

**BYLAWS
OF
WINCHESTER MEADOWS MAINTENANCE ASSOCIATION, INC.**

ARTICLE 1 - OFFICES

1.01 REGISTERED OFFICE AND AGENT

The registered office of Winchester Meadows Maintenance Association, Inc. (the "Corporation") shall be maintained at 1901 San Jacinto, in the City of Houston, in the State of Texas. The registered office or the registered agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement required by law.

1.02 PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 1901 San Jacinto, Houston, Texas 77002.

1.03 OTHER OFFICES

The Corporation may also have offices at such other places, within the State of Texas, as the Board of Directors may from time to time designate, or the business of the Corporation may require.

ARTICLE II - MEETINGS

2.01 PLACE OF MEETINGS

All meetings of the Members shall be held at the principal office of the Corporation, or any other place within this state, as may be designated for that purpose from time to time by the Board of Directors.

2.02 ANNUAL MEETING

The annual meeting of Members for the election of directors and such other business as may properly be brought before the meeting shall be held each year in the month of March.

2.03 FAILURE TO HOLD ANNUAL MEETING

Failure to hold any annual meeting will not work a dissolution of the Corporation. If, within any 13-month period, an annual meeting of Members is not held, any Member may apply to any court of competent jurisdiction in the county in which the principal office of the Corporation is located for a summary order that an annual meeting be held.

2.04 SPECIAL MEETINGS

Special meetings of the Members for any purpose or purposes whatsoever may be called by the President, or by the Board of Directors, or at the request in writing of Members who are entitled to vote one-third (1/3) of all of the votes of Class A membership. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

2.05 NOTICE OF MEETING

Notice of the meeting, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each Member entitled to vote at the meeting at least ten but not more than fifty days before the date of the meeting either personally or by mail or other means of written communication, addressed to the Member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice.

2.06 WAIVER OF NOTICE

Whenever any notice is required to be given to any Member under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of notice signed by a Member entitled to such notice, whether before or after the meeting, shall be equivalent to the giving of such notice. All such written waivers of notice shall be filed with the corporate records or made a part of the minutes of the meeting.

2.07 RECORD DATE

For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, the Board of Directors may in advance establish a record date which must be at least ten (10) but not more than fifty (50) days prior to such meeting. If the Board of Directors fail to establish a record date, the record date shall be the date on which notice of the meeting is mailed.

2.08 VOTING LIST

At least ten (10) days before each meeting of Members, the officer or agent having charge of the Corporation's books shall make a complete list of the Members entitled to vote at that meeting or any adjournment of that meeting, arranged in alphabetical order, with the address of and the number of votes held by each. The list shall be kept on file at the registered office of the Corporation for a period of ten (10) days prior to the meeting, and shall be subject to inspection by any Member at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject, during the whole time of the meeting, to the inspection of any Member. The original share transfer books shall be prima facie evidence as to the Members entitled to examine such list or transfer books or to vote at any

meeting of Members. However, failure to prepare and to make the list available in the manner provided above shall not affect the validity of any action taken at the meeting.

2.09 PROXIES

A Member may vote either in person or by proxy executed in writing by the Member and filed with the Secretary of the Corporation. A telegram, telex, cablegram, or similar transmission by the Member, or a photographic, photostatic, facsimile, or similar reproduction of a writing executed by the Member, shall be treated as an execution in writing for purposes of this paragraph. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable.

2.10 QUORUM OF MEMBERS

The presence at the meeting of Members entitled to cast, or proxies entitled to cast, one-tenth (1/20) of the votes of each class of membership, shall constitute a quorum at all meetings of the Members for the transaction of business. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

2.11 VOTES PER SHARE

Each Member shall be entitled to one vote on each matter submitted to vote at a meeting of Members, except to the extent that the voting rights of the shares of any class or classes are limited, or denied by the Articles of Incorporation or in the Declaration. A Member may vote either in person or by proxy.

2.12 TELEPHONE MEETINGS

Subject to the notice provisions required by these Bylaws and by the Texas Non-Profit Business Corporation Act, Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE III - DIRECTORS

3.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to any limitation imposed by the Texas Non-Profit Corporation Act, the Articles of Incorporation, these Bylaws or the Declaration of Covenants, Conditions and Restrictions.

The Board of Directors shall be empowered

- (a) To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) To suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) To employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- (f) To negotiate and execute contracts with other community associations to provide the use to Members of the Corporation certain recreation amenities, including but not limited to swimming pools and tennis courts, available from the other community associations and to pay for the use of said recreation facilities out of the annual assessment as hereinbelow provided.

3.02 DUTIES

The Board of Directors shall have the duty 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 Corporation, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

- i. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - ii. 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.
- (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 Corporation;
 - (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
 - (g) cause the Common Area to be maintained.

3.03 NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of Directors of this Corporation shall be three. The Directors need not be Members of this Corporation. The number of Directors may be increased from time to time by a vote of a majority of the entire Board of Directors. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of Members called for that purpose.

3.04 ELECTION AND TENURE OF OFFICE

The Directors shall be elected at the annual meeting of the Members, and each Director so elected shall hold office until their respective successors are elected, or until their death, resignation or removal.

3.05 VACANCIES

- (a) Vacancies in the Board of Directors shall exist in the case of death, resignation or removal of any Director or in case the authorized number of Directors is increased or in case the Members fail to elect the full authorized number of Directors at any annual or special meeting of the Members at which any Director is elected.
- (b) Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of

Directors or by election at an annual or special meeting of Members called for that purpose.

3.06 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office, with or without cause, by a majority vote of the Members of the Corporation at any regular meeting or special meeting of ten Members.

3.07 PLACE OF MEETINGS

Regular meetings of the Board of Directors shall be held at any place within or without the State of Texas that may be designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the registered office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the registered office. Any regular or special meeting is valid, wherever held, if held on written consent of all members of the Board given either before or after the meeting and filed with the Secretary of the Corporation.

3.08 REGULAR MEETING

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the Members of the Corporation, and at such other times as Directors may determine.

3.09 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose shall be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Written notice of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed or telegraphed or personally delivered to each Director at least seven (7) days before the meeting.

3.10 QUORUM

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at any duly held meeting at which a quorum is present is an act of the Board of Directors. Each Director who is present at the meeting will be deemed to have assented to any action taken at such meeting unless the Director's dissent to the action is entered in the minutes of the meeting, or unless the Director shall file a written dissent thereto with the Secretary of the meeting, or shall forward that dissent by registered mail to the Secretary of the Corporation immediately after the meeting.

3.11 CONDUCT OF MEETINGS

At every meeting of the Board of Directors, the President, or in the President's absence any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary shall be absent from any meeting, the presiding officer may appoint any person to act as Secretary of the meeting.

3.12 BOARD ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to the action. The written consent shall set forth the action taken and shall be filed with the minutes of the proceedings of the Board. Any action by written consent shall have the same force and effect as a unanimous vote of those consent Directors.

3.13 WAIVER OF NOTICE

Whenever any notice is required to be given to any Director under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this Corporation, the Declaration of Covenants, Conditions and Restrictions, or these Bylaws, a waiver of notice in writing signed by the Director entitled to such notice, whether before or after the meeting, shall be equivalent to the giving of such notice. All such written waivers of notice shall be filed with the corporate records and made a part of the minutes of the meeting.

3.14 RESIGNATION

A Director may resign at any time upon written notice to the Corporation given to the President of the Board, the Vice President or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt or any later time specified therein. The acceptance of a resignation shall not be necessary to make it effective.

3.15 COMPENSATION

No salary shall be paid Directors, as such, for their services but, by resolution, the Board of Directors may allow a reasonable fixed sum and expenses to be paid for attendance at regular or special meetings. Any Director may serve the Corporation in any other capacity as an officer, agent, employee or otherwise and receive compensation therefor.

3.16 COMMITTEES

The Board of Directors may from time to time designate members of the Board to constitute committees, including an Architectural Committee, which shall in each case consist of such number of Directors, not less than two, and shall have and may exercise such power, as the Board may determine and specify in the respective resolutions appointing them. A majority of all

the members of any such committee may determine its action and fix the time and place of its meeting, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to change the number, subject as aforesaid, and members of any such committee, to fill vacancies and to discharge any such committee.

ARTICLE IV - OFFICERS

4.01 ELECTION, NUMBER, QUALIFICATION, TERM, COMPENSATION

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The officers shall consist of a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may also elect, additional Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolution not inconsistent with these Bylaws. Two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person. None of the officers need be Directors except the President. The Board of Directors shall have the power to enter into contracts for the employment and compensation of officers for such terms as the Board deems advisable. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

4.02 REMOVAL

The officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

4.03 RESIGNATION

An officer may resign at any time upon written notice to the Corporation given to the Board, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or any later time specified therein. The acceptance of a resignation shall not be necessary to make it effective.

4.04 POWERS AND DUTIES OF OFFICERS

The officers of the Corporation shall have the powers and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

4.05 VACANCIES

If the office of the President, Vice President, Secretary, Treasurer, Assistant Secretary (if any), or Assistant Treasurer (if any) becomes vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term, and until a successor is elected.

4.06 PRESIDENT

The President shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be an ex-officio member of all standing committees including the executive committee. He shall execute all leases, deeds, mortgages and other instruments requiring a seal, in the name of the Corporation, and he shall co-sign all checks and promissory notes.

4.07 VICE PRESIDENT

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

4.08 SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of Members and record all of the proceedings of the meetings of the Board of Directors and of the Members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of an Assistant Secretary or of the Treasurer. In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the Board and Members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

4.09 TREASURER

- (a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other

transactions in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

- (b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.
- (c) The Treasurer shall authorize an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year.
- (d) If required by the Board, the Treasurer 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.
- (e) If required by the Board of Directors, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

4.10 ASSISTANT SECRETARY AND ASSISTANT TREASURER

In the absence of the Secretary or Treasurer, an Assistant Secretary or Assistant Treasurer, respectively shall perform the duties of the Secretary or Treasurer. Assistant Treasurers may be required to give bond as in 4.09(e). The Assistant Secretaries and Assistant Treasurers, in general shall have such powers and perform such duties as the Treasurer or Secretary, respectively, or the Board of Directors or President may prescribe.

ARTICLE V - EXECUTION OF INSTRUMENTS AND DEPOSITS OF FUNDS

5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and that authority may be general or confined to specific instances, and, unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

5.02 EXECUTION OF INSTRUMENTS

Unless otherwise specifically determined by the Board of Directors, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the Corporation, other corporate instruments or documents, and certificates of shares of stock

owned by the Corporation shall be executed, signed, or endorsed by the President and by the Treasurer, and may have the seal affixed thereto.

5.03 BANK ACCOUNTS AND DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom that power may be delegated from time to time by the Board of Directors.

ARTICLE VI - INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

6.01 INDEMNIFICATION

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceedings, whether civil, criminal, administrative, arbitratve, or investigative, including all appeals, because that person is or was a director, officer, employee, or agent of the Corporation. Indemnification shall be against all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding except that if the person is found liable to the Corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation. The indemnification provided in this Bylaw shall also extend to preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

6.02 INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise 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 Corporation would have the power to indemnify him against such liability under these Bylaws or the laws of the State of Texas.

6.03 ADVANCED EXPENSES

The Corporation may pay in advance any expenses which may become subject to indemnification if the Board of Directors authorizes the specific payment, and the person

receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation.

6.04 OTHER PROTECTION AND INDEMNIFICATION

The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such Director or officer or former Director or officer or such person may be entitled, under any agreement, insurance policy or vote of Members, or otherwise.

ARTICLE VII - CORPORATE RECORDS, REPORTS AND SEAL

7.01 MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the registered office a book of minutes of all meetings of its Directors, each committee of its Board of Directors and its members, with the time and place of holding whether regular or special, and, if special, how authorized, the notice given of the meeting, the names of those present at Directors' and committee meetings, the number of Members present or represented at the Members meetings, and the proceedings of the meetings.

7.02 BOOKS OF ACCOUNT

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares.

7.03 INSPECTION OF RECORDS BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

7.04 INSPECTION OF RECORDS BY MEMBERS

Any person who shall have been a Member of record for at least six months immediately preceding that person's demand to inspect the corporate records, on written demand stating the purpose thereof, has the right to examine, in person, or by agent, accountant, or attorney, at any reasonable time or times, for any proper purpose, its books and records of account, minutes, and record of Members, and is entitled to make extracts therefrom.

7.05 CORPORATE SEAL

The corporate seal shall be circular in form and shall contain the name of the Corporation, and the word "TEXAS" encircling an image of the Lone Star. The seal may be used by causing it

or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time.

ARTICLE VIII - AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors, subject to repeal or change by action of the Members at any meeting of the Board of Directors at which a quorum is present, provided notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.

ARTICLE IX - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X - ASSESSMENTS

As more fully provided in the Declaration, each Owner is obligated to pay to the Corporation 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. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6 percent per annum, and the Corporation 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 assessments provided for herein by non use of the Common Area or abandonment of his Lot.

ARTICLE XI - MISCELLANEOUS

11.01 DEFINITIONS

- (a) "Corporation" shall mean and refer to WINCHESTER MEADOWS MAINTENANCE ASSOCIATION, INC., its successors and assigns.
- (b) "Properties" shall mean and refer to that certain real property described in the Amended and Restated Declaration of Restrictions for the Subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

- (c) "Common Area" shall mean all real property owned by the Corporation for the common use and enjoyment of the Owners.
- (d) "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.
- (e) "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.
- (f) "Declarant" shall mean and refer to Bandura Corp., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.
- (g) "Declaration" shall mean and refer to the Amended and Restated Declaration of Restrictions, applicable to the Properties recorded in the Office of the County Clerk for Harris County, Texas.
- (h) "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.
- (i) "Subdivision" shall mean all of Lots 1 through 29 both inclusive, in Block 1 and all of Lots 1 through 9 both inclusive in Block 2 of Winchester Meadows Section One, a subdivision in Harris County Texas, according to the map recorded under Film Code No. 358135 of the Map Records of Harris County, Texas; and all of Lots 30 through 47 both inclusive, in Block 1, and all of Lots 10 through 16 both inclusive in Block 2 of Winchester Meadows Section Two, a subdivision in Harris County, Texas, according to the map recorded under Film Code No. 358136 of the Map Records of Harris County, Texas, and such other Lots and acreage that may be annexed into the Corporation and brought under the jurisdiction of the Corporation.

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.

IN WITNESS WHEREOF, we, being all of the directors of the Winchester Meadows
Maintenance Association, Inc., have hereunto set our hands this ~~10th~~ day of ~~June~~, 1994.

14th

July

goc

James O. Crowell
James O. Crowell

Lieven J. Van Riet
Lieven J. Van Riet

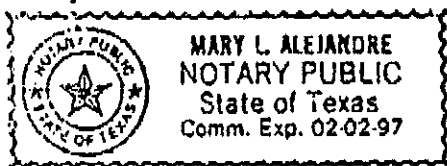
Lieven J. Van Riet, Jr.
Lieven J. Van Riet, Jr.

THE STATE OF TEXAS)(

COUNTY OF HARRIS)(

Before me, a notary public, on this day personally appeared James O. Crowell, Lieven J. Van Riet, and Lieven J. Van Riet Jr., known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declared that the statements therein contained true and correct.

Given under my hand and seal of office this 14th day of July, 1994.



Mary L. Alejandre
Notary Public, State of Texas
My commission expires:

02-02-1997