

BYLAWS
OF
ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at the office of Johnson-Loggins, Inc., 1600 First City East Building, 1111 Fannin Street, Houston, Texas, but meetings of members and trustees may be held at such place 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 ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION, a Texas nonprofit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Declaration of Covenants, Conditions and Restrictions for ATASCOCITA SOUTH, a contemplated subdivision in Harris County, Texas, and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the Declaration.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 5. "Declarant" shall mean and refer to Johnson-Loggins, Inc., the Declarant in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for ATASCOCITA SOUTH, a contemplated subdivision in Harris County, Texas, and any additions or supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the first Thursday in February of each year beginning in 1977, at 10:00 a.m. at the principal office of the Association. If such date for 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 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Trustees, or upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least 15 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 the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. 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 Bylaws. 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 5. 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 Lot.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The Affairs of this Association shall be managed by a Board of Five (5) trustees, who need not be members of the Association.

Section 2. Term of Office. The initial trustees for the Association set forth in the Articles of Incorporation shall hold office until the 1977 annual meeting. At the annual meeting of 1977, the members shall elect one trustee for a term of one year, two trustees for a term of two years and two trustees for a term of three years; at each annual meeting thereafter, the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

Section 3. 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. 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 nonmembers.

Section 4. 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 of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. 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 6. Compensation. No trustee shall receive compensation for any service he may render to the Association; provided, however, any trustee, may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. 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 of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held annually without notice, at such place and hour as may be fixed from

time to time by resolution of the Board. 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 trustee after not less than three (3) days' notice to each trustee, which such notice may be waived at or prior to such meeting.

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 VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

(a) suspend the voting rights and right to the use of any facilities or services provided by the Association of 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;

(b) exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

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

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

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 when 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) fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof.

(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 such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and

(f) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; 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 whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by

giving written notice to the Board, the president or the 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. No person shall simultaneously hold more than one office except the office of vice president, secretary, treasurer, and/or special offices created pursuant to Section 4 of this Article.

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

President

(a) The president shall preside at all meeting of the Board of Trustees and of the Association; 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.

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 bank 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; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

BOOKS AND 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 Bylaws 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 X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association certain 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 percent (10%) 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 interests, 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 nonuse of any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

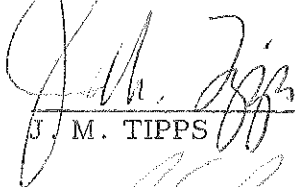
MISCELLANEOUS

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 ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION, have hereunto set our hands this 27th day of July, 1977.



WALLACE H. CLAYPOOL

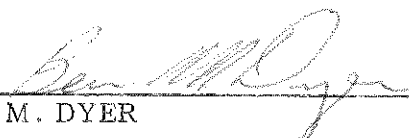


J. M. TIPPS



R. E. REAMER


RICHARD THERRIEN


BEN M. DYER

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of ATASCOCITA SOUTH
COMMUNITY IMPROVEMENT ASSOCIATION, a Texas nonprofit corporation,
and

That the foregoing Bylaws constitute the original Bylaws of said Association,
as duly adopted at a meeting of the Board of Trustees, held on the 27th
day of July, 1977.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed
the seal of said Association this 27th day of July, 1977.


Secretary

ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION
AMENDMENTS TO BY-LAWS
March 7, 1989

These amendments were adopted at the Annual Meeting of Members of the Atascocita South Community Improvement Association, reconvened from the adjournment of the Annual Meeting of February 2, 1989.

ARTICLE III
MEETING OF MEMBERS

(This amendment replaces Article III, Section 1 in its entirety.)

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the first Tuesday in November of each year beginning in 1990. If such date for the annual meeting of the members is a legal holiday, the meeting will be held on the first Tuesday following which is not a legal holiday. The time and place of the annual meeting of members shall be determined by the Board of Trustees not less than fifteen (15) days prior to the meeting; provided, however, that the place shall preferably be in the Atascocita area and that the time shall be, in the judgment of the Board of Trustees, convenient for resident participation.

(This amendment replaces Article III, Section 4 in its entirety.)

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast fifty (50) votes 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 the 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.

IN WITNESS WHEREOF, we, being all the Trustees of the ATASCOCITA SOUTH COMMUNITY IMPROVEMENT ASSOCIATION, have hereunto set our hands this 4th day of April, 1989.

David R. Hill
Ken M. Hill
A. J. Wilbourn III
Jay K. Rice
Kristin Hill

**Amendment to the By-Laws of
Atascocita South Community Improvement Association
November 2, 1993**


ARTICLE III: MEETING OF MEMBERS

(Amendment changes only the highlighted phrase):

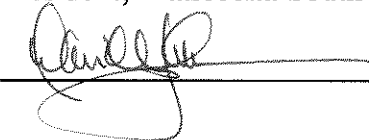
Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the **second Tuesday in November of each year beginning in 1994.**

IN WITNESS of our majority vote for approval and adoption of the foregoing Amendment to the By-Laws, we the Members of the Atascocita South C.I.A. have caused this Written Instrument to be executed by the President of the Atascocita South Community Improvement Association.

EXECUTED this 2nd day of NOVEMBER, 1993.



Gary K. Rice
President, Atascocita South C.I.A.



Attest