

BY-LAWS
OF
PLANTATION LAKE ESTATES PROPERTY OWNERS ASSOCIATION, INC.
(as amended December,16, 2008)

ARTICLE I
Identification

Section 1.1. Name. The name of the corporation is Plantation Lake Estates Property Owners Association, Inc., and is hereinafter referred to as the corporation.

Section 1.2. Seal. The seal of the corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. The seal shall have inscribed thereon the name of the corporation and shall contain the word "TEXAS".

Section 1.3. Offices. The principal business office of the corporation shall be in Waller County, Texas. The corporation may have such other business offices within or without the State of Texas as the Board of Directors may from time to time establish or as the business of the corporation may require.

ARTICLE II
Purpose

Section 2.1. No Shares. The corporation is not organized for profit; but rather, is organized to administer and enforce restrictive covenants in the Plantation Lake Estates Section One. There are no shareholders. No person owns or ever shall own any interest, equity or otherwise, in the corporation or its assets.

Section 2.2. No Profits. No member, director, officer, or any other person shall receive or be entitled to receive any pecuniary profit from the corporation. No member, director, or officer shall be paid a salary or other remuneration for services rendered in such capacity; provided that, any member, director or officer of the corporation may be reimbursed (or advanced) for the actual reasonable expenses incurred in connection with administration of the affair of the corporation.

Section 2.3. Functional Purpose. The corporation is organized to administer and enforce the Deed Restrictions of Covenants Conditions and Restrictions ("Deed Restrictions") applicable to the Plantation Lake Estates, Section One, a residential development in Waller County, Texas, as set forth in instrument filed in the Real Property Records of Waller County at Volume 604, Page 454 (the Deed Restrictions) and as set forth on Plat of the Plantation Lake Estates filed at Volume 603, Page 98 of the Plat records of Waller County, Texas. The corporation shall have, in furtherance of its purpose, all powers enumerated in said Deed Restrictions and in the Texas Non Profit Corporation Act as they now exist or as they may be hereafter amended.

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ARTICLE III
Membership

Section 3.1. Membership. Every person or entity who is a record owner of any Lot which is subject to the Deed Restrictions (or could be following the withdrawal of an exemption there from) and other assessments provided in the Deed Restrictions, including contract sellers, shall be a member in the corporation. No owner shall have more than one membership for each Lot owned. Membership is appurtenant to and may not be separated from ownership of a Lot. Such membership shall likewise automatically terminate when a member ceases to own such a Lot; provided that, such termination shall not relieve or release any such former owner from any liability or obligation incurred during the period of ownership and membership, or impair any rights or remedies of the corporation with respect to such ownership and membership.

Section 3.2. Annual Meeting of the Members. At least one meeting of the Members of the corporation shall be held each year. Unless a different date is directed by the Board of Directors, the annual meeting of the members shall be held on the third Saturday in January at such time and place as the Board of Directors shall determine. At the annual meeting, the following business shall be conducted:

- 1) Roll call and certification of Proxies
- 2) Certification of Members Eligible to Vote
- 3) Review and Approval of Prior Meeting Minutes
- 4) Reports of Officers
- 5) Election of Officers
- 6) Approval of Budget.
- 7) Any other business specified in the notice of meeting
- 8) Any new business requested by any Member.

Section 3.3. Special Meetings of the Members. Special meetings of the members of the corporation may be called by the Board of Directors or by a majority of the Members. The business to be conducted at the meeting shall be specified in the notice of such meeting; and no business other than approval of *that specified in the notice calling said meeting* or prior minutes of a member's meeting may be transacted at the called special meeting of the members. A majority of the Members means a quorum, as defined as follows; With a vote of at least fifty percent plus one BY PRESENCE OR PROXY WITH AT LEAST 50% (24 LOTS REPRESENTED), each an owner of the Lot/Lots subject to the Deed Restrictions.

Section 3.4. Notice of Meetings of the Members. The Secretary shall send notice of all meetings to all members at the last address provided by the members at least fifteen (15) days before each meeting. Additional forms of notice may include facsimile, e-mail, telephone, or personal contact. Such notice shall specify the place, day, and hour of the meeting, and for special meetings, the purpose of such meeting. Each member has the obligation to provide a current address to the Secretary of the corporation. Attendance in person or by proxy shall constitute adequate notice for voting purposes.

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Section 3.5. Voting Rights. Regardless of the number of persons or entities who own a Lot (such as husband and wife, trusts, heirs), there shall be but one membership (and one vote) for each Lot. The owners of a Lot may determine among themselves how to cast their vote; but, in case of conflict or inability to decide, the vote for such Lot shall not count. Fractional voting is prohibited. Cumulative voting on a single Lot is prohibited. An owner must be in good standing in order to be entitled to vote. An owner is in good standing if such Owner has paid all assessments and other charges due the corporation and is not in violation, as determined by the Board of Directors, of the covenants, conditions and restrictions contained in the Deed Restrictions. The Secretary of the corporation shall, prior to the start of each members meeting, certify a list of owners in good standing for voting purposes.

Section 3.6. Quorum. To transact business of the corporation, owners of *fifty per cent (50%) of all Lots* subject to the Deed Restrictions must be present in person or by duly authorized proxy. If a quorum is not present at any meeting, such meeting shall be adjourned to a date certain and stated at the meeting until a quorum is obtained.

Section 3.7. Vote of the Members. Unless a larger percentage is specified for a particular issue, a matter shall be the act of the members if it garners the affirmative vote of a majority of the members present, in person or proxy, and in good standing to vote at a meeting at which a quorum is present.

Section 3.8. Right of Recall. The members shall have the right to recall any director and any decision made by the Board of Directors by calling a special meeting for such purpose. The vote required to oust a director or recall any action by the Board shall be a two-thirds (2/3) majority of the members eligible to vote who are present, in person or by proxy, at a meeting at which a quorum is present.

Section 3.9. Proxy. At all meetings of members, eligible members may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the start of the members' meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of that member's lot.

ARTICLE IV The Board of Directors

Section 4.1. Number, Qualification and Term. The business and affairs of the corporation shall be managed and controlled by the Board of Directors, consisting of the President, Vice President, Secretary, Treasurer, and Member At Large; and, subject to any restrictions imposed by law, by the Articles of Incorporation, or by these By-Laws, the Board of Directors shall exercise all the powers of the corporation. The Board of Directors shall consist of not less than five or more than nine members. The Board consists of five members currently. The number thereof may be increased or decreased from time to time by amendment of these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. Each member of the Board of Directors shall serve for a term as decided by the Board of Directors and approved by the membership. Except as otherwise provided in these By-Laws, or in the Articles of Incorporation, or by law, all vacant directorships shall be elected at a meeting

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of the members in January of each year. Directors must be members in good standing in the corporation. Unless removed in accordance with these By-Laws, each director shall hold office for the term elected and until a successor shall have been elected and qualified. Any director may be elected for subsequent terms. There is no term limit for serving as director.

Section 4.2. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board. Nominations may also be made from the floor at the annual members' meeting. The Nominating Committee shall consist of the President of the Board and two members, who may be, but are not required to be, members of the Board of Directors. All incumbent directors shall be nominated for reelection unless they decline such nomination in writing thirty (30) days prior to the election.

Section 4.3. Election. Election to the Board of Directors shall be by secret written ballot, with members running for a specific seat on the Board. At such election, members may, in person or by proxy, cast as many votes as they have lots for each seat on the Board. Cumulative voting for a single Lot is not permitted. The nominee with the most votes for a particular seat wins the seat.

Section 4.4. Removal. Any director may be removed from office, either for or without cause, at any meeting of members of the corporation called for such purpose by the affirmative vote of a two-thirds (2/3) of members present at the meeting and eligible to vote. If the notice calling such meeting shall so provide, the vacancy caused by such removal may be filled at such meeting by the affirmative vote of a majority of the members present at the meeting and eligible to vote.

Section 4.5. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the vote of a three-fourths majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an election at any meeting held concerning which notice of such election has been given in the notice of meeting.

Section 4.6. Place of Meetings. Meetings of the Board of Directors shall be held in Waller County, Texas, at the place specified by the officer or directors calling the meeting. In the absence of other designation, the meeting shall be held at the registered office of the corporation in Waller County, Texas.

Section 4.7. Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board. Notice of such meetings shall be given in accordance with the notice for special meetings.

Section 4.8. Special Meetings. Special meetings of the Board of Directors shall be held at any time by call of the President, or any three directors. The Secretary or officer performing such duties shall give notice of meetings to each director at their usual business or residence address by mailing such notice at least three (3) days or seventy-two (72) hours before the meeting or by facsimile, e-mail, or telephone at least one (1) day or twenty-four (24) hours

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before the meeting. Such notice must identify the person and the issue to be determined concerning the removal or addition of a director; but otherwise, such notice may but need not specify the business to be transacted at, or the purpose of such meeting. No notice shall be necessary for any adjourned meeting. A Waiver of Notice of any meeting, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver of notice need not specify the business to be transacted at, or the purpose of, such meeting. Attendance of a director of a meeting shall constitute a waiver of notice of such meeting. In the event a director attends a meeting for the express and announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened, it shall be duly noticed and contested as set forth in these By-Laws.

Section 4.9. Quorum. A majority of the number of directors fixed by these By-Laws shall constitute a quorum for the transaction of business, but any one or more directors, although less than a quorum may adjourn the meeting to some other day or hour. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors unless the act of a greater number is required by law, by the Articles of Incorporation, or by these By-Laws.

Section 4.10. Procedure at Meetings. The Board of Directors is comprised of the President, Vice-President, Secretary, Treasurer, and Officer-at-Large. The President shall preside at meetings of the Board. In his/her absence at any meeting, the Vice-President shall preside. The Secretary of the corporation shall act as secretary at all meetings of the Board; or in his/or absence, the presiding officer of the meeting may designate any person to act as secretary. At meetings of the Board of Directors, business shall be transacted in such manner as from time to time the Board may determine.

Section 4.11. Powers and Duties of the Board of Directors. The Board of Directors shall have the powers and duties as may be reasonably necessary or desirable to operate and fulfill the purpose of the corporation as set forth herein, in the Articles of Incorporation, and in the Deed Restrictions. The Board of Directors may do all such acts and things as are not prohibited by these By-Laws, the Articles of Incorporation, or the Deed Restrictions as may be directed by the owners. Without limiting the foregoing, the Board of Directors shall have the power, and the responsibility, to do the following:

1. To administer and enforce the covenants, conditions, restrictions, uses, limitations, obligations, and all such other provisions set forth in these By-Laws, the Articles of Incorporation, and the Deed Restrictions.
2. To establish, make, and enforce compliance with such reasonable rules as may be necessary and appropriate for the operation, use, and enjoyment of the common areas and property of the corporation and the subdivision.
3. To borrow funds in order to pay for any expenditure or outlay required pursuant to the authority granted by these By-Laws, the articles of Incorporation, or the Deed Restrictions and to execute all instruments evidencing such debt as the Board of Directors may deem

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necessary. Such Obligation shall be the several obligations of all owners of Lots subject to the Deed Restrictions, pro rata.

4. To enter into contracts within the scope of their duties and powers.

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

6. To keep and maintain full and accurate books and records showing all receipts, expenses, and disbursements and to permit the examination thereof at any reasonable time by any member.

7. In general, to carry on the administration of this corporation in a reasonably prudent manner.

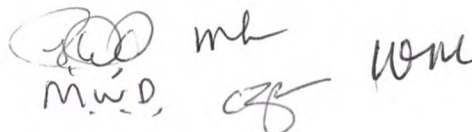
Section 4.12. Action Without a Meeting. The Board of Directors may take any action, in the absence of a meeting, which they could take at a meeting, by obtaining, prior to the action to be taken, the written consent for the action by all Directors. Any action so approved shall have the same effect as though taken at a duly called meeting of the Board at which a quorum is present.

Section 4.13. Compensation. Directors as such, shall not receive any stated salary for their service; but nothing herein shall preclude any director from serving the corporation in any other capacity or receiving compensation therefore or from receiving reimbursement for reasonable expenses incurred in the conduct of the corporation's business, as determined by the Board of Directors.

ARTICLE V Committees

Section 5.1. Committees. The Board of Directors may by resolution provide for such standing or special committees as it from time to time deems desirable and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. If provision be made for any such committee, the members thereof shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. Vacancies in such committees shall be filled by the Board of Directors.

Section 5.2. Architectural Approval Committee ("AAC"). No improvements may be built on any lot without the approval of plans therefore by the AAC. The AAC shall consist of the President of the Board of Directors and as few as two members or as many as four members in good standing of the corporation. Members of the AAC shall serve for a term determined by the Board of Directors, and shall meet as necessary. A majority of the committee members shall constitute a quorum. The AAC shall take action by vote of a majority of its members present at a meeting at which a quorum is present. Any member of the AAC may be removed by the vote of 2/3 of the Board of Directors and shall be removed if he/she misses three AAC meetings. A meeting of the AAC may be

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called by the President or Secretary of the corporation, by the AAC Chairman, or by a majority of the members of the AAC. Any decision made by the AAC may be appealed to the Board of Directors by any member. The decision of the Board of Directors regarding the matter is final.

ARTICLE VI
Officers

Section 6.1. Number. The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer, and Officer-at-Large. In addition, such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors.

Section 6.2. Appointment; Term; Qualifications. Officers (President, Vice-President, Secretary, Treasurer, and Officer-at-Large) shall be elected by the membership at an annual meeting of the members. Each officer shall hold office until a successor is chosen and qualified, or until the death, resignation, or removal of such officer. Every officer shall be a member of the corporation in good standing and a member of the Board of Directors. *The number of Board Members currently active on any Board representing a single family and/or lot shall be limited to one (1), nor shall any single family owning multiples of lots have more than one member on the Board concurrently. "Single family" shall be interpreted as a family unit living in the same residence on the same lot.*

Section 6.3. Removal. Any officer or other agent appointed by the Board of Directors may be removed by the Board at its pleasure.

Section 6.4. Vacancies. Any vacancy in any office for any cause may be filled by the Board of Directors at any meeting of the Board.

Section 6.5. Duties. The officers of the corporation shall have such powers and duties as from time to time shall be conferred by the Board of Directors and by these By-Laws.

Section 6.6. The President. The President of the Board shall preside at all meetings of directors and perform such other duties as the By-Laws provide or the Board of Directors may prescribe. The President shall be the chief executive officer of the corporation and shall have general direction of the affairs of the corporation and general supervision over its several officers, subject, however, to the Board of Directors. The President shall, at each Board meeting, report to the Board of Directors all matters within his/her knowledge which, in his/her opinion, the interest of the corporation may require, to be brought to their notice; may sign with the Secretary or an Assistant Secretary any or all certificates of stock of the corporation; shall sign and execute in the name of the corporation all contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these By-Laws to some other officer or agent of the corporation and, in general, shall perform all duties incident to the office of President and such other duties as

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from time to time may be assigned to her/him by the Board of Directors or as are prescribed by these By-Laws.

Section 6.7. The Vice Presidents. At the request of the President or in his/her absence or disability, the Vice Presidents in the order of their election shall perform the duties of the President; and when so acting, shall have all the power or and be subject to all restriction up the President. The Vice Presidents shall perform such other duties as may from time to time be assigned to them by the Board of Directors or the President.

Section 6.8. Secretary. The Secretary shall (a) keep the minutes of all meetings of the corporation, of the Board of Directors, *and of all committees of the Board of Directors ,as required by the President,* in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is fully authorized, (d) have general charge of the books and records of the corporation all of which shall, at all reasonable times, be open to the examination of any director or member upon application at the office of the corporation during business hours, and (e) certify the owners eligible to vote at all members meetings, and (f) in general perform all duties and exercise all powers incident to the office of the Secretary and such other duties and powers as the Board of Directors or the President from time to time may assign or confer.

Section 6.9. Treasurer. The Treasurer shall keep complete and accurate records of account, showing accurately at all times the financial condition of the corporation. He/She shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the corporation. He/She shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation, and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

Section 6.10. Officer-at-Large. The Officer-at-Large shall act at the request of the President and be responsible to the Board of Directors for all committees, including the AAC and any permanent or temporary committees and assigned officers of said committees. He/She shall coordinate and oversee said committees and report or require a member of said committee to report to the Board as deemed necessary.

Section 6.11. Salaries. Officers as such, shall not receive any stated salary for their service; but nothing herein shall preclude any director from serving the corporation in any other capacity or receiving compensation therefore or from receiving reimbursement for reasonable expenses incurred in the conduct of the corporation's business, as determined by the Board of Directors.

Section 6.12. Bills Paid. No bill shall be paid and no expense shall be reimbursed unless first approved by the Board of Directors. The Board may approve an annual budget; and all line items in the approved budget shall likewise be deemed approved.

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ARTICLE VII
Miscellaneous

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name or and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board or by these By-Laws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 7.2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such number of such officers or employees of the corporation as shall from time to time be authorized pursuant to these By-Laws or by resolution of the Board of Directors.

Section 7.3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time designate or as may be designed by any officer or officers of the corporation to whom such power may be delegated by the Board; and for the purpose of such deposit, the President or such other person or persons as may be from time to time so authorized by the Board may endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the corporation.

Section 7.4. General and Special Bank Accounts. The Board of Directors may from time to time authorize the opening and keeping with such banks, trust companies, or other depositories as it may designate of general and special bank accounts, and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

Section 7.5. Annual Audit and report. If directed by the Board of Directors, the officers shall cause an audit to be made of the books of the corporation each year by an independent certified public accountant and a copy thereof to be mailed to each director and officer of the corporation.

Section 7.6. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and shall end on December 31 of each year. The fiscal year may be changed as the Board of Directors at any time shall determine.

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Section 7.7. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary of the corporation. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

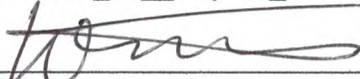
Section 7.8. Words of Art. Capitalized words have the same meaning as defined in the Deed Restrictions.

Section 7.9. Books and Records. The books and records of the corporation shall be available for inspection by any member by request to the Board of Directors, who shall facilitate such request. Copies of any such record, including without limitation the Articles of Incorporation and these By-Laws, may be made at the member's request and expense.

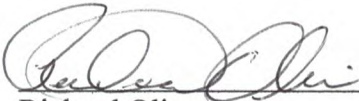
Section 7.10. Amendment. The Board of Directors from time to time may alter, amend, or repeal these By-Laws or adopt new By-Laws by a two-thirds majority vote. The members may alter, amend or repeal these By-Laws or adopt new By-Laws by a two-thirds majority vote.

Section 7.11. Legal Fees as a result of challenge. Any member who causes the subdivision or its representatives to incur legal fees as a result of challenging any decision or action shall be responsible for such legal fees if legal proceedings find no liability on the part of the subdivision or its representatives.

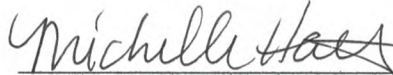
IN WITNESS WHEREOF, We, being all of the members of the Board of Directors, approve these By-Laws and set hereto our hands this 16 day of December, 2008.




Wayne McQuaid



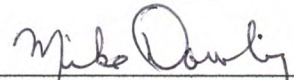
Richard Oliver



Michelle Hait



Caren Luckie



Mike Dowling