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notice
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NOTICE OF DEDICATORY INSTRUMENTS
for
KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The undersigned, being the authorized representative of Kings River Estates No. 2 Property Owner's Association, Inc., a property owners' association as defined in Section 202.001 of the Texas Property Code ("the Association"), hereby certifies as follows:

1. Property: The Property to which the Notice applies are the lots located in the following subdivisions:

- a. Kings River Estates, Section Three (3), a subdivision in Harris County, Texas according to the map or plat thereof recorded at Film Code No. 495112 of the Map Records of Harris County, Texas;
- b. Kings River Estates, Section Four (4), a subdivision in Harris County, Texas according to the map or plat thereof recorded at Film Code No. 516092 of the Map Records of Harris County, Texas (such subdivision to be commonly referred to as "Kings Crown Estates");
- c. Kings River Estates, Section Five (5), a subdivision in Harris County, Texas according to the map or plat thereof recorded at Film Code No. 525160 of the Map Records of Harris County, Texas; and
- d. Kings River Estates, Section Six (6), a subdivision in Harris County, Texas according to the map or plat thereof recorded at Film Code No. 528137 of the Map Records of Harris County, Texas.

(4)
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2. Restrictive Covenants. The description of the document(s) imposing restrictive covenants on the Property, the amendment(s) to such document(s), and the recording information for such document(s) are as follows:

a. Documents:

- (1) Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Kings River Estates Sections Three (3), Four (4), Five (5) and Six (6).

b. Recording Information:

- (1) Harris County Clerk's File Number W429316.

RP 069-43-1187

3. Dedicatory Instruments: In addition to the Restrictive Covenants identified in Paragraph 2 above, the following documents are Dedicatory Instruments governing the Association:

- (1) Articles of Incorporation of Kings River Estates No. 2 Property Owner's Association, Inc.;
- (2) Bylaws of Kings River Estates No. 2 Property Owner's Association, Inc.; and
- (3) First Amendment to Bylaws of Kings River Estates No. 2 Property Owner's Association, Inc.

True and correct copies of such Dedicatory Instruments are attached to this Notice.

This Notice is being recorded in the Official Records of Real Property of Harris County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Notice is true and correct and that the copies of the Dedicatory Instruments attached to this Notice are either the originals or true and correct copies of the originals.

Executed on this 1st day of MAY, 2009.

**KINGS RIVER ESTATES NO. 2
PROPERTY OWNER'S
ASSOCIATION, INC.**

109

Rick S. Butler

Rick S. Butler, authorized representative

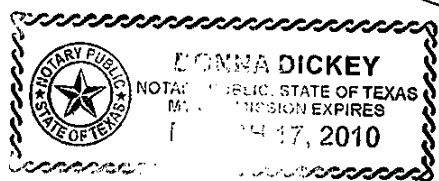
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Rick S. Butler, authorized representative of Kings River Estates No. 2 Property Owner's Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 1st day of May, 2009, to certify which witness my hand and official seal.

Donna Dickey
Notary Public in and for the State of Texas

Return to:
Rick S. Butler
Butler | Hailey
8901 Gaylord Street, Suite 100
Houston, Texas 77024-3042



8811-93-1-188

**ARTICLES OF INCORPORATION
OF
KINGS RIVER ESTATES NO. 2
PROPERTY OWNER'S ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

MAR 04 2002

Corporations Section

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE 3
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is formed for the following purposes:

1. To monitor the development of the real property known as Kings River Estates, Section Three, a subdivision located in Harris County, Texas (the "Property") which is subject to the Declaration of Covenants, Conditions and Restrictions (the "Declaration") to be recorded in the Real Property Records of Harris County, Texas, and incorporated herein as though fully recited verbatim;
2. To preserve the values and amenities of the Property for the better development, improvement, sale, use and enjoyment of it as set forth in the Declaration;
3. To exercise the power of maintaining, administering and enforcing the provisions of the Declaration and levying, collecting and disbursing the assessments and charges therein created;
4. To exercise any other power, right or privilege permitted or required of a corporation organized under the Act as now in force or hereafter amended.

SEP 06 10 43 11 AM

ARTICLE 5
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 19111 Walden Forest Drive, Humble, Texas 77346. The name of the initial registered agent at this office is Ronald R. Holley.

ARTICLE 6
RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

ARTICLE 7
MEMBERSHIP

Every Owner, as defined in the Declaration ("Owner") shall be a member of the Corporation.

ARTICLE 8
VOTING RIGHTS

The Corporation shall initially have two (2) classes of voting membership and each Owner shall have votes as follows:

Class A: The Class A members shall be all Owners, with the exception of Declarant, (as defined in the Declaration of Covenants, Conditions and Restrictions for Kings River Estates, Section Three) and shall be entitled to one vote for each Lot owned in the Property. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. When more than one person holds an interest in any Lot in the Property, the vote for such land shall be exercised as they among themselves determine but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant and such Owner shall be entitled to ten (10) votes for each Lot owned in the Property. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. The Class B membership shall cease and be converted to Class A membership on the earlier of (i) December 31, 2031, or (ii) such earlier date as Declarant, in its discretion, so determines and records an instrument to such effect in the Real Property Records of Harris County, Texas.

RP 004-43-1190

ARTICLE 9
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors shall consist of three persons. The number of directors may be increased by adoption or amendment of bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>NAME OF DIRECTOR</u>	<u>STREET ADDRESS</u>
Ronald R. Holley	19111 Walden Forest Drive Humble, Texas 77346
Jimmy Foster	19111 Walden Forest Drive Humble, Texas 77346
Emmett Vickery	19111 Walden Forest Drive Humble, Texas 77346

ARTICLE 10
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or to the members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by statute.

ARTICLE 11
INDEMNIFICATION

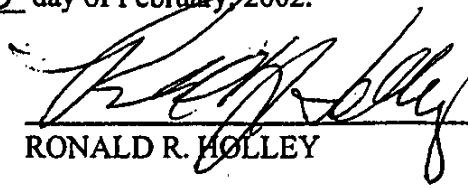
Pursuant to the section of the Act governing indemnification, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Bylaws give the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12
INCORPORATORS

The name and address of the incorporator is:

<u>NAME OF INCORPORATOR</u>	<u>STREET ADDRESS</u>
Ronald R. Holley	19111 Walden Forest Drive Humble, Texas 77346

The undersigned hereby executes these Articles of Incorporation of Kings River Estates No. 2 Property Owners Association, Inc., the 15 day of February 2002.



RONALD R. HOLLEY

RP 064-43-1192

BYLAWS OF
KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC.

Kings River Estates No. 2 Property Owner's Association, Inc., is a non-profit corporation organized to enforce the Declaration of Covenants, Conditions and Restrictions for Kings River Estates Section 3 dated January 28, 2002, and filed of record in the office of the County Clerk of Harris County, Texas, under County Clerk's File No. V584331 (the "Declaration") consisting of residential property being developed by Holley Foster Kings River, Ltd. (the "Developer").

ARTICLE I.
OFFICES

The principal office of the Association shall be in the state of Texas. Meetings of Members and directors may be held at any of those places within Harris County, Texas or any other place as designated by the Board.

ARTICLE II.
DEFINITIONS

Unless the context denotes otherwise, the following terms shall have the following meanings:

"Association" shall mean and refer to Kings River Estates No. 2 Property Owner's Association, Inc., its successors and assigns;

"Board" shall mean and refer to the Board of Directors of the Association;

"Common Area" shall mean and refer to all greenbelt areas and landscape or recreation reserves which are conveyed to and accepted by the association by Plat or separate instrument or in which the Association otherwise has an interest, which areas are established for the purposes of providing open space for aesthetic and recreational uses and may contain facilities in keeping with those purposes, including, without limitation, pedestrian walkways, street esplanades, detention areas and designated landscape easements or set backs that the Association's Architectural Review committee elects to maintain, as well as utility lines and facilities; street

medians and such unpaved area included within the definition of Public Roadway in the Declaration;

"Member" shall mean and refer to each person or entity who holds a membership in the Association;

"Owner" shall mean and refer to the legal title holder of record, whether one or more persons or entities, of any Site in the Property, including Developer, Owners who have contracted to sell any Site and any person or entity holding legal title as Trustee, but excluding those having such interest merely as security for the performance of an obligation. The term Owner as used in these Bylaws is further defined to include and refer to the heirs, executors, personal representatives, administrators, devisees and assigns of any Owner, and to all persons, firms or corporations acquiring or succeeding to the title of the Owner by sale, grant, devise, foreclosure, execution or by any legal process or by operation of law or in any other legal manner.

"Property" shall mean the real property described in Exhibit "A" attached hereto.

"Site" shall mean a lot or a parcel within the Property owned by an Owner and developed or to be developed by such Owner for residential use.

ARTICLE III. MEMBERSHIP

SECTION 1. Membership. Each Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Site which is subject to assessment by the Association. Ownership of the Site shall be the sole qualification for membership.

SECTION 2. Voting Rights. The Association shall initially have two classes of voting membership and each Owner shall have votes as follows:

Class A: The Class A members shall be all Owners, with the exception of Declarant, (as defined in the Declaration) and shall be entitled to one vote for each Lot owned in the Property. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. When more than one person holds an interest in any acre of land in the Property, the vote for such land shall be exercised as they among themselves determine but in no event shall more than one vote be cast with respect to any single acre of land.

Class B: The Class B member shall be the Declarant and such Owner shall be entitled to ten(10) votes for each Lot owned in the Property. In the case of fractional

votes, the vote shall be rounded off to the nearest whole number. The Class B membership shall cease and be converted to Class A membership on the earlier of (i) December 31, 2031 (ii) when the total votes in the Class A Membership equal the total votes in the Class B Membership, whichever is later, or (iii) such earlier date as Declarant, in its discretion, so determines and records an instrument to such effect in the Real Property Records of Harris County, Texas.

SECTION 3. Suspension of Membership. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and rights to use the recreational facilities of the Member may be suspended by the Board until the assessment has been paid. These rights of the Member may also be suspended, after notice and hearing, for a period not to exceed thirty (30) days for violation of any rules and regulations established by the Board governing the use of the Common Area and facilities.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of Members shall be held during the month of August of each year, on such day and at such time as the Board may determine for the purpose of electing directors. Any business may be transacted at an annual meeting, except as otherwise provided by law or by these Bylaws.

SECTION 2. Special Meeting. A special meeting of Members shall be called at any time by the president or secretary at the request of Members who are entitled to vote at least ten percent (10%) of all the votes of the entire membership, or a special meeting of Members may be called at any time by the Board or by the chairman of the Board or by the president. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

SECTION 3. Manner and Place of Meeting. The annual meeting of Members may be held in any manner permitted by law or these Bylaws at any place within or without the state of Texas designated by the Board. Special meetings of Members may be held in any manner permitted by law or these Bylaws at any place within or without the state of Texas designated by the chairman of the Board or the president, if he shall call the meeting, or the Board, if they shall call the meeting. Any meeting may be held at any place within or without the state of Texas designated in a waiver of notice of such meeting, but such meeting shall be held at the principal office of the Association unless another place is designated for meetings in the manner provided herein. Subject to the provisions herein for notice of meetings, meetings of Members may be held by means of conference telephone or similar communications equipment by means of which all participants can hear each other.

SECTION 4. Notice. Written or printed notice stating the place, day, and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting. Whenever any notice is required to be given to any Member, a waiver thereof in writing signed by such person(s) entitled to such notice (whether signed before or after the time required for such notice) shall be equivalent to the giving of such notice.

SECTION 5. Quorum. Except as otherwise required by law, the Articles of Incorporation, the Declaration or these Bylaws, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast the votes of 10% of each class of membership shall constitute a quorum. Except as otherwise required by law, the Articles of Incorporation, the Declaration or these Bylaws, the act of a majority of the Members at any meeting at which a quorum is present shall be the act of the Members' meeting. The Members present at any meeting, though less than a quorum, may adjourn the meeting. No notice of adjournment, other than the announcement at the meeting, need be given.

SECTION 6. Proxies. At all meetings of Members, a Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxies shall be filed with the Association before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

SECTION 7. Voting. Each Member entitled to vote upon a matter submitted to a vote at a meeting of Members shall be entitled to one vote on such matter except to the extent that the voting rights are limited or denied by the Articles of Incorporation.

SECTION 8. Officers. The chairman of the board shall preside at and the secretary shall keep the records of each meeting of Members, but in the absence of the chairman, the president shall perform the chairman's duties, and in the absence of the secretary and all assistant secretaries, his duties shall be performed by some person appointed by the presiding officer.

SECTION 9. List of Members. A complete list of Members entitled to vote at each Members' meeting, arranged in alphabetical order, with the address of each and number of votes each is entitled to cast, shall be prepared by the officer or agent having charge of the membership books and filed at the registered office of the Association and shall be subject to inspection by any Member during usual business hours for a period of ten (10) days prior to such meeting and shall be produced at such meeting and at all times during such meeting be subject to inspection by any Member.

PP 004-43-196

SECTION 10. Action by Written Consent. Any action required or permitted by statute, the Articles of Incorporation, the Declaration or these Bylaws to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed and dated by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. Management. The business and affairs of the Association shall be managed by the Board. The Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, by the Articles of Incorporation, the Declaration or these Bylaws directed or required to be exercised or done by the Members.

SECTION 2. Number. The Board shall consist of three (3) directors, but the number of directors may be increased or decreased (provided such decrease does not shorten the term of any incumbent director) from time to time by amendment to the Bylaws, provided that the number of directors shall never be less than three.

SECTION 3. Election and Term.

3.1. At the first annual meeting of Members and at each annual meeting thereafter the Members shall elect the number of directors then constituting the Board of the Association, which directors shall hold office until the next succeeding annual meeting and thereafter until their respective successors shall have been elected and qualified, unless removed in accordance with these Bylaws. Directors need not be Members nor residents of Texas.

3.2 Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board; provided, however, that if the Board consists of only one director then such vacancy shall be filled by a majority vote of the Members at a special meeting for such purpose at which a quorum of Members is present. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. In case of any increase in the number of directors, the additional directors shall be elected at an annual meeting.

SECTION 4. Removal. At any meeting of Members called expressly for that purpose, any director or the entire Board may be removed, with or without cause, by a majority vote of the members then entitled to vote at an election of directors; provided, however, if the Members of this Association are entitled to cumulative voting in the election of directors, no director may be removed when the votes cast against his removal would be sufficient to elect him if cast cumulatively at an election of directors in which the same number of total votes were voted and the entire Board, or,

if there be classes of directors, the entire class of directors of which he is a member, was then being elected.

SECTION 5. Meeting of Directors. The directors may hold their meetings and may have an office and keep the books of the Association, except as otherwise provided by statute, in such place or places in the state of Texas, or outside the state of Texas, as the Board may from time to time determine. The directors may hold their meetings in any manner permitted by law, including, by conference telephone or similar communications equipment by means of which all participants can hear each other.

SECTION 6. First Meeting. Each newly elected Board may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of the Members, and no notice of such meeting shall be necessary.

SECTION 7. Election of Officers. At the first meeting of the Board in each year at which a quorum shall be present, directors shall proceed to the election of the officers of the Association.

SECTION 8. Regular Meetings. Regular meetings of the Board shall be held in any manner permitted by law or these Bylaws and at such times and places as shall be designated, from time to time by resolution of the Board. Notice of such regular meetings shall not be required.

SECTION 9. Special Meetings. Special meetings of the Board shall be held in any manner permitted by law or these Bylaws and whenever called by the chairman of the board, the president or by a majority of the directors for the time being in office.

SECTION 10. Notice. The secretary shall give notice of each special meeting in person, or by mail or telegraph at least two (2) days before the meeting to each director. The attendance of a director at any meeting or the participation by a director in a conference meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting or participates in a conference meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. At any meeting at which every director shall be present in person or by participation, even though without any notice, any business may be transacted. Whenever any notice is required to be given to any director, a waiver thereof in writing signed by such person(s) entitled thereto (whether signed before or after the time required for such notice) shall be equivalent to the giving of such notice.

SECTION 11. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a

quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, the Declaration, or by these Bylaws.

SECTION 12. Order of Business. At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine. At all meetings of the Board, the chairman of the Board shall preside, and in the absence of the chairman of the Board and the president, a chairman shall be chosen by the Board from among the directors present. The secretary of the Association shall act as secretary of all meetings of the Board, but in the absence of the secretary the presiding officer may appoint any person to act as secretary of the meeting.

SECTION 13. Action by Written Consent. Any action required or permitted to be taken by the Board or executive committee, under the applicable provisions of the statutes, the Articles of Incorporation, the Declaration or these Bylaws, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board or executive committee, as the case may be.

SECTION 14. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expense of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board; provided that nothing contained herein shall be construed to preclude any director from serving the Association in any other capacity or receiving compensation therefor.

SECTION 15. Presumption of Assent. A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 16. Committees. The Board, by resolution adopted by a majority of the number of directors fixed by these Bylaws, may designate one or more directors to constitute an Executive Committee or any other committee, which committees, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board in the business and affairs of the Association except where action of the Board is specified by law, but the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any Member thereof, of any responsibility imposed upon it or him by law. The executive committee shall keep regular minutes of its proceedings and report the same to the Board when required.

ARTICLE VI. OFFICERS

SECTION 1. Number, Titles and Term of Office. The officers of the Association may be a chairman of the Board, a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the Board may from time to time elect or appoint. Each officer shall hold office until his successor shall have been duly elected by the Board and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. One person may hold more than one office. None of the officers need be a director.

SECTION 2. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 3. Vacancies. A vacancy in the office of any officer may be filled by vote of a majority of the directors for the unexpired portion of the term.

SECTION 4. Salaries. The salaries of all officers of the Association shall be fixed by the Board except as otherwise directed by the Board.

SECTION 5. Powers and Duties of the Chairman of the Board. The chairman of the Board shall preside at all meetings of the Members and of the Board and shall have such other powers and duties as from time to time may be assigned to him by the Board.

SECTION 6. Powers and Duties of the President. The president shall be the chief executive officer of the Association and, subject to the Board, he shall have general executive charge, management and control of the properties and operations of the Association in the ordinary course of its business with all such powers with respect to such responsibilities; he shall preside in the absence of the chairman of the Board of all meetings of the Members and of the Board; he shall be ex-officio a Member of all standing committees; he may agree upon and execute all division and transfer orders, bonds, contracts and other obligations in the name of the Association; and he shall see that all orders and resolutions of the Board are carried into effect.

SECTION 7. Vice Presidents. Each vice president shall have such powers and duties as may be assigned to him by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by a vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

SECTION 8. Treasurer. The treasurer shall have custody of all the funds and securities of the Association which come into his hands. When necessary or proper, he may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; he may sign all receipts and vouchers for payments made to the Association, either alone or jointly with such other officer as is designated by the Board. Whenever required by the Board, he shall render a statement of his cash account; he shall enter or cause to be entered regularly in the books of the Association to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Association; he shall perform all acts incident to the position of treasurer subject to the control of the Board; he shall, if required by the Board, give such bond for the faithful discharge of his duties in such form as the Board may require.

SECTION 9. Assistant Treasurer. Each assistant treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board. The assistant treasurer shall exercise the powers of the treasurer during that officer's absence or inability to act.

SECTION 10. Secretary. The secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Members in books provided for that purpose or in any other form capable of being converted into written form within a reasonable time; he shall attend to the giving and serving of all notices; he may sign with the president in the name of the Association, all contracts of the Association and affix the seal of the Association thereto; he shall have charge of the books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any director upon application at the office of the Association during business hours, and he shall in general perform all duties incident to the office of secretary, subject to the control of the Board.

SECTION 11. Assistant Secretaries. Each assistant secretary shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board or the secretary. The assistant secretaries shall exercise the powers of the secretary during that officer's absence or inability to act.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any and all of its directors or officers or former directors or officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a party by reason of being or having been directors or officers, except in relation to matters as to which such directors or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, but such indemni-

fication shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of Members, or otherwise.

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the Texas Non-Profit Association Act. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty or security arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association, or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in part by the Association. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in said arrangement shall be conclusive and the insurance arrangements shall not be voidable and shall not be subject to the directors approving the insurance or arrangement, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE VIII. ASSESSMENTS

SECTION 1. Creation of Lien and Personal Obligation of Assessments. By Declaration, each Member is deemed to covenant and agree to pay to the Association: (1) annual assessments or charges and (2) special assessments for capital improvements. The annual and special assessments, together with interest and cost of collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the property against which the assessment is made. Each assessment together with interest, costs and reasonable attorneys fees shall also be the personal obligation of the person who was the owner of the property at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

SECTION 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the Owners and tenants of the Property and in particular for the improvement and maintenance of the Common Area, and for services and facilities devoted to this purpose and related to the use and enjoyment of the Common Area, including but not limited to, street lighting, street sweeping and street maintenance, maintenance of entry markers, green belts, esplanades, storm retention and

drainage areas and landscape reserves and the enforcement of restrictions upon the use of land within the Property.

SECTION 3. Annual Assessments. Each Lot shall be subject to an annual assessment in an amount fixed by the Board, it being the intent that the Board will for each year fix the annual assessment at an amount estimated by the Board to be required in order that the funds produced thereby will approximate the cost and expenditures of such funds for the purposes herein specified.

SECTION 4. Special Assessments for Capital Improvements. In addition to the annual assessments authorized by Section 3 hereof, the Association may levy in any year a special assessment, applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any addition, construction, reconstruction, repair or replacement of a capital improvement in the Common Area, including fixtures and personal property related thereto, provided that any such assessment shall have the consent of Members having two thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose.

SECTION 5. Notice and Quorum for any Action Authorized Under Section 3 and 4. Written notice of any meeting called for the purpose of taking any action authorized under Sections 3 and 4 hereof shall be sent to all Owners not less than ten (10) days nor more than sixty (60) days in advance of the meeting. At such called meeting the presence of Owners or of proxies entitled to cast fifty percent (50%) of all the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

SECTION 6. Date of Commencement of Annual Assessments and Due Dates. The annual assessments provided for herein shall commence as of January 1, 2002. The assessments for each year thereafter shall become due and payable in advance on the first day of January. The due date of any special assessment under Section 4 hereof shall be fixed in the resolution authorizing such assessment.

SECTION 7. Effect of Non-Payment of Assessment and Remedies of Association. If assessments are not paid on the date when due and payable as specified in Section 6 hereof, then such assessment shall be delinquent and shall, together with interest thereon, attorneys fees, court costs and other costs of collection thereof, become a continuing lien on the Lot as well as the personal obligation of the then Owner. If the assessment is not paid within thirty (30) days after the due date the assessment shall bear interest from the due date at the maximum rate permitted by Texas law and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot. No Owner may waive or otherwise avoid liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

SECTION 8. Liens to Secure Assessments; Subordination of Lien to Mortgages. The annual assessments and the special assessments shall each constitute and be secured by a separate and valid and subsisting lien, hereby created and fixed, and shall exist upon and against each Lot and all improvements thereon for the benefit of the Association and all Owners and shall be prior and superior to all other liens, except that the same shall be subordinate and inferior to (a) all liens for taxes or special assessments levied by county and state governments or any political subdivision or special district thereof, and (b) all liens including, but not limited to, vendor's liens, deeds of trust, mortgages and other security instruments which secure any loan for any part of the purchase price of the Lot and/or improvements placed thereon filed for record prior to the date when such charges or assessments became due and payable. No foreclosure shall free any Lot from the lien securing assessments thereafter becoming due and payable nor shall the personal obligation of the Owner whose Lot has been foreclosed be extinguished by any foreclosure.

SECTION 9. Books, Records and Papers of the Association. 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 IX. AMENDMENTS

SECTION 17. Amendment. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any annual meeting of the directors or at any special meeting of the directors at which a quorum is present provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of such meeting, by the affirmative vote of a majority of those directors present at such meeting; provided, however, that no change of the time or place of the annual meeting of the directors shall be made after the issuance of notice thereof.

SECTION 18. Conflicts. In 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 X. MISCELLANEOUS PROVISIONS

SECTION 19. Offices. Until the Board otherwise determines, the registered office of the Association required by the Texas Non-Profit Corporation Act to be maintained in the state of Texas shall be that registered office set forth in the Articles of Incorporation, but such registered office may be changed from time to time by the Board in the manner provided by law and need not be identical to the principal place of business of the Association.

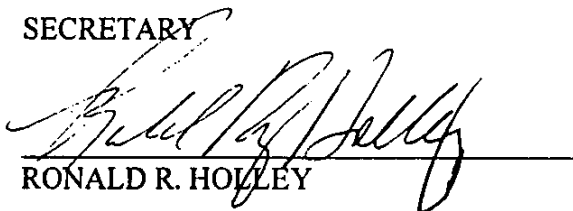
SECTION 20. Seal. The seal of the Association may be such as from time to time may be approved by the Board, but the use of a seal shall not be essential to the validity of any agreement.

SECTION 21. Notice and Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 22. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 23. Securities of Other Associations. The chairman of the Board, the president or any vice president of the Association shall have power and authority to transfer, endorse for transfer, vote, consent or take any other action with respect to any securities which may be held or owned by the Association and to make, execute and deliver any waiver, proxy or consent with respect to any such securities.

SECRETARY



RONALD R. HOLLEY

RR 004-43-1205

EXHIBIT A

January 5, 2001

Being 13.401 acres of land in the John Iiams Survey, A-473 and being out of a call 104.839 acre tract as described in deed filed under Harris County Clerk File No. 9613579, said 13.401 acres being more particularly described by metes and bounds as follows:

COMMENCING at a found 5/8 inch iron rod on the West right-of-way line of Atascocita Point Drive, 110 feet wide, said point being the Southeast corner of Lot 2 in Block 1 of the Amending Plat of Kings River Estates, Section 1 according to the plat thereof recorded at Film Code No. 376050 of the Map Records of Harris County, Texas;

THENCE in a Southerly direction, along the West right-of-way line of Atascocita Point Drive with a curve to the right whose radius is 374.30 feet, central angle is 56° 35' 41" and whose chord bears South 22° 38' 58" West, a distance, measured along the arc of said curve, of 371.90 feet to a point of tangent marked by a found 5/8 inch iron rod;

THENCE South 51° 06' 49" West, along the Northwest right-of-way line of Atascocita Point Drive, a distance of 61.52 feet to a set 5/8 inch iron rod marking the POINT OF BEGINNING for the herein described tract;

THENCE South 51° 06' 49" West, continuing along the Northwest right-of-way line of Atascocita Point Drive, a distance of 417.46 feet to a point of curve marked by a found 5/8 inch iron rod;

THENCE in a Southerly direction, along the West right-of-way line of Atascocita Point Drive, with a curve to the left whose radius is 440.00 feet, central angle is 43° 51' 12" and whose chord bears South 29° 11' 13" West, a distance, measured along the arc of said curve, of 336.77 feet to a point of compound curve marked by a found 5/8 inch iron rod;

THENCE in a Southerly direction, continuing along the West right-of-way line of Atascocita Point Drive, with a curve to the left whose radius is 825.00 feet, central angle is 19° 09' 50" and whose chord bears South 2° 18' 48" East, a distance, measured along the arc of said curve, of 275.70 feet to a point of reverse curve marked by a found 5/8 inch iron rod;

THENCE in a Southerly direction, continuing along the West right-of-way line of Atascocita Point Drive, with a curve to the right whose radius is 1910.00 feet, central angle is 31° 02' 40" and whose chord bears South 3° 38' 07" West, a distance, measured along the arc of said curve, of 1034.89 feet to a point for corner marked by a set 5/8 inch iron rod;

THENCE North 70° 50' 33" West, a distance of 304.83 feet to a point for corner;

THENCE in a Northerly direction, with a curve to the left whose radius is 1400.00 feet, central angle is 28° 27' 49" and whose chord bears North 3° 56' 22" East, a distance, measured along the arc of said curve, of 695.49 feet to a point of reverse curve;

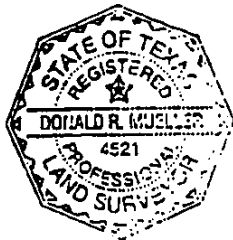
Meres and bounds description of 13.401 acres, cont'd.....

THENCE in a Northerly direction, with a curve to the right whose radius is 1100.00 feet, central angle is $60^{\circ} 19' 26''$ and whose chord bears North $19^{\circ} 51' 41''$ East, a distance, measured along the arc of said curve of 1157.81 feet to a point for re-entrant corner;

THENCE North $68^{\circ} 38' 50''$ West, a distance of 31.61 feet to a point for corner;

THENCE North $58^{\circ} 49' 20''$ East, a distance of 179.30 feet to a point for corner;

THENCE South $72^{\circ} 43' 54''$ East, a distance of 293.40 feet to the POINT OF BEGINNING and containing 13.401 acres of land.



RAYBURN CHERRY ENGINEERS, INC.
Consulting Engineers

Donald R. Mueller
Donald R. Mueller, R.P.L.S.

**FIRST AMENDMENT TO BYLAWS OF KINGS RIVER
ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC. AND
APPOINTMENT OF ADDITIONAL DIRECTORS**

This First Amendment to Bylaws of Kings Rivers Estates No. 2 Property Owner's Association, Inc. and Appointment of Additional Directors is made and entered by the undersigned individuals (collectively, the "Board") and is joined in by Kings River II, Ltd., a Texas limited partnership formerly known as Holley Foster Kings River, Ltd. (the "Declarant").

WHEREAS, the undersigned individuals constitute the entire Board of Directors of the Kings River Estates No. 2 Property Owner's Association, Inc., a Texas non-profit corporation (the "Association") which such Association administers the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Kings River Estates, Sections Three (3), Four (4), Five (5) and Six (6) as recorded under Harris County Clerk's File No. W429316 (the "Declaration");

WHEREAS, the Board of Directors has previously adopted bylaws for the Association, a copy of which is attached hereto as Exhibit "A" (the "Bylaws"); and

WHEREAS, in accordance with the provisions of (i) Section 17 of Article IX of the Bylaws and (ii) Section 2 of Article V of the Bylaws, the Board of Directors desires amend the Bylaws to increase the number directors from three (3) to five (5) individuals.

NOW, THEREFORE, for good and valuable consideration, the undersigned hereby amend the Bylaws as follows:

1. The total number of directors is hereby increased from three (3) to five (5) directors effective this date.

2. In accordance with Section 2.1 of the Declaration, Declarant hereby appoints the following individuals to the Board of Directors of the Association (to serve in conjunction with the existing undersigned three (3) directors):

Don House – representing Golf Lots

Brian Foster – representing Patio Lots

3. The First Elected Board (to be elected pursuant to Section 2.4 of the Declaration) shall consist of a total of five (5) individuals, which such individuals must satisfy the following residency requirements:

(a) Three directors shall each be an owner of an Estate Lot (as defined in the Declaration);

SP 064-43-1208

- (b) One director shall be an owner of a Golf Course Lot (as defined in the Declaration); and
- (c) One director shall be an owner of a Patio Home Lot (as defined in the Declaration).

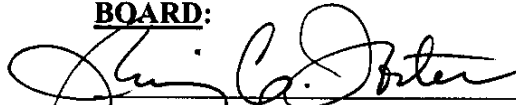
The directors are to be elected by their respective neighborhoods pursuant to the established election rules. In the event that any director position is not elected by its respective neighborhood, then that position shall remain vacant until the position is properly voted in or appointed by the Board.

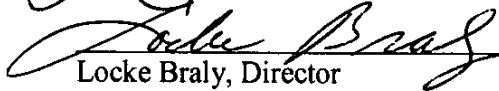
4. No person shall be qualified to serve as a director or member of a committee representing the Association or the Board if that person is party to any litigation against or involving the Association or not a member in good standing with the Association.

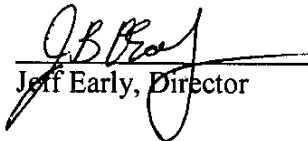
5. Except as modified and amended herein, the Bylaws are hereby ratified and affirmed in their entirety.

EXECUTED this 8th day of April, 2009.

BOARD:


 Jimmy Foster, Director


 Locke Braly, Director


 Jeff Early, Director

County of Harris
 COUNTY CLERK
 HARRIS COUNTY, TEXAS

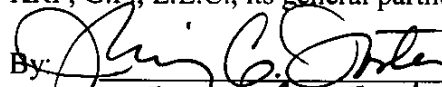
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FILED

DECLARANT:

KINGS RIVER II, LTD., a Texas limited partnership (f/k/a Holley Foster Kings River, Ltd.)

By: KRP, G.P., L.L.C., its general partner

By: 
 Name: Jimmy C. Foster
 Title: GENERAL PARTNER

RECORDER'S MEMORANDUM:
 At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded.

RP 064-43-1209

HP 064-43-1210

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

MAY - 1 2009



Dorothy B. Kaufman

COUNTY CLERK
HARRIS COUNTY, TEXAS