

EXHIBIT "C"

BYLAWS

OF

WEST BEND NORTH ASSOCIATION OF HOMEOWNERS, INC.

[FOLLOWS THIS PAGE]

West Bend Declaration

33

**FIRST AMENDMENT TO THE BYLAWS
OF
WEST BEND NORTH ASSOCIATION OF HOMEOWNERS, INC.**

STATE OF TEXAS §
 §
COUNTY OF JOHNSON §

KNOW ALL MEN BY THESE PRESENTS

This First Amendment to the Bylaws of the West Bend North Association of Homeowners, Inc. is effective as of the 2nd day of August, 2007 by the members of the West Bend North Association of Homeowners, Inc. (the "Association"):

WITNESSETH:

WHEREAS, Section 11.01 of Article 11 of the Bylaws of West Bend North Association of Homeowners, Inc. (the "Bylaws") provides During the term in which the Board of Directors is appointed by the Class B Member as provided in the Declaration and so long thereafter as the Members do not vote to proceed under section 11.02 below, the Board of Directors of the Corporation may amend the bylaws so long as such changes are consistent with Texas law and do not infringe on the property rights of Members; and

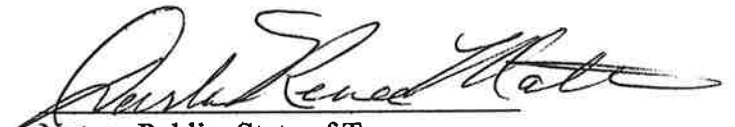
WHEREAS, the amendment to the Bylaws, as set forth hereinafter with specificity, was approved by a majority of the Board of Directors on July 6, 2007.

NOW, THEREFORE, the Bylaws of the Association are hereby amended as follows:

BY 4197PG 668

STATE OF TEXAS §
 §
COUNTY OF JOHNSON §

This instrument was acknowledged before me on the 2nd day of August, 2007, by Steve Wright, Director of West Bend North Homeowners' Association, Inc. on behalf of said corporation.


Notary Public, State of Texas



BY 4197PG0669

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

Filed For Record 12:12 AM PM

SEP 26 2007

County Clerk Johnson County
By ma Deputy



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

**BYLAWS OF
WEST BEND NORTH ASSOCIATION OF HOMEOWNERS, INC.
A NON-PROFIT CORPORATION**

These Bylaws (referred to as the "Bylaws") govern the affairs of West Bend North Association of Homeowners, Inc., a non-profit corporation (referred to as the "Corporation") organized under the Texas No-Profit Corporation Act (referred to as the "Act").

**ARTICLE I
PURPOSES AND OFFICES
Principal Office**

1.01 This Corporation is organized in compliance with and to further the purposes of that certain Declaration recorded in the Deed Records of Johnson County, Texas, concerning the West Bend North Addition in Johnson County, Texas, according to the Plat recorded in Volume 9, Page 408, Slide C, of the Map Records of Johnson County, Texas, in order to establish a plan whereby the owners of the lots in the West Bend North shall establish a means to provide for the orderly development and maintenance of such subdivision and the common areas in the West Bend North. All present or future owners of lots that comprise the Property set forth in the Declaration are subject to the regulations set forth in these Bylaws. Acquisition of any lot that is subject to the Declaration signifies that these Bylaws are accepted and ratified and will be complied with by the purchaser.

1.02 The principal office of the Corporation in the State of Texas shall be located at 240 E. Renfro, Burleson, Texas 76028. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.03 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
MEMBERSHIP**

2.01 The membership of the Corporation shall consist of all of the owners of the lots comprising the Property.

2.02 The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Corporation that the person is qualified as a Member or as a representative of a Member.

2.03 The sole qualification for membership shall be ownership of a lot in the Property. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Declaration.

2.04 The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation that shall be in such form as may be determined by the Board. All certificates evidencing membership 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 and maintained by the Secretary at the registered office of the Corporation.

2.05 The owner of each lot is entitled to one (1) vote per separate lot owned. If a lot has more than one owner, the aggregate vote of the owners of the lot shall be equal to one (1) vote.

2.06 At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Corporation. Every proxy shall be revocable and shall automatically cease on conveyance by the member of the member's lot, or on receipt of notice by the Secretary of the death, judicially declared incompetence, or dissolution of such member. No proxy shall be valid after eleven (1) months from the date of its execution, unless otherwise specifically provided in the proxy.

2.07 The presence, either in person or by proxy, at any meeting of members entitled to cast at least ten (10%) of the total voting power of the Corporation shall constitute a quorum for any action, except as otherwise provided in the governing instruments. In the absence of a quorum of a meeting of members, a majority of those members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

2.08 The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting in which a quorum is present shall be the act of the meeting of the members, unless the vote of a greater number is required by statute or by the governing instruments.

2.09 Cumulative voting, as more particularly described in paragraph 3.04 of these Bylaws, is permitted during the election of Directors.

2.10 The annual meeting of the members of the Corporation shall be held on March 15 of each year at 10:00 a.m. If the date fixed for the annual meeting is a Saturday, Sunday, or a

legal holiday in the State of Texas, the meeting shall be held on the next business day. The date of the annual meeting may be changed by a majority vote of the Board of Directors.

2.11 Special meeting of the members may be called by the President, the Board of Directors, or by members representing at least ten percent (10%) of the total voting power of the Corporation.

2.12 Meeting of the members shall be held at Burleson, Texas, or at some other place as the Board of Directors may specify in writing.

2.13 Written notice of all members meetings shall be given by or at the direction of the Secretary of the Corporation, or the person authorized to call the meeting, by mailing or personally delivering a copy of such notice at least ten (10) days but not more than fifty (50) days before the meeting to each member entitled to vote at the meeting. The notice must be addressed to the members address last appearing on the books of the Corporation or supplied by such member to the Corporation for the purpose of notice. The notice shall specify the place, date, and hour of the meeting, and, in case of a special meeting, the nature of the business to be undertaken.

2.14 Any action required by law to be taken at a meeting of the members or any action that may be taken at a meeting of the members may be taken without a meeting if they consent in writing, setting forth the action so taken, shall be signed by all of the members and filed with the Secretary of the Corporation.

ARTICLE 3 BOARD OF DIRECTORS Management of the Corporation

3.01 The affairs of the Corporation shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

3.02 The number of Directors shall be a number determined by the members that is not less than three and not greater than eight. After the Class B Membership of the Corporation ceases Directors shall be Members of the Corporation. Each director shall serve for a term of one (1) year.

Nomination of Directors

3.03 At any meeting at which the election of a director occurs, a member may nominate a person with the second of any other member.

Election of Directors

3.04 A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by an affirmative vote of a majority of the members voting in person or by proxy at a meeting of Members at which a quorum exists. Directors shall be elected at the annual meeting of the members. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director. Each member may cumulate votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which the member is entitled, or may distribute the votes on the same principle among as many candidates as the member thinks fit. Any member who intends to cumulate votes shall give written notice of such intention to the Secretary of the Corporation on or before the date preceding the election at which the member intends to cumulate votes.

Vacancies

3.05 Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of the majority of the remaining directors, even if it is less than a quorum of directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Annual Meeting

3.06 The regular annual meeting of the Board of Directors shall be held immediately after the annual meeting of the Members each year.

Special Meetings

3.07 Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the Directors. The person or persons calling a special meeting of the Board of Directors shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

Notice

3.08 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than two nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

3.09 A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

3.10 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are not unlawful. In all other instances the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interest or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on the written financial or legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

3.11 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy is a vote is considered present.

Proxies

3.12 A director may vote by proxy executed in writing by the director. The proxy shall be given to and exercised only by another director. No director proxy shall be valid after three (3) months from the date of its execution.

Compensation

3.13 Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any

compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

Removal of Directors

3.14 The Board of Directors may vote to remove a director at any time, with or without cause. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of fifty (50) percent of the Board of Directors.

ARTICLE 4 OFFICERS

Officer Positions

4.01 The officers of the Corporation shall be a president, one or more vice presidents, 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 create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

Election and Term of Office

4.02 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 is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Vacancies

4.04 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

4.05 The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

Vice President

4.06 When the president is absent, is unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all of the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of votes received when elected; provided, the Board of Directors may designate the vice president to act in any particular matter. A vice president shall perform other duties as assigned by the president or the Board of Directors.

Treasurer

4.07 The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Corporation.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or the Board of Directors.

- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in sum and with a surety as determined by the Board of Directors.
- (i) Perform all of the duties incident to the office of treasurer.

Secretary

4.08 The secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation, if any.
- (d) Affix the seal of the Corporation to all documents as authorized, if the Board of Directors has chosen to adopt a seal.
- (e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

ARTICLE 5 TRANSACTIONS OF THE CORPORATION Contracts

5.01 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or may extend to any number and type of possible contracts and instruments.

Deposits

5.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

5.03 The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Potential Conflicts of Interest

5.04 The Corporation shall not make any loan to a director or officer of the Corporation. A director, officers, or committee member of the Corporation may lend money may lend money to and otherwise transact business with the Corporation except as otherwise provided in the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation unless the transaction is described full in a legally binding instrument and is in the best interest of the Corporation. The Corporation shall not borrow money form or otherwise transact business with a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

5.05 As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the hylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit form the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporate property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 6
BOOKS AND RECORDS
Required Books and Records

6.01 The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and state of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the directors, officers, employees, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

6.02 Any director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person, may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's

books and records may do so at a reasonable time no later than five working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed 25 cents per page. The Corporation shall provide requested copies of books or records no later than thirty (30) working days after the Corporation's receipt of a proper written request.

ARTICLE 7 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July 1 and end on the last day in June in each year.

ARTICLE 8 INDEMNIFICATION

When Indemnification is Required, Permitted, and Prohibited

8.01 (a) The Corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interest. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation shall not indemnify a director, officer, committee member, employee, or agent of the

Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 8.01 (a), above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

8.02 (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except provided in paragraph 8.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by a special legal counsel selected by the Board of Directors by vote as provided in paragraph 8.02 (a)(i) or 8.02 (a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 8.02 (a) (iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, by

bylaws, or a resolution of members of the Board of Directors that requires the indemnification permitted by paragraph 8.01, above, constitutes sufficient authorization of indemnification even though that provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

Governing Document

In event of conflict between the terms of this Article 8 and the articles of incorporation, the articles shall govern.

ARTICLE 9 NOTICES

Notice by Mail or Telegram

9.01 Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail, telegram, facsimile, or electronic mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and address the person at his or her address as it appears on the records of the Corporation. If given by fax or electronic mail receipt is deemed upon transmission to the fax or email address in the corporate records. A person may change his or her address by giving written notice to the secretary of the Corporation.

Signed Waiver of Notice

9.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice By Attendance

9.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 10 SPECIAL PROCEDURES CONCERNING MEETINGS Meeting by Telephone

10.01 The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference call procedures in which all persons participating in the

meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as any other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

10.02 Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by the requisite number of persons required to vote for the matter if presented at a duly called meeting at which all of the persons entitled to vote on the matter are in attendance (a majority unless otherwise stated in the articles of incorporation, bylaws, or Declaration). The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

Voting by Proxy

10.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the bylaws.

ARTICLE 11 AMENDMENTS TO BYLAWS

11.01 During the term in which the Board of Directors is appointed by the Class B Member as provided in the Declaration and so long thereafter as the Members do not vote to proceed under section 11.02 below, the Board of Directors of the Corporation may amend the bylaws so long as such changes are consistent with Texas law and do not infringe on the property rights of Members.

11.02 If a majority of the Members of the Corporation should so vote, the bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted at a regular or special meeting of the Members of the Corporation by the affirmative vote in person or by proxy

of Members representing a majority of a quorum of the Corporation. Under this provision the notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall be given at least thirty (30) days prior to such meeting, and shall include the text of any existing provisions proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 12
MISCELLANEOUS PROVISIONS
Legal Authorities Governing Construction of Bylaws

12.01 The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

12.02 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

12.03 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

12.04 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

12.05 The Board of Directors may, but are not required to, provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "West Bend North Association of Homeowners, Inc.", and the date of incorporation of the Corporation in the outer circle and the word "Texas" in the inner circle.

Power of Attorney

12.06 A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

West Bend North Declaration

48

Parties Bound

12.07 The bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

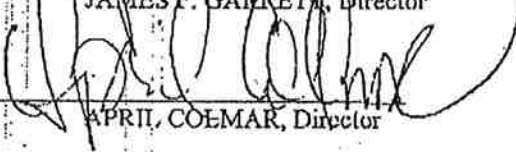
Executed to be effective the 14th day of July, 2005.



ROCKY BRANSOM, Director



JAMES P. GARRET, Director



APRIL COLMAR, Director

West Bend Declaration

Return To:
B & G South Metro LP
PO Box 337
Burleson Tx 76097

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

Filed For Record 130 AM (PM)

JUL 14 2005

County Clerk Johnson County
By CD Deputy



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.

A handwritten signature in black ink, appearing to read "C. H. Douglas", is written over the printed name.

CURTIS H. DOUGLAS, COUNTY CLERK
JOHNSON COUNTY, TEXAS