

**FIRST AMENDMENT TO THE BYLAWS OF
WINCHESTER COUNTRY MAINTENANCE ASSOCIATION**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS §

WHEREAS, the Winchester Country Maintenance Association, a Texas non-profit corporation (the "Association") has adopted By-Laws of Winchester Country Maintenance Association (the "Bylaws"); and

WHEREAS, Article XIII, Section 1, of the Bylaws provides that the Bylaws may be amended, at a regular or special meeting of the members, by a majority of the voters of a quorum of members present in person or by proxy; and

WHEREAS, Article III, Section 4, of the Bylaws requires 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 to constitute a quorum; and

WHEREAS, it is proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, a duly constituted regular meeting of the Association was held on June 25, 1996, for, among other purposes, the purpose of amending the Bylaws as described hereinbelow; and

WHEREAS, members representing at least one-tenth (1/10) of the votes were present at the meeting on June 25, 1996, or submitted their proxies, and a majority of those members in person or by proxy approved amending the Bylaws as described hereinbelow;

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby certify that members representing one-tenth (1/10) of the votes were present or submitted their proxies and that a majority of the members, in person or by proxy, approved the below-described amendment to the below-described provision of the Bylaws at a duly constituted meeting held on June 25, 1996, for such purposes, to-wit:

RESOLVED: that effective June 26, 1996, Article IV, Section 1, of the Bylaws is amended to read as follows:

"Section 1. Number. The business affairs of this corporation shall be managed by a Board of Directors consisting of three (3) persons, who need not be members of the corporation, until and including June 25, 1996; thereafter, the business affairs of this corporation shall be managed by a Board of Directors consisting of five (5) persons, who need not be members of the corporation."

FURTHER RESOLVED: that effective June 26, 1996, the following paragraph is added after the last paragraph in Article IV, Section 2 of the Bylaws:

"With regard to the expansion of the Board of Directors which is effective on June 26, 1996, the initial term of one (1) of the additional members of the Board of Directors shall begin on June 26, 1996 and expire at the end of the regular annual meeting of the members of the Association to be held in June, 1997 and the initial term of the other additional member shall begin on June 26, 1996 and expire at the regular annual meeting of the members of the Association to be held in June, 1998. At each regular annual meeting of the members of the Association after such expansion of the Board of Directors, the membership shall elect one (1) or two (2) directors, as the case may be, for a term of three (3) years."

FURTHER RESOLVED: that effective June 26, 1996, in Article XI of the Bylaws, reference to "six percent (6%)" is amended to read "ten percent (10%)".

FURTHER RESOLVED: that effective June 26, 1996, Article III, Section 2 of the Bylaws is amended to read as follows:

"Section 2. Special Meetings. Special meetings of the members of the Association may be called at any time by a majority of the members of the Board of Directors of the corporation, or upon written request of the members who are entitled to cast at least twenty-five percent (25%) of all of the votes of the Class A membership."

FURTHER RESOLVED: that effective June 26, 1996, the following sentence is added after the first sentence in Article III, Section 1 of the Bylaws:

"Beginning after the regular annual meeting of the members of the Association in June, 1996, the regular annual meeting of the members of the Association shall be held every fourth (4th) Tuesday in June at the hour of 7:00 o'clock p.m."

FURTHER RESOLVED: that effective June 26, 1996, the following paragraph is added after the last paragraph in Article IV, Section 2 of the Bylaws:

"Each director shall serve on the Board of Directors until the conclusion of the regular annual meeting of the members of the Association held on the date such director's term of office expires. The term of office of the succeeding director shall commence

immediately after the conclusion of said regular annual meeting of the members of the Association."

EXECUTED as of the date of the hereinbelow set forth acknowledgment, to evidence the certification set forth hereinabove.

WINCHESTER COUNTRY MAINTENANCE ASSOCIATION, a Texas non-profit corporation

Darlene Leal

Darlene Leal, President as of the date of the hereinbelow set forth acknowledgment

Mike Rivera

Mike Rivera, President as of the date of said meeting of the members held on June 25, 1996

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20th day of November, 1996, by Darlene Leal, President as of the date hereof of Winchester Country Maintenance Association, a Texas non-profit corporation, and by Mike Rivera, President as of the date of a meeting of the members of the Association held on June 25, 1996, of said Winchester Country Maintenance Association, a Texas non-profit corporation, both on behalf of said corporation.

Debra Watkins
Notary Public, State of TEXAS

