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**BY-LAWS
OF
CYPRESS SPRINGS
PROPERTY OWNERS ASSOCIATION**

ARTICLE ONE

REGISTERED OFFICE

1.01 The registered office of the Association is located at P.O. Box 749, Spring Branch, Texas 78070.

ARTICLE TWO

DEFINITIONS

2.01 As used in these By-Laws the following definitions shall apply:

A. CYPRESS SPRINGS SUBDIVISION: Those portions of the property described on Exhibit "A" as are included in any section of the CYPRESS SPRINGS SUBDIVISION, as such sections are shown by plats of record among the Plat Records of Comal County, Texas whether such plats are presently on record or are hereinafter to be recorded, so long as such properties are bound by any subdivision restrictions promulgated by CYPRESS SPRINGS PROPERTY OWNERS ASSOCIATION, its successors or assigns, which subdivision restrictions provided for the payment of assessments to CYPRESS SPRINGS PROPERTY OWNERS ASSOCIATION until assigned to the Association herein.

B. MEMBERS:

1. Ownership of each lot in CYPRESS SPRINGS SUBDIVISION shall entitle the owner thereof to one membership in the Association. Members of the Association shall include all those persons or entities who are voting members, non-voting members, or advisory members of the Association as provided below.

2. For purposes of these provisions, those persons who have purchased any of the lots in CYPRESS SPRINGS SUBDIVISION under the provisions of any Contracts of Sale and Purchase with the Veterans Land Board of the State of Texas shall be considered as "members" of the Association, and the State of Texas shall not be considered as a member of the Association. In the case of any lots owned by two or more persons or entities other than one individual, the owner or owners thereof may designate one person in writing as the person eligible to vote.

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3. A person shall be considered as an owner of a lot in the CYPRESS SPRINGS SUBDIVISION only after such person has received legal title to such lot, or after legal title to such lots has been transferred by PROPERTIES OF THE SOUTHWEST, INC. (its successors or assigns) to the individual, the entity, or the Veterans Land Board of the State of Texas.

C. VOTING MEMBERS: All those persons or entities owning a lot or lots in the CYPRESS SPRINGS SUBDIVISION who are (a) current in the payment of any and all assessments due to CYPRESS SPRINGS PROPERTY OWNERS ASSOCIATION (b) not otherwise in default under any of the subdivision restrictions affecting such lot or lots in the CYPRESS SPRINGS SUBDIVISION; and (c) are current in all other dues or other obligations to the Association.

D. NON-VOTING MEMBERS: Non-voting members of the Association shall be those members who are in arrears for more than thirty (30) days in the payment of any assessments to be provided for hereunder, or in the payment of any other dues or accounts of the Association, or in default in the performance of any of the obligations contained in any of the subdivision restrictions affecting CYPRESS SPRINGS SUBDIVISION and /or CYPRESS SPRINGS PROPERTY OWNERS ASSOCIATION. However, no member shall be considered to be in default in the payment of any other dues or accounts, unless such member has been notified of such default by a written statement for at least thirty (30) days. Notice shall be deemed accomplished if the notice has been deposited in the U.S. mail, with postage properly prepaid, addressed to the last known address of the member as shown by the records of the Association.

E. A member shall be in default, as provided for herein, if such member shall have failed to pay any assessments to the Association, as provided for in any subdivision restrictions of the CYPRESS SPRINGS SUBDIVISION, for more than thirty (30) days after the same shall become due. Members shall further be considered to be in default if they have violated any of the terms, conditions, or stipulations of the restrictions affecting the CYPRESS SPRINGS SUBDIVISION, or are in violation of any local, state, or federal law, order, rule, or regulation, have been notified of such violation, and have refused to correct such violation within thirty (30) days after the date such notice was sent.

F. ADVISORY MEMBERS: An individual, or individuals, may be appointed by the Board to serve as subject matter experts, or facilitators for specific issues. Advisory Members are non-voting members, and serve at the discretion of the Board.

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ARTICLE THREE

MEMBERS MEETINGS

3.01 All meetings of the members shall be held at any location designated for that purpose from time to time by the Board of Directors.

3.02 Annual meeting of the members. The annual meeting of the members shall be held each year as designated by the Board of Directors.

3.03 Notice of meetings. Notice of the meeting, stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member (whether voting, non-voting, or advisory) at least thirty (30) days before the date of the meeting either personally or by mail or other means of written communication addressed to the member at his address appearing on the books of the Association or given by him to the Association for the purpose of notice. Notice of adjourned meetings is not necessary until the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.04 Special meetings. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by the Board of Directors, or by any two or more directors. Any special meeting must be called for specific purposes, which purposes shall be identified in the call of the meeting and notice of the meeting.

3.05 Quorum. Ten percent (10%) of the voting members constitutes a quorum for transaction of business. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

3.06 Voting. Only persons listed as voting members on the date of the meeting shall be entitled to vote at such meeting. Any non-voting members may elevate his status to a voting member by curing any default prior to the stated time of the meeting. Votes shall be apportioned by lots, i.e., each lot shall be entitled to one vote, and therefore, if any voting member owns two or more lots, he shall be entitled to the same number of votes as he shall own lots. There shall be no fractional voting, but rather, if a lot is owned by two or more persons, that lot shall be entitled to only one vote and shall not be entitled to split that vote, and the owners of such lot must, in writing, designate one of their members to be the voting member of the Association. A voting member may execute a written proxy granting to another voting member, or to an advisory member, the right to cast such voting member's vote at any meeting. A voting member may not grant a proxy to a non-voting member as defined in Article 2.01 D.

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3.07 Presiding officer. All meetings of the membership shall be presided over by the President of the Association, or the designated representative as determined by the Board. The meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 The management of the Association shall be vested in a Board of Directors consisting of five (5) directors, which board shall have full power and authority to carry out the purposes of the Association and to do any and all lawful acts necessary or profitable thereto. The director shall act only as the board, and an individual director shall have no power as such. The powers of the Association shall be exercisable by the Board of Directors or under its authority, and the action of the President of the Association shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, or these By-Laws as to the actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited special power and authority to the officers and employees of the Association to transact the general business, or any special business of the Association, and may give powers of attorney to agents of the Association to transact any special business required by such authorization.

4.02 The authorized number of directors of this Association shall be five (5). The directors must be voting members in good standing, both for election and service. The number of directors may be increased or decreased from time to time by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director in good standing. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

4.03 The directors shall be elected by the voting members at the annual meeting. The term of office shall be two years or, until their death, resignation, or removal. Two directors shall be elected in even numbered years and three in odd numbered years.

4.04 Vacancies of the Board of Directors may be filled by a majority of the remaining directors, or by the sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the directors. The entire Board of Directors or any individual director may be removed from office with or without cause by a vote of the majority of the voting members at any regular or special meeting of the members.

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4.05 All meetings of the Board of Directors shall be held at a location determined by the Board with consent of all of the members of the Board. Regular meetings of the Board of Directors shall be held, without call or notice, and at such other times as the directors may determine.

4.06 Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice-President or by any two directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed ten (10) days prior to the meeting or personally delivered to each director not later than three (3) days before the day appointed for the meeting.

4.07 A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

4.08 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as the unanimous vote of the Directors, if all of the members of the board shall individually collectively consent in writing to the action.

4.09 A quorum of the directors may adjourn any directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special may adjourn from time to time until the time fixed for the next regular meeting of the board.

4.10 The President, or in the President's absence, any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

4.11 Directors and members of the committee shall not receive any compensation for their services. They may receive reimbursement for actual expenses incurred only upon the submission of appropriate written evidence of such expenses incurred.

4.12 The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levies against, present or former Directors, officers, or employees of this Association as provided by Article 1296.22A of Title 32 of the Miscellaneous Corporation Act of the State of Texas.

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ARTICLE FIVE

OFFICERS

5.01 The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Member-At-Large, as well as other officers as the Board of Directors shall from time to time determine. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure of all officers.

5.02 The officers of the Association shall have the power and duties generally ascribed to the respective offices, and such additional authority or duty as may from time be established by the Board of Directors.

ARTICLE SIX

EXECUTION OF INSTRUMENTS

6.01 The Board of Directors may, in its discretion, authorize an officer or officers, or other person or persons, to execute any association instrument or document, or to sign the Association name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Association.

ARTICLE SEVEN

MISCELLANEOUS

7.01 The Board of Directors, on behalf of the Association, shall have the authority to employ such agents or employees as the Board of Directors shall deem appropriate for carrying out the purposes of this Association.

7.02 In accordance with the Covenants [Section 4.02(b)] an Architectural Control Committee consisting of three voting members in good standing, both for election and service will be elected for two year terms. At the annual meetings, one member will be elected on odd numbered years, and two members will be elected on even numbered years.

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7.03 There shall be no initiation fees for memberships in the Association. The Board of Directors shall have discretion over the disposition of any and all assessments paid as provided for in any of the subdivision covenants, restrictions, and requirements imposed on any lot in the CYPRESS SPRINGS SUBDIVISION. Subject to the approval of the majority of the voting members at a meeting of the membership duly convened, the board of Directors may increase or decrease the assessments described in the subdivision restrictions, restrictive covenants, and conditions affecting any lot of the CYPRESS SPRINGS SUBDIVISION as shown by recorded instruments filed for record in Comal County, Texas. All of the provisions relating to such increases and decreases, and to such assessments, which are shown by recorded instruments affecting any lot of the CYPRESS SPRINGS SUBDIVISION are hereby incorporated herein by reference as if stated in full.

7.04 The Board of Directors shall have the authority to appoint such committees to assist it in the managing of the Association as it shall deem appropriate, and to appoint to such committees either members or non-members of the Association. Such committees shall be of such number and serve such functions as the Board of Directors may determine; however, there shall always be created an Architectural Control Committee as is described in the subdivision restrictions, restrictive covenants, and conditions affecting any and all units of the CYPRESS SPRINGS SUBDIVISION as shown by recorded instruments in Comal County, Texas.

7.05 The Association shall not enter into any contract to pay and shall not pay, any salary or other remuneration to any officer, directors, or committee member for their services as such, nor in any other capacity regardless of the capacity in which they may act. However, nothing in this section shall prevent the Association from reimbursing any officer or director for actual expenses incurred by such director or officer in the performance of his duties.

7.06 Any and all funds of the Association shall be deposited in a bank account owned by the Association. All demand withdrawal instruments and checks on such bank account shall bear the signature of at least two authorized persons, the identity of whom shall be made by the Board of Directors, and who may, but do not have to be members of the Association.

7.07 All books and records provided for by statute shall be open to inspection by the members at any reasonable time.

7.08 The power to alter, amend, or repeal these By-Laws is vested in the Board of Directors, subject to repeal or change by the action of the members.

7.09 Board/Association capital expenditures of less than \$1000 are permitted without approval by Association vote. Capital expenditures greater than \$1000 require a majority vote of the votes cast following an Association balloting and voting period of not less than two (2) weeks or greater than six (6) weeks from the date of final ballot postmark.

6/14/2001

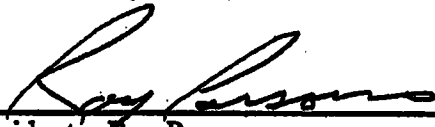
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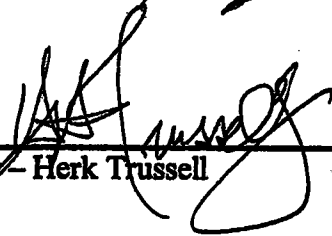
ADOPTED by the Board of Directors on this the 14th day of June, 2001.



President - Ray Parsons




Vice President - Charlie Spangler



Secretary - Herk Trussell

Treasurer - Vacant



Member-At-Large - Don Farrer

6/14/2001

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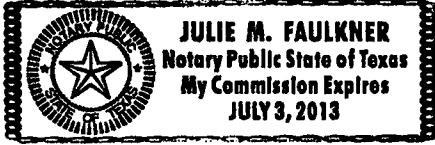
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By their signatures below the President and Secretary of the Association certify that the foregoing was drafted and approved by the 2001-2002 Board of Directors of the Association at a duly-called meeting of the Board of Directors at which a quorum of Directors was present and as evidenced by their signatures attached; and that, as of the below date, this instrument (last updated June 14, 2001) is the most current version of the Association's By-Laws, and replaces any and all prior versions of this document.

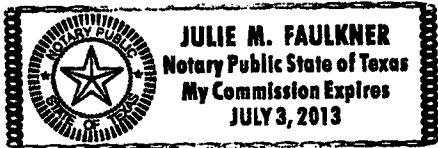
Thus executed this 20th day of March, 2012.



CYPRESS SPRINGS PROPERTY OWNERS ASSOCIATION

By: [Signature]
Dawn Jabour, Its President

ATTEST:



By: [Signature]
Dawn Mulder, Its Secretary

STATE OF TEXAS §
 §
 §
COUNTY OF COMAL §

I hereby certify that the foregoing instrument was acknowledged before me, the undersigned Notary, by Dawn Jabour, President, Cypress Springs Property Owners Association, on the date of execution set forth above.

[Signature]
Notary Public, State of Texas

STATE OF TEXAS §
 §
 §
COUNTY OF COMAL §


I hereby certify that the foregoing instrument was acknowledged before me, the undersigned Notary, by Dawn Mulder, Secretary, Cypress Springs Property Owners Association, on the date of execution set forth above.

[Signature]
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

Cypress Springs Property Owners Association
PO Box 749
Spring Branch, TX 78070

Filed and Recorded
Official Public Records
Joy Streater, County Clerk
Comal County, Texas
03/23/2012 03:40:50 PM
MICHAEL 9 Page(s)
201206010268

 [Signature]

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STATE OF TEXAS
COUNTY OF COMAL
I certify this to be a true and correct copy of the record FILED & RECORDED in the Official Public Records of Comal County on the date and time stamped thereon.



By: [Signature]
Joy Streater
County Clerk