

BYLAWS
OF
ANTOINE FOREST ESTATES HOMEOWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

Article I
Name

1.1. The name of the organization shall be ANTOINE FOREST ESTATES HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as "Association". The registered business address of said corporation shall be P.O. Box 38553, Suite #285, Houston, Texas, 77238.

Article II
Purpose and Owner Obligation

2.1. PURPOSE. The purpose for which this non-profit organization is formed is to govern the Antoine Forest Estates community located in Harris County, Texas, described in the Articles of Incorporation of the Association.

2.2. OWNER OBLIGATION. All present of future owners, tenants or future tenants or any other persons whom own and/or reside in the Antoine Forest Estates subdivision are subject to the regulations set forth in these Bylaws. The mere acquisition or rental of any Lot in the subdivision or the mere act of occupancy on any said Lots will signify that these Bylaws are accepted, ratified and will be strictly followed.

Article III
Definitions and Terms

3.1. "Association" shall mean and refer to ANTOINE FOREST ESTATES HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

3.2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

3.3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Antoine Forest Estates subdivision with the exception of the Common Area.

3.4. "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 Antoine Forest Estates subdivision, including contract sellers but excluding those having such interest merely as security for the performance of obligations.

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

Article IV
Meeting of Members

4.1. Annual Meeting. The first annual meeting of the members shall be held on the second Thursday in December, 1987, at the hour specified in the notice of the meeting and each second Thursday of each succeeding December thereafter. If the designated date is a national legal holiday, then the meeting shall be held on the next succeeding business day.

4.2. Special Meetings. It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition presented to the Secretary signed by Owners entitled to one-fourth (1/4) of all the votes of the membership. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5) of the Owners present either in person or by proxy.

4.3. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days not more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the Association for the purpose of notice, with postage thereon prepaid.

4.4. Adjourned Meetings. If any meeting of Owners cannot be organized because a quorum has not attended, the Owners who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is attained. 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.

4.5 Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Declaration, or these Bylaws.

4.5 Proxies. At all meetings, each eligible member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. When the full fee interest in any Lot is held by more than one person, and all such persons are members, then the vote for such Lot shall be exercised in person or by proxy as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any Lot. In the event that multiple persons are voting by proxy, each person's signature will be required on the proxy instrument. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

4.6. Order of Business. The order of business at all meetings of the Owners shall be as follows :

- (a) Roll call.
- (b) Proof of notice of meeting.
- (c) Reading of minutes of previous meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

Article V

Board of Directors : Selection and Term of Office

5.1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of five (5) members of the Association. Only one Owner per Lot may be represented on the Board. A Director must be a resident Owner in Antoine Forest Estates.

5.2. Election and Term of Office. At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years, and one director for a term of three years. At each annual meeting thereafter, the members shall elect directors to fill the expired terms for terms of three years. No director shall serve more than two consecutive terms.

5.3. Vacancies. Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the Association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected shall serve for the unexpired term of his predecessor.

5.4. Removal of Directors. At any regular or special meeting duly called, any one (1) or more of the directors may be removed with or without cause by members entitled to vote more than fifty-one percent (51%) of the entire membership. The Board of Directors may declare the office of a member of the Board vacant in the event such member is absent from three (3) consecutive regular meetings of the Board of Directors, or absent from a cumulative total of four (4) meetings in any twelve-month period.

5.5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

5.6. 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 and consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article VI
Nomination and Election of Directors

6.1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination 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 Directors, and two or more members of the Association. The Nominating 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 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.

6.2. 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 these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VII
Meeting of Directors

7.1. Organizational Meeting. The first meeting of a newly elected Board of directors shall be held within ten (10) days of election at such place as shall be fixed by the directors at the meeting at which such directors were elected. No notice shall be necessary to the newly elected directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

7.2. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. One of such regular meetings shall be held immediately after the adjournment of the annual meeting of the Association. should any of said meetings 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.

7.3. 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.

7.4. 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 entire Board.

Article VIII
Powers and Duties of the Board of Directors

8.1. Powers. The Board of Directors shall have the power to:

(a) establish, make and enforce compliance with rules and regulations governing the orderly operation of the Common Area and facilities and establish penalties for the infraction thereof ;

(b) administer and enforce the covenants, conditions, restrictions, uses, limitations, obligations, and all other provisions set forth in the Declaration of Covenants, Conditions and Restrictions;

(c) suspend the voting rights and right to use of the Common Area 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;

(d) 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 Bylaws, the Articles of Incorporation, or the Declaration;

(e) 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, or four (4) regular meetings during a twelve-month period;

(f) employ a manager or managers, an independent contractor or contractors, or such other employee as they deem necessary, and to prescribe their duties;

(g) establish a bank account for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors;

(h) protect and defend the association from loss and damage by suit or otherwise;

(i) in general, carry on the administration of the Association and to do all of those things, necessary and reasonable, in order to carry out the purposes and goals of the Association.

8.2. 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 members entitled to vote, and cause a complete review of the books and accounts by a Certified Public Accountant once each year;

(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 hereto at least thirty (30) days in advance of each annual assessment period;

(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 the same.

(d) issue, or cause to be issued, 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 a fidelity bond on all officers or employees having fiscal responsibilities, as the Board may deem appropriate;

(f) cause the Common Area to be maintained, including effecting repairs, replacement and additions thereto.

Article IX
Officers and Their Duties

9.1. Enumeration of Offices. The officers of this Association shall be a 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.

9.2. 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.

9.3. 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 disqualified to serve.

9.4. 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.

9.5. Resignation and Removal. Any officer may be removed from office with or without cause by the board if it believes the best interests of the Association will be served thereby. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take place 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.

9.6. 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 he replaces.

9.7. 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 other offices except in the case of special offices

created pursuant to Section 9.4. of this Article.

9.8. Duties. The duties of the officers are as follows:

(a) President. 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 sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

(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 upon a request from the Board, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall cause to be recorded the votes and minutes of all meetings and proceedings of the Board and the members; keep the corporate seal of the Association and affix it on all papers required said seal; serve noticed 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 cause to be prepared and annual budget and a statement of income and expenditures to be presented to the members at its regular annual meeting.

Article X Committees

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

Article XI Books and Records

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member for any proper purpose. The Declaration, Articles of Incorporation and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association or homes of the officers and directors, where copies may be purchased at reasonable cost.

Article XII Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: ANTOINE FOREST ESTATES HOMEOWNERS ASSOCIATION, INC.

Article XIII
Amendments

These Bylaws may be amended by the Association at a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by Owners representing a quorum of the Association. In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article XIV
Indemnification

The Association shall indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorney 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.

Article XV
Fiscal Year

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 incorporation.

IN WITNESS WHEREOF, we, being all of the directors of ANTOINE FOREST ESTATES HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this _____ day of December, 1986.

Allan Korsakov

Darrell Hartman

Orlando Sanchez

Lee Lasher

Mario Garza