

BY-LAWS
OF THE
COUNTRY MEADOWS COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I:

NAME AND LOCATION

The name of the corporation is COUNTRY MEADOWS IMPROVEMENT ASSOCIATION. The principal office of the Corporation shall be located at 7702 FM 1960 East, Suite 114, Humble, Texas 77346, within the State of Texas, County of Harris, as may be designated by the Board of Trustees.

ARTICLE II:

DEFINITIONS

Section 1. "Association" shall mean and refer to the COUNTRY MEADOWS COMMUNITY IMPROVEMENT ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declaration of Covenants, Conditions and Restrictions for COUNTRY MEADOWS, a subdivision in Harris County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the Declaration of Covenants, Conditions and Restrictions for COUNTRY MEADOWS.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of any Lot which is part of the Properties subject to a maintenance charge assessment by the Association.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for all Sections of COUNTRY MEADOWS.

Section 6. "Member" shall mean and refer to those persons who are the owners of a Lot or Lots which are a part of the Properties and are thus entitled to membership in the Association. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest in any Lot all such persons shall be members, and the vote for such Lot shall be exercised as the owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE III:

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the third Wednesday in January of each year, at a time and location to be determined by the Board of Trustees in advance of each meeting. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour the first day following which is not a legal holiday.

Section 2. Special Meetings. Written notice of each special meeting of the members may be called at any time by the president or by the Board of Trustees, or upon the written request of the member who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Special meetings of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage-paid, at least 10 days before such meeting to each members entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such members to the Association for the purpose of the notice. Such notice shall specify the place, day, and hour

of the meeting, and the purpose of the meeting. Notice of annual meetings shall be given in a like manner.

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 entire membership shall constitute a quorum for any action except as otherwise provided in the Articles of incorporation, 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 or designated agent. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association shall be managed by a board of five (5) Trustees, who must be members of the Association.

Sections 2. Term of Office. At the annual meeting of the 1997, the members shall elect two Trustees for a term of three years (hereinafter known as "Position 1" and "Position 2"), two Trustees for a term of two years ("Position 3" and "Position 4"), and one Trustee for a term of one year ("Position 5"). In the 1997 election, the candidate receiving the greatest number of votes shall be elected Position 1; the recipient of the next greatest number of votes shall be elected to Position 2; the third greatest number of votes to Position 3; the fourth greatest to Position 4; and the 5th greatest to Position 5. At each annual meeting thereafter, the members shall elect that number of Trustees equal to the number of Trustees whose terms expire at such time, for three-year terms of office. *

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating committee. Nominations may also be made from the floor ;at the annual meeting. The Nomination Committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees 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 4. Election. Election to the Board of Trustees shall be by secrete written ballot. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the greatest number of votes shall be elected. Cumulative voting shall not per permitted.

Section 5. Removal. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Trustee, his successor shall be appointed by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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Section 6. Compensation. No Trustee shall receive compensation for any service he may render to the Association; provided, however, any Trustee may be reimbursed for his actual expenses incurred in the performance of this duties.

Section 7. Action Taken Without a Meeting. The Trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the approval of all the Trustees. Such action shall be documented in writing at the next following meeting of the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

ARTICLE V:

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association. Such meeting may be called by any Trustee after not less than three (3) days' notice to each Trustee, which such notice may be waived at or prior to such meeting by a majority of the Board.

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

ARTICLE VI:

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

- a. suspend the voting rights and right to the use of any facilities of services provided by the Association 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;
- b. 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 or these By-Laws, the Articles of Incorporation or the Declaration;

- c. declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees; and
- d. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services.

Section 2. Duties. It shall be the duty of the Board of Trustees 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 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. to fix the amount of the annual assessments against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- d. issue, or to cause a 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 such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and

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

ARTICLE VII:

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a Vice-President; 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 Trustees following each annual meeting of the members.

Section 3. 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 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 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 the remainder of the term of the officer he replaces.

Section 7. Multiple Officers. No person shall simultaneously hold more than one office except the office of Vice-President, Secretary, Treasurer and/or special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

- a. President. The president shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, promissory notes, and other written instruments on behalf of the Association.
- b. Vice-President. 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.
- c. Secretary. 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 such seal; service 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.
- d. Treasurer. 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 Trustees; shall sign all check and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and to make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII:

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX:

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, the Articles of Incorporation 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 a reasonable cost.

ARTICLE X:

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association certain annual 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 date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the property, and interest, cost, and reasonable attorney 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 of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI:

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word, "Texas".

ARTICLE XXI:

AMENDMENTS

Section 1. Amendments. 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.


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

ARTICLE XIII:

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

IN WITNESS WHEREOF, we, being all the Trustees of the COUNTRY MEADOWS COMMUNITY IMPROVEMENT ASSOCIATION, have hereunto set our hands this 15th day of September, 1997.


L. A. ARMSTRONG, JR., TRUSTEE

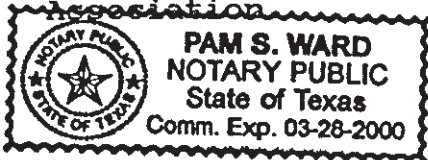

JAMES V. MORELL, TRUSTEE


CHARRON M. NANNINGA, TRUSTEE

STATE OF TEXAS §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

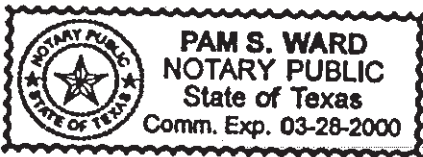
The foregoing instrument was acknowledged before me on this the 15th day of September, 1997, by L. A. Armstrong, Jr., a member of the Board of Trustees of the Country Meadows Community Improvement Association.



Pam S. Ward

Notary Public in and for the State of TEXAS
Printed Name: Pam S. Ward
Commission Expires: 03/28/2000

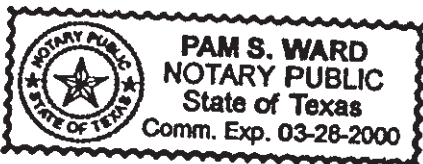
The foregoing instrument was acknowledged before me on this the 15th day of September, 1997, by James V. Morell, a member of the Board of Trustees of the Country Meadows Community Improvement Association.



Pam S. Ward

Notary Public in and for the State of TEXAS
Printed Name: Pam S. Ward
Commission Expires: 03/28/2000

The foregoing instrument was acknowledged before me on this the 15th day of September, 1997, by Charron M. Nanninga, a member of the Board of Trustees of the Country Meadows Community Improvement Association.



Pam S. Ward

Notary Public in and for the State of TEXAS
Printed Name: Pam S. Ward
Commission Expires: 03/28/2000

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number _____ Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

JAN 3 2000



Barbara A. Hoffman

COUNTY CLERK
HARRIS COUNTY TEXAS

After recording, return to:

Community Asset Management, Inc.
7702 F.M. 1960-E., Suite 114
Humble, Texas 77346-2202

FILED
2000 JAN -3 AM 8:57
Barbara A. Hoffman
COUNTY CLERK
HARRIS COUNTY, TEXAS