

HARVEST BEND, THE MEADOW HOMEOWNERS ASSOCIATION
AMENDMENT TO THE BY-LAWS

Pursuant to Article XII, Section I of the By-laws of the Harvest Bend, The Meadow Homeowners Association, the Board of Directors hereby desire to add and supplement the existing By-laws.

WHEREAS, Article IV, Section II, provides Term of Office. The initial Directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. Of said annual meeting, the members shall elect three (3) Directors for a term of three (3) years, one (1) Director for a term of two (2) years and one (1) Director for a term of one (1) year.

To read as follows:

WHEREAS, Article IV, Section II, provides Term of Office. The initial Directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. Of said annual meeting, the members shall elect three (3) Directors for a term of three (3) years, one (1) Director for a term of two (2) years and one (1) Director for a term of one (1) year. Each succeeding year after, the members shall elect two (2) Directors for a term of three (3) years, two Directors for a term of two (2) years and one (1) Director for a term of one (1) year.

IN WITNESS WHEREOF, THIS FIRST AMENDMENT OF THESE BY-LAWS IS EXECUTED ON THE DATES SET FORTH ON ACKNOWLEDGEMENT BELOW, BUT TO BE EFFECTIVE AS OF July 31st, 1989.

Attested By:

Doris Perry
Property Supervisor

Harvest Bend, The Meadow
Board of Directors

[Signature]
[Signature]
[Signature]
[Signature]

BY-LAWS
OF
HARVEST BEND, THE MEADOW HOMEOWNERS' ASSOCIATION

ARTICLE I

Name and Location

The name of the Corporation is Harvest Bend, The Meadow Homeowners' Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 7322 S. W. Ewy., Suite 1820, Houston, Texas 77074, 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 Harvest Bend, The Meadow Homeowners' Association, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property or properties described in the Declaration of Covenants, Conditions and Restrictions and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the Properties, with the exception of the common areas, if any.

(4)

Section 4. "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 subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to General Homes 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 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded or to be recorded in the office of the County Clerk, Harris County, Texas, and any additions and supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

Section 8. "Common Area" shall mean all real property, if any, owned by the Association for the common use and enjoyment of the Owners.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of

the same month of every year thereafter, at the hour of 7:30 P.M., at the principal office of the corporation. 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. Notice of annual meetings shall not be required. The Board of Directors of said Association may change the meeting place of the annual meeting and subsequently notice of the annual meeting will be required to be mailed to all members.

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) of all the votes of the 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, not less than fifteen (15) or more than fifty (50) 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 the purpose of the meeting. Notice of annual meetings shall not be required unless meeting place of the annual meeting is changed, as referred to in Section 1 above.

*20 h/o
by proxy
person*

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 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 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 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. Proxies will not be used in meetings of the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of this Association.

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting. At said annual meeting, the members shall elect three (3) directors for a term of three (3) years, one (1) director for a term of two (2) years, and one (1) director for a term of one (1) year.

Section 3. 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 4. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies, may cast, in respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any director 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 director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

ARTICLE V

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually without notice, 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 that 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 (2) directors after not less than three (3) days notice to each director. Such notice may be waived at or prior to such meeting by unanimous consent of the Board.

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.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the