

**BY-LAWS OF OAK VALLEY ESTATES PHASES 13-18
HOMEOWNERS ASSOCIATION**

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**ARTICLE I
OFFICES, DEFINITIONS**

SECTION 1: Registered Office and Agent

The Registered Office of the Oak Valley Estates Phases 13-18 Homeowners Association (the "Association") shall be at 240 E. Renfro, Suite 202, Burleson, Texas 76028, and the name of the Registered Agent of the Association at such address is Rocky Bransom.

Section 2: Other Offices

The Association may also have offices at such other places within or without the State of Texas as the Board of Directors may from time to time determine or the business of the Association may require.

SECTION 3: Definitions

The following words, when used in these Bylaws (unless otherwise indicated), shall have the following meanings:

(a) **"The Restrictions"** shall mean and refer to the "Restrictive Covenants of Oak Valley Estates Phases 13 through 18" to which these Bylaws are appended as recorded in the Real Property Records of Johnson County, Texas, or any Supplemental Restrictions under the provisions of said Restrictions.

(b) **"The Property"** shall mean and refer to the property which is subject to the Restrictions set forth on Exhibit "A".

(c) **"Common Property"** shall mean and refer to those areas of land shown on any recorded subdivision plat or revised Plat of The Property and easements intended to be devoted to the common use and enjoyment of the members of the Association, conveyed to the Association to be devoted to common use.

(d) **"Lot"** shall mean and refer to any plot of land shown upon any recorded subdivision plat of The Property, with the exception of Common Property as herein defined.

(e) **"Living Unit"** shall mean and refer to any portion of a building situated upon The Property designed and intended for use and occupancy as a residence by a single family.

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(f) **“Owner”** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Living Unit which is a part of The Property, but notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

(g) **“Member”** shall mean and refer to every person or entity who holds membership in the Association.

(h) **“Garrett Development”** shall mean and refer to Garrett Development Group, L.P.

(i) **“RAD”** shall mean and refer to R. A. Development, Ltd.

ARTICLE II MEMBERSHIP AND VOTING RIGHTS

SECTION 1: Membership

Every person or entity who is a record Owner of any Lot which is subject, by covenants of record, to assessment by the Association, including purchasers under contract from Garrett Development Co. and RAD, shall be a Member of the Association (provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member), and any person or entity who acquired any such fee or undivided fee interest shall be deemed to have accepted membership and assumed all obligations thereof.

SECTION 2: Voting Rights

The Association shall initially have one class of voting membership.

Members shall be all those Owners entitled to one vote for each Lot in which they hold the interest required for membership by Section I. When more than one person holds such interest in any Lot, all such persons shall be Members and the vote for such Lot shall be exercised as they between or among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

SECTION 3: Methods of Voting

At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person, or by a proxy appointed in writing, or his duly authorized attorney-in-fact and dated not less than fifteen (15) nor more than thirty (30) days prior to said meeting. Any proxy shall be filed with the Secretary of the Association prior to or at the time of the meeting. In the absence of any action by the Board of Directors, the date upon which the Notice of the Meeting is mailed shall be the record date.

**ARTICLE III
MEETING OF MEMBERS**

SECTION 1: General Meetings

All meetings of the Members for the election of directors shall be held at the office of the Association in Texas, or at such other place, within or without the State of Texas as may be specified in the Notice of the Meeting or in a duly executed Waiver of Notice thereof. Meetings of Members for any other purpose may be held at such time and place, within or without the State of Texas as shall be stated in the Notice of the Meeting or in a duly executed Waiver of Notice thereof.

SECTION 2: Annual Meeting

An Annual Meeting of the Members shall be held on the second Monday of July of each year, at the hour of 7:00 o'clock p.m.; provided, however, that should said day fall upon a legal holiday, then at the same time on the next business day thereafter. At such meeting, Directors shall be elected, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the powers of the members.

SECTION 3: Member List

At least ten (10) days before each meeting of the Members, a complete list of the Members entitled to vote at each meeting arranged in alphabetical order, with the residence of each and the number of votes held by each shall be prepared by the Secretary. Such list shall be kept on file at the Registered Office of the Association for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Member at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any Member who may be present.

SECTION 4: Call for Special Meetings

Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, the Articles of Incorporation, or these Bylaws, may be called by the President, the majority of the Board of Directors or the holders of not less than one-fifth (1/5) of all the Members entitled to vote at the meetings. Business transacted at any special meeting shall be confined to the subjects stated in the Notice of the Meeting.

SECTION 5: Notice

(a) Written or printed notice stating the place, date and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) or more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Member of record entitled to vote at the meeting.

(b) Notice of any meeting of Members shall specify the place, date and hour of the meeting. The notice shall also specify the purpose of the meeting if it is a special meeting, or if its purpose or one of its purposes will be to consider a proposed dissolution or the revocation of a voluntary dissolution by act of the Association or to consider a proposed disposition of all, or substantially all of the assets of the Association outside the ordinary course of business.

SECTION 6: Quorum; Adjournments

(a) Except as otherwise provided in the Deed Restrictions, by statute, by the Articles of Incorporation or these Bylaws, the Members holding one-third (1/3) of the votes issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the Members for the transaction of business. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 7: Transaction of Business

When a quorum is present at any meeting, the vote of the Members holding sixty percent (60%) of the votes shall decide any question before such meeting, unless the question is one upon which by express provisions of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of any Members to leave less than a quorum.

ARTICLE IV DIRECTORS

SECTION 1: Powers

The business and affairs of the Corporation shall be managed by its Board of Directors who may exercise all the powers of the Corporation and may do all lawful acts and things which are not by statute, The Declaration, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Members. Specifically, the Board of Directors shall be empowered to take such actions as authorized by the Directors.

SECTION 2: Number and Election

The Board of Directors shall consist of three (3) Directors. The Directors shall be elected at the annual meeting of the Members, except as hereinafter provided, and each Director elected shall hold office until his successor has been elected and qualified.

SECTION 3: Term of Office

Directors shall be elected for a term of two (2) years. At the initial meeting of the Board, Garrett Development Group, L.P. and R. A. Development, Ltd. shall each appoint a minimum of one (1) resident Member for a two (2) year term.

SECTION 4: Removal; Filling Vacancies

Any Director may be removed, with or without cause, at any special meeting of the Members by the affirmative vote of a majority of the Members present in person or by proxy at such meeting and entitled to vote for the election of such Director, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. If any vacancies occur in the Board of Directors, for any reason, a majority of the Directors then in office, though less than a quorum, may choose a successor or successors. Each successor Director so chosen shall be elected for the unexpired term of the predecessor in office.

SECTION 5: Prohibition of Cumulative Voting

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

SECTION 6: Location of Meetings

The Directors of the Corporation may hold their meetings, both regular and special, either within or without the State of Texas.

SECTION 7: Annual Meetings

The first meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of Members, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed.

SECTION 8: Regular Meetings

Regular meetings of the Board of Directors shall be held semi-annually or more frequently if called by the President or by a majority of Board Members at such time and place as shall from time to time be determined by the Board.

SECTION 9: Special Meetings

Special meetings of the Board of Directors may be called by the President or Secretary on two (2) days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of Directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of any special meeting need be specified in a notice or waiver of notice.

SECTION 10: Quorum

At all meetings of the Board of Directors, the presence of two (2) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of two (2) of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Declaration, the Articles of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Director present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE V NOTICES

SECTION 1: Formalities of Notices

Whenever under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall be construed to mean either personal notice or notice in writing by mail (regular or otherwise), postage prepaid, addressed to such Director or Member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States Mail as aforesaid.

SECTION 2: Waiver of Notices

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Signing the minutes of any meeting shall be deemed a waiver of all formalities with respect to such meeting.

ARTICLE VI OFFICERS

SECTION 1: Miscellaneous Provisions

The officers of the Corporation shall be elected by the Directors and shall be a President, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except that the offices of President and Secretary and President and Treasurer shall not be held by the same persons. Any such officer shall have the powers and duties usually associated with such office, subject to limitations or extension by the Board of Directors.

SECTION 2: Other Agents

The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 3: 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 contracts, mortgages, tax returns, and other written instruments; shall co-sign all checks (except those on a monthly recurring rate previously approved by the Board), and promissory notes; shall appoint committee chairmen and members of committees with the concurrence of the Board, and shall carry out such other duties as may be assigned by the Board or the Policy Manual as adopted by the Board.

(b) **Secretary.** The Secretary shall perform or cause to be performed the following secretarial activities: record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal and affix it on all papers requiring said seal; serve notice of meetings of the Board and members; keep the appropriate current records showing the ownership of Lots and membership of the Association, together with their addresses; and shall perform such other duties as required by the Board or the Policy Manual as adopted by the Board.

(c) **Treasurer.** The Treasurer shall perform or cause to be performed the following financial activities: receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by a Resolution of the Board; co-sign all checks; cause an annual audit of the Association Books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of the budget and assessments adopted by the Board to each member. The Treasurer shall perform such other duties as required by the Board or the Policy Manual as adopted by the Board.

SECTION 4: Salaries

All officers and directors of the Corporation shall serve without compensation. However, expenses may be reimbursed for unusual activities carried out on behalf of the Corporation. Any officer may receive compensation for services rendered to the Corporation in other than his official capacity.

SECTION 5: Tenure; Removal; Vacancies

Each officer of the Corporation shall hold office for a term of one (1) year or until his successor is chosen and qualified in his stead or until death, resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant, for any reason, the vacancy may be filled by the Board of Directors.

**ARTICLE VII
COMMITTEES**

SECTION 1: Number

There shall be four (4) standing committees. Except as specified by Article VI of the Declaration, all of the Chairmen and members of the standing committees shall be appointed by the President with the concurrence of the Board. Additional ad hoc committees may be appointed by the President as the need may arise.

SECTION 2: Architectural Control Committee

A committee composed initially of two (2) members, being Jim Garrett and Rocky Bransom. In the event one (1) or more members are unable to serve, such vacancy shall from time to time be designated by the majority vote of the remaining members. The Architectural Control Committee shall be responsible for approving or disapproving the design, location, details, color, texture, materials and specifications of all new construction, landscaping and tree removal and for any additions or modifications to buildings or Lots. All decisions by the committee shall be based on an adopted set of architectural and landscape guidelines. The committee shall render consistent judgments based upon such guidelines. A judgment by the committee may be appealed to the Board by filing a notice thereof with the Secretary of the Board at least fifteen (15) days in advance of a regularly scheduled meeting of the Board. Except that decisions made with respect to new construction on a vacant Lot may not be appealed to the Board. The Architectural Control Committee shall be governed by the Restrictions and these By-Laws.

This committee may appoint a subcommittee composed of members outside the committee to be responsible for approving or disapproving the design, location, details, color, texture, materials and specifications of all construction, landscaping and tree removal as they relate to additions or modifications of buildings or Lots.

SECTION 3: Finance Committee

This committee is responsible for preparing a proposed budget each year for submission to the Board for action. It shall review the expenses periodically during the year to determine if any significant deviations are occurring and to recommend actions for the Board to make appropriate adjustments. The committee shall also recommend the assessment level each year to cover anticipated expenses. This committee is also responsible for maintaining a record of the status of assessment payments for each Lot and recommending appropriate action to the Board for collection of any delinquencies. The chairman of this committee shall be the Treasurer.

SECTION 4: Rules and Regulations Committee

This committee is responsible for those rules and regulations affecting actions by persons in the community or actions by persons on property owned by the Corporation. The rules and regulations adopted by the Board shall be promulgated to all Owners and enforced by this committee. This committee shall also see that Owners inform their tenants of these rules and regulations. The committee shall recommend new rules and regulations from time to time as conditions may warrant or modifications of existing rules and regulations to the Board.

SECTION 5: Elections Committee

This committee is responsible for obtaining nominations for election to the Board of Directors and for conducting the election at the annual meeting. The Election Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than one (1) for each vacancy to be filled. The committee shall present its report to the Secretary at least seventy-five (75) days before the annual meeting. The chairman of the Elections Committee shall conduct that portion of the meeting devoted to elections. The members shall count the votes at the meeting and announce the results. The chairman shall not be a member of the Board.

**ARTICLE VIII
GENERAL PROVISIONS**

SECTION 1: Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

SECTION 2: Seal

There shall be no necessity for a corporate seal, but if there should be one, such seal shall have inscribed thereon the name of the Corporation and the word "TEXAS". Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 3: Indemnification

The Association shall indemnify any Director, officer or employee or former Director, officer or employee of the Corporation, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason or being or having been such a Director, officer or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation shall pay or cause to be paid to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled by law or under any bylaw, agreement, vote of members or otherwise.

SECTION 4: ADDITIONS TO ASSOCIATION

The association may, by majority vote, declare and decide to add additional subdivisions or phases to the homeowners association. Such additions shall be with an eighty percent (80%) or more majority of the homeowners approval of any particular section choosing to join into the association. The association shall cause each subdivision or phase and individual property owners to execute the necessary documents to enable to the properties to be added to the association. It is expressly understood and agreed that any further additions and/or phases to Oak Valley Estates is hereby automatically joined herein if the owners of such future phases elect to do so at the time of development and sale. It is anticipated that the future phases to Oak Valley will be phases 13 through 18.

SECTION 5: SUBORDINATION OF LIENS CREATED BY DEED RESTRICTIONS

Any lien created pursuant to the Restrictions or these by-laws to secure payment of sums due the Association for dues, assessments, special assessments or otherwise shall remain second and inferior to any lien granted to a lender to secure a purchase money loan on any lot, including any refinance of such loans.

ARTICLE IX
AMENDMENTS

SECTION 1:

These Bylaws may be altered or amended by a two-thirds (2/3) vote of members voting in person or by proxy at a duly called regular or special membership meeting at which a quorum is present.

EXECUTED this 3/ST day of October, 2006.


ROCKY BRANSOM

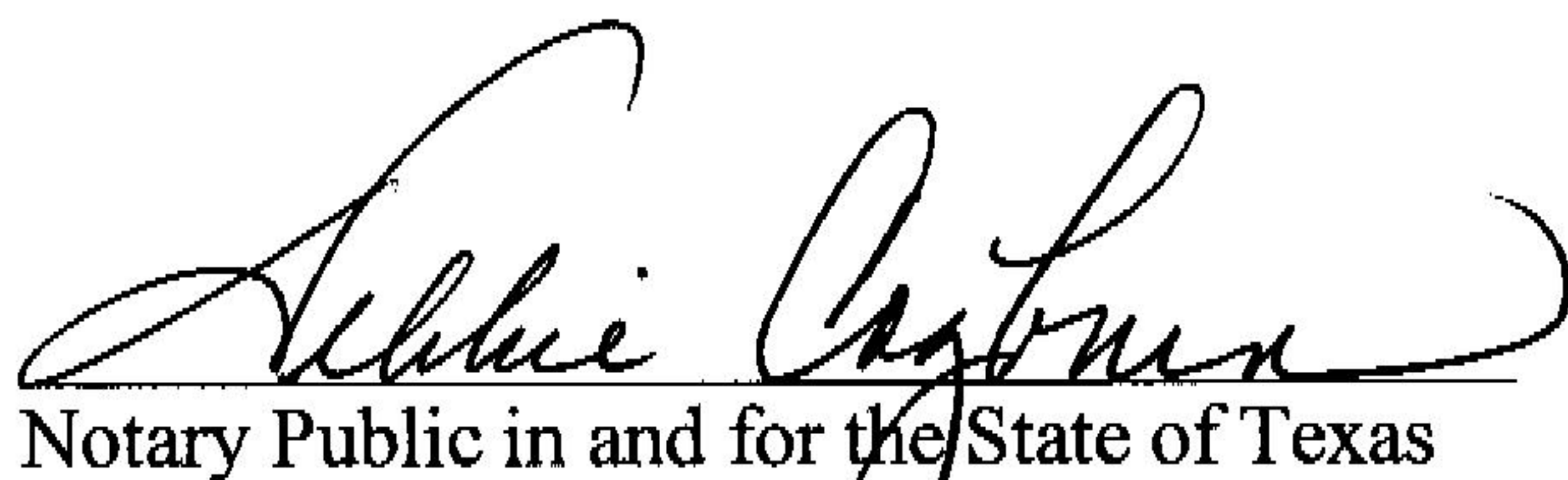

JIM GARRETT

STATE OF TEXAS

COUNTY OF JOHNSON

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, on this day personally appeared Rocky Bransom, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 3/ST day of October, 2006.

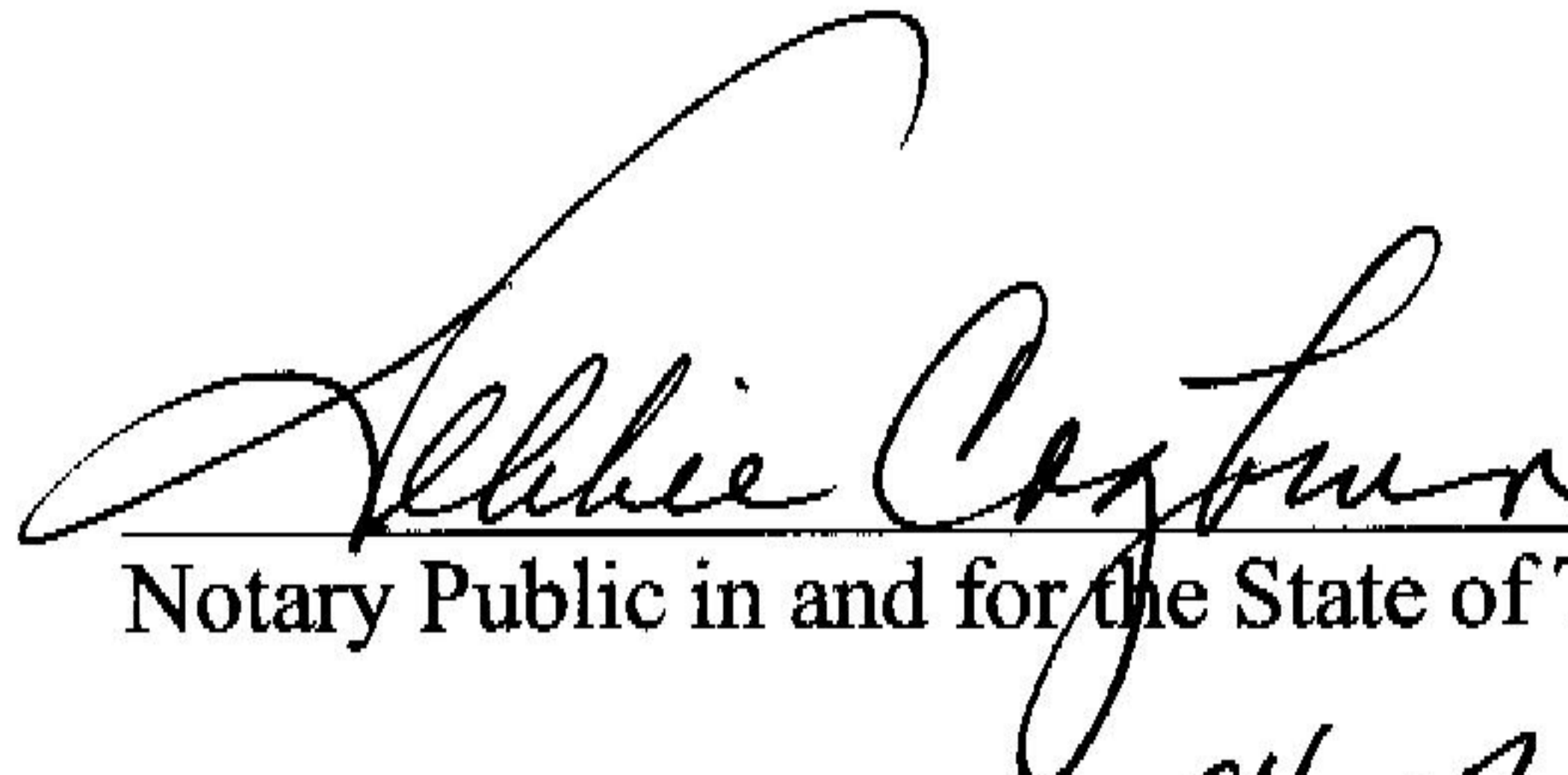

Notary Public in and for the State of Texas

My Commission Expires: 04-07-09

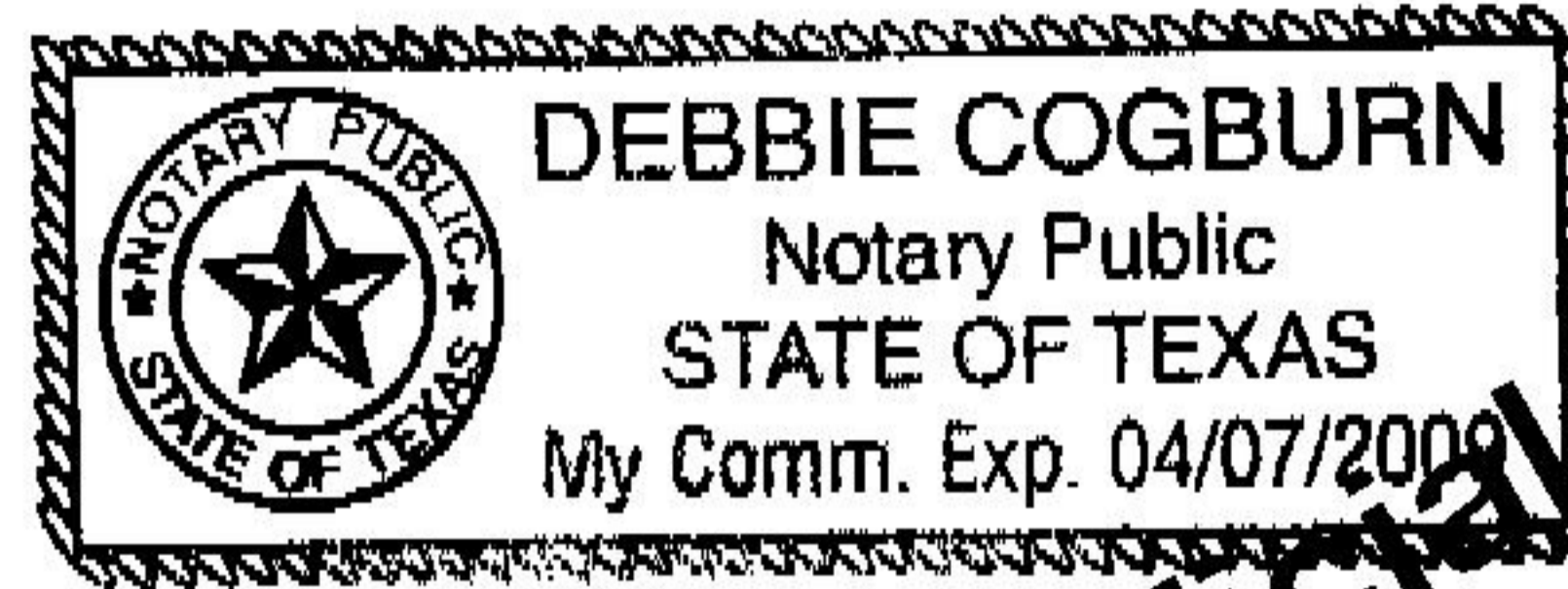
STATE OF TEXAS §
COUNTY OF JOHNSON §

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas on this day personally appeared Jim Garrett, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 31ST day of October, 2006.


Notary Public in and for the State of Texas

My Commission Expires: 04-07-09



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EXHIBIT "A"

OAK VALLEY ESTATES, PHASES 13 through 18, as recorded in the Plat filed on August 29, 2006 in Volume 9, Page 635, Slide DRWC respectively of the Real Property Records of Johnson County, Texas. The lots are more particularly described as:

OAK VALLEY ESTATES
PHASE 13
18.483 Acres

BLOCK 15, LOTS 18-37
BLOCK 22, LOTS 21-26
BLOCK 24, LOTS 1-11
BLOCK 25, LOTS 1-14
BLOCK 26, LOTS 1-6
BLOCK 29, LOT 1
BLOCK 30, LOT 1

OAK VALLEY ESTATES
PHASE 14-18
79.31 Acres

See maps and bounds legal description attached hereto as Exhibit "B" and incorporated by reference herein. It is the intent of the developer that Phases 14-18 be developed in like kind/similar fashion as Phase 13 and shall eventually be divided into lot and block legal descriptions with single family residences whose buyers shall become members of the subject homeowners association.

AFTER RECORDING RETURN TO:
Russell E. Clinage
GOINS, UNDERKOFER, CRAWFORD & LANGDON, LLP
1201 ELM STREET, Suite 4800
Dallas, Texas 75270
Telephone: (214) 969-5454
Telefax: (214) 969-5902

ADDENDUM TO BY-LAWS
OF OAK VALLEY ESTATES PHASES 13-18
HOMEOWNERS ASSOCIATION

AGREED AND ACCEPTED AS TO LOT 6, BLOCK 24 AND LOT 4, BLOCK 24
OAK VALLEY ESTATES, PHASE 13, AN ADDITION TO JOHNSON COUNTY,
TEXAS

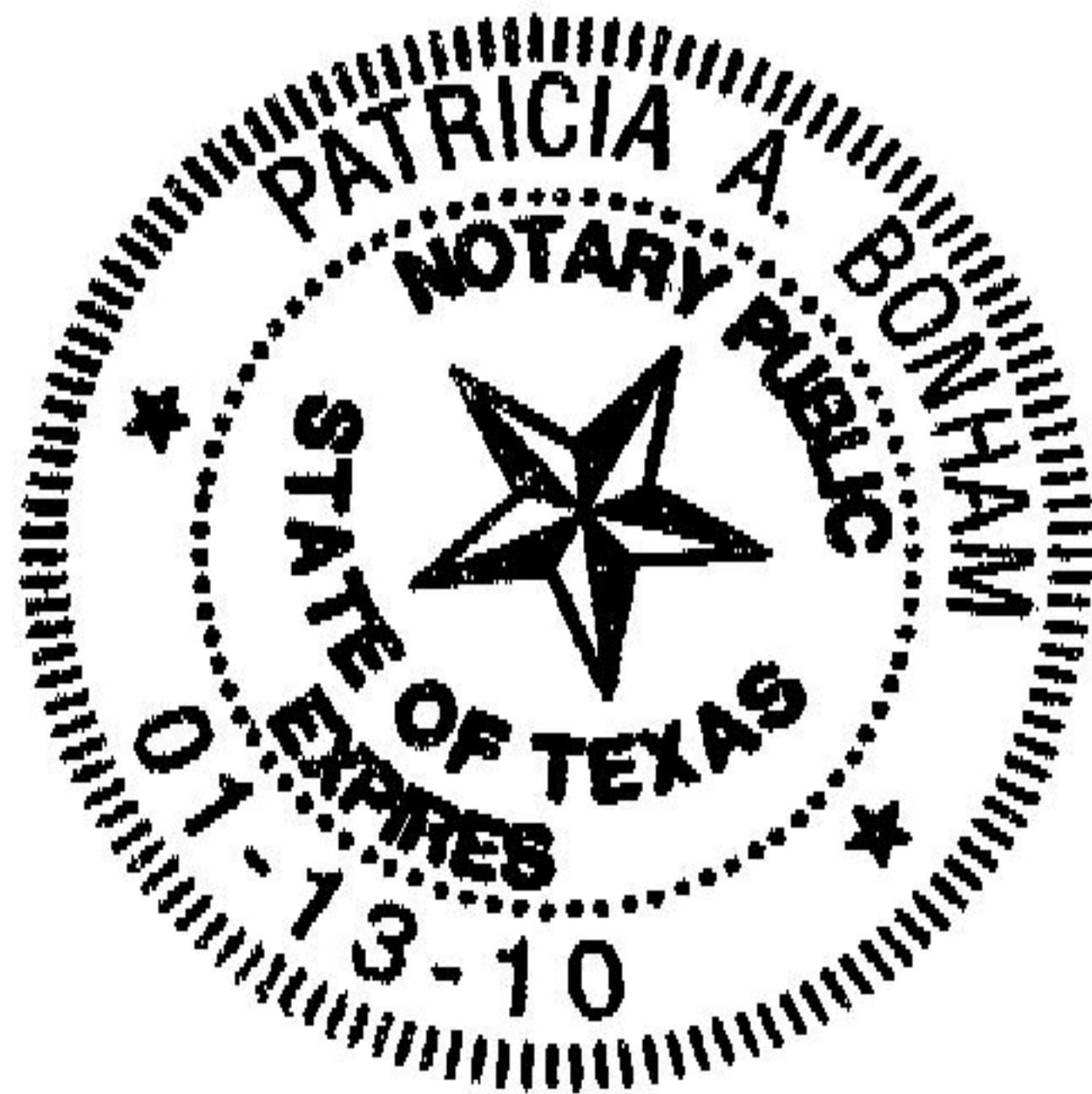
GARRETT DEVELOPMENT GROUP, L.P., a
Texas limited partnership, acting by and through
Its general partner, SYDCLAIRE MANAGEMENT,
L.L.C., a Texas limited liability company

BY: *James P. Garrett*
Name printed: JAMES P. GARRETT

Title: President

THE STATE OF TEXAS
COUNTY OF JOHNSON

This instrument was acknowledged before me on December, 2006,
by JAMES P. GARRETT, President of
SYDCLAIRE MANAGEMENT, L.L.C., a Texas limited liability company, general
partner on behalf of GARRETT DEVELOPMENT GROUP, L.P., a Texas limited
partnership.



Patricia A. Bonham
Notary Public, State of Texas

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WARNING --- THIS IS PART OF THE OFFICIAL RECORD
DO NOT DESTROY

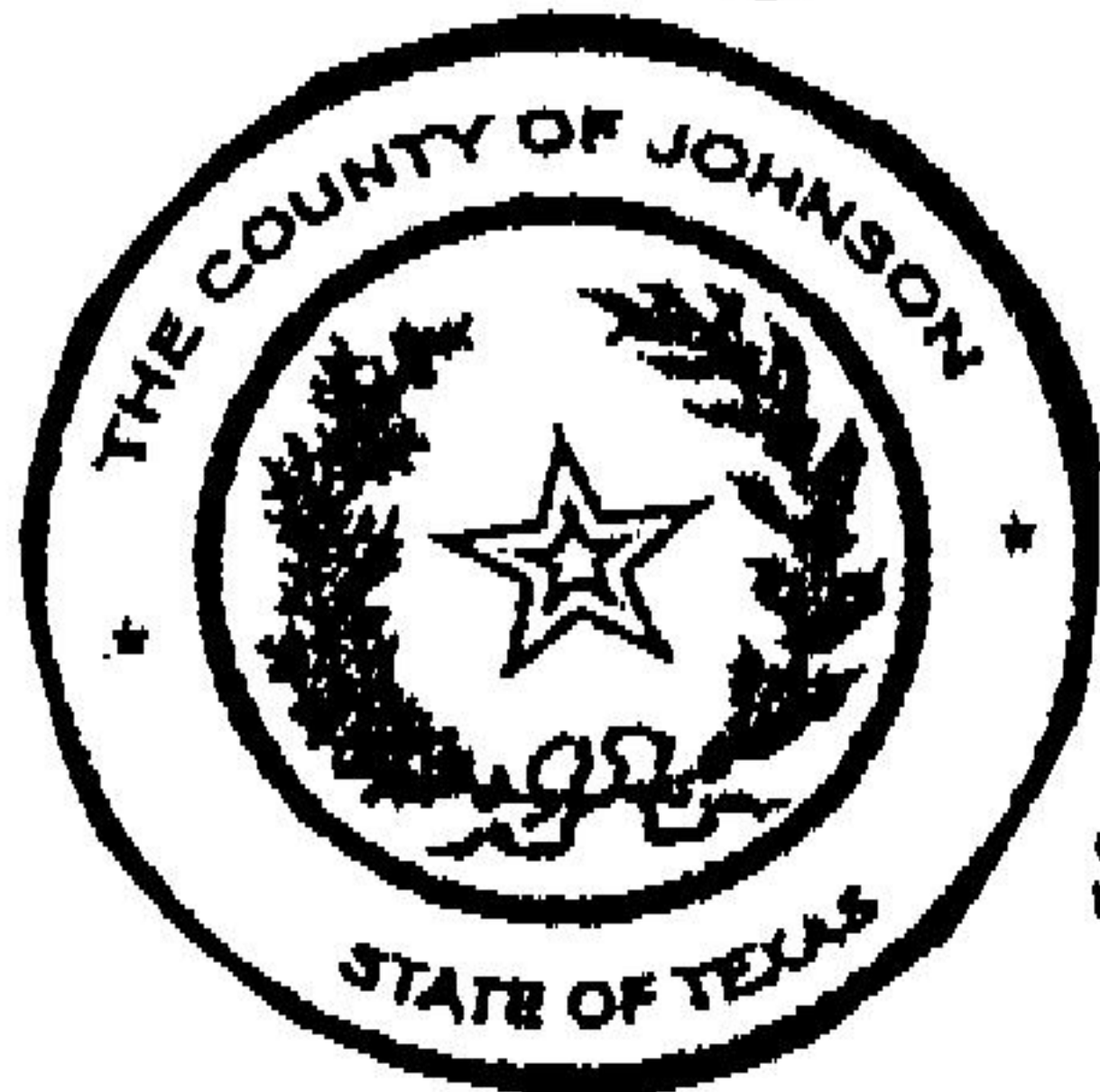
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DEC 20 2006

County Clerk Johnson County
By md Deputy

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STATE OF TEXAS
COUNTY OF JOHNSON

that I hereby certify this instrument was FILED on the date and at the time stamped hereon by me and was duly RECORDED in the OFFICIAL PUBLIC RECORDS OF JOHNSON COUNTY, TEXAS in the Volume and Page as shown heron.

CURTIS H. DOUGLAS, COUNTY CLERK
JOHNSON COUNTY, TEXAS

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