

**CERTIFICATE OF FIRST AMENDMENT  
TO THE BYLAWS OF  
CHIMNEY HILL COMMUNITY ASSOCIATION**

The undersigned, being the duly elected, qualified and acting Secretary of the Chimney Hill Community Association, a Texas nonprofit corporation; and the keeper of the minutes and the records of said corporation; does hereby certify that at a Special Meeting of the members of the Corporation held on September 1, 1988, a quorum was present and that by a majority of said quorum present in person or by proxy, voted to amend the Bylaws of the Corporation, with the following being a true and correct copy of the First Amendment to the Bylaws.

Article V, Section 1 is amended to read as follows:

The affairs of the Association shall be managed by a Board of five (5) directors, who must be members of the Association. After the 1989 annual meeting of the members, only one member per household/lot may serve on the Board at any given time.

Article V, Section 3 is amended to read as follows:

Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the members of the Association at a meeting of the members. For the purposes of removing a director from the Board, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum. In the event of death, resignation or removal of a director, his successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. A member of the Board currently serving a term on the Board may not resign his position and be reappointed to a longer term.

Article VII, Section 1 is amended to read as follows:

Nomination for election to the Board of Directors 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 Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors 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 Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members of the Association.

Article X, Section 2 is amended to read as follows:

Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-tenth (1/10) of all of the votes of the entire membership or who are entitled to vote one-tenth (1/10) of the votes of the Class A membership.

TO CERTIFY WHICH, witness my hand this the 4th day of October, 1988.

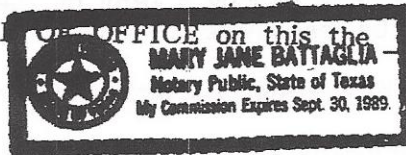
CHIMNEY HILL COMMUNITY ASSOCIATION

Nancy Pontarella  
By: Nancy Pontarella  
Secretary

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

BEFORE ME, the undersigned notary public, on this day personally appeared Nancy Pontarella, Secretary of Chimney Hill Community Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledge to me that she executed the same for the purposes and consideration therein expressed and in the capacity stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 4th day of October, 1988.



Mary Jane Battaglia  
Notary Public in and for the State of Texas

Printed Name Mary Jane Battaglia

Commission Expires: 09/30/89