes*

Section 3. Special meetings of the Members may be called by the President or the Board of Directors or shall be called by the President or Secretary upon written request of Members entitled to cast at least one-tenth (1/10) of all the votes of the entire membership of the Association.

Section 4. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or no more than fifty (50) days before the day 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 entitled to vote at such meeting.

Section 5. The business transacted at any special meeting of Members shall be limited to the purposes stated in the notice thereof.

Section 6. Unless otherwise provided in the Articles, Members entitled to cast a majority of the votes of the

membership, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members 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 7. The vote of Members entitled to cast a majority of the votes thus represented at a meeting at which a quorum is present shall be the act of the Members meeting, unless the vote of a greater number is required by law, the Articles or these Bylaws.

Section 8. Each Member may cast as many votes as such Member is entitled to pursuant to the provisions of Section 2 of Article III of these Bylaws. At each election for Directors, every Member entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes as he is entitled to cast for as many persons as there are Directors to be elected, and for whose election he has the right to vote. Cumulative voting in the election of Directors is not authorized by the Articles and is, therefore, not permitted.

Section 9. A Member may vote in person or 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. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months from the date of its execution.

Section 10. The officer or agent having charge of the books of the Association shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof (together with information as to the number of votes each Member is entitled to cast), arranged in alphabetical order with the address of each, which list for a period of ten (10) days prior to such meeting shall be kept on file at the principal office of the Association and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting.

Section 11. The Board of Directors may fix in advance a date, not exceeding fifty (50) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice of and to vote at, any such meeting, and any adjournment thereof, and in such case such Members and only such Members as shall be Members of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, notwithstanding any change of Membership on the books of the Association after any such record date fixed as aforesaid.

Section 12. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Secretary of State of Texas under the Texas Non-Profit Corporation Act.

ARTICLE V.

Directors

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

Section 2. The number of Directors of the Association shall be three (3). The number of Directors may be increased up to ten (10) or decreased from time to time by amendment to these Bylaws but the number of Directors shall not be less than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. Each member of the first Board of Directors as designated in the Articles of Incorporation shall hold office until the first annual meeting of the Members after January 1, 1996. Upon the expiration of such initial term,

Directors shall thereafter be elected at annual meetings of the Members. Thereafter, each Director elected shall hold office until the next succeeding annual meeting of the Members and until his successor is elected and qualified or until his earlier death, resignation or removal. Directors need not be residents of the State of Texas, but each Director shall be a Member of the Association or a stockholder, director, officer, partner, owner, or employee of a Member of the Association.

Section 4. Any vacancy occurring in the first Board of Directors, as well as each Board thereafter, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy 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 the Members or at a special meeting of the Members called for that purpose. A Director elected to fill a newly created directorship shall hold office until the next succeeding annual meeting of Members and until his successor is elected and qualified or until his earlier death, resignation or removal.

Section 5. Any Director may resign at any time upon giving written notice to the Association. At any meeting of Members called expressly for the purpose of removing a Director or Directors, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the votes which the Members are entitled to cast.

ARTICLE VI.

Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

Section 2. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Members at the annual meeting of the Members, and no notice of such meeting shall be necessary in order legally to constitute the meeting, provided that a quorum is present. In the event of the failure of the Members to fix the time and place of such first meeting of the newly elected Board of Directors or in the event such meeting is not held at the time and place so fixed by the Members, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors.

Section 3. Regular meetings of the Board of Directors may be held with or without notice, at such time and at such place as may be fixed from time to time by resolution of the Board.

Section 4. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or the Secretary on the written request of not less than two Directors. Written notice of special meetings of the Board of Directors shall be given to each Director at least three (3) days before the date of the meeting.

Section 5. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the Directors shall constitute a quorum for the transaction of business, unless a greater number is required by law or the Articles. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles.

Section 8. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee of the Board of Directors under the applicable provisions of the statutes, the Articles, these Bylaws or the Restrictions may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all members of the Board of Directors or such committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State of the State of Texas under the Texas Non-Profit Corporation Act.

ARTICLE VII

Powers and Duties of the Board of Directors

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

(a) adopt and publish rules and regulations governing use of the Common Area and facilities, if any;

(b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association;

(c) 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 Bylaws or the Articles of Incorporation, or the Restrictions; and

(d) employ a manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. 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;

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

(c) as more fully provided in the Restrictions, to set the amount of the annual maintenance assessments and supervise all matters in collection thereof;

(d) to cause the Common Area to be maintained.

(e) ensure that the Association maintains current true and accurate financial records with full and correct entries with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices;

(f) annually prepare or approve a report of the Association for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue and expense and changes in fund balances, a statement of functional expenses, and balance sheets for all funds; and

(g) ensure that all records, books and annual reports of the financial activity of the Association shall be kept at the registered office or principal office of the Association in Texas for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours.

ARTICLE VIII.

Committees

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such

resolution or in the Articles or in these Bylaws, shall have and may exercise all of the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending the Articles, approving a plan of merger or consolidation, recommending to the Members the sale, lease, or exchange of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of its business, recommending to the Members a voluntary dissolution of the Association or a revocation thereof, amending, altering, or repealing the Bylaws of the Association or adopting new Bylaws for the Association, filling vacancies in or removing members of the Board of Directors or any such committee, or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be so amendable or repealable. Vacancies in the membership of any such committee may be filled by the Board of Directors at a regular or special meeting of the Board. The executive committee shall keep regular minutes of its proceedings and report the same to the Board when required. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

ARTICLE IX.

Notices

Section 1. Whenever any notice is required to be given to any Member or Director under the provisions of any

statute, the Articles, these Bylaws or the Restrictions, it shall be given in writing and delivered personally or mailed to such member or Director at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail with sufficient postage thereon prepaid. Notice to Directors may also be given by telegram, and notice given by such means shall be deemed given at the time it is delivered to the telegraph office.

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

Section 3. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express stated purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE X.

Officers

Section 1. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors as provided in Section 2 of this

Article. Any two or more offices may be held by the same person except that the President and the Secretary shall not be the same person.

Section 2. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, one or more Vice Presidents, a Secretary, and a Treasurer, none of whom need be a member of the Board. The Board also may appoint one of its members Chairman of the Board and may elect one or more Assistant Secretaries and Assistant Treasurers.

Section 3. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as may be necessary, who shall hold their offices 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 Association shall hold office until his successor is chosen and qualified or until his earlier death, resignation or removal. Any officer may resign at any time upon giving written notice to the Association. Any officer or agent or member of the executive committee or any other committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the

Association by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

Section 5. The President shall have such powers and duties as usually pertain to such office, except as the same may be modified by the Board of Directors. Unless the Board of Directors shall otherwise delegate such duties, the President shall have general powers of oversight, supervision, and management of the business and affairs of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

Section 6. The Vice Presidents, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 7. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members, and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing

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 the President, under whose supervision he shall be. He shall keep in safe custody the seal of the Association, and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

Section 8. The Assistant Secretaries, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

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 in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association (including refunds as permitted by the Texas Non-Profit Corporation Act to all Members in proportion to their assessments in the event of surplus funds) as may be

ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer, and of the financial condition of the Association.

Section 10. The Assistant Treasurers, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe.

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

ARTICLE XI.

Indemnification of Officers and Directors

The Association shall indemnify any and all of its Directors or officers or former Directors or officers against expenses and costs (including reasonable attorneys' fees)

actually and necessarily and reasonably incurred by them, or any of them, in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or officers or a Director or officer of the Association, except in relation to matters as to which any such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. The foregoing right to indemnity shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settling or a plea of nolo contendere appears to be in the interest of the Association. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Members or otherwise.

ARTICLE XII.

Membership Certificates

Section 1. The Association may deliver certificates representing membership in the Association and which shall set forth thereon the number of votes which such Member is entitled to cast on matters submitted to a vote of the Members. Such membership certificates, if issued shall be numbered and shall be entered in the books of the Association as they are issued, and will be signed by the President or a Vice President, and the Secretary or an Assistant Secretary of the Association, and may be sealed with the seal of the Association or facsimile thereof.

Section 2. Membership in the Association shall continue only so long as such Member shall own Property. Membership in the Association shall not be transferable; provided, however, that (a) upon the sale by a Member of Property the purchaser of such Property shall become a Member of the Association and shall be entitled to the issuance of a membership certificate, if certificates have been issued by the Association, which shall indicate the number of votes which such Member shall thereby become entitled to cast at meetings of the Members, and (b) in the event that ownership of Property shall devolve upon another person or other persons by virtue of the death of an individual Member, or by virtue of the termination of a trust or partnership, or by the dissolution of a corporation, or otherwise, the person or persons succeeding to an interest in Property shall become Members of the Association and will be entitled to the issuance of a membership certificate, if issued. When Property is owned in common tenancy, membership in the Association by virtue thereof shall be joint, and the rights of such membership (including the voting rights arising therefrom) shall be exercised by the joint action of all of the common owners. If a Member sells a portion only of the Property theretofore owned by such Member, such Member shall surrender his or its membership certificate, and the Association shall issue new membership certificates to the persons entitled thereto (including the reissuance of a membership certificate to the Member who has sold only a portion of the Property theretofore owned by such Member),

shall cancel the old membership certificate, and shall record the transaction upon its books. Notwithstanding the preceding sentence, if a purchaser or other person who has succeeded to the ownership of Property shall furnish to the Association a copy of the deed or other instrument evidencing such succession, which deed or other instrument shall be officially certified or otherwise proved to the satisfaction of the Association, the Association shall issue to such person a certificate of membership showing the number of votes to which such person shall become entitled as a Member of the Association, and thereupon the certificate of membership of the predecessor in title shall be deemed to be cancelled or thereafter to represent the reduced number of shares to which such predecessor in title shall be entitled, whether or not such prior membership certificate shall be surrendered for cancellation to the Association.

Section 3. Subject to the provisions of Section 2 of this Article XII, the Association shall be entitled to recognize the exclusive right of a person registered on its books as a Member of the Association for purposes of voting, or for any other purpose, and shall not be bound to recognize any equitable or other claim on the part of any other person, whether or not the Association shall have express or other notice thereof, except as otherwise provided by the laws of the State of Texas.

ARTICLE XIII.

General Provisions

Section 1. No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, Directors or officers. No Director shall receive compensation for any service he may render to the Association. Further, no loans shall be made by the Association to its Directors or officers. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties. Upon dissolution or final liquidation, the Association may make a distribution to its Members, but only as permitted by the Texas Non-Profit Corporation Act and the U.S. Internal Revenue Code of 1954, as amended.

Section 2. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 3. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors and committees having any authority of the Board of Directors. All books and records of the Association may be inspected at the office of the Association by any Member or the agent or attorney of such Member for any proper purpose during regular business hours of the Association.

Section 4. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors from time to time may designate.

Section 5. The corporate seal shall have inscribed thereon the name of the Association and may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE XIV.

Amendments

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted (a) at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of the Board of Directors, subject to repeal or change at any regular or special meeting of the Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat, provided notice of the proposed repeal or change is contained in the notice of such meeting of Members, or (b) at any regular or special meeting of Members at which a quorum is present or represented, by the affirmative vote of a majority of the votes entitled to be cast by the Members at such meeting and present or represented thereat, provided notice of the proposed alteration, amendment or repeal (or a statement that new Bylaws are proposed to be adopted) is contained in the notice of such meeting of the Members. Notwithstanding anything contained herein to the contrary, Section 2 of Article III hereof may be amended only pursuant to the procedure set out in clause (b) of this Article XIV.

0243L/0093L
03/12/86

alteration, amendment or repeal (or a statement that new Bylaws are proposed to be adopted) is contained in the notice of such meeting of the Members. Notwithstanding anything contained herein to the contrary, Section 2 of Article III hereof may be amended only pursuant to the procedure set out in clause (b) of this Article XIV.

0243L/0093L
03/07/86

BRIGHTWATER HOMEOWNERS ASSOCIATION

RESOLUTIONS ADOPTED BY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING

The undersigned, being all of the Directors of Brightwater Homeowners Association (hereinafter designated "Association"), a Texas non-profit corporation, pursuant to Article 1396-9.10 of the Texas Non-Profit Corporation Act, hereby vote for, adopt, approve and consent to the following resolutions:

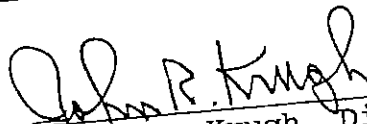
WHEREAS, pursuant to Section 2, Article V, of the Bylaws, The Board of Directors desires to increase the number of Directors from three (3) members to five (5) members; and

WHEREAS, the directorship of the additional Board members should be filled until such time as it is appropriate to hold a meeting of the Members of the Association;

RESOLVED, that two (2) additional directorships are hereby created and, until a Special Meeting of the members is held, the additional positions shall be filled by electing the following named persons to serve as Directors until a successor or successors shall be elected and qualify:

CLYDE DEARING
CAROL CROOM

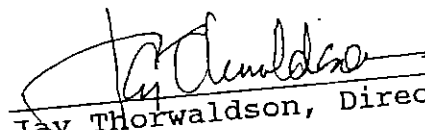
IN WITNESS of our vote for, approval and adoption of, and consent to the foregoing resolution, we have executed this consent, effective as of the 10th day of AUGUST, 1993.



John R. Krugh, Director



Rick Hale, Director



Jay Thorwaldson, Director

AMENDMENT NO. 1 TO THE
BYLAWS OF BRIGHTWATER HOMEOWNERS ASSOCIATION

In accordance with Article XIV of the Bylaws of Brightwater Homeowners Association, the Board of Directors amended the Bylaws, as follows:

1. ARTICLE II, SECTION 4, is deleted in its entirety and replaced with the following:

"Section 4. "Developer" shall mean and refer to Perry-Brightwater, Ltd., a Texas limited partnership and its successors or assigns."

2. ARTICLE II, SECTION 5, is deleted in its entirety and replaced with the following:

"Section 5. "Lots" shall mean and refer to any residential lots shown on any recorded subdivision map, except for Commercial Reserves, Drill Sites, or Common Area."

3. ARTICLE II, SECTION 7, is deleted in its entirety and replaced with the following:

"Section 7. "Property" shall mean and refer to: (a) that certain real property described in Exhibit "A" to the document titled, "Declaration of Annexation into the Brightwater Homeowners Association"; (b) Southshore at Brightwater, Section One and Lakeshore at Brightwater, Sections One and Two, as described in the recorded plat; and (c) any other property in Missouri City, Texas, for which in a document recorded in Fort Bend County, Texas, the Association is named as the entity to which assessments against land in those subdivisions are paid.

4. ARTICLE V, SECTION 3, is amended to insert, after the second sentence, the following:

"At the first annual meeting of the Members after January 1, 1996, the Members shall elect two Directors for a term of two (2) years. At each annual meeting thereafter, the Members shall elect Directors for a term of two (2) years in the number required to maintain the membership of the Board."

5. Except as set forth above, the Bylaws of Brightwater Homeowners Association, attached hereto as Exhibit "A", are ratified and confirmed by unanimous consent of the Board of Directors.

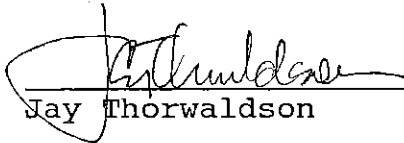
EXECUTED this 16th day of FEBRUARY, 1994.



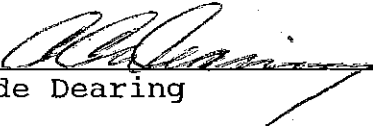
John R. Krugh



Rick Hale



Jay Thorwaldson



Clyde Dearing



Carol Croom

AMENDMENT NO. 2 TO THE
BYLAWS OF BRIGHTWATER HOMEOWNERS ASSOCIATION

In accordance with Article XIV of the Bylaws of Brightwater Homeowners Association, the Board of Directors amended the Bylaws, as follows:

1. ARTICLE IV, SECTION 6, is amended to state in the first sentence:

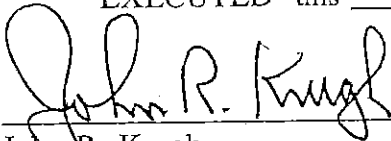
"Quorum - The presence in person or by proxy of the members entitled to cast one-tenth (1/10) of the votes of each class of votes shall constitute a quorum for holding any meeting of the Association."

2. ARTICLE V, SECTION 3, is amended to insert, after the second sentence, the following:


"At the first annual meeting of the Members after January 1, 1996, the Members shall elect one director for one year, two directors for two years and two directors for three years. Or at each annual meeting thereafter, the Members shall elect Directors for a term of two (2) years in the number required to maintain the membership of the Board."

Except as set forth above, the Bylaws of Brightwater Homeowners Association, attached hereto as Exhibit "A", are ratified and confirmed by unanimous consent of the Board of Directors.

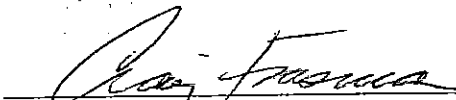
EXECUTED this 17th day of MAY, 1995




John R. Krugh



Todd Chachere



Craig Foresman



Mark Mason



Carol Croom

AMENDMENT NO. 3 TO THE
BYLAWS OF BRIGHTWATER HOMEOWNERS ASSOCIATION

Pursuant to, *inter alia*, Texas Non-Profit Corporation Act Art. 1396-2.09, the Board of Directors of the Brightwater Homeowners Association have amended the Bylaws as follows:

Current provision:

ARTICLE VII, Sec. 1 (b): suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association;

Amended provision:

ARTICLE VII, Sec. 1 (b): suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association or, further, post a reasonable fine against a Member for violation of any deed restriction governing lot use and maintenance.

This amendment was ratified by a resolution of the Board of Directors executed on the 16 day of July, 1997. Except as set forth herein, the Bylaws and all other amendments thereto are ratified and confirmed by the Board of Directors.