

**CERTIFICATE OF CORPORATE RESOLUTION OF
THE BOARD OF DIRECTORS OF
GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC.
(BYLAWS OF GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC.)**

The undersigned being the duly elected and action President of GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation (the "Association"), do hereby certify at the regular meeting of the Board of Directors of the Association (the "Board of Directors") held on September 11th, 2002, with at least a majority of the Board of Directors being present, the following resolution was duly made and approved by the Board of Directors:

WHEREAS pursuant to that certain "Declaration of Covenants, Conditions and Restrictions for Golf Green Garden Homes, Section One, Two & Three" recorded in the Official Public Records of Harris County, Texas, under County Clerk's File No. T058426 (said recorded documents and all exhibits and amendments thereto being referred to as "Declaration"), the Association is charged with the responsibility for administering Golf Green Garden Homes (the "Property") and the respective restrictive covenants set forth therein; and

WHEREAS, pursuant to Article II, Section 5 of the Declaration, the Association acting may adopt Bylaws to govern the Association organization and its membership; and

WHEREAS, pursuant to §204.010 of the TEXAS PROPERTY CODE, the Association acting through its Board of Directors may adopt bylaws unless otherwise provided by the restrictions, articles of incorporation or bylaws;

WHEREAS, the Association has never adopted bylaws to govern the Association organization and its membership; and

WHEREAS, the Board of Directors wishes to adopt bylaws to govern the Association organization and its membership.

NOW THEREFORE, be it resolved that the Board of Directors, on behalf of the members of the Association, duly adopt the attached Bylaws of Golf Green Garden Homeowners Association, Inc. (the "Bylaws"), which shall be binding upon all owners and their grantees, lessees, tenants, occupants successors, heirs and assigns who currently or in the future may possess an interest in the Property.

RESOLVED, the Board of Directors of the Association hereby adopts the Bylaws of Golf Green Garden Homeowners Association, Inc. attached hereto as Exhibit "A".

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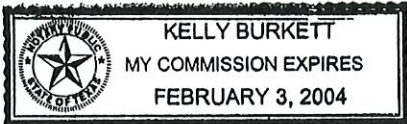
WITNESS MY HAND on this 23rd day of October, 2002.

GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION,
INC., a Texas non-profit corporation

By: *Kevin Chu*
Kevin Chu, President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 23 day of October, 2002, by Kevin Chu, President of Golf Green Gardens Homeowners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Kelly Burkett
Notary Public - State of Texas

RECORDED AND RETURN TO:
Frank, Elmore, Lievens,
Chesney & Turet, L.L.P.
Attn: Kristi A. Slaughter
808 Travis, Suite 2600
Houston, Texas 77002

2061-19-1982

EXHIBIT "A"

BYLAWS OF GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Corporation is GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6500 Harbor Town Drive, Houston, Texas 77036, 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

In addition to any other definitions which are set forth in the Declaration and these Bylaws, which definitions are hereby incorporated by reference, the following terms shall have the following meanings:

SECTION 1. "Association" shall mean and refer to GOLF GREEN GARDEN HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

SECTION 2. "Property" or "Properties" shall have the meaning as set forth in, an as defined in the Declaration.

SECTION 3. "Lot" shall have the meaning as set forth in, an as defined in the Declaration.

SECTION 4. "Common Property" or "Common Properties" shall have the meaning as set forth in, an as defined in the Declaration.

SECTION 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to the surface estate of any Lot or tract of land which is part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation, as defined in the Declaration.

SECTION 6. "Declarant" shall mean and refer to those parties who executed that certain Declaration of Covenants, Conditions and Restrictions for Golf Green Garden Homes, Section One, Two & Three recorded in the Official Public Records of Harris

553-19-1983

County, Texas, under County Clerk's File No. T058426, their heirs, administrators, executors, successors, and assigns, if such heirs, administrators, executors, successors and assigns should acquire more than one undeveloped Building Lot from the Declarant for the purpose of development.

SECTION 7. "Declaration" shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions for Golf Green Garden Homes, Section One, Two & Three recorded in the Official Public Records of Harris County, Texas, under County Clerk's File No. T058426, and any amendments thereafter or such other restrictions created by additional properties dedicated to the subdivision by the Developer.

SECTION 8. "Member" shall mean every person who holds a membership in the Association as provided in the Declaration. Every Member which is not a natural person shall designate a representative of such entity who is a natural person as provided in these Bylaws.

ARTICLE III

MEMBERSHIP/MEETINGS OF MEMBERS

SECTION 1. OWNERS AS MEMBERS. Every Person who is the owner of a fee simple title or undivided fee simple title interest in any Lot that is subject to the Declaration shall be deemed to have a membership in the Association. The Association shall be entitled to rely on the Real Property Records of Harris County, Texas in determining the owner(s) of each Lot (the "Record Owner"). If the actual owner(s) of any Lot is different than the Record Owner then the actual Owner(s) and the Record Owner shall be jointly and severally liable for full compliance with, and performance of all obligations established by, the Governing Documents through the date of recordation of proof of any change of ownership from that reflected by the Real Property Records of Harris County, Texas. The foregoing is not intended to include Persons who hold an interest merely as security for performance of an obligation, and the giving of a security interest shall not terminate any Owner's membership. No Owner, whether one or more Persons, shall have more than one (1) membership per Lot. Memberships shall be appurtenant to and may not be separated from ownership of any Lot, and shall automatically pass with the title to the Lot.

SECTION 2. WHEN MEMBER REQUIRED TO DESIGNATE REPRESENTATIVE; EFFECT. Each Member which is not a natural person shall be required to designate one (1) natural person to act on such Member's behalf as herein provided. The designation shall be by written and dated notice stating (i) the name and contact address and telephone number of the designated representative, and (ii) the effective date of such designation which effective date shall be midnight of the date stated in the notice or midnight of the date of receipt of the notice by the Association, whichever is later. The Association shall not be required to recognize any person as being authorized to represent or act on behalf of any Member which is not a natural person until such designation has been received by the Association. A designation as aforesaid shall fully authorize the designated representative to bind the designating entity as to all matters, decisions and actions of the designated representative

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whether or not such authority is expressly stated in the written designation; provided, the Board may require any designated representative to show authority to act in such manner as the Board may reasonably require. Any designated representative may be changed from time to time in the same manner as required for original designation. In the event of conflict between designations, the most currently dated designation shall control. Any such representative may serve as a Director as provided in Article IV, Section 1 hereof.

SECTION 3. ANNUAL MEETINGS. The Annual Meeting of the Members, commencing with the year 2002, shall be held in the month October on a day selected by a majority of the Board of Directors.

SECTION 4. SPECIAL MEETINGS. Special meeting of the Members may be called at any time by the President or by a majority the Board of Directors, or upon written request of the Members who are entitled to vote one-third (1/3) of all of the votes of the Membership.

SECTION 5. NOTICE OF MEETINGS. Written notice of each 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 ten (10) days but no more than sixty (60) days before such meeting to each Member entitled to vote there at, 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. Waiver by a Member of notice in writing of a Members' meeting, signed by such Member, whether before after the time slated therein, shall be equivalent to the giving of such notice. Attendance by a Member, whether in person or by proxy, at a Members' meeting shall constitute a waiver of notice of such meeting.

SECTION 6. QUORUM. The presence, in person or by proxy and whether or not in good standing, at any meeting of Members representing at least thirty percent (30%) of the total votes of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote there at 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 represented.

SECTION 7. 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.

SECTION 8. VOTING AND PARTICIPATION. A Member may participate in any meeting of Members in person or by proxy. Each Member shall be entitled to one (1) vote for each Lot owned on each matter coming before the members unless their voting rights have been suspended as herein provided.

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(A) MULTIPLE OWNERS. When more than one person holds an ownership interest in a Lot, all such persons shall be Members, but in no event shall they be entitled to more than one (1) vote with respect to each particular Lot owned. The single vote of such joint Owners shall be case in accordance with the decision of a majority, or if such joint Owners cannot reach a majority decision, then none of the joint Owners shall be permitted to vote as to any such matter upon which a majority decision cannot be reached. Any individual Owner from among such joint Owners shall be conclusively presumed to be acting in accordance with the decision of the majority in voting either in person or by proxy unless another joint Owner is voting to the contrary in person or by proxy.

(B) CUMULATIVE VOTING PROHIBITED. Cumulative voting shall not be permitted as to any matter placed before the membership for a vote, including election of Directors.

SECTION 9. MEMBERS' ACTION BY WRITTEN CONSENT. Any action required to be or which may be taken at a meeting of the Members may be taken without a meeting by a consent in writing, setting for the action so taken. Such consent in writing shall be signed by all of the Members entitled to vote with respect to the subject ratter thereof, shall have the same force and effect as a vote of the Members held at a duly convened meeting, and shall be filed with the minutes of Members' meetings.

ARTICLE IV

BOARD OF DIRECTORS SELECTION AND TERM OF OFFICE

SECTION 1. NUMBER. The affairs of this Association shall be managed by a Board of five (5) Directors, who must be Members of the Association. A designated representative appointed as provided in Article III, Section 2 hereof may hold a directorship.

SECTION 2. TERM OF OFFICE. At each annual meeting of the members, the Members shall elect one or two (1) or (2) directors for a term of three (3) years each. The initial Board of five (5) Directors was elected for staggered terms at the first annual meeting of the Members in December 2001. (i.e. one (1) Director was elected for a one (1) year term, two (2) Directors were elected for two (2) year terms, and two (2) Directors were elected for three (3) year terms.) Thereafter, all Directors shall be elected for three (3) year terms.

SECTION 3. VACANCIES ON BOARD OF DIRECTORS.

(A) DESIGNATION, DEATH, OR INCAPACITY. In the case of resignation, death, or incapacity to serve of any Director, the vacancy shall be filled by the appointment, by affirmative vote of a majority of the remaining Directors then in office though less than a quorum of the entire Board, and any Directors so appointed shall hold office for the remainder of the unexpired term or until their successors are elected and have qualified.

(B) REMOVAL. Any Director may be removed, either for or without cause, at any special meeting of Members called for that specific purpose by affirmative vote of two-

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thirds (2/3) of all of the Members voting in person or by proxy. The notice calling such meeting shall give notice of the intention to act upon such matter. If the notice so provides, the vacancy caused by such removal may be filled at such meeting by a majority vote of the Members voting in person or by proxy. For cause, a Director may be removed at any special meeting of Directors by the affirmative vote of a majority of the remaining Directors. Without regard to the foregoing, any Director who is absent from three (3) consecutive meetings of the Board or who is absent from three (3) meetings of the Board during any one (1) year, or any Director whose voting rights as a Member have been suspended as provided in the Declaration or these Bylaws may be removed by the affirmative vote of a majority of the remaining Directors. Unless otherwise provided in the notice of a meeting to remove a Director, vacancies caused by removal shall be filled as provided in Article IV, Section 3 (A).

SECTION 4. COMPENSATION. No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for actual expenses incurred in the performance of his duties if such expenses are approved by the President or a majority of the Directors, within the scope of their authority for expenditures.

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, 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 until the close of the annual meeting and such appointment shall be announced at the beginning of 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 must be made from among the Members.

SECTION 2. ELECTION OF DIRECTORS. Election to the Board of Directors shall take place at the annual meeting of the Members. Election to the Board of Directors shall be by written ballot or proxy. At each election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws (i.e. one vote per Lot owned or co-owned for each available position on the Board of Directors). The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

SECTION 1. ANNUAL MEETING. The annual meeting of the Board of Directors shall be

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held immediately following the annual meeting of the Members. The first order of business of the Board at this meeting shall be election of the officers of the Association.

SECTION 2 . REGULAR MEETINGS. Regular 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, which such notice may be waived at or prior to such meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, with not less than three (3) days notice to each Director, which such notice may be waived at or prior to such meeting.

SECTION 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 Board.

SECTION 5 . ATTENDANCE BY MEMBERS AT BOARD OF DIRECTORS' MEETING. A Member may attend any meeting of the Board of Directors. To be heard or to participate otherwise in a meeting, a Member must submit a written request to the Secretary not less than seven (7) days prior to the meeting. Such written request must state the matter to be placed on the agenda. Member participation shall be limited to a period not to exceed a total of ten (10) minutes per Member and shall be placed first on the agenda.

SECTION 6. VOTING AND PARTICIPATION. A Director may participate in any Board meeting in person, by proxy or by telephone. Participation includes, but is not limited to, introducing motions, discussing the agenda and voting.

SECTION 7. NOTICE OF MEETINGS. No notice of annual organizational meetings or regular meetings need be given to any Director. Oral or written notice of all special meetings of the Board of Directors stating the place, date, time and the purpose or purposes of such special meeting shall be given or sent by mail or telegram to the last known address of each Director at least three (3) days before the special meeting. Notice of any special meeting may be waived in writing before or after such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice thereof, except where he or she attends for the announced purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

SECTION 8. OPEN MEETINGS. Except as provided in Article VI, Section 9 of these Bylaws, all meetings of the Board of Directors shall be open to all Members of the Association; provided, Members who are not on the Board may not participate in any deliberation or discussion unless: (i) such Member has filed a written request with any Director to be placed on the meeting agenda at least seven (7) days prior to the meeting stating in such request the purpose or purposes of his or her attendance, and in such case

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the requesting Member's participation shall be limited to the stated purpose(s); or (ii) expressly so authorized by vote of the Board.

SECTION 9. EXECUTIVE SESSIONS. The Board of Directors may adjourn a meeting and reconvene in closed executive session to review, discuss and/or vote on any communications or documents not subject to inspection of Members and other business of a confidential nature as set forth in Article XII, Section 3 hereof. The general nature of any and all business to be considered in executive session shall first be announced in open session.

SECTION 10. PROXIES. A director may vote on any specific matters by a ballot type proxy which specifies all matters to be votes on and directs the manner in which the proxy holder shall vote as to each such matter. No Directors may vote pursuant to a general or blanket type proxy. No Director's proxy shall be valid unless dated and signed, and no such proxy shall be valid after ninety (90) days from the date thereof. A Director attending a meeting by proxy may be counted for purposes of determining a quorum only as to the specific matters covered by the applicable proxy.

SECTION 11. WAIVER OF NOTICE OF MEETING. Waiver by a Director of notice in writing of a Directors' meeting, signed by him, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 12. ACTION TAKEN WITHOUT A MEETING. The Directors shall have the right to take any action or make any decision in the absence of a meeting which they could take at a meeting by unanimous written consent of all of the Directors, or by telephone conference call in which all persons participating can hear each other and otherwise conducted in the same manner as at a meeting in person of Directors. Any action or decision so approved shall have the same affect as though taken at a meeting of the Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. POWERS AND DUTIES. The Board of Directors shall exercise for the Association all powers, duties and authority vested in or delegated to this Association and not expressly reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration. It shall also be the duty of the Board of Directors to:

(A) adopt and amend budgets for revenues, expenditures and reserves and collect regular assessments or special assessments for common expenses from property owners;

(B) hire and terminate managing agents and other employees, agents and independent contractors;

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(C) institute, defend, intervene in settle or compromise litigation or administrative proceedings on matters affecting the Property;

(D) make contracts and incur liabilities relating to the operation of the Property and the Association;

(E) regulate the use maintenance, repair, replacement, modification and appearance of the Property;

(F) adopt and publish rules and regulations governing the use of the Property, the Common Property and facilities, and the personal conduct of the persons thereon, and to establish rules for the infraction thereof;

(G) make additional improvements to be included as part of the common property;

(H) grant easements, leases, licenses and concessions through or over the common property;

(I) impose and receive payments, fees, charges for the use, rental or operation of the common property and for services provided to Owners;

(J) impose interest, late charges, if applicable, returned check charges for late payments of regular assessments or special assessments;

(K) if notice and an opportunity to be heard are given, collect reimbursement of actual attorneys' fees and other reasonable costs incurred by the Association relating to violations of the Declaration, these Bylaws or any duly adopted rules and regulations;

(L) charge costs to an Owner's assessment account and collect the costs in any manner provided in the Declaration for the collection of assessments;

(M) adopt and amend rules regulating the collection of delinquent assessments and the application of payments;

(N) impose reasonable charges for preparing, recording or copying amendments to the Declaration, resale certificates or statements of unpaid assessments;

(O) purchase insurance and fidelity bonds, including directors' and officers' liability insurance that the Board considers appropriate or necessary;

(P) exercise other powers conferred by the Declaration, the Articles of Incorporation of the Association and these Bylaws;

(Q) exercise other powers that may be exercised in the State of Texas by a corporation of the same type as the Association;

(R) exercise other powers necessary and proper for the governance and operation of the Association;

(S) cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the Members at each annual meeting of the Members; and

(T) in general, to manage, operate and maintain the Property in accordance with and to enforce the provisions of the Declaration, Articles of Incorporation, Bylaws and any duly adopted rules and regulations.

SECTION 2. LEGAL COUNSEL. The Board of Directors may retain an Attorney-at-Law to whom the officers and Directors may refer for legal advice and opinion regarding the affairs of the Association.

SECTION 3. AUDIT-OF FINANCIAL RECORDS. The Board of Directors shall cause to be performed and completed not later than ninety (90) days following the end of fiscal year 2002, and at the close of each fiscal year thereafter, a complete audit of the financial records of the Association. Such audit shall be performed by a Certified Public Accountant. The report of the audit shall be available for inspection by any Member upon written request to the Association. Such inspection by a Member shall occur during normal and reasonable hours.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. The officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board, from time to time, by resolution shall create. The President, Vice President and Secretary must be members of the Board of Directors.

SECTION 2. ELECTION OF OFFICERS. The election of officers shall take place at the meeting of the Board of Directors following each annual meeting of the Members. The officers must be Members of the Association.

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, be removed, or otherwise be disqualified to serve.

SECTION 4. SPECIAL APPOINTMENTS. The Board may elect or appoint 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 written 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 a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the unexpired term of the officer he replaces.

SECTION 7. MULTIPLE OFFICES. The same person shall not simultaneously hold the offices of President and Secretary. Any two (2) or more offices may otherwise be held by the same person.

SECTION 8. DUTIES. The duties of the officers are as follows:

(A) PRESIDENT. The President shall preside at all meetings of the Board of Directors and meetings of the Members; shall see that the orders and resolutions of the Board are carried out; and shall co-sign all checks in excess of \$1,500.00.

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

(C) SECRETARY. The Secretary shall record all 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.

(D) TREASURER. 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 checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books to be made pursuant to Article VII, Section 3 hereof; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

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The Association shall appoint 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 purposes. The duties of any other committees appointed by the Board of Directors shall be set forth in a resolution adopted at the time of such appointment.

**ARTICLE X
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 continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Property, and interest, costs 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 amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Property or abandonment of his Lot.

**ARTICLE XI
AMENDMENT**

SECTION 1. AMENDMENT. These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any regular meeting or a special meeting of the Board of Directors.

**ARTICLE XII
INSPECTION OF BOOKS AND RECORDS**

SECTION 1. GENERAL RIGHT OF INSPECTION. Upon written request stating a proper purpose thereof, any Member of the Association or the Member's duly appointed representative shall be entitled to make a reasonable examination of the books and records of the Association at any reasonable time and for a proper purpose reasonably related to the Member's interest as a Member. Any such examination shall be conducted at the office of the Association or at such other place in Harris County, Texas as the Board of Directors shall prescribe. No Member shall remove any books and records from the possession of the Association for any reason. Any Member may request copies of books and records which the Member is entitled to inspect upon written request stating the specific books and records desired and a proper purpose for the request.

SECTION 2. EXCLUSIONS. Notwithstanding Article XII, Section 1, no Member or Member representative shall be entitled to examine any documents regarding and the Association shall have a privilege to refuse to disclose any confidential communications

558-19-1913

regarding (i) any confidential communications by and between past or current legal counsel to the Association and the Board of Directors of the Association, or any officer, agent, employee, representative or committee of either, (ii) Member communications regarding alleged violation of any Governing Documents, (iii) any confidential communications as determined by the Board of Directors in accordance with Article XII, Section 3 or as otherwise provided in the Declaration, and (iv) any communications privileged under the Texas Rules of Civil or Criminal Procedure, the Texas Rules of Civil or Criminal Evidence, and any other applicable statute or law of the State of Texas or United States of America.

SECTION 3. CONFIDENTIAL COMMUNICATIONS. By vote of two-thirds (2/3) of all Directors then in office, the Board of Directors shall be entitled to designate such books, records and communications confidential as the Board shall deem in its sole good faith opinion the best interests of the Association require be kept confidential, including without limitation confidentiality deemed necessary for the protection of the privacy rights of individual Members, consideration of competitive bids until a final bid is accepted, and matters where any conflict of interest exists between a Member and the Association and disclosure would detrimentally effect the interests of the Association.

SECTION 4. RULES FOR INSPECTION. The Board of Directors may from time to time establish reasonable rules for inspection of any books and records of the Association with respect to: (i) notice to be given to the custodian of the records; (ii) hours and days of the week when inspections may be made; and (iii) payment of reasonable duplication and administrative costs of inspection the payment of which shall be condition precedent to the right of any Member to obtain copies of any books and records.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st 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.

ARTICLE XIV

WATER AND SEWER CHARGES

In the event that the Association pays the water and sewer charges for the Owners and prorates each Owner's portion of the total fee, such fees collected for this purpose shall not be commingled with other funds.

ARTICLE XV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1 . GENERAL. Except for intentional misconduct, knowing violation of the law, or as otherwise required by the TEXAS NON-PROFIT CORPORATION ACT (including Article

558-19-1914

1396-2.22A thereof, as amended), no Director shall be liable to the Association or its Members, and the Association shall not be liable to any Member, for monetary damages or otherwise for any act or omission in the Director's capacity as a Director or any act or omission of the Association within the scope of its purposes. The Association shall indemnify and keep indemnified, and hold harmless, any Director or former Director to the fullest extent necessary to the accomplishment of the foregoing and to the fullest extent otherwise allowed by law, and hold any such Director or former Director harmless from and against all claims, demands, suits, judgments, court costs, attorney's fees, attachments, and all other legal action as contemplated thereby. All provisions of this sections hall also apply to any officer or former officer of the Association, and to all Association Committees and members thereof (current or former). Any repeal or modification of this section shall not adversely affect any rights or protection existing at the time of such repeal or modification.

SECTION 2. ADDITIONAL INDEMNIFICATION. The indemnification provided by this Article shall not limit the Association from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which each of those indemnified may be entitled under any agreement, vote of Members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 3. INSURANCE. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Association, or is or was serving at the request of the Association as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XVI

MISCELLANEOUS

SECTION 1. NOTICES. Unless otherwise expressly provided herein, all notices or other communications permitted or required under these Bylaws shall be in writing and shall be deemed properly given if but only if given in accordance with the Declaration.

SECTION 2. CONFLICTS. In the case 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.

SECTION 3. INTERPRETATION. The provisions hereof are to be liberally construed to give full effect to their intent and purposes. The captions of each Article and Section hereof as to the contents of each Article and Section are inserted only for convenience,

and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article or Section to which they refer. Wherever the context requires, all words in these Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

SECTION 4. SEVERABILITY. Whenever possible, each provision of these Bylaws shall be interpreted in such manner as to be effective and valid, but if the application of any provisions of these Bylaws to any Person or to any property shall be prohibited or held invalid, such prohibition or invalidity shall not affect any other provision or the application of any provision which can be given effect without the invalid provision or application, and, to this end, the provisions hereof are declared to be severable.

SECTION 5. POWER OF ATTORNEY. A Person may execute any instrument related to the Association by means of a written power of attorney if an executed copy of the power of attorney is filed with the Association to be kept with the corporate records. Any such power of attorney may be revoked only by expiration of a stated term expressly set forth in the power of attorney or by filing of a written revocation with the Association, and the Association shall not be required to determine or comply with any other conditions for termination.

SECTION 6. APPLICABILITY OF BYLAWS. All present or future Members and Owners, tenants thereof, and their respective officers, agents, employees, guests or invitees, or any other Person occupying or residing within or upon the Property or any Lot or utilizing any Community Properties in any manner, shall be subject to these Bylaws. The mere acquisition, occupancy, use or rental of any Lot or Lot or utilization of any Community Properties shall constitute acceptance and ratification of these Bylaws, and agreement to strictly comply therewith.

SECTION 7. EFFECTIVE DATE. These Bylaws of Golf Green Garden Homeowners Association, Inc., a Texas non-profit corporation, shall be effective from and after the 11th day of September, 2002.

558-19-1916

FILED

2002 OCT 24 AM 9:21

Beverly B. Kayfman
COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

OCT 24 2002



Beverly B. Kayfman
COUNTY CLERK
HARRIS COUNTY, TEXAS