

BY-LAWS
OF
COUNTRYGROVE COMMUNITY ASSOCIATION, INC.
AS AMENDED NOVEMBER 15, 2001

ARTICLE I.
NAME AND LOCATION

The name of the corporation is COUNTRYGROVE COMMUNITY ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the corporation shall be located at 3119 Flowerfield Lane, Pearland, Texas 77584, but meetings of members and directors may be held at such places within the State of Texas, County of Brazoria, as may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS

Section 1. "Association" shall mean and refer to COUNTRYGROVE COMMUNITY ASSOCIATION, INC., its successors and assigns.

Section 2. The term "Properties" shall mean and refer to that real property described in paragraph 1.03 of the Consolidated Declaration of Covenants, Conditions and Restrictions for CountryGrove.

Section 3. The term "Lot" shall mean and refer to any plat of land along with any improvements thereon shown upon any recorded subdivision map of the Properties with the exception of property designated as "Reserves", "Common Area", or "Golf Course Area", if any.

Section 4. The term "owner" shall mean and refer to the owner of record, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Restrictions" shall mean and refer to the Consolidated Declaration of Covenants, Conditions and Restrictions for COUNTRYGROVE recorded in the Official Public Records of Real Property of Brazoria County, Texas, and any amendments thereto.

Section 6. "Articles" shall refer to the Articles of Incorporation of the COUNTRYGROVE COMMUNITY ASSOCIATION, INC., with amendments, as recorded in the Office of the Secretary of State of Texas.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Restrictions and Articles of Incorporation for COUNTRYGROVE, subject to the requirements for ownership described in such Restrictions and Articles.

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ARTICLE III.
MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall be held on the third (3rd) Thursday of November each year. If this is a legal holiday, then the meeting will be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or Board of Directors, or upon written request of one-fourth (1/4) of the members who are entitled to vote.

Section 3. Notice of Meetings. No written notice is required for the Annual Meeting of the members. Written notice of each Special Meeting of the members shall be given by the Secretary or person authorized to call the meetings. Notice shall be mailed, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote. Notice shall 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. Such notice shall specify the place, date, hour and purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth of the votes shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice of other than an announcement at the meeting until a quorum shall be present or represented.

Section 5. Proxies. At all meetings, 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 automatically cease upon conveyance by the member of his lot.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

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Section 2. Term of Office. At the first annual meeting the members shall elect two (2) directors for terms of two (2) years, and three (3) directors for terms of three (3) years; and at each annual meeting thereafter, the members shall elect directors for terms of two (2) years as may be needed.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association.

Section 5. Action Taken Without a 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 and consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall 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, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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 members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret, written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and Restrictions. The persons receiving the largest number of votes shall be elected and shall assume office immediately following the close of the annual meeting.

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ARTICLE VI.

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, without notice, at such place and hour as may be fixed from time to time by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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. 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 shall be regarded as the act of the Board.

ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation, or the Restrictions;

(b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(c) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

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

(a) 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-fourth (1/4) of the members who are entitled to vote;

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

(c) as more fully provided in the Restrictions, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same, if in the judgment of the Association it is necessary;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board before the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) designate how many signatures are required on checks and to designate who is authorized to sign checks; and

(f) cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers that the Board, from time to time, by resolution may create.

Section 2. Election of Officers. The election of officers shall take place immediately following the annual meeting at a meeting of the new Board of Directors.

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

Section 4. Special Appointments. The Board 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 may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt or at any later time specified therein, and unless otherwise 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 by appointment by the Board. The officer appointed 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. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall co-sign all promissory notes; and can co-sign checks.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act; shall exercise and discharge such other duties as may be required of him by the Board; and can co-sign checks.

(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 upon the minutes of the meetings of the Board of Directors and members and upon all other papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate records showing the members of the

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Association together with their addresses; can co-sign checks; and perform such other duties as required by the Board.

(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; shall co-sign all promissory notes of the Association; keep proper books of account; cause a report of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting; and can co-sign checks. Copies of these documents shall be available for purchase at a reasonable cost.

ARTICLE IX.

COMMITTEES

The Association shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X.

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 Articles of Incorporation, the Restrictions and these By-Laws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable cost.

ARTICLE XI.

REMEDIES FOR NON-PAYMENT OF ASSESSMENT

As more fully provided in the Restrictions, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and

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interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: COUNTRYGROVE COMMUNITY ASSOCIATION, INC.

ARTICLE XIII.

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

ARTICLE XIV.

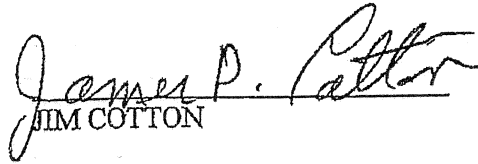
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

IN WITNESS WHEREOF, we, being all of the directors of the COUNTRYGROVE COMMUNITY ASSOCIATION, INC., have hereunto set our hands this 15th day of November, 2001.


HAROLD H. WISE

BY-LAWS
OF
COUNTRYGROVE COMMUNITY ASSOCIATION, INC.
AS AMENDED NOVEMBER 15, 2001


JIM COTTON


DAVE STROUD


GEORGE CARPENTER


LEONARD MEINKE

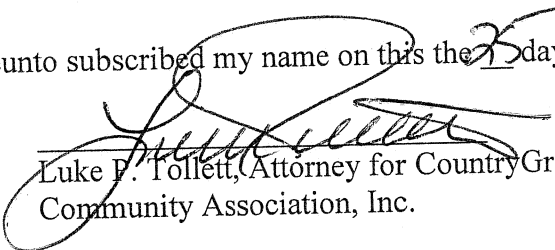
CERTIFICATION

STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

I, the undersigned, pursuant to §202.006 of the Texas Property Code, do hereby certify, as follows:

- (1) I am an Agent for the CountryGrove Community Association, Inc. (hereinafter the "Association"), a Texas non-profit corporation;
- (2) The foregoing Instrument is entitled "Bylaws of CountryGrove Community Association, Inc.";
- (3) The property affected by the said foregoing Instrument is described in Exhibit "A" attached hereto; and
- (4) The foregoing Instrument is a true and correct copy of the original.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 25 day of October, 2011.


Luke P. Tollett, Attorney for CountryGrove
Community Association, Inc.

STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

BEFORE ME, the undersigned authority, on the day personally appeared Luke P. Tollett, Attorney for the CountryGrove Community Association, Inc., and known by me to be the person whose name is subscribed to the foregoing document and being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity and that the statements contained therein are true and correct.

Given under my hand and seal of office this the 25 day of October, 2011.

Alicia Cueva
NOTARY PUBLIC, STATE OF TEXAS

After recording return to:
HOLT & YOUNG, P.C.
11200 Richmond Ave., Suite 450
Houston, Texas 77082

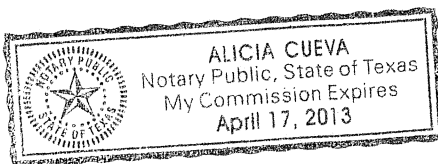


EXHIBIT "A"

COUNTRYGROVE, SECTION ONE (1) recorded in Volume 16, Page 231 of the Map Records of Brazoria County, Texas and all amendments thereto.

COUNTRYGROVE, SECTION TWO (2) recorded in Volume 16, Page 233 of the Map Records of Brazoria County, Texas and all amendments thereto.

COUNTRYGROVE, SECTION THREE (3) recorded in Volume 17, Page 261 of the Map Records of Brazoria County, Texas and all amendments thereto.

COUNTRYGROVE, SECTION FOUR (4) recorded in Volume 18, Page 317 of the Map Records of Brazoria County, Texas and all amendments thereto.

COUNTRYGROVE, SECTION FIVE (5) recorded in Volume 19, Page 27 of the Map Records of Brazoria County, Texas and all amendments thereto.

COUNTRYPLACE 0.26706 ACRES recorded in Volume 301, Page 686, dated July 14, 1986.

COUNTRY PLACE, SECTION TWELVE (12), Block Two (2) recorded in Volume 19, Page 485-486 of the Map Records of Brazoria County, Texas and all amendments thereto.

Doc# 2011045372
Pages 11
11/03/2011 1:59PM
Official Public Records of
BRAZORIA COUNTY
JOYCE HUDMAN
COUNTY CLERK
Fees \$56.00

