

BY LAWS
OF
THE ESTATES COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION: The name of the association is the Estates Community Association, Inc. hereinafter referred to as the "Association". The principal office of the Association shall be located at 6750 West Loop South, Suite 700, Bellaire, Texas 77401, with a mailing address of P.O. Box 35705, Houston, Texas 77235, but the meetings of the members and directors may be held at such places within the State of Texas, Counties of Harris or Fort Bend, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

SECTION 1: "Association" shall mean and refer to the Estates Community Association, Inc. its successors and assigns. The Association shall have power to collect and disburse the maintenance assessments provided for in Article III, Section I of the Declaration of Covenants, Conditions and Restrictions.

SECTION 2: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 3: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association, excluding commercial reserves, if any.

SECTION 4: "Common Area", if any, shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

SECTION 5: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or the Properties, except the Common Area and commercial reserves, if any.

SECTION 6: "Declarant" shall mean and refer to Sixty-Five Associates, a Texas General Partnership, 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 7: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Fort Bend County.

SECTION 8: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

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 formation of the Association, and each subsequent regular annual meeting of the members shall be held on a day during the same week of the same month of each year thereafter, at the hour of 7:00 o'clock, P.M. 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.

SECTION 2: PERIODIC MEETINGS - The requirement of specified annual meetings will not limit or restrict the Association from holding regular monthly meetings or other periodic meetings by reason of having to amend these By-Laws in order to hold such regular monthly meetings. Such regular monthly meetings. Such regular monthly meetings may be set by the President or by the Board of Directors.

SECTION 3: 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 cast one-fourth (1/4) of all the votes of the Class A membership.

SECTION 4: NOTICE OF MEETINGS - Written notice of each annual or 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 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 in case of a special meeting, the purpose of the meeting. Notice of periodic or regular monthly meetings shall be given by signs, newspaper articles, etc.

SECTION 5: 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 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 6: 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 his lot.

ARTICLE IV
BOARD OF DIRECTORS
SELECTION & TERM OF OFFICE

SECTION 1: NUMBER - The affairs of this Association shall be managed by a Board of three (3) Directors, until the first annual meeting, and thereafter by nine (9) Directors, who need not be members of the Association.

SECTION 2: TERM OF OFFICE - At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year, three (3) Directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) 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, his successor shall be selected by the remaining members of the Board and shall serve the unexpired term of his predecessor.

*SECTION 4: 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.

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 Directors.

ARTICLE V

BOARD OF DIRECTORS

NOMINATION & ELECTION

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, 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.

SECTION 2: ELECTION - Election to the Board of Directors shall be by secret ballot at the annual meeting. 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

SECTION 1: REGULAR MEETINGS - Regular meetings of the Board of Directors may be held monthly 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.

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.

ARTICLE VII

BOARD OF DIRECTORS

POWERS & DUTIES

SECTION 1: POWERS - The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area, if any, and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infractions thereof;

(b) Suspend the voting rights and right to use of the Common Area, if any, 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 of not to exceed sixty (60) days for an infraction of published rules and regulations.

(c) 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 By-Laws or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors; and

(e) 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) 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 thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose, at its discretion, the lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to 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 certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association as well as liability insurance for the Directors of the Association;

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

(g) Cause the Common Area, if any, to be maintained.

ARTICLE VIII

OFFICERS & THEIR DUTIES

Section 1: Enumeration of Offices - The officers of this Association shall be a President and Vice President, who shall be at all times 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.

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 he shall sooner resign, or shall be removed, or otherwise 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 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 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 for the remainder of the term of the officer he replaces.

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 other office 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

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 checks and promissory notes.

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.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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

*Combine
section*

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 accounts; cause an annual audit of the Association's 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 Association 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 purposes.

ARTICLE X

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 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 obtained.

ARTICLE XI

REMEDIES FOR NON-PAYMENT OF ASSESSMENTS

As more fully provided in the Declaration, each Lot Owner in Hunters Point Estates, in Fort Bend County, Texas is obligated to pay the corporation, annual and special assessments which are secured by a continuing lien upon the property against which assessment is made. Any assessment not paid within thirty (30)

days after the due date shall bear interest from the due date at the rate of ten percent (10%) per annum. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against the property. No Owner may waive or otherwise escape liability for the assessment provided herein by non-use of the Common Area, if any, or abandonment of his Lot.

ARTICLE XII

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, except that the Veterans Administration shall have the right to veto amendments while there is Class B membership.

SECTION 2: In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

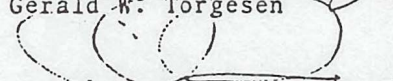
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of the recording of the Declaration and By-Laws of the Association.

IN WITNESS WHEREOF, we, being all of the Directors of the the Estates Community Association, have hereunto set our hands this 15th day of November, 1982.


Lawrence P. Mosher


Gerald W. Torgesen


John Ramsey