

BY-LAWS
OF
UNIVERSITY PARK PATIO HOMES
HOMEOWNERS' ASSOCIATION, INC.

The name of the corporation is University Park Patio Homes Homeowners' Association, Inc., hereinafter referred to as the "Association."

ARTICLE I
PRINCIPAL OFFICE

The principal office of the corporation shall be located at Houston, Texas, 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 UNIVERSITY PARK PATIO HOMES HOMEOWNERS' ASSOCIATION, INC., a non profit corporation incorporated under the laws of the State of Texas and its successors and assigns.

Section 2. "Board of Directors" and "Board " shall mean and refer to the duly elected Board of Directors of the Association.

Section 3. "Common Areas" shall mean all of the Subdivision other than the Lots, including the reserves shown on the Plat, together with any other common areas described on the Plat.

Section 4. "Declarant" shall mean and refer to University Development, Inc., and Texas corporation, and its successors and assigns.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as may be amended, applicable to the Property and recorded in the Office of the County Clerk, Harris County, Texas.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions, Restrictions and Easements of University Park Patio Homes, Section One.

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

Section 8. "Lot" shall mean and refer to each part or parcel of the Property intended as and constituting the building site for

one (1) single-family residential dwelling for individual use and ownership and shall include both the land and the residential dwelling constructed thereon.

Section 9. "Property" shall mean and refer to that portion of University Park Patio Homes Section One (and subsequent sections), a subdivision in Harris County, Texas, that is subject to the Declaration and any additions as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III MEETINGS 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 once a calendar year thereafter, on a day and at an hour determined by the Board of Directors.

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 Class A membership.

Section 3. Notice of Meetings. Written notice of each annual and special 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 fifteen (15) days before such meeting to each Member entitled to vote, 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 and/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 the required quorum is not 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 of the required quorum is present at a meeting. No subsequent meeting shall be held more than sixty 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 the Member's Lot.

ARTICLE IV
BOARD OF DIRECTORS: SECTION: TERM OF OFFICE

Section 1. Composition of Board of Directors. The affairs of this Association shall be managed by a Board of three (3) directors appointed by the Declarant until 50% completion of development of the Subdivision or sooner at the sole discretion of the Declarant.

Section 2. Term of Office. Upon 50% completion of the development of the Subdivision or sooner at the sole discretion of the Declarant, the affairs of the Association shall be managed by a Board of five (5) directors elected by the Members. At the first election by the Members they shall elect three (3) directors for terms of one (1) year, and two (2) directors for terms of two (2) years. Thereafter, all terms will be for two years.

Section 3. 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, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. Any director may, however, be reimbursed for actual expenses incurred in the performance of duties as a director.

Section 5. 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 Board.

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. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next 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 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 Articles of Incorporation and the Declaration. In respect to each vacancy, the person receiving the largest number of votes shall be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meeting of the Board of Directors shall be held at least quarterly 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 the meeting shall be held at the same time and place on the next day which is not a legal holiday. The Board of Directors may, by majority vote, conduct a regular monthly meeting without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said monthly meeting fall upon a legal holiday, then the meeting shall be held at the same time and place 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 quorum is present shall be regarded as the act of the Board.

ARTICLE VII POWER 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 interpretation and implementation of the Declaration, the operation of the Association, the use and enjoyment of the Common Areas, and the use of any other property within the Subdivision, including Lots;

(b) 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 By-Laws, the Articles of Incorporation, or the Declaration;

(c) 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

(d) employ a manager, an independent contractor, 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) 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 in advance of each annual assessment period; and

(3) enforce collection of assessment or other charges by appropriate legal means.

(c) issue, or 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 certifications. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(d) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) procure and maintain adequate liability insurance for directors and officers of the Association;

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

(g) operate, maintain and otherwise manage the Common Areas and any improvements and landscaping thereon; and

(h) cause Lots to be maintained as called for by the Declaration.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association, who shall at all times be members of the Board of Directors, shall be a 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 Directors 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 such officer shall sooner resign, or shall be removed, or otherwise disqualifies 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 specified therein, and unless otherwise specified therein, the acceptance of such registration 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 replaced.

Section 7. Multiple Offices. The offices of 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 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 of Directors are carried out and shall co-sign all checks and promissory notes.

(b) The vice-president shall act in the place and stead of the president in the event of the president's inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The secretary shall record the outcome of 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 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 review 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, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

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

ARTICLE X BOOK AND RECORDS

The books, records and papers of the Association shall, during reasonable business hours, be subject to reasonable inspection by any Member pursuant to such rules as the Board may from time to time adopt. 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 reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a vendor's lien and a continuing and contractual lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment or fee is not paid within thirty (30) days after the due date, late fees in an amount to be established by the Board of Directors shall be added to the amount due, the assessment shall bear interest from the date of delinquency at the lesser of the maximum lawful rate or twelve per cent (12%) per annum, and any costs and attorney's fees incurred in collection shall be added to

the amount due. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, late fees 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 nonuse of the Common Open Areas or by abandonment.

ARTICLES XII APPEALS

Section 1. Right of Appeal. A Member may appeal any decision of the Architectural Control committee or any other committee appointed pursuant to Article IX hereof to the Board provided that all subordinate avenues of resolution have been pursued and provided further that all parties involved comply with the decision of such committee until such time, if any, as the Board amends or reverses the committee's decision.

Section 2. Appeals Petitions. Appeals petitions shall be legibly written and shall be submitted in form satisfactory to the Board.

Section 3. Hearing. Any Member filing an appeal as hereinabove set forth shall be entitled to a hearing before the Board upon at least seven (7) days prior written notice to all interested parties.

Section 4. Decision. Following the hearing, the Board may, by majority vote of a quorum as herein provided, uphold the decision of the committee in its entirety, may amend such decision, or may overturn such decision.

Section 5. Further Action. A Member shall exhaust all available remedies as herein provided before such Member may resort to a court of law for relief with respect to any committee decision, provided that such limitation shall not apply to the Board of any Member where the complaint alleges non-payment of assessments.

ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: University Park Patio Homes Homeowners' Association, Inc.

ARTICLE XIV AMENDMENTS

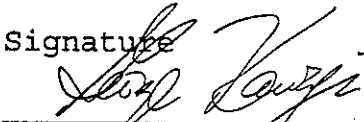
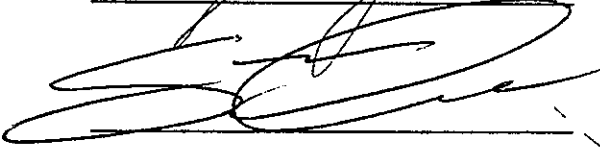
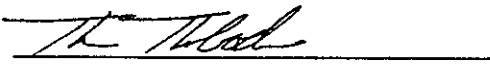
Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum

of Members present in person or by proxy.

Section 2. 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 XV
MISCELLANEOUS

The fiscal year of the Association shall begin all of the directors of the University Park Patio Homes Homeowners' Association, Inc. have hereunto executed and consented to these By-Laws, on the dates indicated below.

Name of Director	Signature	Date of Execution
George Kawaja		<u>9-17-97</u>
Sonia Casimiro		<u>9-17-97</u>
Thomas Thibodeau		<u>9/17/97</u>



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION OF

UNIVERSITY PARK PATIO HOMES HOMEOWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01519341

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED DEC. 28, 1998

EFFECTIVE DEC. 28, 1998



A handwritten signature in black ink, appearing to read "Ethan Brown", written over a horizontal line.

Secretary of State