

**CERTIFICATE OF AMENDMENT
OF THE BYLAWS OF
CHIMNEY HILL COMMUNITY ASSOCIATION, INC.**

The undersigned, being the duly elected, qualified and acting Secretary of Chimney Hill Community Association, Inc., a Texas non-profit corporation (the "Association") and the keeper of the minutes and records of the Association, does hereby certify the following Amendment of the Bylaws of the Association was approved by a majority of the Members of the Association present in person or by proxy at the annual Meeting of the Members held on the 15th day of February, 1990, at which a quorum was present, and which was duly called to, among other things, to amend Article V, Section 1 of the Bylaws, as follows:

Section 1. Number And Qualification

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. No member of the Association may be nominated, elected or be eligible to serve on the Board that has not paid any annual, special assessment or any other assessment/charge that is due and delinquent, including any interest, costs or reasonable attorney's fees connected therewith; nor shall any member of the Association be nominated, elected or be eligible to serve on the Board that has not complied with or satisfied the terms of any order or judgment rendered by a Court in favor of the Association against said members. If any Director currently serving a term on the Board becomes disqualified due to the failure to comply with the terms of this section, the Board shall notify the Director of the disqualifying event in writing and allow said Director fifteen (15) days from the date of the notice to comply and again become a qualified Director. Should any Director disqualified under the term of this section fail to comply within the time specified in the notice, said Director shall automatically be removed from the Board without the necessity of a vote of the remaining Directors of the members of the Association. The successor to any Director removed from the Board pursuant to this section shall be selected as set forth in Article V, Section 3.

All other provisions of the Bylaws of the Association shall remain in full force and effect.

TO CERTIFY WHICH WITNESS my hand on this nineteenth day of September, 2002.

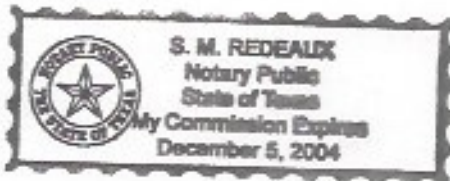


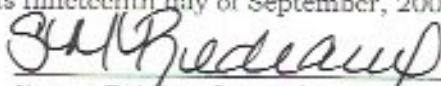
By: Tom Large, Secretary/Treasurer

STATE OF TEXAS §
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COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared TOM LARGE, Secretary of Chimney Hill Community 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, and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL of office on this nineteenth day of September, 2002.





Notary Public - State of Texas
S M REDEAUX
Typed/Printed Name of Notary
My Commission Expires: 12.05.04