

BY-LAWS
OF
COURTYARD - WOODLAND TRAILS WEST
HOMEOWNERS ASSOCIATION

ARTICLE I
NAME AND LOCATION

Section 1.01. The principal offices and facilities of the corporation shall be located in Harris County, Texas, 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.

Section 1.02. The corporation shall not change the location of the offices or facilities without the concurrence of the entire Board of Directors.

ARTICLE II
DEFINITIONS

The terms used in these By-Laws shall be as defined in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the Properties therein described, such Declaration having been filed for record with the County Clerk of Harris County, Texas, under Clerk's File No. 6513729, and as the same may be amended or supplemented from time to time as therein provided, declared and established by Marix Housing Corporation, a Texas corporation, the terms and provisions of which Declaration are incorporated herein by this reference and made a part hereof for all purposes unless a different meaning or intent clearly appears from the context hereof. The following are some of the definitions set forth in the Declaration:

(a) "Properties" shall mean and refer to all such existing properties, and additions thereto, as are subject to the Declaration or any supplemental Declaration prepared and filed of record pursuant to the provisions of Article II of the Declaration.

(b) "Common Properties" shall mean and refer to those areas of land designated as Common Properties in Exhibit "A", attached to the Declaration, together with any and all improvements that are now or may hereafter be constructed thereon.

(c) "Lot" shall mean and refer to (i) each of the 224 tracts or plots of land lying within the property contained within the land delineated in the plat of Courtyard - Woodland Trails West, which plat has been filed for record with the County Clerk of Harris County, Texas, under Clerk's File No. 6513729.

(d) "Owner" shall mean and refer to every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenant of record to assessment by the corporation, including contract sellers, or who becomes a record owner of a fee or undivided fee interest by the acquisition of such title to any such Lot from such a record owner. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation or any persons or entities who lease any lot.

(e) "Declarant" shall mean and refer to Marix Housing Corporation, its successors and assigns, if (i) such successors and assigns should acquire more than one undeveloped Lot from the said Marix Housing Corporation for the purpose of development, and (ii) any such assignee shall receive by assignment from said Marix Housing Corporation all or a portion of its rights hereunder as such Declarant, by an instrument expressly assigning such rights as Declarant to such assignee.

ARTICLE III

MEMBERSHIP

Section 3.01. Every person or entity who is now or hereafter becomes an Owner shall automatically be a member of the corporation, subject to the terms and provisions of the Declaration, including without limitation the obligation to pay assessments, as therein provided. Membership shall be appurtenant to and not be separated from ownership of any Lot.

Section 3.02. The corporation shall have two classes of voting membership:

CLASS A. Class A Members shall be all Members with the exception of the Declarant. Class A 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 or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such Lot.

CLASS B. The Class B Members shall be Declarant. The Class B Members shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership. When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, then the Class B membership shall cease and be converted into Class A membership. Notwithstanding any other provisions of the Declaration or these By-Laws from and after October 1, 1983, the Class B Members shall be entitled to only one vote for each Lot in which it holds the interest required for membership.

Section 3.03. The rights of membership are subject to the payment of annual and special assessments levied by the corporation, the obligation of which assessments is imposed against the Owner of and becomes a lien upon each Lot against which such assessments are made as provided by Article V of the Declaration.

Section 3.04. The membership rights of any member whose interest in a Lot is subject to the assessments referred to hereinabove in Article III, Section 3.03, whether or not he be personally obligated to pay such assessments, may be suspended by action of the directors during the period when such assessments remain unpaid, which suspension shall include and extend to the rights of every tenant of such member, each individual residing with such member or tenant on such member's Lot and each guest of either of them, as provided in Article IV; but, upon payment of such assessments, such rights and privileges shall be automatically restored. If at any time, the directors shall have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of members and every tenant of every member, and each individual who resides with either of them or who is a guest of either of them, respectively, as provided in Article IV, they may, in their discretion, for such violation of such rules and regulations, suspend such rights, such suspension to continue for a period not to exceed sixty (60) days. Notwithstanding any provision herein contained to the contrary, the directors shall not deny the use of such of the Common Properties as is necessary for access to each Lot, including without limitation streets and sidewalks.

ARTICLE IV

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF THE COMMON PROPERTIES

Section 4.01. Each member and each tenant of each member who resides on a Lot and each individual who resides with either of them or who is the guest of either of them, respectively, shall be entitled to the use and enjoyment of the Common Properties and facilities in accordance with and subject to the terms and conditions set forth in the Declaration and subject to any applicable rules and regulations that may be adopted from time to time by the board of directors of the corporation.

Section 4.02. Such member shall notify the Secretary of the corporation in writing of the name of any person or tenant residing on such member's Lot or of the name of any guest of a member or person or tenant residing on such member's Lot. The rights and privileges of any such persons are subject to suspension under Article III, Section 3.04 hereof, to the same extent as those of the member.

ARTICLE V

DIRECTORS

Section 5.01. The management and control of the affairs, activities and property of the corporation shall be vested in the board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, by the Articles of Incorporation, by these By-Laws or by the Declaration prohibited. The power and authority of the board of directors shall include, but shall not be limited to, the power and authority:

(a) to establish, levy, assess, and collect the assessments referred to in Article III, Section 3.03 hereof;

(b) to adopt and publish or cause to be published rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members, the tenants of the members, the persons residing with either of them, and the guests of either of them, respectively;

(c) to 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;

(d) to employ managers, independent contractors, or such other employees of the corporation as it may deem necessary, and to prescribe their duties;

(e) to suspend the voting rights and right to use of the Common Properties of a member (including those of a tenant of such member, any persons residing with such member as tenant and any guest of such member or tenant) during any period in which such member shall be in default in the payment of any assessment levied by the corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations:

(f) to exercise for the corporation all powers, duties and authority vested in or delegated to this corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation of the corporation or the Declaration.

It shall be the duty of the board of directors:

(a) to 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 entire voting membership or by one-fourth (1/4) of the Class A Members who are entitled to vote;

(b) to supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed;

(c) as more fully provided herein and in the Declaration:

(1) to fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) to cause written notice of each assessment to be sent to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) to collect the assessments assessed against each Lot; and

(4) to 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 the same;

(d) to issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;

(e) to procure and maintain adequate liability and hazard insurance on property owned by the corporation;

(f) to cause the assessments proceeds to be expended for maintenance of the Common Properties and related activities consistent with the purpose of the assessment as described in Article V, Section 2 of the Declaration;

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

(h) to perform or cause to be performed the duties of the Architectural Control Committee in accordance with and subject to the terms and conditions set for in the Declaration; and

(i) to cause the Common Properties to be maintained.

Section 5.02. The number of directors which shall constitute the whole Board shall be five (5). The board of directors shall always consist of at least three (3) directors. Within such limit, the number of directors may be increased or decreased by amendment to these By-Laws. The directors constituting the first board of directors, as named in the Articles of Incorporation, shall hold office for a term of one (1) year until the first annual meeting of the members, unless sooner displaced, and thereafter the directors shall be elected in the manner hereinafter provided and for a term of one (1) year. Each director shall hold office until his successor is duly elected and qualified, and shall serve without compensation except for reimbursement for actual expenses.

Section 5.03. If any vacancies occur in the board of directors caused by death, resignation, retirement, disqualification or removal from office of any director or otherwise, or any new directorship is created by any increase in the authorized number of directors, a majority of the directors then in office, though less than a quorum, may choose a successor or successors, or fill the newly created directorship, and the directors so chosen shall hold office for the unexpired term of their predecessor or, if there be no predecessor, until their successors shall be duly elected and qualified, unless sooner displaced.

Section 5.04. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a

meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee.

Section 5.05. Directors shall be elected by the members qualified to vote, as determined by the board of directors, at the annual meeting of the members, and members holding one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at the meeting at which a quorum is present, shall be the act of the members meeting. Cumulative voting is expressly prohibited. Provided, however, the quorum for any action pursuant to Sections 4 or 5 of Article III of the Declaration must meet the requirements set out in Section 3(b), Article III of the Declaration.

Section 5.06. The first meeting of each newly elected board of directors shall be held without further notice, immediately following the annual meeting of the members, and at the same place, unless by the consent of a majority of directors then elected and serving such time or place shall be changed.

Section 5.07. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Texas.

Section 5.08. Regular meetings of the board of directors may be held without notice at such time and place as shall from time to time be determined by the board.

Section 5.09. Special meetings of the board of directors may be called by the president on twenty-four (24) hours notice to each director, delivered either personally, by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice upon the written request of two directors. Except as may be otherwise expressly provided by statute, or by the Articles of Incorporation or by these By-Laws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 5.10. At all meetings of the board of directors a majority of the number of directors fixed by these By-Laws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, these By-Laws or the Declaration. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5.11. The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the corporation.

Section 5.12. 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, and two

or more members of the corporation. 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 from among members or non-members.

ARTICLE VI

MEMBERS

Section 6.01. The annual meeting of the members of the corporation for the election of directors commencing in the year 1982 shall be held on the first Tuesday in May of each year at 7:00 p.m. at a place in the subdivision as specified in the meeting notice. Special meetings of the members may be called by the president, the board of directors or by members of either class of members having not less than one-tenth (1/10th) of the votes of either class of members entitled to be cast at such meeting.

Section 6.02. Written notice of the annual and any special meeting of the members of this corporation shall be required. Such notice shall be sent to all of the members stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called and shall be sent to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting.

Section 6.03 One tenth (1/10th) of the members qualified to vote and present in person or represented by proxy shall constitute a quorum at all meetings of the members for the transaction of business, except as may be otherwise provided by law, the Articles of Incorporation, the Declaration or these By-Laws. If, however, a quorum shall not be present or represented at any meeting of the members, the members present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. When a quorum is present at any meeting of the members, the vote of a majority of the members qualified to vote and present in person or represented by proxy shall decide any question properly brought before such meeting, unless a greater number is required by law, the Declaration, the Articles of Incorporation or of these By-Laws.

Section 6.04. Each member's voting rights are subject to suspension in accordance with the provisions of the Declaration and these By-Laws.

Section 6.05. A member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months from the date of its execution.

Section 6.06. Any action required by any statute to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members required to vote affirmatively with respect to the subject matter thereof, and such consent shall have the same force and effect as the required affirmative vote of members.

ARTICLE VII

NOTICES

Section 7.01. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any person, it shall not be construed to require personal notice, but such notice may be given in writing, by mail or telegram, addressed to such person at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail properly addressed with postage thereon paid.

Section 7.02. Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 7.03. Attendance of any member or director at a meeting shall constitute a waiver of notice of such meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VIII

OFFICERS

Section 8.01. The officers of the corporation shall be elected by the directors and shall be a President, a Vice President, a Secretary and a Treasurer. The board of directors may also elect additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person. The officers shall serve without compensation and shall be elected at such time and in such manner and for such terms not exceeding one (1) year as determined by the board of directors from time to time.

Section 8.02. The board of directors may elect such other officers and agents as it shall deem necessary who shall hold their offices for such term and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 8.03. The officers of the corporation shall hold office until their successors shall be elected and shall qualify. Any officers elected by the board

of directors may be removed at any time by the board of directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the board of directors.

Section 8.04. The president shall preside at all meetings of the board of directors. He shall have the power to call special meetings of the directors, make and sign deeds, mortgages, contracts and agreements in the name of and on behalf of the corporation and he shall generally do and perform all acts incident to the office of president, all of which shall be subject to the direction and review of the board of directors. In addition to the power and duties of this Section 8.04, the president shall perform such other duties as the board of directors shall prescribe.

Section 8.05. The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. He shall also generally assist the president and exercise such other powers and perform such other duties as are delegated to him by the president and as the board of directors shall prescribe.

Section 8.06. The secretary shall attend all meetings of the members and the board of directors and record all proceedings of the meetings of the corporation in a book to be kept for that purpose. He shall perform such other duties as may be prescribed by the board of directors or the president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the board of directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary, which may be a facsimile. In general, he shall perform all duties incident to the office of secretary and such other duties as may, from time to time, be assigned to him by the board of directors or by the president.

Section 8.07. The assistant secretary, unless otherwise determined by the board of directors, shall in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. He shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 8.08.

(a) The treasurer shall be the financial officer of the corporation; shall have charge and custody of and be responsible for all funds of the corporation and all securities owned by the corporation; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and shall deposit all such funds and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the board of directors. In general, the treasurer shall perform all duties incident to the office of treasurer, and such other duties as from time to time may be assigned to him by the board of directors, or by the president.

(b) The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, when the board of directors so

requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

(c) If required by the board of directors, the treasurer shall give to the corporation and keep in force a bond in such sum and with such sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 8.09. The assistant treasurer shall, unless otherwise determined by the board of directors, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. He shall perform such other duties and have such other powers as the board of directors may from time to time prescribe. The assistant treasurer shall, if required by the board of directors, give the corporation such bond as provided in Section 8.08 for the treasurer.

ARTICLE IX

COMMITTEES

Section 9.01. The board of directors of the corporation, by a majority vote of the board of directors, shall designate five (5) persons to serve upon a standing Nominating Committee as provided in these By-Laws, three (3) of whom shall be members of the board of directors and shall designate representatives to perform the duties and exercise the authority of the Architectural Control Committee, as provided in the Declaration.

Section 9.02. The board of directors may, by resolution passed by the majority of the board, designate an Executive Committee, to consist of two (2) or more of the directors of the corporation. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors in the management of the business and affairs of the corporation, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law. The Executive Committee shall keep regular minutes of its proceedings and report on its proceedings to the board of directors when required. The minutes of the proceedings of the Executive Committee shall be placed in the minute books of the corporation.

Section 9.03. The president or the board may designate one or more other committees, each to have the name, membership, duties and responsibilities designated by the president or the board. Such other committees shall consist of a chairman and other members, none of whom need be members of the board except where otherwise directed at the time of the creation of any such committee.

Section 9.04. Each such committee shall keep regular minutes of their proceedings and all committees shall report to the board of directors when required.

A majority of the members of any such committee shall constitute a quorum and questions shall be decided by a majority vote.

Section 9.05. Members of committees shall hold office until their successors are chosen and qualify. Vacancies in the membership of any committee for any reason, shall be filled by the party designating and appointing members to such committee as herein provided.

ARTICLE X

GENERAL

Section 10.01. All checks or demand for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 10.02. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Texas" and may have inscribed thereon the year of its organization. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 10.03. The fiscal year of the corporation shall be as determined by the board of directors.

Section 10.04. Any conflict between one or more provisions of these By-Laws and one or more provisions of the Articles of Incorporation shall be resolved in favor of the provision(s) set forth in the Articles of Incorporation. Any conflict between one or more provisions of these By-Laws and one or more provisions of the Declaration shall be resolved in favor of the provision(s) set forth in the Declaration.

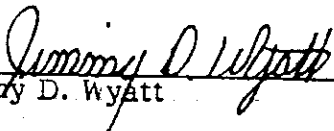
Section 10.05. The corporation shall have the power to indemnify any director or officer or former director or officer of the corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. If the corporation has not fully indemnified him, the court in the proceeding in which any claim against such director or officer has been asserted, or any court having the requisite jurisdiction of an action instituted by such director or officer on his claim for indemnity, may assess indemnity against the corporation, its receiver, or trustee, for the amount paid by such director or officer in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the corporation), and any expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this section only if the court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.


ARTICLE XI


AMENDMENT TO BY-LAWS


These by-laws may be altered, amended, or repealed by the members, by the affirmative vote of a majority of the members who are present and voting at a meeting at which a quorum is present; provided, that any such alteration, amendment or substitute by-laws shall be consistent in all respects with the Articles of Incorporation of the corporation and provided, that the power to alter, amend or repeal the by-laws may be delegated by the members to the board of directors.

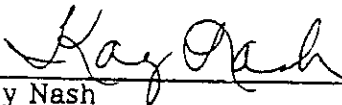
IN WITNESS WHEREOF, we, being all of the directors of the COURTYARD - WOODLAND TRAILS WEST HOMEOWNERS ASSOCIATION have hereunto set our hands this 16th day of September, 1980.


Jimmy D. Wyatt


Michael S. Marix


B. J. Hinson


Lehnart Wahlquist


Kay Nash