

AMENDED BYLAWS OF

WILLOW FOREST HOMES ASSOCIATION, INC.

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WHEREAS, the Board of Directors of WILLOW FOREST HOMES ASSOCIATION, INC. (the "Association") met in a duly called Meeting to adopt the Amended Bylaws, a quorum of the Board of Directors members was established and the Meeting of the Board of Directors was called to order. Pursuant to the Bylaws, and the power vested in the Board of Directors by the Texas legislature, a motion was made to amend the Bylaws to comply with the new laws adopted by the Texas legislature. The motion was made and seconded. A discussion was held and the motion was adopted by a majority vote of the Board of Directors and these Amended Bylaws hereafter shall be binding on the Association from adoption of the amendment.

THEREFORE, the Amended Bylaws of the Association are hereby amended as set forth herein. The remainder of the Amended Bylaws remain unchanged except for the specific provisions set forth herein, which shall henceforth be Amended to read as follows:

Article V., Section 1 of the Bylaws is amended to read as follows:

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Section 1. Number and Composition of Directors. The number of directors in the Association shall be not less than five (5). A stagger of board member terms has been established and shall continue in the schedule for the 2012 Election Assembly. At each Election Assembly, the Members shall elect the number of Directors equal to the number of Directors whose terms expire at such time for a term of three (3) years. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote.

Article V., Section 3 of the Bylaws is hereby amended to read as follows.

Section 3 Removal of Directors and Vacancies. Any Director may be removed from the Board for cause by a majority vote of the Board. Furthermore, 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 for the remainder of such removed Director's term. If a Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or a crime involving moral turpitude, the board member is immediately ineligible to serve on the Board, and automatically considered removed from the Board, and prohibited from future service on the Board.

Article V., Section 5 of the Bylaws is amended to read as follows:

Section 5 Action Taken Without a Meeting. The Directors shall have the right to take any action which they could take at a meeting by execution of a written consent instrument signed by all of the Directors, subject to the following exceptions. The Board may not, without prior notice to owners, consider or vote on: fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense on the issue. Any action so approved shall have the same effect as though taken at a meeting of the Directors and must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

Article VI., Section 1 of the Bylaws is amended to read as follows:

Section 1. Organizational Meetings and Regular Meetings and Notice thereof. The first meeting of the Board of Directors following each annual meeting of the Members shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board. Such meetings shall be noticed to the Members of the Association in accordance with Article IV, Section 3 of these Bylaws. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time

to time by a majority of the Directors. Notice of the time and place of the meeting shall be communicated to the Directors not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting. Members shall be given notice of the date, hour, place, and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be mailed to each property owner not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting. Or, notice must be provided at least 72 hours before the start of the meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to members, in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; on any Internet website maintained by the Association or other Internet media; and sending the notice by e-mail to each owner who has registered an e-mail address with the Association. It is an owner's responsibility to keep an updated e-mail address registered with the Association. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member(s) at his or her address as it appears on the records of the Association, with postage thereon paid.

Article VI., Section 2 of the Bylaws is amended to read as follows:

Section 2. Special Board Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) Directors. The notice shall specify the time and place of the meeting. The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given at the director's telephone number or sent

to the director's address as shown on the records of the Association. Notices to the Directors sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least seventy-two (72) hours before the time set for the meeting.

Article VI., Section 4 of the Bylaws is a new section and reads as follows:

Section 4. Open Meetings. Regular and special board meetings shall be open to owners, subject to the right of the board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any Member may speak.

Article VII., Section 1 of the Bylaws is hereby amended to read as follows:

Section 1. Nomination of Directors. Nomination for election to the Board of Directors may be made by the members (including those who serve on the Board) prior to the Election Assembly and the Board of Directors shall serve as the Nominating Committee. Nominations may also be made from the floor of the Election Assembly. Election to the Board of Directors shall take place at the "Election Assembly" and shall be by written ballot or absentee ballot.

Article VII., Section 2 is hereby amended to read as follows:

Section 2. Election and Election Assembly. The Election Assembly shall be held at a date, time and location chosen by the Board of Directors. Such Assembly shall be held on the same date and at the same location as the Annual Meeting, and shall be held immediately prior to the Annual Meeting for the purpose of accepting and tabulating all ballots, including those ballots cast in person, by proxy or by absentee ballot, and thereat determining the outcome of the election of Directors of the Association. At such Election Assembly, the members may cast, in respect to each position in the election, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Article VII., Section 3 is a new section of the Bylaws and reads as follows:

Section 3. Qualifications for Director. To qualify as a Director of the Board, the candidate must be a homeowner in the subdivisions comprising the Association. If a board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a person has been convicted of a felony or a crime involving moral turpitude, such person is immediately ineligible to serve on the Board. In the event such person is already serving on the Board, upon discovering such information, such person shall automatically be considered removed from the Board, and prohibited from future service on the Board.

Article X., Section 3 of the Bylaws is amended to read as follows:

Section 3. Notice of Annual or Special Meetings: Written notice of each Annual or Special meeting of the Members shall be given by, or at the direction of, the President or the Vice President or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, to each Member, 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, the purpose of the meeting and the agenda for the meeting. The notice shall be mailed to each property owner not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting. In addition to the aforementioned mailing requirements, notice of any Annual or Special meeting of the members may also be posted in a conspicuous manner reasonably designed to provide notice to members, in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; on any Internet website maintained by the Association or other Internet media; or by sending the notice via e-mail to each Owner who has registered an e-mail address with the Association. It is an Owner's responsibility to keep an updated e-mail address registered with the Association.

Article X., Section 4 of the Bylaws is amended to read as follows:

Section 4. Quorum and Adjournment of Meetings. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of the membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If any meeting of the Members cannot be held because a quorum is not present, the Members present in person or represented by proxy shall have power to adjourn and/or reschedule the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned/rescheduled meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the required quorum is not forthcoming at such a meeting, the meeting may be adjourned and/or rescheduled to a new date and the required quorum at such meeting shall be one-half (1/2) of the required quorum at the immediately preceding meeting. This procedure shall be continued until a quorum has been obtained; provided however, that such reduce quorum requirement

shall not be applicable at a subsequent meeting held more than sixty (60) days following the originally scheduled meeting.

Article X., Section 5 of the Bylaws is amended to read as follows:

Section 5. Voting, Proxies and Absentee Ballots. The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. Members may vote in person, by proxy or by absentee ballot. All votes shall be in writing and signed by the Member. 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.

THE UNDERSIGNED Board of Directors hereby adopt the foregoing Amended Bylaws of the Willow Forest Homes Association, Inc. The amendment to the Bylaws set forth above shall be deemed to be a part of and shall be interpreted in accordance with the Bylaws. All provisions of the Bylaws not amended herein are hereby ratified and confirmed in all respects.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected President of WILLOW FOREST HOMES ASSOCIATION, INC., a Texas Non-Profit Corporation, and

That the foregoing Amended Bylaws of the Association constitute the Amended Bylaws of said Association as duly adopted by majority vote of the Board of Directors present at a Regular Meeting of the Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 30 day of 12
_____, 2011.

WILLOW FOREST
HOMES ASSOCIATION, INC.

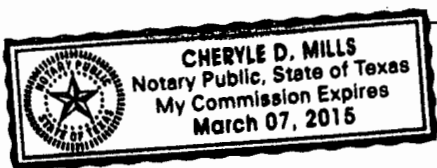
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By: _____

Harold Reed, President

BEFORE ME, the undersigned authority, on this day personally appeared, Harold Reed, the PRESIDENT of WILLOW FOREST HOMES ASSOCIATION, INC., 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, on behalf of WILLOW FOREST HOMES ASSOCIATION, INC.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 30 day of December, 2011.



Notary Public- State of Texas

Return to:
O'Neal Law Firm
12337 Jones Road, Suite 300
Houston, Texas 77070

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 herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

FEB - 2 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

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