

RESTATED, REVISED, AND AMENDED
BYLAWS OF
NOTTINGHAM FOREST CIVIC ASSOCIATION
A TEXAS NON-PROFIT CORPORATION

PRELIMINARY RECITAL

Nottingham Forest Civic Association, Inc., was duly incorporated under the laws of the State of Texas on September 21, 1965. Bylaws for the corporation were duly adopted by the corporation's membership in 1965 and were amended on May 5, 1975. The corporation has since that time acted pursuant to said bylaws. With the passage of time and changed circumstances, the existing bylaws as amended have now become outdated and require revision and amendment in order to meet the needs of the corporation and to properly govern its operation and procedures. These restated, revised, and amended bylaws are, in accordance with Article X of the original bylaws adopted in 1965, hereby adopted by the undersigned being a two-thirds (2/3rds) majority of the members of Nottingham Forest Civic Association Inc., or present and voting at the special meeting called on March 28, 1988 and shall from henceforth be the bylaws of the corporation. For the sake of convenience, those provisions of the original bylaws which are not revised or amended, are restated below so that one document may be referred to for the purposes of interpretation and conformity.

Reference is here made to the several instruments establishing restrictions and covenants affecting Nottingham Forest Section One, which instrument is recorded in the real property records of Harris County, Texas in Volume 5308, Page 587; Nottingham Forest Section Two, which instrument is recorded in the real property records of Harris County, Texas in Volume 5599, Page 501; Nottingham Forest Section Three, which instrument is recorded in the real property records of Harris County, Texas in Volume 5986, Page 620; Nottingham Forest Section Four, which instrument is recorded in the real property records of Harris County, Texas in Volume 5987, Page 1, Nottingham Forest Section Five, which instrument is recorded in the real property records of Harris County, Texas in Volume 6440, Page 461, Nottingham Forest Section Six, which instrument is recorded in the real property records of Harris County, Texas in Volume 6440, Page 468, and Nottingham Forest Section Seven, which instrument is recorded in the real property records of Harris County, Texas in Volume Volume 6440, Page 475. All of which in part pertain to the use and enjoyment of residential lots in Nottingham Forest, Sections One, Two, Three, Four, Five, Six, and Seven and which further pertain in part to the rights, duties, obligations and the general administration of the subdivisions affairs by Nottingham Forest Civic Association, Inc. These documents for reference purposes are in these bylaws referred to collectively as the "deed restrictions."

ARTICLE I
OFFICES
Principal Office

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris.

Registered Office and Registered Agent

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II
MEMBERS
Members

2.01 Each owner of a lot in Nottingham Forest, Sections One, Two, Three, Four, Five, Six, and Seven shall by virtue of such ownership be a member of the corporation. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any lot or portion of a lot on which there is or will be built a detached single family dwelling, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Voting Rights

2.02 Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each member, being the owner of a lot in Nottingham Forest Sections One, Two, Three, Four, Five, Six, and Seven, as that term is defined in the deed restrictions, shall be entitled to one (1) vote on each matter submitted to a vote of the members. Each member shall be entitled to one (1) vote whether or not such member is one or more natural persons or is one or more corporations, partnerships, or other form of business entities.

Termination of Membership and Suspension of Privileges

2.03 The membership of any member shall terminate when that member ceases to be an owner of a lot in Nottingham Forest Sections One, Two, Three, Four, Five, Six, or Seven irregardless of how such cessation of ownership shall occur. The Board of Trustees, acting at a regular or special meeting of the Board may suspend the voting and other privileges of any member who is in default in the payment of maintenance fees or other amounts required to be paid by the deed restrictions, after an appropriate hearing.

Transfer of Membership

2.04 Membership in this corporation is not transferable or assignable.

ARTICLE III
MEETINGS OF MEMBERS
Annual Meeting

3.01 An annual meeting of the members shall be held in the month of May of each calendar year on a date, at a place, and at a time determined by the Board of Trustees for the purpose of electing Trustees and for the transaction of other business as may come before the meeting. If the election of Trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.02 Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth of the members having voting rights.

Place of Meeting

3.03 The Board of Trustees may designate any place for such meeting which is reasonably convenient to the membership, provided that all such meetings shall be held in Harris County, Texas. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meeting

3.04 Written or printed notice stating the place, date, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. When the subject of any such meeting shall include the consideration of a budget, copies of the budget shall be provided at the meeting or upon request of any member prior to such meeting.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06 At any meeting of the Association, regular or special, if ten per cent (10%) of the members are present in person or by proxy, a quorum shall be constituted. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Proxies

3.07 At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

3.08 Where Trustees or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Trustees shall determine.

ARTICLE IV BOARD OF TRUSTEES General Powers

4.01 The affairs of the corporation shall be managed by its Board of Trustees. Each Trustee must be a member of the corporation.

Number, Tenure, and Qualifications

4.02 The number of Trustees shall be eight (8). Each Trustee shall hold office for a term of two (2) years, provided however, that at the election next succeeding the effective date of the adoption of these Bylaws, four (4) Trustees shall be elected for a term of one (1) year and four (4) Trustees shall be elected for the full two (2) year term so that thereafter, the term of four (4) Trustees shall expire each year in order to promote continuity and experience with regard to the Board of Trustees. No Trustee shall hold office for more than two (2) successive terms and no former Trustee may seek re-election to that office or accept the nomination for that office until a period of two (2) years shall have elapsed from the expiration of his last term of office as a Trustee. All Trustees must as a condition to holding that office be a resident owner of a lot in Nottingham Forest Section One, or Section Two, or Section Three, or Section Four, or Section Five, or Section Six, or Section Seven. The election of the Board of Trustees shall be held at the annual meeting of the Association and shall be from a slate of nominees submitted by the Nominating Committee. Additional names may be placed upon the slate by any member of the

Association who files with the Secretary the name of such nominee at least five (5) days prior to the regular annual meeting. The Secretary shall cause to be published and sent with the notice of the annual meeting a sample ballot containing the names of nominees submitted by the Nominating Committee and those additional names available at the time of mailing such notice and sample ballot. Names added to the slate after publication of the sample ballot shall be added to the ballot for voting. Each member of the Association shall, with respect to the election of the Trustees, be entitled to one (1) vote. The nominees for the office of Trustee receiving the greatest number of votes from all members present and voting in person or by proxy at the annual meeting shall be deemed to be elected to that office.

Regular Meetings

4.03 A regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw immediately after and at the same place as the annual meeting of members. The Board of Trustees may provide by resolution the time and place within Harris County, Texas, for the holding of additional regular meetings of the Board without other notice than such resolution. A regular meeting of the Board of Trustees shall be held during each calendar month for the purpose of conducting the business and affairs of Nottingham Forest Civic Association.

Special Meetings

4.04 Special meetings of the Board of Trustees may be called by or at the request of the President or, in his absence, a Vice President or by any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place within Harris County, Texas as the place for holding any special meetings of the Board called by them.

Notice

4.05 Notice of any special meeting of the Board of Trustees shall be given at least five days previously thereto by written notice delivered personally (or sent by mail or telegram) to each Trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because 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, unless specifically required by law or by these Bylaws.

Quorum

4.06 A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07 The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Vacancies

4.08 Any vacancy occurring in the Board of Trustees shall be filled by the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any such vacancy which shall occur shall be filled in accordance with the residency requirements as to Nottingham Sections as specified in Section 4.03 of these Bylaws.

Informal Action by Trustees

4.09 Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees.

Limitations

4.10 Any provision to the contrary contained in these Bylaws whether expressly or by implication notwithstanding, the Board of Trustees shall not be empowered to amend, alter, or repeal the Bylaws except as provided in Section 12.01 of these Bylaws. Further, the Board of Trustees shall not be empowered to adopt a plan of merger or adopt a plan of consolidation with any other corporation; authorize the sale, lease, exchange, or mortgage of any of the property and assets of the corporation; authorize the voluntary dissolution of the corporation or revoke the proceedings therefor; adopt a plan for the distribution of the assets of the corporation, unless prior to such act, the Board of Trustees shall provide the members with at least thirty (30) days written notice of an intention to act with regard to such matters. If, after the giving of such thirty (30) days written notice, the members call or cause to be called a special meeting to consider such intended act, the members present at such meeting, provided such members shall constitute a quorum, may by the negative vote of a majority of such members in attendance, prohibit such act by the Board of Trustees, or if such act has occurred, rescind, repeal, or veto such act which shall then be of no force and effect. If within thirty (30) days after receipt of the written notice referred to herein, the members fail to call or cause to be called the special meeting to consider such intended acts, then any act taken by the Board of Trustees in this regard shall be fully valid, effective, and binding upon the corporation.

ARTICLE V
OFFICERS
Officers

5.01 The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Trustees), a Secretary and Treasurer. The Board of Trustees may elect or appoint other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

Election and Term of Office

5.02 The officers of the corporation shall be elected annually by the Board of Trustees from among the members of the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03 Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

President

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these Bylaws, or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Vice President

5.06 In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Trustees.

Treasurer

5.07 The Treasurer if required by the Board of Trustees, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Secretary

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

ARTICLE VI

COMMITTEES

Committees of Trustees

6.01 The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation. However, no such committee shall have the authority of the Board of Trustees in reference to electing, appointing, or removing any member of any such committee or any Trustee or officer of the corporation; amending the articles of incorporation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee. The

designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed on it or him by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Term of Office

6.03 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.07 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01 The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Deposits

7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Gifts

7.04 The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII BOOKS AND RECORDS Books and Records

8.01 The corporation shall by its Treasurer keep correct and complete books and records of accounts, and shall by its Secretary also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall maintain in the possession of the Secretary of the corporation a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. All books and records shall be kept and maintained in the possession and custody of such officer, agent, or employee of the corporation as shall be designated by resolution of the Board of Trustees from time to time.

ARTICLE IX FISCAL YEAR Fiscal Year

9.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X

SEAL

Seal

10.01 The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Nottingham Forest Civic Association, Inc."

ARTICLE XI

WAIVER OF NOTICE

Waiver of Notice

11.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

Amendments

12.01 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the members of the corporation voting in person or by proxy at any regular meeting of the members, or at any special meeting of the members called for that purpose when such meeting is called and held in accordance with the provisions of these Bylaws and the laws of the State of Texas.

EXECUTED by the Board of Trustees as authorized by a two-thirds (2/3rds) majority vote of the members of Nottingham Forest Civic Association, Inc. present and voting on this 28th day of March, 1988.

NOTTINGHAM FOREST
CIVIC ASSOCIATION, INC.

Carol Barclay
Trustee

Marilou Kemperle
Trustee

Patricia A Jackson
Trustee

Tracy A. Swartz
Trustee

Allen D. Tracy
Trustee

John H. Hays
Trustee

W. H. Sullivan
Trustee

J. R. Lyle
Trustee