

BYLAWS
OF
CYPRESS CHASE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Cypress Chase Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at 11500 N.W. Freeway, Suite 540, Houston, Texas 77092, but meetings of Members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Cypress Chase Homeowners Association, Inc., a Texas non-profit corporation, its successors and assigns.

Section 2. "Common Areas" shall mean and refer to areas of land owned, leased or used by the Association, and/or easement areas for walls or fences, drainage swales, detention ponds, streets, entryways, access or walkways, recreational facilities, and other purposes benefiting the Members, including any improvements and landscaping located thereon, for the common use, enjoyment and benefit of the Members of the Association.

Section 3. "Declarant" shall mean and refer to RM 2001 Enterprises, Ltd., a Texas limited partnership, and its successors and assigns provided that an assignee is designated in writing by RM 2001 Enterprises, Ltd., as an assignee of all, or part, of the rights of Declarant.

Section 4. "Declaration" shall mean and refer to each Declaration of Covenants, Conditions and Restrictions and any supplemental declaration. (hereinafter called the "Declaration") applicable to the Property or any portion thereof now or hereafter signed by Declarant and filed for record in the office of the County Clerk of Harris County, Texas as the same may be amended from time to time as therein provided.

Section 5. "Lot" shall mean and refer to any parcel, plot or tract of land identified by a lot and block number as shown upon any recorded subdivision map, plat, replat, or revision of the Property, as said recorded subdivision maps or plats may be amended and revised from time to time.

Section 6. "Member" shall mean and refer to each Owner of a Lot or an undivided interest therein, who shall be a Member of the Association as provided in Article II of the Declaration.

Section 7. "Owner" shall mean and refer to the owner of record (including Declarant), whether one or more persons or entities, of fee simple title to any Lot which is a part of the Property, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Property" shall mean and refer to the real property (including improvements) now or hereafter brought within the jurisdiction of the Association by a Declaration.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year after the date of the conveyance of the first completed residence in the Property to a home buyer on a date designated by the Association's 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 a time designated by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-third (1/3) of the aggregate votes of the Members.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member of the Association 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 the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.

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

Section 1. Number. The affairs of this Association shall be managed by a board of directors containing three (3) members who need not be Members of the Association. The

number of directors may be increased to not more than five (5) members at any time by amendment of these Bylaws.

Section 2. Term of Office. At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting of the Members thereafter the Members shall elect the number of directors equal to the number of directors whose terms expire at such time for a term of three years.

Section 3. Removal. The Members may remove any director with or without cause by a majority vote at a meeting called for such purpose. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. 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 which they could take at a meeting by execution of a written consent instrument signed by all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors 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 Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election to the Board of Directors shall be by secret written ballot at the annual meeting. 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 Declarations. 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 at such time and place and with such frequency as the Board from time to time deems necessary.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after no 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.

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 the Common Areas and facilities located thereupon, and the personal conduct of the Members or their guests thereon, and to establish penalties for the infraction thereof;

b. suspend the voting rights and right to use of the Association's facilities of a Member during any period in which such Member shall be delinquent in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

c. exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations;

d. declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties.

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-third (1/3) of the Members who are entitled to vote;

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 Declarations, to:

(1) fix the amount of the annual assessment against each Lot as set forth in the Declarations;

(2) send written notice of each assessment to every Owner subject thereto as set forth in the Declarations; and

(3) foreclose the lien against any property for which assessments are not paid or to bring an action at law 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 by the Board 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 the Association and, at the option of the Board of Directors, directors and officers liability insurance;

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

g. cause the Common Areas to be maintained; and

h. perform the other duties of the Association set forth in the Declarations.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be Members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

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

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer or president 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 the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

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.

Secretary

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

Treasurer

d. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep

proper books of account; if requested by the Board, shall cause an audit of the Association 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 Association shall appoint a Nominating Committee as provided in these Bylaws. The Association shall appoint an Architectural Control Committee as provided in the Declaration. The Board of Directors may appoint other committees as it deems appropriate in carrying out its purposes.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declarations, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay to the Association annual assessments and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of 10% per annum from the due date. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest as provided above, late charges, if applicable, costs, and reasonable attorney's 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 in the Declarations by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Cypress Chase Homeowners Association, Inc.

ARTICLE XIII AMENDMENTS

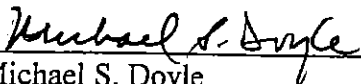
Section 1. These Bylaws may be amended at any time by the majority vote of the Members present at a regular or special meeting of the Members.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

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

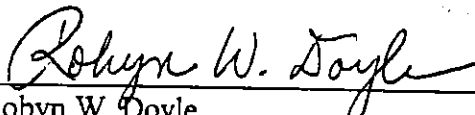
IN WITNESS WHEREOF, we, being all of the directors of the Association have hereunto set our hands effective as of the 12th day of November, 2004.



Michael S. Doyle



Ron Walkoviak



Robyn W. Doyle

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**CYPRESS CHASE HOMEOWNERS ASSOCIATION, INC.
CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING**

November 12, 2004

The undersigned, being the persons named as the initial Directors in the Articles of Incorporation of Cypress Chase Homeowners Association, Inc. (the "Corporation"), which Articles were approved by and filed in the office of the Secretary of the State of Texas, a duplicate original of which together with the Certificate of Incorporation issued by the Secretary of State, having been returned to the Corporation and placed in the minute book of the Corporation, hereby consent, pursuant to the provisions of Article 9.10 of the Texas Non-Profit Corporation Act in lieu of holding an organizational meeting of the Board of Directors of the Corporation, to the adoption of the following resolutions:

1. Directors.

RESOLVED, that the undersigned, being the persons named as the initial Directors of the Corporation in the Articles of Incorporation, hereby accept appointment to such office and hereby agree to serve as Directors of the Corporation until their successors shall have been duly appointed or elected or until their earlier death, resignation, retirement, disqualification or removal from office.

2. Bylaws.

RESOLVED, that Bylaws in the form attached hereto as Exhibit "A" be, and the same hereby are, in all respects, approved and adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is instructed to insert such Bylaws in the appropriate section of the minute book of the Corporation.

3. Officers.

RESOLVED, that the following persons be, and each of them hereby is, elected to the office or offices set forth opposite his or her name, to serve until the first annual meeting of the Board of Directors of the Corporation or until his or her successor is elected and qualified or until his or her death, resignation, retirement, disqualification or removal from office:

Michael S. Doyle	President
Ron Walkoviak	Vice President
Robyn W. Doyle	Secretary

4. Books and Records.

RESOLVED, that the Secretary of the Corporation be, and hereby is, authorized, empowered and directed, on behalf of the Corporation, to procure all necessary books and records for the Corporation.

5. Organization Expenses.

RESOLVED, that the Treasurer of the Corporation be, and hereby is, authorized, empowered and directed, on behalf of the Corporation, to pay all fees, expenses and costs incidental to or necessary for the incorporation and organization of the Corporation.

6. Corporate Seal.

RESOLVED, that the corporate seal, an impression of which appears on the left-hand margin of this page, be and the same hereby is, approved and adopted as the corporate seal of the corporation.

7. Fiscal Year.

RESOLVED, that the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December; and that the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed, on behalf of the Corporation, to keep the books of account and financial records of the Corporation in accordance with such fiscal year.

8. Registered Office.

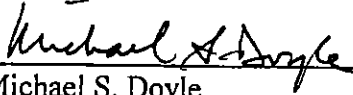
RESOLVED, that the registered office of the Corporation be established and maintained at 11500 N.W. Freeway, Suite 540, Houston, Texas 77092; and that Michael S. Doyle be, and hereby is, designated and appointed as registered agent of the Corporation in said office.

9. Depository Resolutions.

RESOLVED, that a regular bank account in the name of the Corporation be opened in such depositories as the officers of the Corporation shall from time to time designate, wherein may be deposited any of the funds of the Corporation and from which withdrawals are hereby authorized in the name of the Corporation by the signature of any of the officers of the Corporation or any person who is not an officer of the Corporation and who is designated in writing by the officers of the Corporation.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of the Corporation be, and each hereby is, authorized, empowered and directed to certify to such bank resolutions authorizing the opening of such bank accounts in such form as said bank may customarily require, and such resolutions shall be deemed to be copied in these minutes as if set forth herein in full.

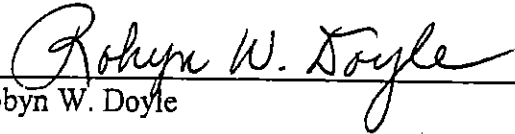
IN WITNESS WHEREOF, the undersigned have hereunto executed this Consent effective as of the date stated hereinabove.



Michael S. Doyle



Ron Walkoviak



Robyn W. Doyle

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