

**BY-LAWS
OF
HALL PARK PLACE COMMUNITY ASSOCIATION**

**ARTICLE I.
NAME AND LOCATION**

Name and Location. The name of the Association is HALL PARK PLACE COMMUNITY ASSOCIATION, hereinafter referred to as the "Association". The principal office of the Association shall be located at 3750 N. McCarty, Houston, Texas 77029, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

**ARTICLE II.
DEFINITIONS**

SECTION 1. "Association" shall mean and refer to HALL PARK PLACE COMMUNITY ASSOCIATION, its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, Reservations and Restrictions of Hall Park Place, a subdivision of 27.256 acres of land in the J. De Cordova Survey, A-237, Harris County, Texas, according to the map or plat thereof recorded under Film Code No. 613168, executed by Houston Habitat for Humanity, Inc., a Texas non-profit corporation, filed for record in the office of the County Clerk of Harris County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

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

SECTION 4. "Lot" shall specifically refer to a residential building site, which may consist of a lot of land shown on the recorded subdivision plats, or may consist of parts of two or more adjoining lots facing the same street in the same block designated as one home site, providing the building site otherwise meets the requirements of the restrictive covenants. In the event any additional lands are added to or annexed to the Properties herein above described, the term "Lot" shall not include, but shall expressly exclude, any unrestricted reserves being expressly excepted from the effect of the restrictive covenants.

SECTION 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 6. "Declarant" shall mean and refer to HOUSTON HABITAT FOR HUMANITY, INC., a Texas non-profit corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

SECTION 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Reservations and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Harris County, Texas.

SECTION 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

SECTION 9. "Directors" shall mean the governing body of the Association, and shall include the term "Trustees" if used and as used in the Declaration.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the Members ("Annual Meeting of the Members") shall be held on the _____ day of _____, 2008 and each subsequent regular meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock P.M. 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-fourth (1/4) or more of all of the votes of the Class A Membership.

SECTION 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary 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 to 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 each class of Membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

SECTION 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. The Board of Directors. Until the year 2008 Annual Meeting of the Members, the affairs of the Association shall be managed by a Board of Directors comprised of five (5) persons, all of whom are representatives of the HOUSTON HABITAT FOR HUMANITY, INC., or alternatively, appointed by HOUSTON HABITAT FOR HUMANITY, INC. Commencing at the year 2008 Annual Meeting of the Members, the affairs of the Association shall be managed by a Board of Directors comprised of five (5) persons, being either Members in Good Standing and/or representatives of HOUSTON HABITAT FOR HUMANITY, INC., none of whom may reside with any other Director, or be a sibling, parent, or child of any other Director. So long as HOUSTON HABITAT FOR HUMANITY, INC. desires, and until such time as it relinquished this authority (at its sole discretion) by instrument recorded in the Official Records of Real Property of Harris County, Texas, it shall have the right to fill at least one (1) Board position at all times (e.g., the Position five (5) Director position). Once installed, Directors shall serve until a successor Director is duly elected and installed. As to the Position Five (5) Director position held by Houston Habitat for Humanity, Inc., such Director may resign at any time and contemporaneously appoint his or her own successor, being another representative of Houston Habitat for Humanity, Inc.

Such Board positions shall be as follows: a) Position One (1)- this Director shall serve as the Association's President; b) Position Two (2)- this Director shall serve as the Association's Vice-President; c) Position Three (3)- this Director shall serve as the Association's Secretary; d) Position Four (4)- this Director shall serve as the Association's Treasurer; and e) Position Five (5)- this

Director shall serve as a Director (and this Position Five (5) may be held by Houston Habitat for Humanity, Inc. continually so long as it desires, without the necessity of a membership vote at any annual meeting, or otherwise).

At the year 2008 annual meeting/election: 1) the Position One (1) Director, who shall serve as the Association's President, shall be elected for a term of two (2) years; 2) the Position Two (2) Director, who shall serve as the Association's Vice-President, shall be elected for a term of one (1) year; 3) the Position Three (3) Director, who shall serve as the Association's Secretary, shall be elected for a term of one (1) year; 4) the Position Four (4) Director, who shall serve as the Association's Treasurer, shall be elected for a term of two (2) years. Thereafter, all four Board/Officer positions shall be elected for a term of two (2) years, as foresaid.

SECTION 2. Staggered Terms of Office. With the exception of the Director Position No. Five (5) held by Houston Habitat for Humanity, Inc., each Director shall be elected for a term of two (2) years. Two (2) Board positions (Positions Two (2) and Three (3)) will be filled in even years and two (3) Board positions (Positions One (1) and Four (4)) will be filled in odd years. In the event that Houston Habitat for Humanity, Inc. relinquishes Board Position No. Five (5), such position will be filled by a Member of the Association appointed by majority vote of the remaining Board members, and thereafter, such Position Five (5) Board member shall serve be elected in odd numbered years for a two (2) years term. Except as otherwise provided herein, the Members shall elect the Directors for a term of two (2) years to fill each expiring term.

SECTION 3. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SECTION 4. Removal. Any Director may be removed from the Board, with or without cause, by the majority vote of the Members of the Association. In the event of 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 5. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE V.
NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination 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. 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI.
MEETINGS OF DIRECTORS

SECTION 1. Regular Meeting. Regular meetings of the Board of Directors shall be held regularly without notice, at such intervals, and at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

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 not less than three (3) days notice to each Director.

SECTION 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

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 Area, if any, and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities, if any, of a Member during any period in which such Member shall be in default 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 this Association and not reserved to the Membership by other provisions of these By-Laws or the Declaration;
- (d) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent for three (3) consecutive regular meetings of the Board of Directors;
- (e) Employ a manager, independent contractors, or such other employees as they deem 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-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:

- (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay 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;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area, if any, to be maintained.

SECTION 3. Powers of the Position No. Five (5) Director (so Long as Such Position No. Five (5) is held by Houston Habitat for Humanity, Inc., at its Sole Discretion).

- (a) The Position Five (5) Houston Habitat for Humanity, Inc. Board Member shall have the power to veto any and/or all Board Resolutions and/or other Board actions proposed at any Board meeting;
- (b) Should the Position Five (5) Houston Habitat for Humanity, Inc. Board Member fail to appear at any meeting, with or without cause, the other Board members present at such meeting shall provide a copy of the proposed minutes by receipted delivery to Houston Habitat for Humanity, Inc. so that such copy is received within five (5) days after the date of any such meeting. Should the Position Five (5) Houston Habitat for Humanity, Inc. Board Member fail to appear at any Board meeting, he or she will have the power to veto any and/or all Board resolutions and/or other Board actions

proposed or adopted at any Board meeting within ten (10) days after receipt by Houston Habitat for Humanity, Inc. of a copy of the proposed minutes for any such Board meeting.

SECTION VIII. OFFICERS AND THEIR DUTIES

SECTION 1. 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 2. Term. The officers of this 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 disqualified to serve.

SECTION 3. 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 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 5. 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 6. Multiple Offices. The office of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

SECTION 7. Enumeration of Offices. The officers of this Association shall be 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 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 execute 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; 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 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; cause an annual 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 meetings, and deliver a copy of each to the Members.

ARTICLE IX.
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and Nominating Committee, as provided by these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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 Declaration, and the By-Laws 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 Declaration, each Member is obligated to pay the Association the annual 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 date of delinquency at the rate of ten per cent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclosure the lien against the property, and interest, 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 herein by non-use of any Common Area or abandonment of his Lot.

ARTICLE XII.
AMENDMENT

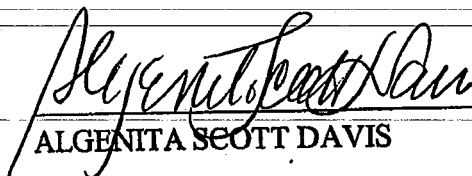
These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

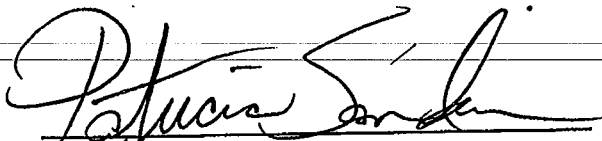
ARTICLE XIII.
MISCELLANEOUS

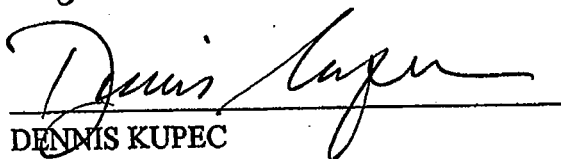
SECTION 1. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of Organization of the Association.

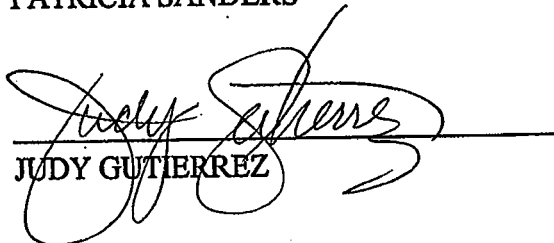
SECTION 2. In case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the directors of the HALL PARK PLACE
COMMUNITY ASSOCIATION, have hereunto set our hands this 20 day of
February, 2008.


ALGENITA SCOTT DAVIS


PATRICIA SANDERS


DENNIS KUPEC


JUDY GUTIERREZ


SANDI GASTON