

BYLAWS
OF
THE MEADOWS OF BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.

ARTICLE I: NAME AND LOCATION

The name of the corporation is The Meadows of Brushy Creek Homeowners Association, Inc. ("Association"). The principal office of the corporation shall be located at 211 East 7th Street, Suite 709, Austin, TX 78701-3218, [mailing address is P.O. Box 2248, Round Rock, TX 78680] but meetings of members and directors may be held at such places within the State of Texas, County of Williamson or Travis, as may be designated by the Board of Directors.

ARTICLE II: DEFINITIONS

Section 1. "Association" shall mean and refer to The Meadows of Brushy Creek Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that tract or parcel of land situated in Williamson County, Texas which is more fully described in Article 3 of the Second Amended and Restated Declaration of Covenants and Restrictions for The Meadows of Brushy Creek and such additions thereto as may be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean all real property now owned or hereafter acquired by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Properties.

Section 5. "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, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Hy-Land Joint Venture, a Texas joint venture partnership, its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Second Amended and Restated Declaration of Covenants and Restrictions for the Meadows of Brushy Creek recorded in Volume 2626 Page 0179, Official Records of Williamson County applicable to the Properties.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III: MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of the incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the month of September of each year thereafter, at the hour of 7:00 o'clock, p.m. The date for the annual meeting of the Members may not be a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called with thirty (30) days notice by the President or the Board of Directors, or upon written request of one-fourth (1/4) of all of the Class A Members of the Association, as defined in the Declaration. The thirty (30) day notice is to allow the board to notify all class A members of the Special Meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote at the meeting, 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, as in the case of a special meeting, the purpose of the meeting.

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 total votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Article of Incorporation, the Declaration, or these Bylaws. If, however, such quorum is not present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or 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 DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number The affairs of this Association shall be managed by a board of five (5) directors until the first annual meeting, at which time the board of directors shall consist of seven (7) directors, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect three (3) directors for a term of three (3) years, three (3) directors for a term of two (2) years, and three (3) directors for a term of one (1) year; and at each annual meeting thereafter the Members shall elect three (3) directors for a term of three (3) years. Beginning September 1996 the terms of directors will reduce to two (2) years and the board will reduce to seven (7) directors by Members electing only one (1) replacement board director instead of three (3). In September 1997, Members will elect three (3) directors and in September 1998, Members will elect four (4) directors. The sequence of alternately electing three (3), then four (4) directors will continue until these Bylaws are changed.

Section 3. Removal. Any director may be removed from the Board of Directors, with cause, by a majority vote of the Members of the Association or the majority vote of the Board of Directors at a regularly scheduled meeting with fifteen (15) days notice of the agenda to the Membership. The Board shall hold an Executive Session to inform the director under discussion of the pending action. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting, after obtaining verbal approval from a quorum, which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors and those actions shall be formalized in the minutes of the next regularly scheduled meeting.

ARTICLE V: NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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 as long as the person nominated is present. The Nominating Committee shall consist of the Chairman of the Board who will chair the committee, and two or more Members of the Association. If the Chairman of the Board is seeking re-election, another member of the Board of Directors will serve as chair. 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 may be made from among Members or nonmembers.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI: MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Should the 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 Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities 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.
- (c) exercise for the Association all powers, duties and authority vested in or related to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors 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 see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;
- (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 of Directors 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 adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Properties to be maintained.

ARTICLE VIII: OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a Chairman of the Board, a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time create by resolution.

Section 2. Election of Officers. The election of officers shall take

place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he resigns sooner, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine (such as Assistant Treasurer or Assistant Secretary).

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, 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 of Directors. 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 of the offices specified in Section 1, except in case of resignation or removal, but may hold additional special offices created pursuant to Section 4 of this Article.

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

(a) Chairman of the Board. The Chairman of the Board shall preside when present at all meetings of the Members and the Board of Directors. The Chairman shall advise and counsel the President and other officers of the Corporation, shall secure meeting space, set each meeting agenda based on Board input, keep track of assigned actions and progress towards completion, chair the Nominating Committee when not seeking re-election, and shall exercise such powers and perform such duties as shall be assigned to or required by him from time to time by the Board of Directors or the Executive Committee.

(b) President. The President shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board or if such officer shall not have been elected or be serving; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments, may co-sign all checks and promissory notes, and shall serve on the Architectural Control Committee.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meeting of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; may co-sign all checks and promissory notes and shall perform such other duties as required by the Board of Directors.

(d) Treasurer. 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 Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review by a certified public accountant or if approved by a quorum an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the Members.

The Treasurer shall authorize each of the disbursements of the Association and shall ensure that each disbursement is signed by two qualified persons.

ARTICLE IX: EXECUTIVE COMMITTEE

Section 1. Constitution and Powers. The Board of Directors, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, may designate four (4) or more directors (with such alternatives, if any, as may be deemed desirable) to constitute an Executive Committee, which Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the authority and powers of the Board of Directors in the business and affairs of the Corporation, even though such authority and powers be herein provided or directed to be exercised by a designated officer of the Corporation; provided that the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Articles of Incorporation or these Bylaws is required to be taken by vote of a specified proportion of the number of directors fixed by these Bylaws, or any other actions required or specified by the Texas Non-Profit Corporation Act or other applicable law or by these Bylaws or by the Articles of Incorporation to be taken by the Board of Directors, as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law. So far as practicable, members of the Executive Committee and their alternates (if any) shall be appointed by the Board of Directors at its first meeting after each annual meeting of the Members and, unless discharged sooner by affirmative vote of a majority of the number of directors fixed by these Bylaws, shall hold office until their respective successors are appointed and qualify or until their earlier respective deaths, resignations, retirements, or disqualifications.

Section 2. Meetings. Regular meetings of the Executive Committee, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by affirmative vote of a majority of the whole Executive Committee and communicated to all the members thereof. Special meetings of the Executive Committee may be called by the Chairman of the Board, the President or any two members of the Executive Committee at any time on twenty-four (24) hours' notice to each member, either personally or by mail or telegram. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any meetings of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the number of members comprising the whole Executive Committee shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such. The Executive Committee, at each meeting thereof, may designate one of its members to act as chairman and preside at the meeting

or, in its discretion, may appoint a chairman from among its members to preside at all its meetings held during such period as the Executive Committee may specify.

Section 3. Records. The Executive Committee shall keep a record of its acts and proceedings and shall report the same, from time to time, to the Board of Directors. The Secretary of the Corporation, or, in his absence, and Assistant Secretary, shall act as Secretary of the Executive Committee, or the Executive Committee may, in its discretion, appoint its own secretary.

Section 4. Vacancies. Any vacancy in the Executive Committee may be filled by affirmative vote of a majority of the number of directors fixed by these Bylaws.

ARTICLE X: OTHER COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and the Executive Committee and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors or the Executive Committee.

ARTICLE XI: 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 Members with at least 15 days written notice. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Members at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII: ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association 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 interest, 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 the Common Properties or abandonment of his Lot.

ARTICLE XIII: CORPORATE SEAL

The Association may have a seal in a form adopted by the Board of Directors.

ARTICLE XIV: AMENDMENTS

Section 1. 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, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Member of the Association, as defined in the Declaration.

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

ARTICLE XV: 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 directors of The Meadows of Brushy Creek Homeowners Association, Inc. have hereunto set our hands this 15th day of September, 1987.

signature of directors

George LaBounty, Director
Rhett Dawson, Director
I. Jay Aarons, Director
Darlene Means, Director
Virginia Schweizer, Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of The Meadows of Brushy Creek Homeowners Association, Inc., a Texas corporation; and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by unanimous consent of the members of the Board of Directors thereof, in lieu of the organizational meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal, if any, of said Association this 15th day of September, 1987.

signature of Secretary

Darlene Means, Secretary

5-0687.65

THE STATE OF TEXAS
COUNTY OF WILLIAMSON

This is to certify that this document was FILED and
RECORDED in the Official Public Records of
Williamson County, Texas on the date and time
stamped thereon.



Elaine Rizzell
COUNTY CLERK
WILLIAMSON COUNTY TEXAS

Doc# 9608884
Pages: 10
Date : 02-22-1996
Time : 12:22:47 P.M.
Filed & Recorded in
Official Records
of WILLIAMSON County, TX.
ELAINE RIZZELL
COUNTY CLERK
Rec. \$ 27.00

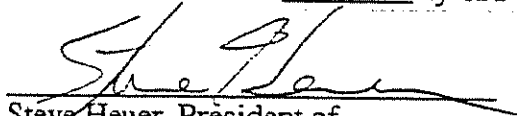
① Meadows of Brushy Creek HOA
(front)

THE MEADOWS OF BRUSHY CREEK HOMEOWNERS' ASSOCIATION
P.O. BOX 2248
ROUND ROCK, TX 78680

DECLARATION OF BYLAWS
THE MEADOWS OF BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.

I hereby certify the attached instrument is a true and correct copy of the "Bylaws of the Meadows of Brushy Creek Homeowner Association, Inc." ("Bylaws"), and affirm that the changes contained in the attached document, "BYLAWS OF THE MEADOWS OF BRUSHY CREEK HOMEOWNERS ASSOCIATION, INC.", are valid as they were approved by a majority of a quorum of Members (as stated in Article III, Section 4) present in person or by proxy (as stated in Article XIV, Section 1). The vote took place at the Annual Meeting of the members on September 21, 1995 which was announced by first class mail at least 15 days in advance (as stated in Article III, Section 3).

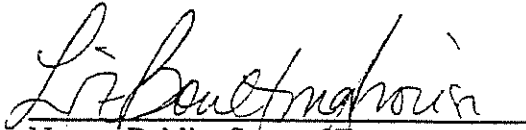
SIGNED on this the 20 day of February, 1996



Steve Heuer, President of
The Meadows of Brushy Creek Homeowners' Association

The State of Texas)
County of Williamson)

This instrument was acknowledged before me on the 20 day of February, 1996 by Steve Heuer, President of the Meadows of Brushy Creek Homeowners Association, Inc., a Texas Corporation, on behalf of said corporation.


Notary Public, State of Texas

Liz Boultinghouse
(Name of Notary, Typed or Printed)

My commission expires: 9/20/99

