

**AMENDED AND RESTATED BY-LAWS
OF
FLEETWOOD WEST PROPERTY OWNERS ASSOCIATION**

Effective December 9, 2006

ARTICLE I

NAME AND LOCATION

Section 1. Name of Association. The name of the Association is FLEETWOOD WEST PROPERTY OWNERS ASSOCIATION hereinafter referred to as the "Association".

Section 2. Mailing Address and Offices. The principal mailing address is P. O. BOX 940072, HOUSTON, TEXAS 77094-7072. The Board of Directors may change the mailing address of the Association and maintain an office of the Association as the Board of Directors from time to time may determine or the affairs of the Association may require.

Section 3. Meetings. Meetings of Members and Directors of the Association may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

Section 4. Registered Office and Agent. The registered office and registered agent of the Association shall be as designated by the Board of Directors from time to time by the appropriate filing by the Association in the office of the Secretary of State of the State of Texas.

ARTICLE II

DEFINITIONS

Section 1. "Amended and Restated Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions Easements, and Restrictions of Fleetwood West applicable to the Property effective on December 9, 2006 and recorded in the office of the County Clerk of Harris County, Texas.

Section 2. "Association" shall mean and refer to Fleetwood West Property Owners Association, its' successors and assigns. The Association was formerly known as Fleetwood West Maintenance Association.

Section 3. "Board of Directors" shall mean the governing body of the Association. Each director shall be individually referred to as "Director"

Section 4. "By-Laws" shall mean these Amended and Restated By-Laws of Fleetwood West Property Owners Association.

Section 5. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 6. “Member” shall mean and refer to those persons entitled to membership as provided in the Amended and Restated Amended and Restated Declaration.

Section 7. “Owner” shall mean and refer to the owner of record, whether one or more persons or entities, of the fee simple title to any Unit which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. “Property” shall mean and refer to the following:

- a. Reserve “B” of Fleetwood, Section Four, a subdivision in the Joel Wheaton Survey, Abstract 80, in Harris County, Texas, according to map or plat thereof recorded in Volume 237, page 54, Map records of Harris County, Texas;
- b. Fleetwood West, Section One, a re-plat of part of Reserve “C” of Fleetwood, Section 4, according to map or plat thereof recorded in Volume 266, Page 52, Map records of Harris County, Texas (hereinafter “Section One”); and
- c. Replat of Fleetwood, Section Seven, according to plat recorded in Volume 292, page 122 of the Map Records of Harris County, Texas, previously platted as Reserve “A” of Fleetwood, Section (4) (hereinafter “Section Seven”);

and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 9. “Unit” shall specifically refer to a residential building site, which may consist of a lot of land shown on the recorded subdivision plat, or may consist of parts of two or more adjoining lots facing the same street or courtyard in the same block designated as one home site, providing the building site otherwise meets the restrictive covenants. If any additional lands are added to the Property, the term “Unit” shall not include but shall expressly exclude, any unrestricted reserves being excepted from the effect of these restrictive covenants.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Members shall be held on the on the fourth Tuesday of January of each year at the hour of 7:00 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. Special Meetings. Special Meetings of the Members may be called at any time by the President, the Board of Directors or upon the written request of one fourth (1/4) of all the Members who are entitled to vote.

Section 3. Quorum. The presence at the meeting of Members entitled to cast, or by proxies entitled to cast, fifty-one percent (51%) of the votes of Members shall constitute a quorum for any action except as otherwise provided in the Amended and Restated 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 the 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 by their proxies.

Section 4. Proxies. At all meetings of Members, each Member in good standing may vote in person or by Proxy. All proxies shall be presented on the forms provided each owner at least thirty days prior to scheduled meeting, in writing and filed with and certified by the Secretary. The Secretary shall verify that the signed proxy is the owner of record and the voting privileges have not been suspended for cause. Every proxy shall be revocable and shall automatically cease upon the Member withdrawing their proxy in person and voting or upon conveyance by the Member of their Unit.

Section 5. Budget Approval. At the Annual Meeting, an annual budget of the Association prepared by the Treasurer and approved by the Board of Directors shall be presented to the Members for approval by a majority of the quorum of Members present in person or by proxy. The Board of Directors may, without obtaining additional Member approval, authorize expenditures that exceed the annual budget approved by the Members by no more than twenty percent (20%).

ARTICLE IV

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors, who shall be Members of the Association.

Section 2. Term of Office. The three (3) Directors shall serve terms as follows:

- One (1) Director to serve for a term of one (1) year;
- One (1) Director to serve for a term of two (2) years; and
- One (1) Director to serve for a term of three (3) years.

The three present Board of Directors shall continue to serve out their current terms of office which expire individually in 2007, 2008, and 2009. At the annual meeting to be held in 2007, the Members shall elect one Member to fill the expiring three year term of the current Director

expiring in 2007. At each annual meeting thereafter, the Members shall elect a Director to fill the expiring term of a Director.

Section 3. Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a Director, the successor shall be selected by the remaining Directors of the Board of Directors and shall serve the unexpired term of the Director's predecessor.

Section 4. Compensation. No Directors shall receive compensation for any service they may render to the Association. However, any Director may be reimbursed for the Director's actual expenses incurred in the performance of the Director's duties.

Section 5. Action(s) Taken Without a Meeting. The Board of 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 or emailed approval of all the Board of Directors, with a copy mailed, sent by e-mail, or personally delivered to the Secretary. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

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. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting and such appointment shall be announced at each annual meeting of the Members to serve until the close of the next 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. The Nominating Committee will attempt to have one (1) nominee from each of the three Sections of the Property.

Section 2. Election. Election of the Board of Directors shall be by open ballot at the annual meeting. Election of the Board of Directors shall be by secret written ballot at the annual meeting only when there are multiple candidates for the same seat on the Board of Directors. 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 Amended and Restated Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meeting. At least three regular scheduled posted meetings of the Board of Directors shall be held annually, with notice, at such intervals, and at such place and hour as may be fixed by resolution of the Board of Directors. Such meetings shall not be scheduled on legal holidays by the Board of Directors.

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 the Board of Directors, two (2), shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Board of Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Areas, and facilities and the personal conduct of the Members and their guests there on and to establish penalties for the infraction thereof;
 - (b) suspend the voting rights 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 hearings, for a period not to exceed 60 days for infraction of published rules and regulations. Penalties will not be waived;
 - (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 Amended and Restated 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 two (2) consecutive regular meetings of the Board of Directors; and
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- (c) employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties and assure all legal requirements are met in their employment.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept complete records of all its acts and corporate affairs and to present a statement thereof to its Members at the annual meeting of its Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the 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) issue, or 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
 - (d) procure and maintain adequate liability and hazard insurance covering all of the Common Areas;
 - (e) cause all officers or employees having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate;
 - (f) cause the Common Areas to be maintained; and
 - (g) as more fully provided in the Amended and Restated Declaration, to:
 - (1) fix the amount of the annual assessment against each Unit at least (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 the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same, if necessary, within the framework of current applicable laws.
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ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be Directors of the Board of Directors and Owners. There shall also be a Secretary and a Treasurer and such other officers as the Board of Directors 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 the adjournment of the annual meeting,

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each officer shall hold office for one (1) year unless the person shall sooner resign, or shall be removed or otherwise disqualified to serve. Other than the office of President, other officers may be re-elected to the same office in which they serve by the Board of Directors.

Section 4. Special Appointments. The Board of Directors 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 of Directors 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 of Directors. Any officer may resign at any time giving written notice to the Board of Directors, 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; the acceptance of such resignation shall not be necessary to make it effective. All Association records and property must be surrendered upon resignation.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officers appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 7. Multiple Offices. No person shall simultaneously hold more than one (1) office except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Officer 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 of Directors are carried out; sign all leases, mortgages, deed and other written instruments and shall co-sign all checks and promissory notes.
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(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board of Directors.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors. The Secretary may be a Director of the Board of Directors if elected by the Members.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds, all as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and cause an annual audit of the Association books to be made by a public accountant or a three (3) person audit committee comprised of Owner Members, as appointed by the Board of Directors. At the completion of each fiscal year (calendar year), the Treasurer shall prepare, or cause to be prepared, an annual report of the prior year actual income and expenditures compared to the approved budget with an explanation of variances for presentation to the Members at the annual meeting. The Treasurer shall prepare an annual budget for the approval of the Board of Directors and presentation to the Members for approval at the annual meeting.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Amended and Restated Declaration, a Nominating Committee as provided by these By-Laws and a Maintenance Committee to oversee the grounds maintenance. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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 Amended and Restated 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 purchased at a reasonable cost as may be set by the Board of Directors.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Amended and Restated Declaration, each Member is obligated to pay the Association the Annual Assessments which are secured by a continuing lien upon the property against which the Assessment is made. Any Assessments or fees which are not paid when due shall be delinquent. If the assessment is not paid when due, the assessment shall bear interest at a rate set by the Board of Directors not to exceed the maximum interest rate allowed by law plus a late charge set by the Board of Directors as posted on the original invoice when sent. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, with interest, fees, 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 avoid this obligation.

ARTICLE XII

AMENDMENTS AND CONTROLLING EFFECT OF DECLARATIONS AND ARTICLES OF INCORPORATION

Section 1: Amendment. These By-Laws amend the prior by-laws of the Association. These By-Laws may be amended at a regular or special meeting of the Members by a vote of a majority of owners of record in person and/or by proxy.

Section 2: Conflict. In the case of any conflict between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall control. In the case of any conflict between either these By-Laws and the Amended and Restated Declaration or the Articles of Incorporation and the Amended and Restated Declaration, the Amended and Restated Declaration shall control and no provision of the Articles of incorporation or of the By-Laws shall in any manner be taken or deemed to amend or release any of the Amended and Restated Declaration.

Section 3. Section One Conflict. In the case of any conflict between these By-Laws and the Declaration of Covenants, Conditions, Easements and Restrictions of Section One, these By-Laws shall control. However, no provision of the Articles of incorporation or of the By-Laws shall in any manner be taken or deemed to amend or release any of the Declaration of Covenants, Conditions, Easements and Restrictions of Section One.

Section 4. Section Seven Conflict. In the case of any conflict between these By-Laws and the Declaration of Covenants, Conditions, Easements and Restrictions of Section Seven, these By-Laws shall control. However, no provision of the Articles of incorporation or of the By-Laws shall in any manner be taken or deemed to amend or release any of the Declaration of Covenants, Conditions, Easements and Restrictions of Section Seven.

ARTICLE XIII

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.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Each Director and officer of the Association shall be indemnified by the Association against any and all costs and expenses, including attorneys' fees actually and necessarily incurred in connection with the defense of any civil, criminal, administrative or other claim, action, suit or proceeding (whether by or in the right of the Association or otherwise) in which the officer or Director may become involved or with which he may be threatened, by reason of the person being or having been a Director or officer of the Association, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty upon receipt by the Association of any opinion of independent legal counsel that the indemnified Director or officer acted in good faith and in a manner the Director or officer reasonably believed to be in or not opposed to the interests of the Association, and in respect of any criminal action or proceeding, the indemnified Director or officer reasonably believed that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Director or officer did not act in good faith and in a manner the Director or officer reasonably believed to be in or not opposed to the best interests of the Association, and in respect of any criminal action or proceeding, did not reasonably believe that his conduct was lawful.

Section 2. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director or officer may be entitled under any other By-Law, agreement, vote of disinterested Director, as a matter of law, 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 or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

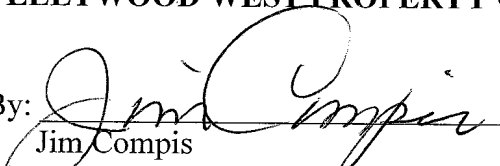
Section 3. Notwithstanding the provisions of the preceding paragraph, no person shall be entitled to indemnification pursuant thereto in relation to any matter as to which indemnification shall not be permitted by law.

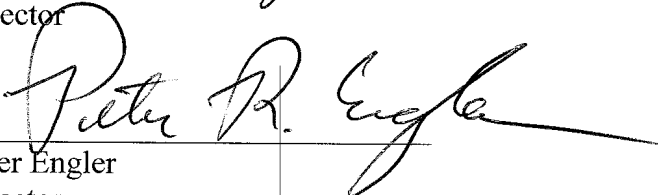
Section 4. The Association may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the

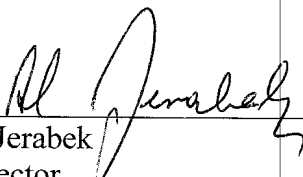
Association would have the power to indemnify him against such liability under the preceding provisions of this Article or applicable provisions of law.

IN WITNESS WHEREOF, these Amended and Restated Bylaws of Fleetwood West Property Owners Association have been adopted effective as of the 9th day of December, 2006.

FLEETWOOD WEST PROPERTY OWNERS ASSOCIATION

By: 
Jim Compis
Director

By: 
Peter Engler
Director

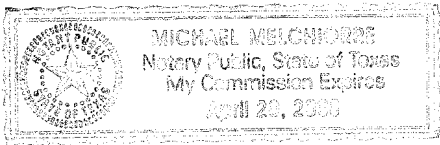
By: 
Al Jerabek
Director

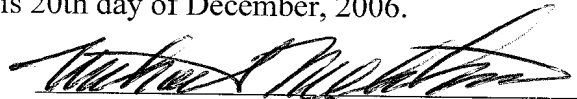
STATE OF TEXAS §

COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Jim Compis, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal of office this 20th day of December, 2006.



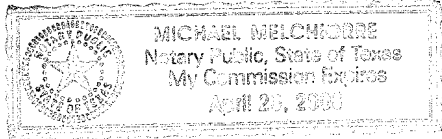

Notary Public in and for the State of Texas
My commission expires: 4/20/2008

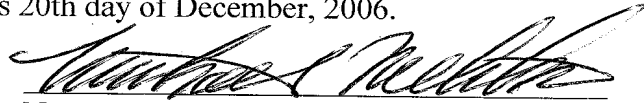
STATE OF TEXAS §

COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Peter Engler, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal of office this 20th day of December, 2006.



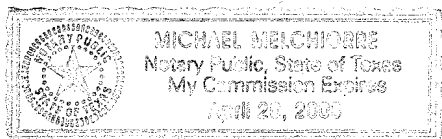

Notary Public in and for the State of Texas
My commission expires: 4/20/2008

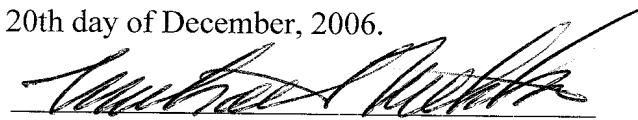
STATE OF TEXAS §

COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Al Jerabek, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

Given under my hand and seal of office this 20th day of December, 2006.




Notary Public in and for the State of Texas
My commission expires: 4/20/2008

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Fleetwood West Property Owners Association, a Texas non-profit corporation, and.

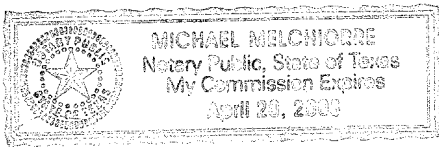
THAT the foregoing Amended and Restated Bylaws of Fleetwood West Property Owners Association constitute the amended and restated By-Laws of said Association, as duly adopted by majority vote of the Members of said Association on the 9th day of December, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 20th day of December, 2006.

By: *Patsy Sabrsula*
Patsy Sabrsula
Secretary
Fleetwood West Property Owners Association

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20th day of December, 2006, by Patsy Sabrsula, as Secretary on behalf of Fleetwood West Property Owners Association.



Michael Melonore
Notary Public in and for the State of Texas
My commission expires: 4/20/2008