

BY-LAWS
OF
SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 4200 Westheimer, Suite 251, Houston, Texas, but meetings of members and trustees may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Trustees.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Building Plot" or "Lot" shall mean and refer to each of the individual tracts of land or resubdivision of same, into which the property (including any added or annexed-property), excepting the Common Properties, Has been divided for the construction of single family residences thereon for individual use and ownership.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Building Plot 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.

Section 6. "Declarant" shall mean and refer to LANDAR CORPORATION, its successors and assigns, if such successors and assigns should acquire more than one undeveloped Building Plot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Palo Pinto County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III
MEMBERS AND ORGANIZATION

Section 1. Members. There shall be two classes of membership in this Association as provided in the Declaration.

Section 2. Annual Meetings. The first annual meeting of the members shall be held on the 1st day of December in each year, beginning with the year 1981, at the hour of 7:30 o'clock, P. M., and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 o'clock, P. M. If the day of 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 3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Trustees, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 4. 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 15 but not more than 30 days before such meeting to each member entitled to vote thereat, 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.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the 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 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.

Section 6. 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 Building Plot.

ARTICLE IV BOARD OF TRUSTEES: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) trustees, who need not be members of the Association. The number of trustees may be changed by amendment of the By-Laws of the Association. The members of the initial board of trustees, or their successors, shall serve until December 1, 1981.

Section 2. Term of Office. At the first annual meeting the members shall elect one trustee for a term of one year, one trustee for a term of two years and one trustee for a term of three years; and at each annual meeting thereafter the members shall elect one trustee for a term of three years.

Section 3. Removal. Any trustee 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 trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No trustee shall receive compensation for any service he may render to the Association. However, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The trustees 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 approval of all the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination. Nomination for election to the Board of Trustees 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 Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the members, to serve from the

close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as Many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Trustees shall be by secret written ballot. 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 the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Boards. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association, or by any two trustees, after not less than three (3) days' notice to each trustee.

Section 3. Quorum. A majority of the number of trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

(a) adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of any facilities owned or operated by the Association by 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 hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(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, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees; and

(e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Trustees 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 which 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 Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Building Plot at least thirty (30) days in advance of each annual assessment period; and
 - (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 within thirty (30) days after due date 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 Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Properties to be maintained.

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 members of the Board of Trustees, a secretary, and a treasurer, and such other officers as the Board 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 Trustees following each annual meeting of the members.

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, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of who shall hold office for such period, have such authority, and perform such duties as the Board may from time to time, determine.

Section 5. Designation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of receipt of such 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 the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Trustees; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Trustees.

Vice-President

(b) 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.

Secretary

(c) The secretary shall record the 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.

Treasurer

(d) The treasurer shall receive and deposit in appropriate banks accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and 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.

ARTICLE IX
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
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 Declaration, the Articles of Incorporation 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 reasonable cost.

ARTICLE XI
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 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 ten (10%) per cent per annum, and 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 assessments provided for herein by non-use of the Common Properties or abandonment of his Building Plot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE XIII
AMENDMENTS

The By-Laws of this Association are hereby adopted by the initial Board of Trustees and until December 1, 1981, shall be amended or altered by a majority of the members of the initial Board of Trustees, or their successors, and thereafter by a vote of the members holding a majority of the membership votes of this Association.

ARTICLE XIV
MISCELLANEOUS

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, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Trustees of SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., have hereunto set our hands the 26th day of April, A.D., 1979.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC., a non-profit corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Trustees thereof, held on the 26th day of April, A. D., 1979,

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Association this the 26th day of April, A. D., 1979.

Robert L. Farrar, Jr.
Secretary

FIRST AMENDMENT
TO THE BY-LAWS OF
SPORTSMAN'S WORLD PROPERTY OWNERS' ASSOCIATION, INC.

This First Amendment to the By-Laws of Sportsman's World Property Owners' Association, Inc. (this "First Amendment") is adopted effective as of Apr. 19, 1989, pursuant to and in accordance with the provisions of Section 2.09 of the Texas Non-Profit Corporation Act.

RECITATIONS:

A. Sportsman's World Property Owners' Association, Inc. (the "Association" or the "Corporation"), is a Texas non-profit corporation formed pursuant to and evidenced by those certain Articles of Incorporation filed in the Office of the Secretary of State of Texas on April 25, 1979 (as from time to time amended, the "Articles of Incorporation").

B. The By-Laws of Sportsman's World Property Owners' Association, Inc. (the "Original By-Laws"), were duly adopted by the Board of Trustees of the Association at a meeting held on April 26, 1979.

C. Article XIII of the Original By-Laws provides that such Original By-Laws may be amended or altered by a vote of the Members of the Association holding a majority of the membership votes of the Association.

D. At a meeting of the Members of the Association held on the hereinabove recited effective date, the Members of the Association adopted resolutions amending the Original By-Laws of the Association as hereinbelow set forth.

AMENDMENTS:

Now, therefore, the Board of Trustees of the Association hereby declares that the Original By-Laws have been and shall hereafter be amended as follows:

1. Unless otherwise expressly provided herein, all defined terms used in this First Amendment shall have the same respective meanings as are ascribed to such terms in the Original By-Laws. As used herein, the term "By-Laws" of the Association shall mean and refer to the Original By-Laws, as amended by this First Amendment.

2. The following provision is hereby added to, and shall hereafter constitute and be, new Section 9. of Article II of the By-Laws:

"Section 9. "Act" shall mean and refer to the Texas Non-Profit Corporation Act (Tex. Rev. Civ. Stats., art. 1396-1.01, et seq.), as the same may be from time to time amended."

3. Section 2. of Article III of the Original By-Laws (which Section is set out on page 2 of the Original By-Laws) is hereby deleted in its entirety, and the following provisions are hereby substituted as, and shall hereafter constitute and be, Section 2. of Article III of the By-Laws:

"Section 2. Annual Meetings. Beginning with calendar year 1989, the annual meeting of the Members of the Association shall be held on the third Saturday in October in each year, at the hour of 10:00 o'clock A.M., local time. If the day of the annual meeting of the Members of the Association is a legal holiday, the meeting will be held at the same hour on the first Saturday following which is not a legal holiday."

4. The following provisions are hereby added to, and shall hereafter constitute and be, Section 7. of Article III of the By-Laws:

"Section 7. Joint Membership Meetings. Upon resolutions adopted by the Board of Trustees of this Association, the annual meetings and special meetings of the Members of the Association may be held jointly with the annual and special meetings, respectively, of the membership of the Sportsman's World Recreational Association, Inc.; provided, however, that with respect to all actions taken at such joint meetings requiring a vote of the membership of this Association, only the Members of this Association shall be entitled to vote on such matters, and the minutes of each of such joint meetings shall indicate and reflect the delineation and separation of such vote."

5. The first grammatical sentence (and only the first grammatical sentence) of Section 1. of Article IV of the Original By-Laws (which sentence is set out on page 3 of the Original By-Laws) is hereby deleted in its entirety, and the following sentence is hereby substituted as, and shall hereafter constitute and be, the first grammatical sentence of Section 1. of Article IV of the By-Laws:

"The affairs of the Association shall be managed by a Board of three (3) Trustees, each and all of whom shall and must be 'Members in good standing' (as defined in these By-Laws) of the Association."

6. Section 3. of Article IV of the Original By-Laws (which Section is set out on page 3 of the Original By-Laws) is hereby deleted in its entirety, and the following provisions are hereby substituted as, and shall hereafter constitute and be, Section 3. of Article IV of the By-Laws:

"Section 3. Removal. Any Trustee may be removed from the Board of Trustees, with or without cause, by a majority vote of the Members of the Association at any annual or special meeting of the membership of the Association. Additionally,

if at any time a Trustee is no longer a 'Member in good standing' of the Association, such Trustee may be removed from the Board of Trustees by a majority vote of the remaining members of the Board of Trustees of the Association. For purposes hereof, any Member of the Association shall not be a 'Member in good standing' if, and for the period of time that, (i) such Member is delinquent in the payment of any annual or special assessments levied or assessed against such Member and such Member's property by the Association, or (ii) such Member's voting rights and rights of use of facilities owned or operated by the Association have been suspended for an infraction of the published rules and regulations of the Association. In the event of death, resignation or removal of a Trustee, his successor shall be selected by the remaining members of the Board of Trustees and such successor shall serve for the unexpired term of his predecessor. Any Trustee who has been removed as hereinabove described because such Trustee was no longer a Member in good standing of the Association shall not be reinstated as a Trustee by becoming a Member in good standing, but such reinstated Member in good standing may be subsequently nominated for and elected to the Board of Trustees as provided in these By-Laws."

7. The last grammatical sentence (and only the last grammatical sentence) of Section 1. of Article V of the Original By-Laws (which sentence is set out on page 4 of the Original By-Laws) is hereby deleted in its entirety, and the following sentence is hereby substituted as, and shall hereafter constitute and be, the last grammatical sentence of Section 1. of Article V of the By-Laws:

"Such nominations may be made only from among those Members who are then Members in good standing of the Association."

8. The following provisions are hereby added to, and shall hereafter constitute and be, Section 4. of Article VI of the By-Laws:

"Section 4. Joint Board Meetings. Upon resolutions adopted by the Board of Trustees of this Association, the monthly meetings and special meetings of the Board of Trustees of the Association may be held jointly with the monthly and special meetings, respectively, of the Board of Trustees of the

Sportsman's World Recreational Association, Inc.; provided, however, that with respect to all actions taken at such joint meetings requiring a vote of the Trustees of the Board of Trustees of this Association, only the Trustees of this Association shall be entitled to vote on such matters, and the minutes of each of such joint meetings shall indicate and reflect the delineation and separation of such vote."

9. Subsection 1.(c) of Section 1. of Article VII of the Original By-Laws (which Subsection is set out on page 5 of the Original By-Laws) is hereby deleted in its entirety, and the following provision is hereby substituted as, and shall hereafter constitute and be, Subsection 1.(c) of Section 1. of Article VII of the By-Laws:

"(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association by, under or pursuant to these By-Laws, the Articles of Incorporation, the Declaration, or the Act, and not reserved to the membership of the Association by other provisions of these By-Laws, the Articles of Incorporation, the Declaration, or the Act; "

10. The third grammatical sentence (and only the third grammatical sentence) of Article XI of the Original By-Laws (which sentence appears on page 8 of the Original By-Laws) is hereby deleted in its entirety, and the following sentence is hereby substituted as, and shall hereafter constitute and be, the third grammatical sentence of Article XI of the By-Laws:

"If the assessment is not paid within thirty (30) days after the due date thereof, the assessment shall bear interest from the date due until paid at the maximum lawful rate of interest which may then be charged to or collected from the Owner owing such assessment, and the Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien of the Association against the property subject to such assessment, and in any such action or proceeding the Association shall be entitled to recover such interest, and to recover all costs, fees and reasonable attorney's fees incurred by the Association in connection with any such action or proceeding, all of which sums shall be added to and shall be a part of such

assessment, and all of which sums shall be the personal obligation of such Owner and shall be secured by the Association's lien against such property."

11. The provisions of Article XIII of the Original By-Laws (which provisions appear on pages 8 and 9 of the Original By-Laws) are hereby deleted in their entirety, and the following provisions are hereby substituted as, and shall hereafter constitute and be, Article XIII of the By-Laws:

"The Original By-Laws of this Association were adopted by the Initial Board of Trustees on April 26, 1979. From and after the date of adoption of the First Amendment to the By-Laws, the By-Laws of this Association may be amended at any special or annual meeting of the membership of the Association at which a quorum of the Members is present, by a vote of two-thirds (2/3rds) of the votes entitled to be cast by the Members of the Association present, or represented by proxy, at such meeting, unless the vote of a greater number is required by law, and any amendments receiving such vote shall be and constitute the acts of the membership of this Association."

12. The provisions of Article XIV of the Original By-Laws (which provisions are set out on page 9 of the Original By-Laws) are hereby deleted in their entirety, and the following provisions are hereby substituted as, and shall hereafter constitute and be, Article XIV of the By-Laws:

"Commencing on October 1, 1989, the fiscal year of the Association shall begin on the first day of October of each year, and shall end on the 30th day of September of the following year. Fiscal year 1989 of the Association, which began on January 1, 1989, shall end on September 30, 1989."

13. The following provisions are hereby added to the By-Laws as, and shall hereafter constitute and be, Article XV of the By-Laws:

"ARTICLE XV; CONFLICTS WITH DECLARATION AND ARTICLES OF INCORPORATION. In the event of any conflict between the terms and provisions of these By-Laws and the terms and

provisions of the Articles of Incorporation of the Association, the terms and provisions of the Articles of Incorporation shall supersede and control. In the event of any conflict between the terms and provisions of these By-Laws and the terms and provisions of the Declaration, the terms and provisions of the Declaration shall supersede and control."

14. This First Amendment to the By-Laws is intended only to effect the amendments set forth herein; all other terms and provisions of the By-Laws are hereby ratified and confirmed in all respects and shall continue to apply according to the provisions thereof. This First Amendment shall be enforceable in accordance with, and shall be construed under, the laws of the State of Texas.

IN WITNESS WHEREOF, we, being all of the members of the Board of Trustees of the Association, have hereunto set our hands on this the 15 day of April, 1989.


Name: _____ PRESIDENT


Name: _____ VICE PRESIDENT


Name: _____ SECRETARY

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Sportsman's World Property Owners' Association, Inc., a Texas non-profit corporation; and

That the foregoing First Amendment to the By-Laws of Sportsman's World Property Owners' Association, Inc., constitutes an amendment to the Original By-Laws of said Association, as duly adopted at a meeting of the membership of the Association held on the 15 day of April, 1989.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Association on this the _____ day of _____, 1989.

No Seal is used

Amber Cree
SECRETARY