

BYLAWS
OF
BENT CREEK PROPERTY OWNERS' ASSOCIATION
A Non-Profit Corporation

I.

DEFINITIONS

A. "Association" shall mean and refer to Bent Creek Property Owners' Association, its successors and assigns.

B. "Property" shall mean and refer to that certain real property described as Bent Creek, an addition to the City of Cedar Hill, Dallas County, Texas, as shown in the final plat recorded in Volume 85032 & Page 3807 Map Records, Dallas County, Texas and such additions as may hereafter be brought within the jurisdiction of the Association.

C. "Lot" shall mean and refer to that portion of any of the 79 building locations shown upon said plat, and any amendments thereto, on which there is or will be constructed a single-family dwelling. For all purposes hereunder, it shall be understood and agreed that said 79 building locations constitute 79 separate lots and declarant shall be the owner of all of said 79 lots, save and except only those particular lots which declarant conveys in fee simple title by recordable deed.

D. "Owner" shall mean and refer to the record owner (including declarant), whether one or more persons or entities, of a fee simple title to any lot which is a part of the property,

E. "Member" shall mean and refer to every person or entity who is an owner as described in subsection D of this Article I.

F. "Declarant" shall mean and refer to Hillcrest Development Fund No. II, Ltd., its successors and assigns.

II.

OFFICES

A. The principal office of the corporation in the State of Texas shall be located in the City of Cedar Hill, County of Dallas. The corporation shall have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

B. 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 Directors.

III.

A. Each lot owner in the Bent Creek Addition shall be a member of the Association and thus shall own one share in the Association for each lot owned and shall be entitled to one vote, as more specifically set forth in the Articles of Incorporation. In the event that a lot is owned as community property by husband and wife, both spouses need not be present in order to vote, but one spouse may cast the vote on behalf of the entire community interest in the property.

B. Membership in this corporation is not transferable or assignable except to the extent that membership terminates when a member ceases to be the owner of a lot in the Bent Creek Addition and the new owner automatically becomes a member of the Association upon purchasing the lot.

IV.

MEETINGS OF MEMBERS

A. An annual meeting of the members shall be held in the month of May on a date designated by the Board of Directors in each year beginning with the first May after the control of the corporation has been turned over to the members by the initial Board of Directors at the hour of 7:30 p.m., for the purpose of electing directors and for the transaction of other business as may come before the meeting. If the date fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

B. Special meetings of the members may be called by the President, the Board of Directors, or not less than 25% of the members.

C. The Board of Directors may designate any place within the State of Texas as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered 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.

D. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meetings, 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 the 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 Association, with postage thereon prepaid. Each member has an affirmative duty to inform

the Association of his current address. Any notice required by these Bylaws shall be deemed properly given by the Association if delivered (in accordance with the above-stated terms regarding personal delivery or mailing of notices) to the last-reported address of each member. If no current address has been reported to the Association by a member or if there is no previously reported address for a member, any notice required by these Bylaws shall be deemed properly given by the Association if delivered (in accordance with the above-stated terms regarding personal delivery or mailing of notices) to the street address of one or more lots owned by said member in the Bent Creek Addition.

E. 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.

F. The members (whether attending in person or represented by proxy) holding 10% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. 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. At such adjourned meeting at which a

quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

G. The act of a majority of the members at a meeting at which a quorum is present shall be an act of the members, unless the act of a greater number is required by law, by these Bylaws, or by the Articles of Incorporation.

H. At any meeting of 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 11 months from the date of its execution, unless otherwise provided in the proxy.

I. Upon the demand of any member, the vote for director and upon any questions before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote.

J. The order of business at all meetings of the members shall be as follows:

- ✓ (1) Roll call;
- ✓ (2) Proof of notice of meeting or waiver of notice;
- ✓ (3) Reading of minutes of preceding meeting;
- ✓ (4) Reports of officers;
- (5) Reports of committees;
- (6) Election of directors (when applicable);

(7) Unfinished business; and

(8) New business.

K. A property ownership record book shall exist for the purpose of determining lot owners entitled to notice of or to vote at any meeting of the members or any adjournment thereof and in order to make a determination of lot owners for any other purpose.

L. The Board of Directors may fix in advance a date as the record date for any determination of lot owners, such date not to be more than 60 days nor less than 45 days prior to the date on which the particular action requiring such determination of lot owners is to be taken. If no record date is set for the determination of lot owners, the date on which notice of the meeting is mailed shall be the record date for such determination of lot owners. When a determination of lot owners entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof. An agent appointed by and within the Board of Directors shall have charge of the property ownership record book and shall make, at least 60 days before each meeting of members, a complete list of the lot owners (i.e., members) entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of 45 days prior to such meeting, shall be kept on file in the principal office of the Association and shall be subject to

inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original property ownership record book shall be prima facie evidence as to who are the lot owners entitled to examine such list or property ownership record book or to vote at the meeting of the members.

V.

BOARD OF DIRECTORS

A. The business and affairs of the Association shall be managed by its Board of Directors. Except for the initial Directors, all Directors shall be owners of lots in Bent Creek and thus members of the Association. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws, the Articles of Incorporation, and the laws of the State of Texas.

B. The Board of Directors shall consist of three members elected for three-year terms. Members shall serve on a rotating basis with no more than one retiring in any given year. The first Board of Directors elected by the members shall have one member elected for a three-year term, one member elected for a

two-year term, and one member elected for a one-year term. Thereafter, one member shall be elected annually. Each director shall hold office until his designated term as a director expires or until his successor shall have been duly elected and qualified. The number of directors may be increased by amendment to these Bylaws but may not be decreased to fewer than three members.

C. The original Board of Directors shall be appointed by the Declarant and shall serve until the Declarant determines that enough lots within Bent Creek Addition have been purchased to call a meeting of the members and to allow election of said Board of Directors.

D. The Board of Directors shall be responsible for and shall have the right to secure and contract for professional management of the Association for a period not to exceed 12 months at a time.

E. A regular annual meeting of the Board of Directors 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 Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

F. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings

of the Board may fix any place within the State of Texas as the place for holding any special meetings of the Board called by them.

G. Notice of any special meeting of the Board of Directors shall be given at least three days previous thereto by written notice delivered personally or sent by mail or telegram to each director 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 director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director 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.

H. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the

Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

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

J. Newly created directorships resulting from an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose. Vacancies occurring in the Board for any reason, except the removal of directors without cause, may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members at an annual meeting or at a special meeting of members called for that purpose. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

K. Any or all of the directors may be removed for cause by a vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

L. A director may resign at any time by giving written notice to the Board or the President. Unless otherwise specified in the notice, the resignation shall take effect upon

receipt thereof by the Board or the President and the acceptance of the resignation shall not be necessary to make it effective.

M. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

N. A director of the Association who is present at a meeting of the directors at which action on any matter concerning the Association is taken shall be presumed to have assented to the action taken 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 the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the President immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

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

VI.

OFFICERS

A. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors held after each annual meeting of the members. 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 Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until said officer's death or until said officer shall resign or shall have been removed in any manner as herein provided. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in

its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

D. The President shall be the principal executive officer of the Association and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members and of the directors. He shall perform all of the duties incident to the office of President and such other duties as may be prescribed by the directors from time to time.

E. In the absence of the President, or in the event of his death, inability, or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

F. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of

Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Section IX of these Bylaws; and in general perform all 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 Directors.

G. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws and as required by law; be custodian of the corporate records and 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; 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 Directors.

VII.

COMMITTEES

A. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

B. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by a majority of the directors 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 Association, and the President of the Association 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 interest of the Association shall be served by such removal.

C. Each member of a committee shall continue as such until the next annual meeting of the members of the Association or 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.

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

E. 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.

F. Unless otherwise provided in the resolution of the Board of Directors 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.

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

VIII.

ADOPTION OF TERMS OF DEED RESTRICTIONS AND ARTICLES OF INCORPORATION

The terms of the Declaration of Deed Restrictions filed of record in Dallas County and the terms of the Articles of Incorporation of this Association are hereby adopted as a part

of these Bylaws and the actions of this Association shall be conducted in accordance with the terms of said Declaration and said Articles of Incorporation.

IX.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

A. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association. Such authority may be general or confined to specific instances.

B. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors and no real or personal property of the Association shall be pledged as security unless approved by two-thirds of the members of the Association in accordance with the terms of the Articles of Incorporation.

C. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the directors. In the absence of such determination by the Board

of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Association.

D. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the directors may select.

E. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

X.

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote, it being understood that each member shall have an affirmative duty to inform the Association of his current address. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

XI.

ASSESSMENTS

A. The Association pursuant to the terms of the Declaration of Deed Restrictions shall have the right to charge each

lot owner (excluding Declarant and any builder who has purchased a lot for resale who has owned the lot for less than six months) maintenance fees and other assessments upon a pro rata, by-lot basis for actual expenses and reasonable administrative expenses incurred in maintaining, caring for, and improving the common areas, the planting easements, and the other areas over which the Association may exercise control, including the establishment and maintenance of a reserve for repair, maintenance, insurance, and other charges as deemed necessary to promote the purposes for which the Association is established.

B. Sixty days or more prior to the beginning of each calendar year, or at such other time as may be determined by the Board of Directors, the Board of Directors shall estimate the expenses to be paid during the next (or the applicable) calendar year, including a reasonable provision for establishing a reserve as above stated, with adjustments made for any expected income and surplus from the prior year's funds.

C. The assessment against each share in the Association (hereinafter called the "annual general assessment") shall be determined by dividing the total estimated amount determined by the Board of Directors to be required by the total number of shares against which assessments can be levied as of the date of the determination of the amount of the annual general assessment. Each such annual general assessment shall be due and payable no less than 30 days from the date notice of the amount of the assessment is given in accordance with the provisions of

Section IV.D hereof or on December 1 of the year prior to the commencement of the applicable calendar year, whichever date is later, and shall be considered as the annual general assessments for the calendar year for which the charges have been estimated.

D. When Declarant sells a lot, when the six-month exemption period ends for a builder who has purchased a lot for resale, or when such a builder sells a lot before the six-month exemption period has ended, the purchaser shall pay a prorated annual general assessment for the period from the date of purchase to the end of the applicable calendar year, which assessment shall be due on the date of purchase (or in the case of a builder who purchases a lot for resale, on the date the six-month exemption period expires).

E. For any calendar year or part thereof prior to the first full calendar year after the control of the corporation is turned over to the members by the initial Board of Directors, an estimation of expenses and income may be determined by the Board of Directors and the annual general assessment(s) may be assessed against each share according to the ratio set forth in Section XI.C above. Said annual general assessment(s) shall be due and payable within 30 days of the date notice of the amount of the assessment is given in accordance with the provisions of Section IV.D hereof.

F. Fees and assessments covering a specified time period may be prorated by a member who is selling or transferring a lot and by the person to whom said member is selling or transferring said lot, provided that all prorations shall be handled by and between said parties and not by the Association. No fees or

assessments shall be refunded by the Association. All fees or assessments levied upon a lot shall (if not paid when due) become a lien (in accordance with the terms of these Bylaws, the Articles, and the Declaration of Deed Restrictions) upon the applicable lot regardless of who owns the lot at the time the funds are due and at the time the lien attaches. A person acquiring an interest in a lot shall be charged with knowledge of the fact that such liens may attach after the lot has been transferred to the new owner and may take appropriate action to assure that the property is free of such potential liens.

G. If the Board of Directors determines that it is necessary, due to any unexpected repairs, costs or other general expenses, or for any other reason, the Board of Directors may declare a special assessment for additional amounts needed and may determine the due date for payment of said assessment.

H. The Board of Directors may levy reasonable assessment charges against any member whose lot requires maintenance and care if after ten days' written notice by personal delivery or by mail the member has failed to remedy any nuisance or eyesore and the Association undertakes to correct such nuisance or eyesore.

I. Any assessments which are not paid when due shall be delinquent. If an assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date

of delinquency at the rate of 10% per annum. If an assessment still remains unpaid after 45 days of the due date, the assessment shall constitute a lien upon the applicable property. The Association may bring an action at law against the member personally obligated to pay the assessment or other charge (i.e., the record owner on the date the assessment is due) or may foreclose the lien against the property with all interest, costs, and reasonable attorney's fees of such action to be added to the amount owed by said member.

J. The Board of Directors may take any other action allowed by law which is not inconsistent with the terms of the Declaration of Deed Restrictions or the Articles of Incorporation with reference to assessments or funds which may be collected by the Association.

XII.

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal of Bent Creek Property Owners' Association."

XIII.

WAIVER OF NOTICE

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 Association, 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.

XIV.

ALTERATION, AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the members representing a majority of the members at any annual meeting of the members or at any special meeting of the members if the notice of the meeting contains information regarding the intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting or by the Board of Directors if such power is delegated by the members to the Board of Directors.

XV.

ENFORCEMENT

The Association or any owner shall have the right to enforce, by any proceeding at law or in equity (by means of injunction or otherwise) all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of these Bylaws, by the Articles of Incorporation, or by the Declaration of Deed Restrictions. Failure by the Association

or by any member to enforce any covenant or restriction herein contained shall in no event be deemed a waiver of right to do so thereafter.

XVI.

GENDER AND GRAMMAR

The singular, wherever used herein, shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provisions hereof apply either to corporations, other entities, or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

Adopted by the Board of Directors on May 15, 1984.

ATTEST:

BENT CREEK PROPERTY OWNERS
ASSOCIATION

Elizabeth Long
Elizabeth Long, Secretary

By John Bass
John Bass, Director

By Elizabeth Long
Elizabeth Long, Director

By Elton Long
Elton Long, Director

RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF DIRECTORS

We, John Bass, Elton Long, and Elizabeth Long, as members of the Board of Directors of Bent Creek Property Owners' Association, a corporation organized under the Texas Non-Profit Corporation Act, being all the members of such Board as presently constituted, do by this writing consent to take the following actions and adopt the following resolutions:

RESOLVED, that the yearly general assessment against each share in the Association for the remainder of 1986 shall be \$20.00, with said assessment to be due and payable on or before September 10, 1986;

FURTHER RESOLVED, that Elizabeth Long, as secretary, shall deliver notice of the assessment amount and the due date to all members of the Association in accordance with the terms of the Bylaws of the Association.

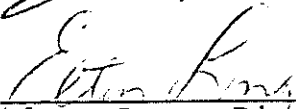
We direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the corporation.

This consent is executed pursuant to Article 9.10 of the Texas Non-Profit Corporation Act and Section O, Article V of the Bylaws of this corporation which authorize the taking of action by the Board of Directors by unanimous written consent without a meeting.


Dated as of August 5, 1986.



John Bass, Director



Elton Long, Director



Elizabeth Long, Director