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AMENDMENT 2006096324
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**FIRST AMENDMENT TO BYLAWS OF
EAGLEWOOD HOMEOWNERS' ASSOCIATION, INC.**

August 1, 2006

WHEREAS, EAGLEWOOD HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation (the "Association") has adopted Bylaws of the Association (the "Bylaws"); and

WHEREAS, Article VIII, Section 8.01 of the Bylaws provides that the Bylaws may be amended at a regular or special meeting of the members of the Association (the "Members") by a vote of a majority of quorum of Members present in person or by proxy; and

WHEREAS, Article VIII, Section 8.01 of the Bylaws further provides that the Federal Housing Administration ("FHA"), the Veterans Administration ("VA") and/or the U.S. Department of Housing and Urban Development ("HUD") shall have the right to veto any amendments to the Bylaws as long as there is a Class B membership in the Association but only if the FHA or VA has approved the Eaglewood Subdivision (the "Subdivision") and has insured any mortgages secured by first liens on the lots and houses in the Subdivision; and

WHEREAS, Class B membership in the Association has terminated; and

WHEREAS, Article IV, Section 4.06 of the Bylaws provides that holders of one-tenth (1/10th) of the votes of each class of membership in the Association, represented in person or by proxy, shall constitute a quorum for any meetings of the Members; and

WHEREAS, a duly constituted annual meeting of the Members was held on August 1, 2006, at which meeting it was proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, at such meeting of the Members on August 1, 2006, Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes in each class of membership of the Association were present; and

WHEREAS, at such meeting, a majority of those Members present, in person or by proxy, voted to amend the Bylaws as described hereinbelow.

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned, being the President of the Association, does hereby certify that at a duly constituted meeting of the Members held on August 1, 2006, Members entitled to cast, or proxies entitled to cast, one-tenth (1/10th) of the votes in each class of membership of the Association were present and of those Members present, in person or by proxy, a majority voted to amend the Bylaws as set forth hereinbelow effective August 1, 2006, to-wit:

RESOLVED: That Article V, Section 5.01 of the Bylaws is deleted in its entirety and replaced with the following:

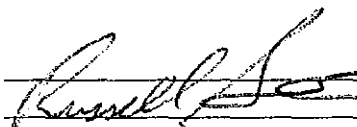
5.01. Number and Qualification. Until the first meeting of the Association, the affairs of the Association shall be governed by a Board of Directors consisting of the three (3) persons delineated in the Articles of Incorporation of the Association. At such first meeting, there shall be elected three (3) directors to the Board of Directors who shall thereafter govern the affairs of the Association until their successors have been duly elected and qualified. However, at the annual meeting of the Association in the year 2006, the number of directors shall be increased to five (5) and such five (5) directors shall thereafter govern the affairs of the Association until their successors have been duly elected and qualified.

FURTHER RESOLVED: That Article V, Section 5.04 of the Bylaws is deleted in its entirety and replaced with the following:

5.04. Election and Term of Office. At the first meeting of the Association, the term of office for three (3) directors shall be fixed at one (1) year. At the expiration of the initial term of office of each respective director, his successor shall be elected to serve a term of one (1) year. The directors shall hold office until their successors have been elected and hold their first meeting, except as is otherwise provided herein. At the annual meeting of the Association in the year 2006, the members shall elect two (2) directors for a term of three (3) years each, two (2) directors for a term of two (2) years each, and one (1) director for a term of one (1) year. At the annual meeting of the Association in the year 2006, the director candidates receiving the first and second most votes shall be elected to serve terms of three (3) years each, the director candidates receiving the third and fourth most votes shall be elected for terms of two (2) years each, and the director candidate receiving the fifth most votes shall be elected for a term of one (1) year. At each annual meeting of the Association after the year 2006, the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

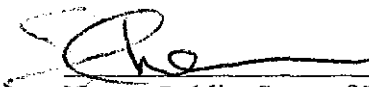
Effective as of the date first set forth hereinabove to evidence the certification set forth hereinabove.

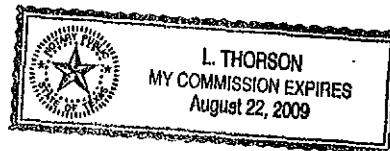
EAGLEWOOD HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation

By: , President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on June 20, 2006, by Russell Smith, President of EAGLEWOOD HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation, for and on behalf of said corporation.


Notary Public, State of Texas



AFTER RECORDING, RETURN TO:

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FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dr. Dianne Wilson

2006 Aug 07 04:12 PM

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VG1 \$17.00

Dianne Wilson, Ph.D. COUNTY CLERK
FT BEND COUNTY TEXAS