

BY-LAWS
OF
THE VICTORIAN OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)
Galveston County, Texas

TABLE OF CONTENTS
FOR BY-LAWS OF
THE VICTORIAN OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

	<u>Page</u>
ARTICLE I - NAME	
Paragraph 1.1 - NAME	1
ARTICLE II - PURPOSE AND OWNER OBLIGATION	
Paragraph 2.1 - PURPOSE	1
Paragraph 2.2 - OWNER OBLIGATION	1
ARTICLE III - DEFINITIONS AND TERMS	
Paragraph 3.1 - MEMBERSHIP	1
Paragraph 3.2 - VOTING	2
Paragraph 3.3 - MAJORITY OF UNIT OWNERS	2
Paragraph 3.4 - QUORUM	2
Paragraph 3.5 - PROXIES	2
ARTICLE IV - ADMINISTRATION	
Paragraph 4.1 - DECLARANT CONTROL	2
Paragraph 4.2 - ASSOCIATION RESPONSIBILITIES	3
Paragraph 4.3 - PLACE OF MEETINGS	3
Paragraph 4.4 - ANNUAL MEETINGS	3
Paragraph 4.5 - SPECIAL MEETINGS	3
Paragraph 4.6 - NOTICE OF MEETINGS	3
Paragraph 4.7 - ADJOURNED MEETING	4
Paragraph 4.8 - ORDER OF BUSINESS	4
ARTICLE V - BOARD OF DIRECTORS	
Paragraph 5.1 - NUMBER AND QUALIFICATION	4
Paragraph 5.2 - POWERS AND DUTIES	4
Paragraph 5.3 - OTHER POWERS AND DUTIES	4
Paragraph 5.4 - ELECTION AND TERM OF OFFICE	6
Paragraph 5.5 - VACANCIES	7

	<u>Page</u>
ARTICLE - V - Continued	
Paragraph 5.6 - REMOVAL OF DIRECTORS	7
Paragraph 5.7 - ORGANIZATION MEETING	7
Paragraph 5.8 - REGULAR MEETINGS	7
Paragraph 5.9 - SPECIAL MEETINGS	7
Paragraph 5.10 - WAIVER OF NOTICE	7
Paragraph 5.11 - BOARD OF DIRECTOR'S QUORUM	8
Paragraph 5.12 - FIDELITY BONDS	8
ARTICLE VI - OFFICERS	
Paragraph 6.1 - DESIGNATION	8
Paragraph 6.2 - ELECTION OF OFFICERS	8
Paragraph 6.3 - REMOVAL OF OFFICERS	8
Paragraph 6.4 - PRESIDENT	8
Paragraph 6.5 - VICE PRESIDENT	9
Paragraph 6.6 - SECRETARY	9
Paragraph 6.7 - TREASURER	9
ARTICLE VII - MANAGEMENT CONTRACT	
Paragraph 7.1 - MANAGEMENT COMPANY	9
ARTICLE VIII - IDENTIFICATION OF OFFICERS AND MANAGERS	
Paragraph 8.1 - INDEMNIFICATION	12
ARTICLE IX - OBLIGATIONS OF THE OWNERS	
Paragraph 9.1 - ASSESSMENTS	13
Paragraph 9.2 - GENERAL	13
Paragraph 9.3 - USE OF GENERAL COMMON ELEMENTS AND LIMITED COMMON ELEMENTS	13
Paragraph 9.4 - DESTRUCTION OR OBSOLESCENCE	13
ARTICLE X - AMENDMENTS TO PLAN OF CONDOMINIUM OWNERSHIP	
Paragraph 10.1 - BY-LAWS	13
ARTICLE XI - MORTGAGES	
Paragraph 11.1 - NOTICE TO ASSOCIATION	14
Paragraph 11.2 - NOTICE OF UNPAID ASSESSMENTS	14

	<u>Page</u>
ARTICLE XII - COMPLIANCE	
Paragraph 12.1 - LEGAL REQUIREMENTS	14
ARTICLE XIII - NON-PROFIT ASSOCIATION	
Paragraph 13.1 - NON-PROFIT PURPOSE	14
ARTICLE XIV - PRINCIPAL OFFICE	
Paragraph 14.1 - ADDRESS	15
ARTICLE XV - EXECUTION OF INSTRUMENTS	
Paragraph 15.1 - AUTHORIZED AGENTS	15
ARTICLE XVI - CORPORATE SEAL	
Paragraph 16.1 - CORPORATE SEAL	15
ARTICLE XVII - DEFINITIONS OF TERMS	
Paragraph 17.1 - DEFINITIONS OF TERMS	15
CERTIFICATE	16

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(A Texas Non-Profit Corporation)

ARTICLE I

NAME

1.1 NAME. The name of the organization shall be THE VICTORIAN OWNERS ASSOCIATION, INC., hereinafter called "Association".

ARTICLE II

PURPOSE AND OWNER OBLIGATION

2.1 PURPOSE. The purpose for which this non-profit Association is formed is to govern the Condominium Property situated in the County of Galveston, State of Texas, which Property is described on the attached Exhibit "A", which by this reference is made a part hereof, and which Property has been submitted to a Regime according to the provisions of the Condominium Act of the State of Texas.

2.2 OWNER OBLIGATION. All present or future owners, tenants, future tenants or any other person who might use the facilities of the Project in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition or rental of any of the Condominium Units (hereinafter referred to as "Units") of the Project or the mere act of occupancy of any of said Units will signify that these By-Laws are accepted, ratified and will be strictly followed.

ARTICLE III

DEFINITIONS AND TERMS

3.1 MEMBERSHIP. Any person on becoming an Owner of a Condominium Unit shall automatically become a Member of this Association and be subject to these By-Laws. Such membership shall terminate without any formal Association action whenever such person ceases to own a Condominium Unit. Such termination shall not relieve or release any such former Owner from any liability or obligation incurred under or in any way connected with THE VICTORIAN during the period of such ownership and membership in this Association, or impair any rights or remedies which the Board of Directors of

the Association or others may have against such former Owner and Member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto. No certificates of stock shall be issued by the Association, but the Board of Directors, if it so elects, may issue one (1) Membership Card per Unit to the Owner(s) of a Condominium Unit. Such Membership Card shall be surrendered to the Secretary whenever ownership of the Condominium Unit designated thereon is terminated.

3.2 VOTING. Unit ownership shall entitle the Owner(s) to cast one (1) vote per Unit in the affairs of the Association, which vote will be weighted to equal the proportionate share of ownership of the Unit Owner in the Common Elements. Voting shall not be split among more than one (1) Unit Owner. The present number of votes that can be cast by the Unit Owners is two hundred seven (207). The combined weighted votes calculated in accordance with Exhibit "C" to the Condominium Declaration for THE VICTORIAN shall equal one hundred percent (100%). Should additional property be annexed in accordance with Paragraph 2.11 of the Declaration, the total number of votes shall be increased accordingly, and the weighted average adjusted to total one hundred percent (100%).

3.3 MAJORITY OF UNIT OWNERS. As used in these By-Laws the term "majority of Unit Owners" shall mean those Owners with fifty-one percent (51%) of the votes entitled to be cast.

3.4 QUORUM. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a "majority of Unit Owners" as defined in Paragraph 3.3 of this Article shall constitute a quorum.

3.5 PROXIES. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.

ARTICLE IV

ADMINISTRATION

4.1 DECLARANT CONTROL. Notwithstanding any provision herein to the contrary, and in accordance with Paragraphs 4.2 and 4.3 of the Condominium Declaration for THE VICTORIAN, the Declarant, A.S.C. VERSAILLES RESORT, INC., a Texas corporation, shall retain control over management of the affairs of the Association. This retention of control shall be for the benefit of the Unit Owners and any First Mortgagees of record and for the purpose of insuring both a complete and orderly buildout and a timely sellout of the Project

Units, including any annexations. This control shall last no longer than June 1, 1987, or upon sale of seventy-five percent (75%) of the Units, including subsequent annexations, or when in the sole opinion of the Declarant the Project is viable, self-supporting and operational.

4.2 ASSOCIATION RESPONSIBILITIES. The Owners of the Units will constitute the Association of Unit Owners, hereinafter referred to as "Association", who will have the responsibility of administering the Condominium Project through a Board of Directors.

4.3 PLACE OF MEETINGS. All annual and special meetings of the Association shall be held at the principal office of the Association or at such other suitable and convenient place as may be permitted by law and from time to time fixed by the Directors and designated in the notices of such meetings.

4.4 ANNUAL MEETINGS. Annual meetings shall be held in the 1st quarter of each year. The first (1st) annual meeting shall be called by Declarant after the end of the Declarant Control Period.

4.5 SPECIAL MEETINGS. It shall be the duty of the President to call a special meeting of the Owners as directed by resolution of the Board of Directors or upon a petition signed by at least one-tenth (1/10) of the Owners and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5) of the Owners present, either in person or by proxy.

4.6 NOTICE OF MEETINGS. The Secretary shall mail notices of annual and special meetings to each Member of the Association, directed to his last known post office address, as shown on the records of the Association, by uncertified mail, postage prepaid. Such notice shall be mailed not less than ten (10) days nor more than thirty (30) days before the date of such meeting and shall state the date, time and place of the meeting and the purpose or purposes thereof. If requested, any Mortgagee of record or its designee may be entitled to receive similar notice.

4.7 ADJOURNED MEETING. If any meeting of Owners cannot be organized because a quorum has not attended, the Owners who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is attained.

4.3 ORDER OF BUSINESS. The order of business at all meetings of the Owners of Units shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of Directors.
- g. Unfinished business.
- h. New business.

ARTICLE V

BOARD OF DIRECTORS

5.1 NUMBER AND QUALIFICATION. The affairs of this Association shall be governed by a Board of Directors composed initially of three (3) persons. The following persons shall act in such capacity and shall manage the affairs of the Association until their successors are elected, to-wit:

<u>NAME</u>	<u>ADDRESS</u>
Christian Vandaele	5858 Westheimer, Suite 506 Houston, Texas 77057
Bill Palmer	5858 Westheimer, Suite 506 Houston, Texas 77057
Walter Armstrong	5858 Westheimer, Suite 506 Houston, Texas 77057

At the first (1st) annual meeting of the Members of the Association, or any annual meeting thereafter, or special meeting of the Association called for that purpose, the number of Directors may be increased to seven (7).

5.2 POWERS AND DUTIES. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and for the operation and maintenance of a residential Condominium Project. The Board of Directors may do all such acts and things that are not by these By-Laws or by the Condominium Declaration for THE VICTORIAN directed to be exercised and done by the Owners.

5.3 OTHER POWERS AND DUTIES. The Board of Directors shall have the following duties:

- a. To administer and enforce the covenants, conditions, restrictions, uses, limitations, obligations and all other provisions set forth in the Condominium Declaration.

b. To establish, make and enforce compliance with rules necessary for the orderly operation, use and occupancy of this Condominium Project. (A copy of such rules and regulation shall be delivered or mailed to each Member promptly upon the adoption thereof.)

c. To keep in good order, condition and repair all of the General and Limited Common Elements as provided in the Declaration and all items of personal property used in the enjoyment of the entire Premises.

d. To insure and keep insured all of the insurable Common Elements of the Property in an amount equal to their maximum replacement value, as provided in the Declaration. Further to obtain and maintain comprehensive liability insurance covering the entire Premises in amounts not less than One Hundred Thousand Dollars (\$100,000.00) per person, Three Hundred Thousand Dollars (\$300,000.00) per accident and Fifty Thousand Dollars (\$50,000.00) property damages, plus a One Million Dollar (\$1,000,000.00) umbrella policy. To insure and keep all the fixtures, equipment and personal property acquired by the Association for the benefit of the Association, the Owners of the Condominium Units and their First Mortgagees.

e. To fix, determine, levy and collect the monthly prorated assessments to be paid by each of the Owners; and by majority vote of the Board to adjust or increase the amount of the monthly assessments subject to provisions of the Declaration; to levy and collect special assessments in order to meet increased operating, legal or maintenance expenses or costs, and additional capital expenses. All monthly or other assessments shall be in statement form.

f. To collect delinquent assessments by suit or otherwise and to enjoin or seek damages from an Owner, as provided in the Declaration and these By-Laws.

g. To protect and defend the entire Premises from loss and damage by suit or otherwise.

h. To borrow funds in order to pay for any required expenditure or outlay; to execute all such instruments evidencing

such indebtedness which shall be the several obligations of all of the Owners in the same proportion as their interest in the Common Elements.

i. To enter into contracts, within the scope of their duties and power.

j. To establish a bank account for the common treasury for all separate funds which are required or may be deemed advisable by the Board of Directors.

k. To keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination thereof at any reasonable time by each of the Owners and any First Mortgagee of a Unit, and to cause a complete audit of the books and accounts by a competent accountant, once each year. The Association shall cause to be prepared and delivered annually to each Owner an audited statement showing all receipts, expenses or disbursements since the last such statement. Such audited financial statements shall be available to any First Mortgagee of a Unit, on request, within ninety (90) days following the fiscal year end of the Project.

l. To meet at least once each quarter.

m. To designate the personnel necessary for the maintenance and operation of the General and Limited Common Elements.

n. In general, to carry on the administration of this Association and to do all of those things, necessary and reasonable, in order to carry out the communal aspect of Condominium ownership.

5.4 ELECTION AND TERM OF OFFICE. At the first (1st) annual meeting of the Association the term of office of three (3) of the Directors shall be fixed for one (1) year, the term of office of two (2) of the Directors shall be fixed at two (2) years, and the term of office of the remaining two (2) Directors shall be fixed at three (3) years. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of three (3) years. Said Directors shall be elected from the membership of the Association. The persons acting as Directors shall hold office until their successors have been elected and hold their first (1st) meeting.

5.5 VACANCIES. Vacancies on the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be

filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each Director so elected shall serve out the remaining term of his predecessor.

5.6 REMOVAL OF DIRECTORS. At any regular or special meeting duly called, any one (1) or more of the Directors may be removed with cause by a majority of the Owners, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

5.7 ORGANIZATION MEETING. The first (1st) meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

5.8 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

5.9 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or Secretary, or upon the written request of at least two (2) Directors. The President or Secretary will give three (3) days' personal notice to each Director by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting.

5.10 WAIVER OF NOTICE. Before or at any meeting of the Board of Directors, any Director may in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

5.11 BOARD OF DIRECTOR'S QUORUM. At all meetings of the Board of Directors, a majority of Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present

at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without additional notice.

5.12 FIDELITY BONDS. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

ARTICLE VI

OFFICERS

6.1 DESIGNATION. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors and all of whom shall be members of the Association.

6.2 ELECTION OF OFFICERS. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

6.3 REMOVAL OF OFFICERS. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose.

6.4 PRESIDENT. The President shall be the chief executive officer of the Association. He shall preside at all meetings of both the Association and the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the Owners to assist in the administration of the affairs of the Association. The President, or his designated alternate, shall represent the Association at all meetings of the THE VICTORIAN OWNERS ASSOCIATION, INC.

6.5 VICE PRESIDENT. The Vice President shall perform all of the duties of the President in his absence and such other duties as may be required of him from time to time by the Board of Directors.

6.6 SECRETARY.

a. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the

Association. He shall have charge of such books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of the Secretary.

b. The Secretary shall compile and keep up to date at the principal office of the Association a complete list of Members and their last known addresses as shown on the records of the Association. Such list shall show opposite each Member's name, the number of Members living in the Unit and the parking space and storage space assigned for use in connection with such Unit. Such list shall be open to inspection by Members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours.

6.7 TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all money of the Association and shall disburse such as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors, including authority to: sign all checks and promissory notes of the Association; keep proper books of account; cause an annual statement of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned to him by the Board of Directors.

ARTICLE VII

MANAGEMENT CONTRACT

7.1 MANAGEMENT COMPANY. The Board of Directors shall enter into a management agreement with a management company at a rate of compensation agreed upon by the Board of Directors. In accordance with the Declaration and these By-Laws, the management company shall have, but shall not be limited to, the following functions, duties and responsibilities:

a. Fiscal Management.

(1) Prepare annual operating budget detailed to reflect expected operation for each month. This budget is established to show expected recurring receipts and

operating disbursements. It is further used for comparison with actual monthly income and expenditures.

(2) Prepare five (5)-year sinking fund reserve budget projection for capital expenditures on items recurring only periodically, i.e., painting, etc., for Common Elements.

(3) Prepare monthly operating and cash position statements and statements concerning sinking fund reserve accounts.

(4) Analyze and compare operating receipts and disbursements against the Board-approved budget. Where a significant variation is shown (10% above or below the budgeted amount), prepare explanations of variations from budgeted figures. Suggest corrective recommendations, if applicable.

(5) Collect maintenance fees and special assessments; deposit them in checking, savings or other income producing accounts on behalf of the Board and maintain comprehensive records thereof. Establish individual checking and sinking fund reserve accounts, as directed by the Board.

(6) Mail notices of delinquency to any Owner in arrears, and exert reasonable effort to collect delinquent accounts.

(7) Examine all expense invoices for accuracy and pay all bills in accordance with the terms of the property management agreement.

(8) Prepare year-end statement of operations for Owners subject to year audit verification.

b. Physical Management.

(1) Assume full responsibility for maintenance and control of Common Area improvements and equipment. Maintain the Property in constant repair to reflect Owner pride and to insure high property values in accordance with the provisions of the operating budget, as approved by the Board of Directors.

(2) Enter into contracts and supervise services for lawn care, refuse hauling, pump maintenance, etc., as approved operating budgets.

(3) Select, train and supervise competent personnel, as directed by the Board.

(4) Compile, assemble and analyze data; and prepare specifications and call for bids for major improvement projects. Analyze and compare bids, issue contracts and coordinate the work; maintain close and constant inspection to insure that work is performed according to specifications.

(5) Perform any other projects with diligence and economy in the Board's best interests.

c. Administrative Management.

(1) Inspect contractual services for satisfactory performance. Prepare any necessary compliance letters to Vendors.

(2) Obtain and analyze bids for insurance coverage specified in By-Laws, recommend modifications or additional coverages. Prepare claims when required and follow up on payment; act as Board's representative in negotiating settlement.

(3) Exercise close liaison and supervision over all personnel to insure proper operational maintenance and to promote good Management-Resident-Owner relationships.

(4) Act as liaison for the Association in any negotiations or disputes with local, federal or state taxing agencies or regulatory bodies, except as to any legal or technical aspects of such negotiations or disputes.

(5) Exercise close supervision over hours and working conditions of employed personnel to insure compliance with Wage and Hour and Workman's Compensation Laws.

(6) Assist in resolving individual Owner's problems as they pertain to the Association, Common Elements and governing rules and regulations.

- (7) Represent an absentee Owner when requested.
- (8) Administer the Condominium Project in such a way as to promote a pleasant and harmonious relationship within the complex for all Owners, Residents and Tenants alike.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

8.1 INDEMNIFICATION. The Association shall indemnify every Director or officer, his heirs, executors and administrators, against all loss, cost and expense, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Association, except in matters of gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters in which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such Director or officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association in connection with the foregoing indemnification provision shall be treated and handled by the Association as Common Expenses; provided, however, nothing contained in this Article VIII shall be deemed to obligate the Association to indemnify any Member or Owner of a Condominium Unit, who is or has been a Director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Condominium Declaration for THE VICTORIAN as a Member or Owner of a Condominium Unit covered thereby.

ARTICLE IX

OBLIGATIONS OF THE OWNERS

9.1 ASSESSMENTS. All Owners shall be obligated to pay the monthly assessments imposed by the Association to meet the Common Expenses as defined in the Declaration. The assessments shall be made pro rata according to the proportionate share of the Unit Owner in and to the Common Elements and shall

be due monthly in advance. A Member shall be deemed to be in good standing and entitled to vote at any annual or special meeting of Members, within the meaning of these By-Laws, only if he is current in the assessments made or levied against him and the Condominium Unit owned by him.

9.2 GENERAL.

a. Each Owner shall comply strictly with the provisions of the Condominium Declaration for THE VICTORIAN.

b. Each Owner shall always endeavor to observe and promote the cooperative purposes for which the Project was built.

9.3 USE OF GENERAL COMMON ELEMENTS AND LIMITED COMMON ELEMENTS. Each Owner may use the General Common Elements and the Limited Common Elements in accordance with the purposes for which they were intended.

9.4 DESTRUCTION OR OBSOLESCENCE. Each Owner shall, if necessary, execute a power of attorney in favor of the Association, irrevocably appointing the Association his Attorney In Fact to deal with the Owner's Condominium Unit upon its destruction, obsolescence or condemnation, as is provided in Paragraph 6.1 of the Condominium Declaration.

ARTICLE X

AMENDMENTS TO PLAN OF CONDOMINIUM OWNERSHIP

10.1 BY-LAWS.

a. After relinquishment of Declarant control of the Association, as set forth in Article IV, these By-Laws may be amended by the Association at a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by Owners representing at least sixty-six and two-thirds percent (66-2/3%) of the aggregate interest of the undivided Ownership of the Common Elements except for those amendments provided for in Article VIII of the Declaration which shall require the approval of Owners and Mortgagees as provided therein. In no event shall the By-Laws be amended to conflict with the Declaration. In the event of a conflict between the two (2) documents, the Declaration shall control.

b. Until relinquishment of Declarant control of the Association, these By-Laws may be unilaterally amended by the Declarant to correct any clerical or typographical error or

omission, or to change any provision to meet the requirements of Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Veterans Administration or Federal Housing Administration. After the Declarant Control Period, the Board of Directors have the right to amend the Declaration or By-Laws, without the joinder of the other Owners, in order to correct any clerical or typographical errors or omissions, or in order to meet the requirements of one the above listed agencies.

ARTICLE XI

MORTGAGES

11.1 NOTICE TO ASSOCIATION. An Owner who mortgages his Unit shall notify the Association giving the name and address of his Mortgagee. The Association shall maintain such information in a book entitled "Mortgagees of Condominium Units".

11.2 NOTICE OF UNPAID ASSESSMENTS. The Association shall, at the request of a Mortgagee of a Unit, report any unpaid assessments due from the Owner of such Unit.

ARTICLE XII

COMPLIANCE

12.1 LEGAL REQUIREMENTS. These By-Laws are set forth to comply with the requirements of the State of Texas Condominium Act. If any of these By-Laws conflict with the provisions of said statute, it is hereby agreed and accepted that the provisions of the statute will apply.

ARTICLE XIII

NON-PROFIT ASSOCIATION

13.1 NON-PROFIT PURPOSE. This Association is not organized for profit. No Unit Owner, Member of the Board of Directors or person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as a salary or as compensation to, or distributed to or inure to the benefit of any Member of the Board of Directors; provided, however, always (1) that reasonable compensation may be paid to any Member while acting as an

agent or employee of the Association for services rendered in effecting one [1] or more of the purposes of the Association and (2) that any Member of the Board of Directors may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

ARTICLE XIV

PRINCIPAL OFFICE

14.1 ADDRESS. The principal office of the Association shall be located at 5858 Westheimer, Suite 506, Houston, Texas 77057, but may be located at such other suitable and convenient place as shall be permitted by law and designated by the Directors.

ARTICLE XV

EXECUTION OF INSTRUMENTS

15.1 AUTHORIZED AGENTS. The persons who shall be authorized to execute any and all instruments of conveyance or encumbrances, including promissory notes, shall be the President and the Secretary of the Association.

ARTICLE XVI

CORPORATE SEAL

16.1 CORPORATE SEAL. The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association.

ARTICLE XVII

DEFINITIONS OF TERMS

17.1 DEFINITIONS OF TERMS. The terms used in these By-Laws, to the extent they are defined in said Declaration, shall have the same definition as set forth in the Declaration for THE VICTORIAN, as the same may be amended from time to time, recorded in the office of the County Clerk of Galveston County, Texas.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By-Laws of THE VICTORIAN OWNERS ASSOCIATION, INC., a Texas non-profit

John J. Zimmerman
Secretary

corporation, as adopted by the Initial Board of Directors at its organization
meeting on the 8th day of June, A. D., 1982.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Seal of the
Corporation, this the 8th day of June, A. D., 1982.

STATE OF TEXAS
COUNTY OF GALVESTON

*
* KNOW ALL MEN BY THESE PRESENTS:
*

THAT, WHEREAS, A.S.C. VERSAILLES RESORT, INC., a Texas Corporation (acting by and through the undersigned duly authorized officer), is "Declarant" of that one certain Condominium Regime in Galveston County, Texas, known as The Victorian; and

WHEREAS, the Construction Period of said Condominium Regime (as defined in Paragraph 1.1 (j) of the Declaration of The Victorian, filed of record in the Official Public Records of Real Property of Galveston County, Texas under microfilm no. 001-71-1820) has not ended; and

WHEREAS, prior to the relinquishment of control of The Victorian Owners Association, Inc., by Declarant, it has been brought to the attention of the Declarant that there exists omissions and ambiguities in Paragraphs 5.1 and 5.4 of Article V of the By-laws of The Victorian Owners Association, Inc., dated June 8, 1982, as said paragraphs relate to the election, term of office, number and qualification of the Directors of The Victorian Owners Association, Inc., and;

WHEREAS, pursuant to authority granted Declarant in the Condominium Declaration for the Victorian, specifically paragraph 8.2 of said Declaration, Declarant does hereby amend the By-laws of The Victorian Owners Association, Inc., to resolve and clarify the ambiguities and omissions contained in Paragraphs 5.1 and 5.4 of Article V of said By-laws as follows, to-wit:

The last paragraph of Paragraph 5.1 of Article V is hereby amended to read as follows, to-wit:

At the first (1st) annual duly constituted meeting of the members of the Association, the number of Directors may be increased from three (3) Directors to either five (5) Directors or to seven (7) Directors if said increase is approved by owners representing at least sixty-six and two-thirds percent ($66 \frac{2}{3}\%$) of the aggregate interest of the undivided Ownership of the Common Elements.

Amendment to 5.1 & 5.4 of Bylaws (both superceded)

Paragraph 5.4 of Article V is hereby amended in its entirety to read as follows, to-wit:

5.4 Election and Term of Office

Should, at the first annual meeting of the Association, the number of Directors elected be three (3) persons, then, in that event, the term of office of one (1) of the Directors shall be fixed at one year, the term of office of one (1) of the Directors shall be fixed at two years, and the term of office of the remaining director shall be fixed at three years. Should, at the first annual meeting of the Association, the number of Directors elected be five (5) persons, then in that event, the term of office of two (2) of the Directors shall be fixed at three years, the term of office of two (2) of the Directors shall be fixed at two years, and the term of office of remaining director shall be fixed at a one year. Should at the first annual meeting of the Association the number of Directors elected be seven (7) persons, then in that event the term of office of three (3) of the Directors shall be fixed at one year, the term of office of two (2) of the Directors shall be fixed at two years and the term of office of the remaining two Directors shall be fixed at three (3) years.

At the expiration of the initial term of office of each respective Director, (whether the Directors are three in number, five in number or seven in number), his or her successor shall be elected to serve a term of three years. Said Directors shall be elected from the membership of the Association. Persons acting as Director shall hold office until their successors have been elected and hold their first meeting.

SIGNED this 7th day of June, 1984.

A.S.C. VERSAILLES RESORT, INC.

By: *Ch. Vandenberg*

President
Title

STATE OF TEXAS

COUNTY OF GALVESTON

BEFORE ME, the undersigned authority on this day personally
appeared Christian Vandaele,
name
President of A.S.C. VERSAILLES
title

RESORT, INC., known to me to be the person and officer whose
name is subscribed to the foregoing instrument and acknowledged
to me that the same was the act of such corporation for the
purposes and consideration therein expressed, and he acted in
the capacity therein stated.

GIVEN under my hand and seal of office on this 7th day of

June, 1984.

Concepcion Cortez
Notary Public, State of Texas

COPY

STATE OF TEXAS
COUNTY OF GALVESTON

*
* KNOW ALL MEN BY THESE PRESENTS:
*

RATIFICATION OF AMENDMENT TO THE BY-LAWS
OF THE VICTORIAN OWNERS ASSOCIATION, INC.

WHEREAS, an Amendment to the By-laws of The Victorian Owners Association, Inc., dated the 7th day of June, 1984, (a copy of which is attached hereto and incorporated herein as Exhibit "A"), hereinafter referred to as "Amendment" wherein A.S.C. Versailles Resort, Inc., as "Declarant" of "The Victorian", a Condominium Regime in Galveston, Galveston County, Texas, amended paragraphs 5.1 and 5.4 of Article V of said By-laws; and,

WHEREAS, at the time of the execution of said Amendment, A.S.C. Versailles Resort, Inc. and A.S.C. Versailles, Inc. were collectively the Declarant of The Victorian; and

WHEREAS, A.S.C. Versailles Inc., desires to approve and consent to the action taken by A.S.C. Versailles Resort, Inc. in amending said By-laws and desires to ratify said Amendment to the By-law of The Victorian Owners Association, Inc.

NOW THEREFORE, effective as of June 7, 1984, A.S.C. Versailles, Inc., does hereby approve and consent to the action taken by A.S.C. Versailles Resort, Inc., in amending the By-laws of The Victorian Owners Association, Inc. a copy of which amendment is attached hereto and incorporated herein as Exhibit "A" and does hereby ratify said action taken by A.S.C. Versailles Resort, Inc. in all things as if taken up done by itself.

SIGNED this _____ day of _____, 1984.

A.S.C. VERSAILLES, INC.

By: _____

Title

ATTEST:

Secretary

THE STATE OF TEXAS,

COUNTY OF HARRIS.

Before me, the undersigned authority, on this day personally appeared _____ of A.S.C. VERSAILLES INC., a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office, this ____ day of _____, 1984.

Notary Public, State of Texas

Printed Name of Notary Public

My commission expires: _____

COPY

STATE OF TEXAS
COUNTY OF GALVESTON

*
* KNOW ALL MEN BY THESE PRESENTS;
*

CORRECTION AMENDMENT TO THE BY-LAWS
OF THE VICTORIAN OWNERS ASSOCIATION, INC.

WHEREAS, an Amendment to the By-Laws of The Victorian Owners Association, Inc., dated the 7th day of June, 1984 (a copy of which is attached hereto and incorporated herein as Exhibit "A") hereinafter referred to as "Amendment", wherein A.S.C. Versailles Resort, Inc., as Declarant of The Victorian, a Condominium Regime in Galveston, Galveston County, Texas, amended paragraphs 5.1 and 5.4 of Article V of said By-laws; and,

WHEREAS, said Amendment was ratified and approved by A.S.C. Versailles, Inc. which along with A.S.C. Versailles Resort, Inc. are collectively the Declarant of The Victorian; and

WHEREAS this instrument is made to correct said Amendment wherein a clerical error was made in the typing of said Amendment and this instrument is made by Declarant in order to correct said mistake, and in all other respects confirming said Amendment.

NOW, THEREFORE, because of said inadvertent misstatements and errors therein, Declarant does hereby correct said Amendment as follows:

The last paragraph of Paragraph 5.1 of Article V is hereby corrected and as corrected is amended to read as follows, to-wit:

At the first (1st) annual duly constituted meeting of the members of the Association, or any annual meeting thereafter, or special meeting of the association called for that purpose, the number of Directors may be increased from three (3) Directors to either five (5) Directors or to seven (7) Directors if said increase is approved by owners representing at least sixty-six and two-thirds percent (66 2/3%) of the aggregate interest of the undivided Ownership of the Common Elements.

Except as specifically set forth hereinabove, all provisions of the Amendment to the By-laws of The Victorian Owners Association, Inc. dated June 7, 1984 shall remain valid and unaffected. In the event of any ambiguity between the original Amendment and this correction of the Amendment, the terms of this

correction Amendment shall be controlling.

SIGNED this _____ day of _____, 1984.

A.S.C. VERSAILLES RESORT, INC.

ATTEST:

Secretary

By: _____

Title

A.S.C. VERSAILLES, INC.

ATTEST:

Secretary

By _____

Title

THE STATE OF TEXAS,

COUNTY OF HARRIS.

Before me, the undersigned authority, on this day personally appeared _____ of
A.S.C. VERSAILLES RESORT, INC., a corporation, known to me to be
the person whose name is subscribed to the foregoing instrument,
and acknowledged to me that he executed the same for the purposes
and consideration therein expressed, in the capacity therein stated
and as the act and deed of said corporation.

Given under my hand and seal of office on this ____ day of
_____, 1984.

Notary Public, State of Texas

Printed Name of Notary Public

My commission expires: _____

THE STATE OF TEXAS,

COUNTY OF HARRIS.

Before me, the undersigned authority, on this day personally
appeared _____ of
A.S.C. VERSAILLES, INC., a corporation, known to me to be the

person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this ____ day of _____, 1984.

Notary Public, State of Texas

Printed Name of Notary Public

My commission expires: _____

WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
THE VICTORIAN OWNERS ASSOCIATION, INC.
PURSUANT TO ARTICLE 9.10 OF THE
TEXAS NON-PROFIT CORPORATION ACT

The undersigned, being all of the Directors of the Victorian Owners Association, Inc., a Texas non-profit corporation (the "Corporation"), and being entitled to vote upon the resolutions hereinafter set forth if the same had been submitted at a formal meeting of the Board of Directors of said Corporation duly called and held for the purpose of acting upon such resolutions, do hereby consent that the following resolutions are deemed to be adopted to the same extent and to a formal meeting of the Board of Directors of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, pursuant to Article X, Section 10.1(b) of The Bylaws of the Corporation, this Board of Directors has the right to amend the Bylaws of the Corporation (the "Bylaws"), without the joinder of the Owners (as defined in the Bylaws) in order to correct any clerical or typographical errors or omissions in the Bylaws; and

WHEREAS, pursuant to said provision of the Bylaws, the Declarant (as defined in the Bylaws) previously amended the Bylaws by adopting a "Procedure For Election of Directors" of the Corporation (The "Procedure"), which Procedure contains certain clerical or typographical errors or omissions, and this Board of Directors desires to correct such errors and omissions:

NOW THEREFORE, BE IT RESOLVED, that the Procedure For Election of Directors attached hereto as Annex "1" be and the same hereby is adopted as a further amendment to Article V, Section 5.4 of the Bylaws, as amended, to correct the omission therefrom of any reference to the Procedure, and said Article V, Section 5.4 shall read in its entirety, as follows:

Section 5.4 Election and Term of Office

Should, at the first annual meeting of the Association, the number of Directors elected by three (3) persons, then, in that event, the term of office of one (1) of the Directors shall be fixed at one (1) year, the term of office of one (1) of the Directors shall be fixed at two (2) years, and the term of office of the remaining director shall be fixed at three (3) years. Should, at the first annual meeting of the Association the number of Directors elected by seven (7) persons, then in that event the term of office of three (3) of the Directors shall be fixed at one (1) year, the term of office of two (2) of the Directors shall be fixed at two (2) years and the term of office of the remaining two (2) Directors shall be fixed at three (3) years.

Amendment to 5.4 of By-laws (corrects 11/1/20 amendment)

At the expiration of the initial term of office of each respective Director (whether the Directors are three (3) in number, five (5) in number or seven (7) in number), his or her successor shall be elected to serve a term of three (3) years. Said Directors shall be elected from the membership of the Association as provided in the "Procedure For Election of Directors" attached hereto as Annex "1". Persons acting as Director shall hold office until their successors have been elected and hold their first meeting. | last sentence corrected 8/91

and

RESOLVED FURTHER, that the wording of the Procedure as originally adapted by the Declarant is conformed to the wording of Annex "1" hereto to correct grammar, to make defined terms used therein consistent with definitions therefor as provided in the Bylaws, and to confirm certain time periods to harmonize them with other time periods as specified in the Bylaws and by statute; and

RESOLVED FURTHER, that these resolutions shall be effective as of May 22, 1986.

Dated: May 22, 1986

Herb Carson

Roger M. Feig
Roger Feig

Charles J. Loew
Charles Loew

Ruth Sullivan
Ruth Sullivan

Gene Wozniacki
Gene Wozniacki

Being the Board of Directors of the
Victorian Owners Association, Inc.

Annex "1"

PROCEDURE FOR THE ELECTION
OF DIRECTORS

SECTION 1. The election of members of the Board of Directors at annual meetings or any special meeting called for elections shall be conducted by written ballot, as hereinafter provided.

SECTION 2. Nominations for election of Directors shall be made by a Nominating Committee from the written requests received to serve on the Board of Directors.

SECTION 3. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one (1) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Association to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

SECTION 4. The Nominating Committee shall make as many nominations for the 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 from among Members as the Nominating Committee in its discretion shall determine.

*last sentence
corrected
2/91*

SECTION 5.

(a) The written ballot shall:

1. Describe the vacancies to be filled;
2. Set forth the names of those nominated by the Nominating Committee for such vacancies and;
3. Contain a space for a write-in vote by the Members for each vacancy.

(b) Such ballots shall be prepared and mailed by the Secretary to the Members at least ten (10) and not more than fifty (50) days in advance of the date of the annual or special meeting called for elections. The ballots may be returned in person by the Member (or proxy) at such meeting, or they may be returned by mail or other delivery means, provided that if delivered by any means other than in person by the member (or proxy), the ballots must be returned no later than the day before such meeting.

(c) Only those Members who are current in payment of any assessment as provided for in Article IX, Section 9.01 of the Bylaws shall be entitled to vote and the Board of Directors may take such action as it deems necessary when ballots are mailed to insure that Members are current or to encourage those who are not current to pay any arrearage(s).

SECTION 6. Each Member shall receive as many ballots as the Member has votes. Notwithstanding that a Member may be entitled to several votes, such Member shall exercise on any one (1) ballot only one (1) vote for each vacancy shown thereon. The completed ballots shall be returned as follows:

- (a) Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way.
- (b) Each such "Ballot" envelope shall contain only one (1) ballot, and Members shall be advised that, because of verification procedures, the inclusion of more than one (1) ballot in any one "Ballot" envelope shall disqualify the return.
- (c) Such "Ballot" envelope, or envelopes (if the Member or proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member (or proxy), the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish the Member's right to cast the vote or votes presented in the ballots contained therein.
- (d) The ballots may be returned to the Secretary at the address stated in the ballot transmittal, or they may be returned to the Secretary in person by the Member (or proxy) at the annual or special meeting at which elections are to be held.

SECTION 7. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, along with any returns made in person at the Meeting, unopened, to an Election Committee which shall consist of three (3) Members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:

- (a) Establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the Member (or proxy) identified on the outside envelope containing them;
- (b) Establish that the signature of the Member (or proxy) on the outside envelope is genuine; and
- (c) If the vote is by proxy, that a proxy has been filed with the Secretary or as provided herein and that such proxy is valid.

Such procedure shall be taken in such manner that the vote of any Member (or proxy) shall not be disclosed to anyone, even the Election Committee. The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one (1) ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the outside envelopes shall be destroyed.

SECTION 8. This procedure for election of directors shall be a part of the Bylaws of the Victorian Owners Association, Inc. and any capitalized word or term not defined herein which is defined in such Bylaws shall have the meaning given therein.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF THE VICTORIAN OWNERS ASSOCIATION, INC.
PURSUANT TO ARTICLE 9.10 OF THE
TEXAS NON-PROFIT CORPORATION ACT

The undersigned, being all of the directors of The Victorian Owners Association, Inc. (the "Corporation"), a Texas non-profit corporation, and being entitled to vote upon the resolutions hereinafter set forth as if the same had been submitted at a formal meeting of the Board of Directors of the Corporation duly called and held for the purpose of acting upon such resolutions, do hereby consent that the following resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal meeting of the Board of Directors of the Corporation duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the Declarant, as defined in the Bylaws of the Corporation (the "Bylaws"), intended that all Owners, as defined in the Bylaws, be eligible to serve on the Board of Directors of the Corporation, and to do so in compliance with the laws of the State of Texas, which mandates that directors of a non-profit corporation be a natural person; and

WHEREAS, the Declarant initially established certain qualifications for persons serving as a Director, specifically addressing the issue of a representative of an Owner who is not a natural person serving as a Director, and such qualifications were followed by the Declarant and have been followed by the Corporation thereafter; and

WHEREAS, regulations of the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association require that all owners of a condominium unit be entitled to be represented in the affairs of the management of a homeowners association, which include the opportunity to serve on the board of directors of any such association organized as a corporation; and

WHEREAS, pursuant to Article X, Section 10.1(b) of the Bylaws, the Board of Directors has the right to amend the Bylaws, without the joinder of any of the Owners, in order to correct any clerical or typographical errors or omissions which may exist in the Bylaws or to meet any requirement of the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association; and

WHEREAS, there exists a clerical or typographical error in Article V, Section 5.1 of the Bylaws in that the qualifications for persons to serve as a Director were omitted therefrom, and this Board of Directors desires to amend Article V, Sections 5.1, 5.4 and 5.5 of the Bylaws to correct such error and omission and to comply with such regulations:

NOW THEREFORE, BE IT RESOLVED, that Article V, Section 5.1 of the Bylaws, as previously amended and corrected, is hereby further corrected, and as further corrected, is amended by the addition of the following paragraph thereto:

A Director of the Association shall be a natural person who is a Member, or a natural person who is an officer, director or duly authorized representative of any Owner who is not a natural person. In the event that an Owner is not a natural person, upon request, such entity promptly shall certify to the Association, in such form as the Association may reasonably request, the status of any such officer, director or authorized representative.

and

RESOLVED FURTHER, that the last sentence of Article V, Section 5.4 of the Bylaws, as previously amended and corrected, is hereby further corrected, and as further corrected, is amended to read as follows:

Unless the position of a Director shall become vacant earlier, persons acting as Director shall hold office until their successors have been duly elected and qualified.

and

RESOLVED FURTHER, that the last sentence of Section 4 of Annex "1" to Article V, Section 5.4 of the Bylaws, as previously amended and corrected, is hereby further corrected, and as further corrected, is amended to read as follows:

Such nominations shall be made from among Members or officers, directors or authorized representatives of any Owner who is not a natural person as the Nominating Committee in its discretion shall determine.

and

RESOLVED FURTHER, that Article V, Section 5.5 of the Bylaws is hereby corrected, and as corrected, is amended by the addition of the following paragraph thereto:

In the event a Director ceases to serve, the position of such Director shall immediately become vacant. In the event a Director ceases to be an officer, director or duly authorized representative of an Owner who is not a natural person, the position of such Director shall immediately become vacant. In the event an Owner who is not a natural person ceases to be an

Owner, the position of any Director who is serving as an officer, director or authorized representative on behalf of such Owner shall immediately become vacant.

and

RESOLVED FURTHER, that these resolutions shall be effective as of July ____, 1984.

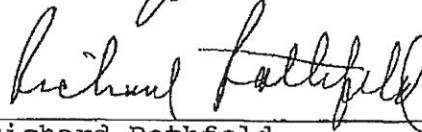
Dated: August 24, 1991



Donald C. Clark



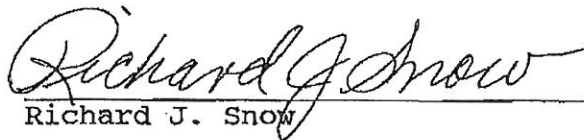
Lawrence Eguia



Richard Rothfeld



Walter A. Schroeder



Richard J. Snow