

AMENDED AND RESTATED
BY-LAWS OF THE
GREENWOOD FOREST FUND, INC.
(Revised June 22, 2008)

ARTICLE I
NAME AND LOCATION

The name of the corporation is the GREENWOOD FOREST FUND, INC., d/b/a the Greenwood Forest Homeowners Association, hereinafter referred to as the "Association". The official registered office of the corporation shall be located at 5302 Old Lodge Drive, Harris County, Houston, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Harris as may be designated by the Board of Directors.

ARTICLE II
PURPOSE

The purpose for which this corporation is incorporated are those set forth in the Articles of Incorporation. More specifically, the corporation is created solely as an organization described in Section 501(C) (3) and exempt from taxation under Section 501(A) of the Internal Revenue Code of 1954 or corresponding provisions hereinafter in effect. The corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, director or individual; no substantial part of its funds shall be spent to carry on propaganda to directly influence legislation, or to directly intervene in a political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III
DEFINITIONS

Section 1. "Association" shall mean and refer to the GREENWOOD FOREST FUND, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Amended Declaration of Covenants, Conditions and Restrictions of record at County Clerk's office of Harris County for Greenwood Forest Subdivision Sections one (1), two (2), three (3), four (4), five (5), six (6), seven (7), and eight (8), and for Greenwood Forest Estates Subdivision; more specifically referred to in the map record of Harris County as Greenwood Forest Section 1, Vol. 165, Page 1; Section 2, Vol. 165, Page 12 and Vol. 168, Page 82; Section 3, Vol. 178, Page 101; Section 4, Vol. 181, Page 38; Section 5, Vol. 181, Page 47; Section 6, Vol. 195, Page 23; Section 7, Vol. 195; Page 82; and for Section 8, Vol. 239, Page 75; and for Greenwood Forest Estates

Subdivision, Vol. 290, Page 85; and such additions thereto as may be brought within the jurisdiction of the Association under the provision of said Declaration or the Charter of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to that portion of any of the plats of land shown upon the recorded subdivision maps of GREENWOOD FOREST SUBDIVISION, and GREENWOOD FOREST ESTATES SUBDIVISION, as fully enumerated and described in Article III, Section 2, above, on which there is or will be built a single family dwelling. There is excepted here from the herein before described Common Area along with other Reserves as noted on said subdivision map.

Section 5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Amended Declaration of Covenants, Conditions, and Restrictions applicable to the Properties and recorded at County Clerk's File No. M911889, 193-77-1333, and following, of the Official Public Records of Real Property of Harris County, Texas for the properties more fully described in the map records of Harris County as Greenwood Forest Section 1, Vol. 165, Page 1; Section 2, Vol. 165, Page 12, and Vol. 168, Page 82; Section 3, Vol. 178, Page 101; Section 4, Vol. 181, Page 38; Section 5, Vol. 181, Page 47; Section 8, Vol. 195, Page 23; Section 7, Vol. 195, Page 82; and for Section 8, Vol. 239, Page 75; and for Greenwood Forest Estates Subdivision, Vol. 290, Page 85; and such additions thereto as may be brought within the jurisdiction of the Association under the provision of said Declaration or the Charter of the Association.

ARTICLE IV MEMBERSHIP

Section 1. Membership. Every person or entity who is a recorded owner of a fee simple or undivided fee interest in any Lot or fraction thereof which is subject by the covenants of record to assessment by the Association, including a contract seller, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or fraction thereof which is subject to assessment by the Association. Ownership of such Lot, or fraction

thereof shall be the sole qualification for membership.

Section 2. 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 the right of use of any Association service, of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended after notice and hearing, for a period not to exceed 60 days, for violation of any rules and regulations established by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) directors.

Section 2. Election. At the first Annual Meeting under the By-Laws the members shall elect two (2) directors for a term of one (1) year, and three (3) directors for a term of two (2) years; and at each Annual Meeting thereafter the members shall elect the directors for a term of two (2) years to fill each expiring term.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by 2/3 of the members voting in person, by absentee or by proxy at a meeting duly called for this purpose. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall then and there be elected by the Membership to fill the vacancy for the remainder of the term of such director or the vacancy may be filled in the manner prescribed in Article XI, Section 6.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular meetings. Regular meetings of the Board of Directors shall be held quarterly or more often at the decision of the Board at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business, except for those actions which require a unanimous vote as specified in the Declaration and these By-Laws. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present, except for those which require a unanimous vote, shall be regarded as the act of the Association.

Section 4. Open Meetings. Subject to the provisions of Article V, Section 5, all meetings shall be open to all Voting Members, but Voting Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any Voting Member may speak. The General Membership shall be given notice of these regular meetings in a manner selected by the Board. Notwithstanding the above, the President may adjourn any meeting of the Board of Directors and reconvene in executive session, excluding Voting Members, to discuss matters of a sensitive nature, such as pending or threatened litigation, personnel matters, etc.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. At such election the members of their proxies may cast, in respect to each vacancy, one (1) vote for each Lot or fraction thereof owned under separate title. For the purpose of this Section of this Article, "fraction thereof" shall mean fractions for and of Lots owned, and shall not mean fractions of the vote for and because of multiple owners of the same Lot, Lots or fractions thereof. The persons receiving a majority of the votes cast shall be elected. Cumulative

voting is not permitted.

ARTICLE VIII
POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power:

(a) To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their delegates and their guests thereon, and to establish penalties for the infraction thereof;

(b) To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(c) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association;

(d) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate or perform any part of the affairs and business of the Association;

(e) To engage the services of any contractor which it may deem proper, and it may further contract with, engage, or retain the services of such other persons or corporations at aid or assist it in the proper performance of its duties; provided, however, that the Association agrees that any such contract or contracts shall be in accordance with the Private Investigation and Private Security Agents Act, R.C.S., Article 4413 (2966), or as amended, (the "Act"), if applicable.

Section 2. Duties. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members or at any special meeting, when such statement is requested in writing by one-twentieth (1/20) of the Members who are entitled to vote;

(b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided herein, and in the Declaration (1) To fix the amount of the annual assessment against the Lots at least thirty (30) days in advance of each annual assessment period, as provided in the Declaration, and (2) To send written notice of each

assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period;

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. Such certificates shall be conclusive evidence of any assessment therein stated to have been paid;

(e) To at its discretion procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) To cause all officers, employees or agents, having fiscal responsibility to be bonded and/or insured as it may deem appropriate;

(g) To cause the Common Areas to be maintained;

(h) To perform whatever duties may be necessary for the execution of the purpose of the Corporation.

Section 3. Limitations. Only with the prior approval of the Members shall the Board of Directors have the power to:

(a) sell, dispose of, mortgage or otherwise alienate or encumber any real property of the Association, or

(b) incur indebtedness such that the total debt (including all payables) of the Association would exceed one million dollars (\$1,000,000.00), with such limit to be adjusted each January, in proportion to the change in the Consumer Price Index (Houston area) as published by the U.S. Bureau of Labor Statistics, using the mid-point of 2008 as the base (denominator) and the mid-point of the immediately preceding year as the terminator (numerator), or

(c) accept Annexation of property, or

(d) increase the annual assessment in any year to an amount which is more than 18% above the actual amount of the annual assessment in the prior year.

The approval required by the Members in this Section 3 shall be the assent of at least two-thirds of the votes of the Members in a meeting convened with a quorum of at least one-twelfth (1/12) of the votes of the Membership present in person or by proxy.

ARTICLE IX COMMITTEES

Section 1. The Association may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the following:

(a) A Maintenance Committee to advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Properties, and to perform such other functions as the Board in its discretion determines;

(b) A Communications Committee to inform the Members of all activities and functions of the Association and after consulting with the Board of Directors, to make such public releases and announcements as are in the best interest of the Association;

(c) A Deed Restriction Committee to enforce the existing Deed Restrictions as required by the Declaration;

(d) A Security Committee to monitor security for the Subdivision, to supervise security contracts, and to indicate various security programs to the Members;

(e) A Pride Committee to monitor interior Subdivision maintenance of property and to aid in the control of commercial incursion into the area around the Subdivision.

(f) A Hospitality and Welcome Committee to welcome new homeowners into the Community and to advise them on goods and services offered in the Community.

(g) Other standing or ad hoc committees as may be appointed by the Board of Directors.

Section 2. It shall be a function of each committee to receive inquiries from members on any matter involving Association duties and activities within its field of responsibility. It shall dispose of such inquiries as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE X MEETINGS OF MEMBERS

Section 1. Annual meetings. The first Annual Meeting of the Members shall be held on January 2, 1984. Each subsequent Annual Meeting of the Members shall be held within 90 days of the yearly close of the Association books, at a date, a place and a time specified by the Board. The location of the place of the Annual Meeting must be within the

bounds of the Properties as defined in Article III, Section 2, of these By-Laws, or in an area within five (5) square miles of these boundaries.

Section 2. Special Meetings. Special Meetings of the Members may be called at any time by the President or by the Board of Directors, or upon the written request of the Members who are entitled to vote one-twentieth (1/20) of all the votes of the entire membership.

Section 3. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws, written notice of each general meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least twenty (20) days before such meeting to each Member entitled to vote thereat, addressed to the Member's last address appearing on the books of the Association, or supplied by such member to the Association for the purpose notice. Such notice shall specify the place, day, hour, and agenda of the meeting and, in the case of a Special Meeting, the special purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, and/or of proxies entitled to cast, one-twelfth (1/12) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting. At the next so called meeting one-twentieth (1/20) of the votes of the membership shall constitute a quorum. If a quorum is not present at this second meeting call, a third meeting call shall be given as above. The Members present at that meeting shall constitute a quorum.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall specify the meeting or action to which it applies. General proxies shall not be permitted.

Section 6. Absentee ballots. Absentee ballots will be allowed. Each year the Board of Directors will establish the procedure for the use of absentee ballots and will announce and publish this use to the membership with the notice of the Annual Meeting.

Section 7. Waiver of Notice. Waiver of notice of a general meeting of the Members shall be deemed equivalent of proper notice. Any Member entitled to vote may, in writing, waive notice of any meeting of the general membership, either before or after such meeting. Attendance at a meeting by a Member entitled to vote or an alternate shall be deemed waiver by such Member of notice of the time, date, and place, thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a Special Meeting shall

also be deemed waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to vote.

Section 8. Counting of Ballots. At each Annual or Special Meeting of the Members, the Board of Directors shall arrange in advance the services of a voting supervisor. The voting supervisor and all persons involved in verifying or counting ballots shall be individuals who are neither members of the Board, nor relatives of members of the Board, nor employees, nor relatives of employees of the Association. The voting supervisor shall

- establish the method of verifying and counting ballots,
- supervise the actual counting of ballots, and
- certify with his/her signature the results of all votes taken

The report of each such voting supervisor shall be maintained at the principal office of the Association and be available for inspection by any Member.

ARTICLE XI OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a 1st Vice-President, a Secretary, a Treasurer, and a Vice-President and such other officers as the Board may from time to time by resolution create. The immediate past President shall act as an ex-officio of the Board.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members, and the officers of the Corporation shall be elected from the elected directors of the Board of Directors. The President and 1st Vice-President should be in their 2nd year of office as a Director of the Corporation.

Section 3. Term. The officers of the Association shall be elected annually by the Board and shall hold office for one (1) year unless they shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer who has three (3) consecutive unexcused absences from regular Board meetings; who is delinquent in the payment of any assessment or other charge due the Association for more than thirty (30) days; or who fails to perform the duties as assigned by the Board may be removed by a unanimous vote of the remaining directors at a regular or special meeting, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term. In the event of death, disability, or resignation of a director, a vacancy may be declared by the Board, and it may appoint a successor. Any officer may resign at any time by giving notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election of officers. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties of Officers. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and of the Members, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments.

(b) 1st Vice-President. The 1st Vice-President shall act in the place of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

(c) Secretary. The Secretary shall record the votes. and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it to all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution

of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular Annual Meeting and deliver a copy to each of the Members. He is to insure that all excess funds are properly deposited in adequately insured accounts.

(e) Vice-President. The Vice-President shall perform the duties as assigned by the Board but most especially he will carry out the provisions and duties of the Nominating Committee as described in those By-Laws as Chairman of that Committee.

(f) All Above Officers. The signatures of two (2) of the above officers will be required on all contracts, checks, drafts, and loan agreements. In addition, each loan agreement must be accompanied by a corporate borrowing resolution executed at a properly called meeting of the Board of Directors.

ARTICLE XII CONTRACT WITH MEMBERS

The Members of the Corporation acknowledge that the terms and provisions of the Articles of Incorporation and this code of By-Laws shall constitute a contract between the Corporation and the Members fully as though each member had individually signed a separate instrument containing said terms and conditions.

ARTICLE XIII BOOKS AND RECORDS

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 By-Laws of the Association shall be available for inspection by any Members at the principal office of the Association, where copies may be purchased at a reasonable cost. The Board of Directors shall each year arrange for the services of an independent auditor to prepare a formal audit of the financial operations and condition of the Association, such audit to be completed no later than May 31 of the following year, and presented at the next Annual Meeting. The Board shall also retain an independent accountant to oversee the day-to-day financial activities of the Association and to be present at the Annual Meeting to assist the Treasurer in responding to questions from the Members.

ARTICLE XIV CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: GREENWOOD FOREST FUND, INC.

ARTICLE XV
FISCAL YEAR

The Fiscal Year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first Fiscal Year shall begin on the date of incorporation.

ARTICLE XVI
AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Members, with the assent of at least two-thirds of the votes of the Members in a meeting convened with a quorum of at least one-twelfth (1/12) of the votes of the Membership present in person or by proxy.

Section 2. In the case of a conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of a conflict between the Declaration and these By-Laws, the Declaration shall control. In the case of a conflict between the Articles and the Declaration, the Declaration shall control.

ARTICLE XVII
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 to either corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

Secretary's Certification of Vote Amending By-Laws

I certify that the By-Laws of the Greenwood Forest Fund, Inc. d/b/a Greenwood Forest Homeowners Association were amended by the majority vote of its members on June 22, 2008 at a meeting of members duly called and at which a quorum was present. These changes have been incorporated into the above Amended and Restated By-Laws of the Greenwood Forest Fund, Inc.

_____, Secretary
Greenwood Forest Maintenance Fund d/b/a
Greenwood Forest Homeowners Association