

BYLAWS
OF
HOMEOWNERS' ASSOCIATION OF CASTLEGATE II, INC.

ARTICLE 1
DEFINITIONS

Castlegate II Defined

1.01. Castlegate II shall mean all of the real property located in the County of Brazos, State of Texas, including the land, all improvements and structures on the land, and all easements, rights, and appurtenances to the land, more particularly described as follows:

All of that property shown on recorded plats of Castlegate II Subdivision, as such plats now exist and may be later supplemented, amended or withdrawn, recorded in the Official Records of Brazos County, Texas.

Castlegate II will consist of a subdivision or community, platted or unplatted, all of which shall be subject to the authority of a single Association. It shall consist of Castlegate II, or such other additional or substitute communities or subdivisions as the developer might create.

Declaration Defined

1.02. DECLARATIONS shall mean all of the Declarations of Covenants, Conditions and Restrictions, now or hereafter filed in the County Clerk's office in Brazos County, Texas, and affecting Castlegate II or any portions thereof, including any amendments to the Declarations as may be made from time to time in accordance with the terms of the Declarations.

Other Terms Defined

1.03. Other terms used in these Bylaws shall have the meaning given them in the Declarations, incorporated by reference and made a part of these Bylaws.

ARTICLE 2
APPLICABILITY OF BYLAWS

Corporation

2.01. The provisions of these Bylaws constitute the Bylaws of the nonprofit corporation known as HOMEOWNERS' ASSOCIATION OF CASTLEGATE II, INC., referred to as the "Association."

Applicability

2.02. The provisions of these Bylaws are applicable to Castlegate II as defined in Paragraph 1.01 of these Bylaws.

Personal Application

2.03. All present or future Owners, their employees, guests, or other persons that use the facilities of HOMEOWNERS' ASSOCIATION OF CASTLEGATE II, INC. or its Common Areas, in any manner are subject to the regulations set forth in these Bylaws. The mere acquisition of any of the Lots of Castlegate II or the mere act of occupancy of any of the Lots or Common Areas will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser or occupant.

ARTICLE 3
OFFICES

Principal Office

3.01. The principal office of the Association shall be located in the City of College Station, County of Brazos, State of Texas.

Registered Office and Registered Agent

3.02. The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with the 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, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 4
QUALIFICATIONS FOR MEMBERSHIP

Membership

4.01. The membership of the Association shall consist of all of the Owners of the Lots within Castlegate II.

Proof of Membership

4.02. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot in Castlegate II. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

No Additional Qualifications

4.03. The sole qualification for membership shall be ownership of a Lot in Castlegate II. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are authorized or permitted under the Articles of Incorporation or the Declarations.

Certificates of Membership

4.04. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as may be determined by the Board. All certificates evidencing membership, if issued by the Board of Directors, shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

ARTICLE 5
VOTING RIGHTS

Voting

5.01. Voting shall be on a Lot basis. The Owner of each Lot is entitled to one vote. If a Lot has more than one Owner, the aggregate vote of the Owners of the Lot may not exceed the one vote assigned to the Lot. The developer's votes shall also be increased,

after calculating the number of votes provided above, by the formula set forth in the Declarations regarding Voting Rights.

Proxies

5.02. 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 of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

Quorum

5.03. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least 20% of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Instruments. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

Required Vote

5.04. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of Members, unless the vote of a greater number is required by statute or by the Governing Instruments.

ARTICLE 6 MEETINGS OF MEMBERS

Annual Meetings

6.01. The first meeting of the Association shall be the meeting at which the Bylaws are adopted by the initial Board of Directors named in the Articles of Incorporation. The second meeting of the Members of the Association shall be held upon the later of the two events; (1) after twenty-four (24) months after the first meeting, or (2) when at least 90% of the lots in Castlegate II have been sold and the initial Directors have all resigned, at a time and place to be designated by the Board. After the second meeting, the annual meeting of the Members of the Association shall be held on the second Monday of October of each succeeding calendar year at the hour of 7:00 P.M. If the day for the annual meeting

of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following that is not a legal holiday (excluding Saturdays and Sundays).

Special Meetings

6.02. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least 51% of the total voting power of the Association.

Place

6.03. Meetings of the Members shall be held within Castlegate II or at a convenient meeting place, as the Board may specify in writing in its sole discretion.

Notice of Meetings

6.04. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least 10 but not more than 50 days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

Order of Business

6.05. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Unfinished business.

(h) New business.

Action Without Meeting

6.06. Any action required by law to be taken at a meeting of the Members or any action that 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 and filed with the Secretary of the Association.

ARTICLE 7 BOARD OF DIRECTORS

Number

7.01. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three nor more than nine persons, all of whom may be, but need not be, Members of the Association.

7.02. At the first meeting of the Association, the Members shall elect Directors who shall hold office until the second meeting, which shall include the election of Directors by the Members. After the second meeting of the Association, Directors shall be elected at the annual meeting of the Members and shall hold office for a term of one (1) year and until their successors are elected and qualified.

Removal

7.03. Directors may be removed from office without cause by a two-thirds majority vote of the Members of the Association.

Vacancies

7.04. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

Compensation

7.05. With the prior approval of a majority of the voting power of the Association, a Director may receive compensation in a reasonable amount for services rendered to the Association. A Director may be reimbursed by the Board for actual expenses incurred by the Director in the performance of the Director's duties.

Powers and Duties

7.06. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Declarations of Castlegate II.

ARTICLE 8 NOMINATION AND ELECTION OF DIRECTORS

Nomination

8.01. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

Election

8.02. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

ARTICLE 9 MEETINGS OF DIRECTORS

Regular Meetings

9.01. Regular meetings of the Board of Directors shall be held semi-annually at a place and at a time as may be fixed from time to time by resolution of the Board. Notice of the time and place of regular meetings may be posted on small signs (2' X 3') at the entryways to Castlegate II.

Special Meetings

9.02. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any

special business to be considered. Notice of a special meeting must be given to each Director not less than two (2) days or more than ten (10) days prior to the date fixed for such meeting by written notice either delivered personally, sent by mail, telecopy, or telegram to each Director at the Director's address as shown in the records of the Association.

Quorum

9.03. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors.

Voting Requirement

9.04. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Governing Instruments requires the vote of a greater number.

Open Meetings

9.05. Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board.

Executive Session

9.06. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session .

ARTICLE 10 OFFICERS

Enumeration of Officers

10.01. The Officers of this Association shall be a President and Vice-President and a Secretary and Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

Resignation and Removal

10.03. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

Multiple Offices

10.04. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Compensation

10.05. Officers shall receive such compensation for services rendered to the Association as determined by the Board of Directors and approved by a majority of the voting power of the Association.

ARTICLE 11 PRESIDENT

Election

11.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of their number to act as President.

11.02. The President shall:

(a) Preside over all meetings of the Members and of the Board.

(b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser Officer.

(c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than two (2) days.

(d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.

ARTICLE 12 VICE-PRESIDENT

Election

12.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

Duties

12.02. The Vice-President shall:

(a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.

(b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible President.

ARTICLE 13 SECRETARY

Election

13.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

13.02. The Secretary shall:

(a) Keep a record of all meetings and proceedings of the Board and of the Members.

(b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.

(c) Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.

(d) Keep appropriate current records showing the Members of the Association together with their addresses.

(e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

ARTICLE 14 TREASURER

Election

14.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer.

Duties

14.02. The Treasurer shall:

(a) Receive and deposit in a bank or banks, as the Board may from time to time direct, all of the funds of the Association.

(b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.

(c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.

(d) Prepare and distribute the financial statements for the Association required by the Declaration.

ARTICLE 15 POWERS AND RESPONSIBILITIES

General Powers and Duties

15.01. The Association shall carry out all of the responsibilities and duties, and shall possess all of the powers, set out in the Declarations, acting by and through its Board and

officers. All enforcement of restrictions, assessments, liens, maintenance and other elements of the Declarations shall be diligently and consistently carried out by the Association.

15.02. The Association may deem it appropriate to establish different Rules and Regulations for the separate communities or subdivisions within Castlegate II, but all of such action shall be taken by the Association, and not by any one community or subdivision acting alone. No separate Rules or Regulations for communities within Castlegate II shall alter or amend the Declarations, but may supplement the Declarations for that community or subdivision by more restrictive, but not less restrictive, Rules or Regulations. If the Association desires to do so, subcommittees of the Board may be created to oversee the separate Rules or Regulations for separate communities within Castlegate II.

ARTICLE 16 BOOKS AND RECORDS

Maintenance

16.01. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept in the possession of the officers or at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

Inspection

16.02. The Declarations, the membership register, the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

ARTICLE 17

Amendment of Bylaws

17.01. These Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of Members representing a majority of a quorum of the Association. Notwithstanding the above, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

HOMEOWNERS' ASSOCIATION OF CASTLEGATE II,
INC.

By: Wallace Phillips IV pres.
Wallace Phillips IV, President