

**BYLAWS
OF
SPRING MEADOWS – COLLEGE STATION HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I.
Name and Location**

The name of the corporation is Spring Meadows – College Station Homeowners' Association, Inc., hereinafter referred to as the "Association".

The principal office of the Association shall be located at 1700 Barak Lane, Bryan, Texas 77802, but meeting of the members may be held at such places within the State of Texas, County of Brazos, as may be designated by the Board of Directors.

**ARTICLE II.
Definitions**

1. "Association" refers to Spring Meadows – College Station Homeowners' Association, Inc.

2. "Members" shall be the Developer and any owners of land subject to the Declaration of Covenants.

3. "Spring Meadows" shall mean and refer to that certain 32.07 acres of land more particularly described in Exhibit "A" attached hereto and such additional lands that subsequently become subject to the Declaration of Covenants.

4. "Declaration of Covenants" shall be the Declaration of Covenants, Conditions and Restrictions for Spring Meadows, as recorded in the Official Records of Brazos County, Texas.

5. The term "Developer" shall mean Woodland Hills Development, Ltd., a Texas limited partnership or its successors or any person, partnership or corporation or other entity to which Woodland Hills Development, Ltd. shall convey all or substantially all of its land.

**ARTICLE III.
Meeting of Members**

1. Place of Meetings.

All meetings of members shall be held at the principal office of the Association, or at such other place within Brazos County, Texas as may be designated by the Board of Directors or officers or members calling the meeting.

2. Annual Meeting.

The regular meeting of the members of the Association shall be held on the fourth Monday in January of each year beginning in 2004, at 10:00 a.m., at the principal office of the Association. If such date for the annual meeting of the members is a legal holiday, the meeting

will be held at the same hour on the first day following, which is not a legal holiday. The Board of Directors may postpone the time of holding the annual meeting of the members for such period not exceeding ninety (90) days, as they deem advisable, and any annual meeting which is so postponed, or for any other reason not held on the date provided above (or on the first day following, which is not a legal holiday), is herein referred to as "delayed annual meeting". Failure to hold the annual meeting at the designated time shall not work a dissolution of the Association nor impair the powers, rights and duties of the Association's officers and directors.

3. Special Meetings.

Special meetings of the members may be called at any time by the president of the Board of Directors. Special Meetings of members may also be called by the secretary upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes to be cast at such meeting. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted thereupon.

4. Notice of Meetings.

Written notice of all special meetings and delayed annual meetings stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the meeting to the then members of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the members at their addresses as they appear in the records of the Association, with postage thereon prepaid. Notice of annual meetings (which are not delayed) shall not be required, but may be given in like manner.

5. Quorum.

The presence at the meeting of the members entitled to vote or represented by proxy of fifty percent (50%) or more votes of the members shall constitute a quorum at a meeting of members for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants, or these Bylaws. But, if a quorum is not present or represented, a majority in interest of the members present and entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The vote of the members holding a majority of the votes entitled to be cast and thus represented at a meeting at which a quorum is present shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, the Declaration of Covenants, or these Bylaws.

6. Proxies.

At all meetings of members, each member who is entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy shall be revocable and shall automatically cease should membership in the Association cease.

7. Voting Rights.

In the election of directors of the Association and in all other matters submitted to a vote of the members of the Association, voting shall be as follows:

(a) CLASS A MEMBERSHIP. Class A Members shall be all Owners, with the exception of the Declarant (until such time as Declarant becomes a Class A Member, pursuant to this Article III). Class A Members shall be entitled to one (1) vote for each Lot owned by such Member (whether or not such Lot has been improved with a residential structure);

(b) CLASS B MEMBERSHIP. The Class B Member shall be Declarant. The Class B Member shall be entitled to three (3) votes for each Lot owned by such Member (whether or not such Lot has been improved with a residential structure).

The Class B Membership shall cease and be converted to Class A Membership when the total number of votes outstanding in the Class A Membership is greater than the total number of votes outstanding in the Class B Membership.

8. Officers at Meetings.

Meetings of the members shall be presided over by the president, or if he is not present, by any one of the vice presidents. The secretary shall act as the secretary of the meeting if present.

ARTICLE IV.
Board of Directors

1. The business and property of the Association shall be managed and controlled by the Board of Directors. The initial Board of Directors of the Estates of Spring Meadows – College Station Homeowners' Association, Inc. shall be Frank Thurmond, Jerry Windham and David C. Thurmond. At the first Annual Meeting, the members shall elect a Board of Directors consisting of five (5) members. Such number may be increased or decreased by amendment of these Bylaws, provided that no decrease shall effect the shortening of the term of any incumbent director. Unless sooner removed in accordance with these Bylaws or until the Association has received a written resignation, members of the Board of Directors shall hold office until the next annual election occurring after their respective terms of office expire and until their successors have been elected and qualified.

2. Qualifications.

Directors need not be members of the Association.

3. Vacancies

Any vacancies occurring on the Board of Directors, including vacancies resulting from any increase in the number of directors, may be filled by affirmative vote of a majority of the directors then in office, though less than the quorum of the entire board, and the directors so

elected shall hold office until the next annual election occurring after their respective terms of office expire and until their successors are elected and have qualified.

4. Term of Office.

The initial directors for the Association, as set out in the Articles of Incorporation, shall hold office for an initial term up to the first annual meeting of the members and/or until their successors shall have been elected and qualified. At the first annual meeting of the members of the Association occurring after the terms of office expires, five (5) directors shall be elected each to one of the positions on the Board of Directors designated as positions 1, 2, 3, 4 and 5. (Two directors to serve for a term of one [1] year, one director to serve for a period of two [2] years, and two directors to serve for a period of three [3] years.) At each annual meeting thereafter, the members shall elect a number of directors whose term expires at such time, such directors to serve for the terms designated.

5. 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, who need not be members of the Board of Directors. 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. 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 among members or non-members.

6. Election.

Election of members of the Board of Directors may be by written, secret ballot or by such other manner as may be approved at a meeting. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of Article III, Section 7. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

7. Place of the Meeting.

Meetings of the Board of Directors may be held either within or without the State of Texas, at whatever place is specified by the officer or director calling a meeting. In the absence of specific designation, the meeting shall be held at the principal office of the Association.

8. Regular Meeting.

The Board of Directors shall meet once each year, immediately following the annual meeting of the members, and at the place of such meeting, for the transaction of such business as may be properly brought before it. No notice of annual meetings need be given to the members of the Board of Directors. Regular meetings may be held at such other times as shall be

designated by the Board of Directors.

9. Special Meeting.

Special meetings of the Board of Directors may be held at any time upon the call of the president, the secretary or any director. Notice shall be sent by mail or telecopy to the last known address of each director at least three (3) days before the meeting. Oral notice may be substituted for such written notice if given not later than one day before the meeting. Notice of the time, place or purpose of such meeting may be waived in writing before or after said meeting, and shall be equivalent to the giving of notice. Attendance of a director at such meeting shall also constitute a waiver of notice thereof, except when he attends for the announced purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted nor the purpose of any regular and special meeting of the Board of Directors need be specified in a notice or waiver of notice of such meeting.

10. Quorum.

A majority of the number of directors fixed by these Bylaws as from time to time amended shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any regular or special directors' meeting may be adjourned from time to time by those present, whether a quorum is present or not.

11. Compensation.

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board of Directors; provided that nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

12. Removal.

Any director may be removed, either for or without cause, at any special meeting of members by a majority affirmative vote of the members. The notice calling such meeting shall give notice of the intention to act upon such matter, and if the notice so provides, the vacancy caused by such removal may be filled at such meeting by a majority vote of the members. For cause, a director may be removed at any meeting of the Board of Directors, by the affirmative vote of the majority of the Board of Directors then in office.

13. Nominating Committee.

The Board of Directors shall appoint a nominating committee as provided in these Bylaws.

14. Powers of the Board of Directors.

The Board of Directors shall have the power to:

(a) suspend the voting rights for any member during any period in which such member shall be in default in the payment of any assessment, including the annual maintenance fund charge, and special assessments (if any) levied by the Association;

(b) exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration of Covenants;

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

(d) employ a manager, an independent contractor or such other employee as they deem necessary, and to prescribe their duties in terms of employment of services.

15. Duties of the Board of Directors.

It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or any special meeting, when such statement is requested in writing by twenty-five percent (25%) of the members who are entitled to vote;

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

(c) fix the amount of the annual assessment against property subject to the jurisdiction of the Association and to take actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(d) issue, or 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 of Directors for the issuance of such certificate; if a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and

(e) cause any officer or employee having fiscal responsibility to be bonded as it may deem appropriate.

ARTICLE V.
Officers and Their Duties

1. Officers.

The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors; a vice president or vice presidents; a secretary; and a treasurer; and such other officers as the Board of Directors may from time to time by resolution create, all of whom shall hold office for one year and until their successors are elected and qualified. Two or more offices may be held by the same person except that no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Articles of Incorporation, the Declaration of Covenants or these Bylaws to be executed, acknowledged or verified by two or more officers.

2. Election of Officers.

The election of officers shall take place at the meeting of the Board of Directors following each meeting of the members.

3. Special Appointments.

The Board of Directors 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 of Directors may from time to time determine.

4. Salaries.

The salaries, if any, of the officers shall be determined by the Board of Directors, and may be altered by the Board of Directors, from time to time, except as otherwise provided by contract.

5. Vacancies.

Whenever any vacancy occurs in any office by death, resignation, increase in the number of officers of the association, or otherwise, same shall be filled by the Board of Directors, and the officers so elected shall hold office until their successor is chosen and qualified.

6. Removal.

Any officer or agent, elected or appointed by the Board of Directors, may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

7. President.

It shall be the duty of the president to preside at all meetings of the members and all meetings of the Board of Directors of the Association; to sign all deeds, conveyances, releases, mortgages; and to co-sign all checks and promissory notes.

8. Vice President.

A vice president may perform the usual and customary duties that pertain to such office, but not unusual or extraordinary duties or powers conferred by the Board of Directors upon the president, and, under the direction and control of the Board of Directors, such other duties as may be assigned to him.

9. Secretary.

It shall be the duty of the secretary to attend all meetings of members and of the Board of Directors and record correctly the proceedings had at such meetings in a book suitable for that purpose. It shall also be the duty of the secretary to keep the corporate seal of the Association and affix it to all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as may be designated by the Board of Directors. The duties of the secretary may also be performed by any assistant secretary and in the absence of appointment of a treasurer for the Association, the secretary shall also perform the duty of the treasurer.

10. Treasurer.

The treasurer shall keep such money of the Association as may be entrusted to him and keep an account of same. The treasurer shall also co-sign all checks and promissory notes. The treasurer shall be prepared at all times to provide information as to the condition of the Association and shall make a detailed annual report of the entire business and financial condition of the Association. The person holding the office of the treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to the treasurer. The duties of the treasurer may also be performed by any assistant treasurer.

11. Delegation of Authority.

In the absence of any officer of the Association, the Board of Directors may delegate some or all of the powers or duties of such officer to any other officer or any other director, employee, member, or agent.

ARTICLE VI.
Assessments

As more fully provided in the Declaration of Covenants, each member is obligated to pay to the Association certain 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 and shall bear interest at the highest legal interest rate per annum allowed in the State of Texas at that time. Such charges shall be a covenant running with the land and to secure the payment thereof, a lien shall be retained upon the property subject to such charge. Such charge and lien shall be assigned by the Developer to the Association (without recourse on the Developer in any manner for the payment of such charge), which will collect all such annual maintenance fund charges and will administer the fund created thereby in order that uniformity and continuity will be maintained and preserved. Such lien shall be subordinate and inferior to all liens securing the amount due or to become due under any mortgage, vendor's lien or deed of trust affecting the property subject to any such charge which has been filed for record in Brazos County, Texas, prior to the date payment of such charges become due and payable and any foreclosure of any such prior superior lien under the power of sale of any mortgage, deed of trust, or other security instrument, or through Court proceedings, shall cut off and extinguish the liens securing charges which become due and payable prior to such foreclosure date, but such foreclosure shall not free any property from the lien securing charges thereafter becoming due and payable. The personal obligation of the owner of any property foreclosed shall not be extinguished by any such foreclosure.

ARTICLE VII.
Indemnification

1. Suits against Association.

Subject to the provisions of Section 3 of this Article, the Association shall indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action of Court or otherwise, by reason of his being or having been director or officer except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is involved.

2. Approval of Indemnification.

Indemnification under this Article (unless ordered by a Court) shall be made by the Association only as authorized in a specific case upon the determination that indemnification of the director or officer is proper in the circumstances because he had met the applicable standards of conduct. Such determination shall be made by (1) the Board of Directors by majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (2) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs by independent legal counsel (who may be counsel to the Association) in a written opinion, or (3) by the members.

3. Other Rights.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

4. Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association against any liability asserted against said director and incurred by said director in any capacity, or arising out of the director status as such, whether or not the Association would have the power to indemnify the director against such liability under the provisions of this Article or the Texas Non-Profit Corporation Act.

ARTICLE VIII.
Miscellaneous Provisions

1. Amendments.

These Bylaws may be altered or repealed at any regular meeting of the members or any special meeting of the members at which a quorum is present or represented, provided notice of proposed alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of the majority of the votes entitled to be cast at such meeting and present or represented thereat, or by the affirmative vote of a majority of the Board of Directors at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice is given of the proposed alteration or repeal in the notice of such special meeting, except that directors shall not alter, amend or repeal any bylaw or enact any bylaw in conflict with a bylaw, adopted by members after the original adoption of these Bylaws. Notwithstanding anything contained herein to the contrary, these Bylaws shall not be amended without the approval of Woodland Hills Development, Ltd. until after the functions of the Declarant as defined in the Declaration of Covenants have been assigned by Woodland Hills Development, Ltd. to the Association.

2. Waiver.

Whenever, under the provisions of any law, the Articles of Incorporation, or amendments thereto, the Declaration of Covenants, or these Bylaws, notices are required to be given to any member, director, or committee member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, shall be equivalent to the giving of such notice.

3. Offices.

The principal office of the Association shall be designated by resolution of the Board of Directors. The Association may also have offices at such other places as the Board of Directors may, from time to time, designate.

4. Resignation.

Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

5. Actions with a Meeting.

Any action required or permitted to be taken at a meeting of the members or directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or directors as the case may be, who are entitled to vote on the matter, and such consent shall have the same force and effect as a unanimous vote thereon. The signed consent shall be placed in the minute book.

6. Telephone Meetings.

Members and directors may participate in and hold a meeting by means of a conference telephone or similar communications, equipped by means of which all participants in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

7. Books and Records.

The books, records and papers of the Association shall at all times during the reasonable business hours be subject to inspection by any member or director. The Declaration of Covenants, Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member or director at the principal office of the Association, where copies may be purchased at a just and reasonable cost.

8. Conflict

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

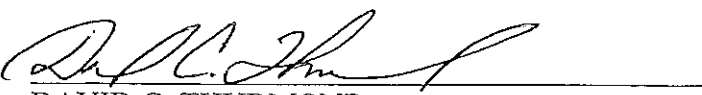
9. Fiscal Year.

The fiscal year of the Association shall be determined and established by the Board of Directors by appropriate resolution.

EXECUTED this 9th day of February, 2004, by all Directors of Spring Meadows – College Station Homeowners' Association, Inc.


FRANK THURMOND


JERRY WINDHAM


DAVID C. THURMOND