

RESTATED BY LAWS OF
ADDISON TIMBERS HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the corporation in the State of Texas shall be located in the Town of Addison, County of Dallas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the officers of the corporation may require from time to time.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

MEMBERS

Members

2.01. Every Zero Lot Owner of a Zero Lot (said terms having the same meanings as defined in the Declaration of Covenants, Conditions and Restrictions on and for Midway Meadows Residential Development Zero-Lot-Line Single Family recorded in Volume 80057, Page 2572, Deed Records of Dallas County, Texas, (hereinafter called the "Restrictions") shall automatically be a Member of the Association.

Voting Rights

2.02. Members shall be entitled to one vote for each Zero Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Zero Lot, all such persons shall be Members, and the vote for such Zero Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any such Zero Lot. Only those Members having paid all assessments applicable to their respective Zero Lots on or before three (3) days prior to a meeting of Members shall be entitled to cast the vote applicable to said Zero Lot.

ARTICLE 3

MEETING OF MEMBERS

Annual Meeting

3.01. Annual meetings shall be set by the Board of Directors to occur on a date and at a time set by the Board of Directors. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at the any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon as thereafter as possible.

Special Meeting

3.02. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

Place of Meeting

3.03. The Board of Directors may designate any place, within the County of Dallas, State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the Members shall meet at any time and place, within the State of Texas, and consent to the

holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meeting

3.04. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, either personally, by mail, or by e-mail, at least ten (10) days but not more than sixty (60) days before the date of the meeting, by or at the direction of the President, Secretary, or the officer or person calling the meeting. In case of a special meeting or when required by law or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears in the records of the Association.

Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by fifty-one percent (51%) of the Members entitled to vote with respect to the subject matter thereof.

Quorum

3.06. The Members holding in excess of one half (1/2) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Proxies

3.07. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be

valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors. Directors shall each be the owner of a Zero Lot or Zero Lots.

Number, Tenure, and Qualification

4.02. The number of Directors shall be five (5). Each Director shall hold office for two (2) years. Each Director shall hold office until his or her successor shall have been elected. Each individual may only serve two consecutive two year terms and may not run for a Board seat until he or she has sat out for one year, provided that if no other Member seeks election to the Board seat of such Director, a Director may continue to serve on the Board. Each Member shall be entitled to cast the total number of votes attributed to the Zero Lots he or she represents with respect to each vacancy to be filled. There shall be no cumulative voting. "Board of Directors" as used in the Bylaws is synonymous with the term "Council of Owners" as used in the Declaration of Covenants, Conditions and Restrictions for Addison Timbers Homeowners Association, Inc.

Regular Meetings

4.03. Two (2) regular meetings of the Board of Directors shall be held each year at a place and date as the Board of Directors may designate. The Board of Directors may hold additional regular meetings of the Board as determined by the Board.

Special Meetings

4.04. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of

the Board may fix any place, within the County of Dallas, State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.05. Notice of any special meeting of the Board of Directors shall be given by written notice stating the place, date, hour and general subject of a regular or special meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be mailed to each Member at least ten (10) days but not more than sixty (60) days before the date of the meeting, or at least 72 hours before the start of the meeting by (A) posting the notice in a conspicuous manner (i) in a place located on Association common area; or (ii) on any Internet website maintained by the Association; and (B) sending the notice by e-mail to each Member who has registered an e-mail address with the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Quorum

4.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board Directors, unless the act of a greater number is required by law or these bylaws.

Vacancies

4.08. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.09. Directors as such shall not receive any fee or compensation for their service.

Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE 5

OFFICERS

Officers

5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be members of the Board of Directors.

Election and Term of Office

5.02. The officers of the corporation shall be elected annually by the Board of Directors at any regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New officers may be

created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the Members. He or she shall sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts, or other instrument which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall

perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article 6 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.08. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office address and e-mail address of each Member which shall be furnished to the Secretary by each Member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall

perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

ARTICLE 6

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

6.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

6.02. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Deposits

6.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Gifts

6.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7

BOOKS AND RECORDS

7.01. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the corporation may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 8

FISCAL YEAR

8.01. The fiscal year of the Corporation shall be set by resolution of the Board of Directors. In the absence of a resolution, the fiscal year shall be the calendar year.

ARTICLE 9

ASSESSMENTS

Annual and Special Assessments

9.01. Annual and/or special assessments shall be in such amounts and shall be due and payable as set out in the Restrictions.

ARTICLE 10

SEAL

10.01. The Association shall not be required to provide a corporate seal.

ARTICLE 11

WAIVER OF NOTICE

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Restrictions, the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

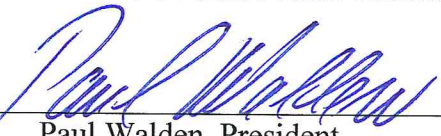
ARTICLE 12

AMENDMENTS TO BYLAWS

12.01. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Members present at any regular meeting or at any special meeting, if at least twenty (20) days' written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

Executed effective May 22, 2012.

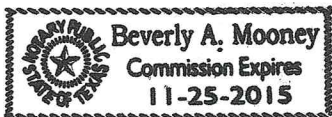
Addison Timbers Homeowners Association, Inc.

By: 
Paul Walden, President

ACKNOWLEDGMENT

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on this the 30th day of May, 2012, by Paul Walden, President of Addison Timbers Homeowners Association, Inc., a Texas non-profit corporation, on behalf of the corporation.




Notary Public, State of Texas

After recording return to:

Rodney L. Hubbard
Blanscet Hooper & Hale, LLP
14285 Midway Road, Suite 400
Addison, Texas 75001