

**FIRST AMENDMENT TO BY-LAWS OF
VILLAGES OF STRATFORD PARK COMMUNITY ASSOCIATION, INC.**

THE STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF FORT BEND §

WHEREAS, the Villages of Stratford Park Community Association, Inc., a Texas non-profit corporation (the "Association") has adopted By-Laws of Villages of Stratford Park Community Association, Inc. (the "Bylaws"); and

WHEREAS, Article XIII, Section 1 of the Bylaws provides that the Bylaws may be amended at any time by the majority vote of each class of the members of the Association (the "Members") present at a regular or special meeting of the Members; provided, however, as long as there is a Class B membership in the Association, any amendment of the Bylaws must be approved by the U.S. Department of Housing and Urban Development; and

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

WHEREAS, Article III, Section 4 of the Bylaws provides that the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of each class of the Members shall constitute a quorum; and

WHEREAS, it is proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, a duly constituted annual meeting of the Association was held on October 1, 2001, for, among other purposes, the purpose of amending the Bylaws as described hereinbelow; and

WHEREAS, Members representing at least one-fifth (1/5) of the votes of the membership were present at the meeting on October 1, 2001, or submitted their proxies, and a majority of those Members in person or by proxy approved of amending 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 is hereby acknowledged, the undersigned, being the President of the Association, does hereby certify that Members representing one-fifth (1/5) of the votes were present or submitted their proxies and that a majority of the Members, in person or by proxy, approved of the below-described amendment to the below-described provision of the Bylaws and approval of the following resolutions at a duly constituted meeting held on October 1, 2001, for such purposes, to-wit:

RESOLVED: that Article IV, Section 1, of the Bylaws is amended to read as follows:

"Section 1. Number. The affairs of this Association shall be managed by a board of directors (the "Board") containing five (5) members. Members of the Board need not be Members of the

Association. The number of directors may be increased at any time by amendment of these By-Laws."

FURTHER RESOLVED: With regard to the expansion of the Board to five (5) members, the initial term of one (1) of the additional members of the Board shall begin on October 1, 2001 and expire at the end of the regular annual meeting of the Members of the Association held in October, 2002 and the initial term of the other additional member shall begin on October 1, 2001 and expire at the end of the regular annual meeting of the members of the Association to be held in October, 2003. At the annual meeting of the Members of the Association held on October 1, 2001, the candidate for director receiving the most votes shall be elected to the Board for a term of three (3) years, the candidate for director receiving the second most votes shall be elected to the Board for a term of two (2) years and the candidate for director receiving the third most votes shall be elected to the Board for a term of one (1) year.

EXECUTED on this the 6th day of December, 2002, to evidence the certification set forth hereinabove.

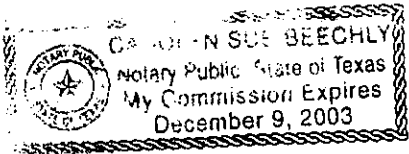
**VILLAGES OF STRATFORD PARK
COMMUNITY ASSOCIATION, INC.**, a Texas
non-profit corporation

By: *Mario Martinez*
Mario Martinez, President

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

This instrument was acknowledged before me on the 6th day of December, 2002, by Mario Martinez, President **VILLAGES OF STRATFORD PARK COMMUNITY ASSOCIATION, INC.**, a Texas non-profit corporation, on behalf of said corporation.

Carolyn Sue Beechly
Notary Public, State of TEXAS



AS PER ORIGINAL

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Dianne Wilson

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DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS