

AS PER ORIGINAL

CERTIFICATE OF
AMENDMENT OF BYLAWS

OF
QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.

WHEREAS, heretofore on May 16, 1979, the Board of Directors of Quail Green West Homeowners Association, Inc. ("said Homeowners Association") adopted Bylaws for the Quail Green West Homeowners Association, Inc.; and

WHEREAS, Section 1 of Article XII of said Bylaws provides that they 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; and

WHEREAS, on July 16, 1980, a special meeting of the members of said Homeowners Association was held at 2727 North Loop West, Houston, Texas, for the purpose of amending said Bylaws and Allied Bank of Texas, a State Banking Corporation, and Gemcraft Homes, Inc., a Texas corporation, being the only member of said Homeowners Association, were represented thereat by duly authorized representatives and adopted certain Amendments to said Bylaws:

NOW, THEREFORE, MARIE DOWNEY, Secretary of said Homeowners Association, hereby certifies that the following is a true and correct copy of the Amendments duly made as aforesaid to the Bylaws of the Quail Green West Homeowners Association, Inc., to-wit:

I.

The first sentence of Section 1 of Article III of said Bylaws is deleted in its entirety and the following is substituted in lieu thereof:

"Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the first Tuesday of March of each year beginning in 1980 at 7:00 p.m. at the principal office of the Association."

II.

The first sentence of Section 1 of Article IV of said Bylaws is deleted in its entirety and the following is substituted in lieu thereof:

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

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III.

The first sentence of Section 2 of Article IV of said Bylaws is deleted in its entirety and the following is substituted in lieu thereof:

"Section 2. Term of Office. The term of office of such five initial Directors set forth in the Articles of Incorporation shall be staggered so that the term of office of two Directors shall be for three (3) years; the term of office of two directors shall be for two (2) years and the term of office of one Director shall be for one (1) year."

The above Amendments were adopted at a duly authorized meeting held on July 16, 1980.

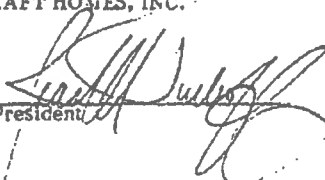

MARIE DOWNEY, Secretary of the
Quail Green West Homeowners
Association, Inc.

APPROVED:

ALLIED BANK OF TEXAS

By: 
Allan Walters
President

GEMCRAFT HOMES, INC.

By: 
President