

BY-LAWS
OF
BRIERWOOD BAY PROPERTY
OWNERS ASSOCIATION, INC.

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located in the Brierwood Bay Subdivision Clubhouse, County of Henderson, State of Texas. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office and Agent. 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; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Section 1. Requirements for Membership. Every person or entity who is a record owner of a fee interest in any lot (or who holds a Contract for Deed to any lot, which contract has not been revoked for default, in accordance with its terms) which is a part of Brierwood Bay Subdivision, a subdivision on Lake Palestine in Henderson County, State of Texas, fully described in Exhibit A hereto, shall automatically be a member of this corporation, PROVIDED THAT any such person or entity who holds such an interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Classes of Members. The corporation shall have two classes of voting membership.

Class A. Class A members shall be all those owners defined in Article II, Section 1 hereof, with the exception of the record owner of the entire property prior to sale of residential lots to Class A members thereafter called "Developer"). Class A members

shall be entitled to one vote for each lot in which they hold the interest required for membership by said Article II, Section I. When more than one person holds such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such lot.

Class B. The Class B member shall be Developer. The Class B member shall be entitled initially to three votes for each lot in which it holds the interest required for membership by Article II, Section 1. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or b) on March 1, 1976.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on a day and at an hour set from time to time by the Board of Directors (notice of which date and hour shall be given to the members as prescribed elsewhere herein), for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held 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 conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by the members holding the voting rights to not less than 1/10 of the total votes outstanding as defined in Article II, Section 2.

Section 3. Place of Meeting. All annual and special meetings shall be held at an address designated by the Board of Directors, but if all of the members shall meet at any other place 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.

Section 4. Notice of Meetings. 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 meeting, not less than ten or more than fifty 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 by these by-laws, 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.

Section 5. Informal Action by Members. 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 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.

Section 6. Quorum. The members holding one-fifth 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.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas or members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors prior to the first annual meeting shall be three (3). Thereafter, the number of Directors shall be nine (9). Each Director shall hold office until the next annual meeting of members or until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, 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 for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The persons authorized to call special meetings of the Board may fix any place in the City of Dallas as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two 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 in a sealed envelope 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 by-laws.

Section 6. Quorum. 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.

Section 7. Manner of Acting. The act of the 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 the law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of Directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. 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 corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. 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.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation 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, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the 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.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. 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.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors 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.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. 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 Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws 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 Directors from time to time.

Section 6. Vice President. In the absence of the President or in 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 by the Board of Directors.

Section 7. Treasurer. 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 corporation; receive and give receipts for moneys due and payable to the corporation and 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 VIII of these by-laws; 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.

Section 8. Secretary. 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; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed 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 by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such 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.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall have bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Architectural Control Committee. With respect to the common areas only within Brierwood Bay Subdivision, the Board of Directors, by resolution adopted by a majority of the Directors in office, shall designate and appoint an Architectural Control Committee, which may consist of members of the Board of Directors, persons who are members of the Corporation and qualified architects, planners and builders as designated by the Board of Directors. The members of the Architectural Control Committee shall serve for a term of five (5) years. In event of a vacancy on the Committee the Board of Directors shall appoint a replacement to serve the unexpired term. The number of members shall be fixed by the Directors at their initial meeting or as soon thereafter as is practicable.

With respect to the common areas only within Brierwood Bay Subdivision, no erection of buildings or exterior additions or alterations to any building nor erection of or changes or additions in fences, hedges, walls and other structures shall be commenced, erected or maintained until the plans and specifications showing the nature, kind, shape, height, materials, and location of the same shall have been submitted to and approved in writing as to harmony of external design, appearance, and location in relation to surrounding structures and topography by said Architectural Control Committee. In the event said committee fails to approve or disapprove such design and location within thirty days after the said plans and specification have been submitted to it, or, in the event, if no suit to enjoin the addition, alteration or change has been commenced prior to the completion thereof, approval will not be required and this Section will be deemed to have been fully complied with. The members of such committee shall not be entitled to compensation for services performed pursuant to this Section.

Section 2. Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more other committees. Except as otherwise provided in such resolution, members of such committee or committees shall be members of the corporation, and the President of the

corporation shall appoint the members thereof; PROVIDED, HOWEVER that any committee which is given the authority of the Board of Directors and must consist of two or more Directors; PROVIDED FURTHER that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage or all or substantially all of the property and assets of the corporation, authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provided 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 Directors or any individual Director, or any responsibility imposed upon it or him by law.

Section 3. Term of Office. Each member of a committee other than the Architectural Control 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 removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. 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.

Section 6. Quorum. 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.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

USE OF COMMON AREAS

Use of common areas only within Brierwood Bay Subdivision by members shall be subject to the following rules and such additional rules as the Directors or a committee appointed by them shall promulgate:

A. USE OF RECREATION AREA: Use of the recreation facilities shall be restricted to the use of families of persons owning property, and their guests, within the Brierwood Bay Subdivision.

B. CURFEW: There shall be no group activities, including parties and meetings, in the common areas after 10:00 p.m. No source of outside music, jukeboxes or live bands shall be permitted within the common areas.

C. OCCUPANCY; CONDUCT: An owner shall not intentionally or unintentionally annoy or interfere with the rights of other owners, the corporation, or any of the occupants of the subject property by unreasonable noise, offensive odors, improper neighborly conduct, or any other public or private nuisance.

D. COMPLIANCE WITH LAW; WASTE: An owner shall obey and comply with all public laws, ordinances, zoning ordinances, rules and regulations and all ground rules now or hereafter promulgated. No owner shall do or allow to be done any act which causes, or threatens to cause any damage, encroachment, or disrepair to the subject property, community facilities, any residence building or the residence site of any other owner.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Further provided neither the Board of Directors, nor any officer or agent of the corporation shall have the power or authority to execute any deed, mortgage, Deed of Trust, or other instrument or conveyance covering any real property owned by the corporation.

Section 2. Checks, drafts, etc. 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 Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the corporation.

Section 3. Deposits. 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 Directors may select.

Section 4. Gifts. The Board of Directors 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 IX

CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class 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 corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE X

BOOKS AND RECORDS

The corporation 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. 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.

ARTICLE XI

ASSESSMENTS

Section 1. Basis and Maximum of Annual Assessments. The annual assessment shall be \$30.00 per lot for the first year. The annual assessment may be increased or decreased by vote of the Owners, as herein-after provided, and as may be necessary to defray expenses and costs related to the common areas.

The Board of Directors of the Association may, after consideration of current maintenance costs and future needs of the Association fix the actual assessment for any year at a lesser amount. Should the annual cost of repair or maintenance of existing facilities and ground exceed the annual budget the assessment may be adjusted accordingly.

Assessments shall be directed to and payable by all Class A members. The Class B member shall not be subject to assessment.

Section 2. Special Assessments for Capital Improvements. In addition to the assessments authorized by Section 1 hereof, the corporation may levy a special assessment, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the Common Properties, including the necessary fixtures and personal property related thereto, PROVIDED THAT any such assessment shall have the assent of two-thirds of each class of its membership, voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be given to all members at least 30 days in advance and shall set forth the purpose of the meeting.

Section 3. Change in Basis and Maximum of Annual Assessments. Subject to the limitations of Section 1 hereof, and for the periods therein specified, the corporation may change the maximum and basis of the assessments fixed by Section 1 hereof prospectively for any such period PROVIDED THAT any such change shall have the assent of sixty percent (60%) of each class of its membership, voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be given to all members at least 30 days in advance and shall set forth the purpose of this meeting, PROVIDED FURTHER that the limitations of Section 1 hereof, shall not apply to any change in the maximum and basis of the assessments undertaken as an incident to a merger or consolidation in which the corporation is authorized to participate under the Articles of Incorporation and under Article II hereof.

Section 4. Purpose of Assessments. The assessments herein levied shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in the area known as the Brierwood Bay Subdivision in the County of Henderson, Texas, and in particular for the improvement and maintenance of services and facilities devoted to this purpose and directly related to the use and enjoyment of the common properties including, but not limited to, the payment of taxes and insurance thereon and repair, replacement and additions thereto, and for the cost of labor, equipment, materials, management and supervision thereof, and for carrying out the purposes of the corporation as stated in the Articles of Incorporation.

Section 5. Quorum for any Action Authorized under Sections 2 & 3. The quorum required for any action authorized by Sections 2 & 3 hereof shall be as follows:

At the first meeting called, as provided in Section 2 & 3 hereof, the presence at the meeting of members, or of proxies, entitled to cast sixty percent of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth in Sections 2 & 3, and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting, PROVIDED THAT no such subsequent meeting shall be held more than sixty days following the preceding meeting.

Section 6. Date of Commencement of Annual Assessments; Due Dates.

The first annual assessment shall be payable by the lot owner within six (6) months after the purchase of the lot. Annual dues shall thereafter be payable in advance each twelve (12) month period thereafter.

The amount of the annual assessment which may be levied for the balance remaining in the first year of assessment shall be an amount which bears the same relationship to the annual assessment provided for in Paragraph 1 hereof as the remaining number of months in that year bear to twelve. The same reduction in the amount of assessment shall apply to the first assessment levied against any property which is hereafter added to the properties now subject to assessment at a time other than the beginning of any assessment period.

The due date of any special assessment under Section 2 hereof shall be fixed in the resolution authorizing such assessment.

Section 7. Duties of the Board of Directors. The Board of Directors of the corporation shall fix the date of commencement and the amount of the assessment against each lot for each assessment period at least thirty days in advance of such date or period and shall at that time, prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the corporation and shall be open to inspection by any Owner.

Written notice of the assessment shall thereupon be sent out to every Owner subject thereto.

The corporation shall upon demand at any time furnish to any Owner liable for said assessment a certificate in writing signed by an officer of the corporation, setting forth whether said assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 8. Effect of Non-Payment of Assessment: The Personal Obligation of the Owner, The Lien, Remedies of the Corporation. If the assessments are not paid on the date when due (being the dates specified in Section 6, hereof), then such assessments shall become delinquent and shall, together with such interest thereon and cost of collection thereof as hereinafter provided, thereupon become a continuing lien on the property which shall bind such property in the hands of the then owner, his heirs, devisees, personal representatives and assigns. The personal obligation of the then owner to pay such assessment, however, shall remain his personal obligation for the statutory period and shall not pass to his successors in title unless expressly assumed by them.

If the assessment is not paid within thirty days after the delinquency date, the assessment shall bear interest from the date of delinquency at the rate of ten percent per annum, and the corporation may bring an action at law against the lot or lots owned by such owner within the property described in Exhibit A above referenced and there shall be added to the amount of such assessment the costs of preparing and filing the complaint in such action and in the event a judgment is obtained such judgment shall include interest on the assessment as above provided and a reasonable attorney's fee to be fixed by the court together with the costs of the action.

Section 9. Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the properties subject to assessment; PROVIDED HOWEVER, that such subordination shall apply only to the assessments which have become due and payable prior to the sale of

such property pursuant to a decree of foreclosure of any such mortgage. Such sale shall not relieve such property from liability for any assessments thereafter becoming due nor from the lien of any such subsequent assessment.

ARTICLE XII

MERGERS

To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, PROVIDED THAT any such merger or consolidation shall have the assent of two-thirds of the total vote of both classes cast by members, voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be given to all members at least thirty days in advance and shall set forth the purpose of the meeting. No consolidation or merger shall have the effect of relieving the corporation of its legal obligations.

ARTICLE XIII

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 corporation and the words "Property Owners Association".

ARTICLE XIV

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 By-laws 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 XV

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by the assent of seventy-five percent (75%) of each class of members.

ARTICLE XVI

PURPOSE

The purpose and function of the Home Owners Association shall be to maintain, repair and improve the common areas and to control and regulate the use thereof. All Owners of lots in Brierwood Bay Subdivision and members of the Association shall share in the expenses and costs related to the common areas as set forth hereinabove. Nothing herein shall be construed to place such individual lots or the use thereof under the control of the Association except as specifically set forth herein.

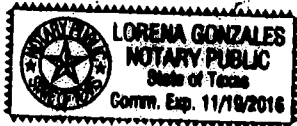
BY-LAWS
OF
BRIERWOOD BAY PROPERTY
OWNERS ASSOCIATION, INC.

THE STATE OF TEXAS §
COUNTY OF HENDERSON §

In witness hereof, I have executed my name as Secretary of the
above-named Corporation this 21st day of April,
2016.

Sandy Atteberry *Sandy Atteberry*

This instrument was acknowledged before me on the 21 day
of April, 2016, by Sandy Atteberry, Secretary of
Brierwood Bay Property Owners Association, Inc., a Texas
nonprofit corporation.



Lorena Gonzales
Notary Public Signature

AFTER RECORDING PLEASE RETURN TO:

Ron Jeffries, President
Brierwood Bay Property Owners Association, Inc.
7901 Valley View
Frankston, TX 75763