

**BYLAWS FIRST AMENDMENT****Adopted by HHC Association October 30, 2003**

**FIRST AMENDMENT  
TO  
BYLAWS  
OF  
HERITAGE HILL COUNTRY ASSOCIATION, INC.**

**STATE OF TEXAS                   §  
COUNTY OF GILLESPIE       §     § KNOW ALL MEN BY THESE PRESENTS:**

THIS AMENDMENT TO BYLAWS OF HERITAGE HILL COUNTRY ASSOCIATION, INC. (this "Amendment") is made this 30th day of October, 2003, by Owners of Heritage Hill Country Association, Inc. (hereinafter referred to as "Owners").

**WITNESSETH:**

**WHEREAS**, U.S. Home Corporation, as Declarant, recorded that certain Bylaws of Heritage Hill Country Association, Inc. in Volume 387, pages 470-498 and in Volume 387, pages 568-598 under the Real Property Records of Gillespie County, Texas (the "Bylaws"); and

**WHEREAS**, U.S. Home Corporation turned over its rights with the Release to the Owners.

**WHEREAS**, Article VI, Section 6.b of the Bylaws provides for the amendment of that instrument by the Owners of fifty-one percent (51%) of the Class "A" Member, and the consent of the Class "B" Member, so long as the Class "B" Member owns property for development and/or sale in the Development. On a meeting held on October 30, 2003 by a vote of 100 to 1 of the Class "A" Members and an approval by the Class "B" Member the following amendment was approved.

**NOW, THEREFORE**, the following Bylaw is hereby added to and made a part of the Bylaws, and the Owners hereby declare that the Property shall be held, sold and conveyed subject to these restrictions which shall run with title to the Property and be binding on all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner thereof.

1. Article II, Section 3 is amended by deleting that subsection in its entirety and replacing it with the following:

Section 3. Annual Meetings. The first meeting of the Association, whether a regular or special meeting, shall be held within one (1) year from the date of incorporation of the Association. Meetings shall be of the Members or their alternatives. Subsequent regular annual meetings shall be set by the Board so as to occur during the second quarter of the Association's fiscal year on a date and at a time set by the Board of Directors.

2. Except as modified by this Amendment, the Bylaws shall remain in full force and effect,

IN WITNESS WHEREOF, the Owners have caused this Amendment to be executed by its duly authorized agent as of the date first written above.

Heritage Hill Country Association, Inc.

By: *Ross Taylor*

Its: President and Director

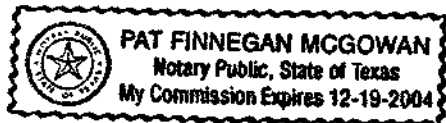
By: *Joan M. Wyatt*

Its: Secretary and Director

STATE OF TEXAS       §  
                                  §  
COUNTY OF GILLESPIE   §

BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared Ross Taylor, President and Director and Joanie Wyatt, Secretary and Director of Heritage Hill Country Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said company.

FIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 27th day of December, 2003.



*Pat Finnegan McGowan*  
Notary Public in and for  
the State of Texas

My Commission Expires: \_\_\_\_\_

FILED

AT 3:13 O'CLOCK P. M  
THE 30th DAY OF Dec  
A.D., 2003.

MARY LYNN RUSCHE  
COUNTY CLERK  
GILLESPIE COUNTY, TEXAS

BY: Mary Lynn Rusche  
DEPUTY

STATE OF TEXAS  
COUNTY OF GILLESPIE

I hereby certify that this instrument was FILED on the  
date and at the time stamped hereon by me and was  
duly RECORDED in the Volume and Page of the  
Official Public Records of Gillespie County, Texas.

VOL. 535 PAGES 654-656

RECORDED 12/31/2003

MARY LYNN RUSCHE  
County Clerk  
Gillespie County, Texas



BY: Mary Lynn Rusche  
DEPUTY

*fact*

RECORDED  
12/31/2003  
12/31/2003