BYLAWS
OF
ESTATES OF FANNETT HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Estates of Fannett Homeowners Association, Inc. hereinafter referred to as the "Association". The principal mailing address of the corporation shall be P. O. Box 22791, Beaumont, TX 77720-2791 and meetings of members and directors may be held at such places within the State of Texas, County of Jefferson, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Estates of Fannett Homeowners Association, Inc. its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of County Clerk, County of Jefferson, Texas.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of the incorporation of the Association, and meetings will then be held periodically as necessary, with the length of time between such meetings not to exceed thirteen (13) months.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (114) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Board of Directors, sending a copy of such notice not less than 30 days nor more than 60 days before such meeting to each member entitled to vote thereat, to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast 50% plus one of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary and shall specify the date of the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her Lot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who are required to be members of the Association.

Section 2. Term of Office. In December of each year, the members shall elect a director for a term of three years. The terms shall be staggered such that one (1) director is elected in each year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

Section 4. Vacancies. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 5. Compensation. No director shall receive compensation for any service he/she may render to the Association in his/her capacity as a director. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by any member of the Association. Such nomination will be provided in writing to a member of the Board no later than November 15 of each year.

Section 2. Qualifications. Nominees to the Board must be members in good standing, i.e. dues and any assessments are current and paid up and no major violations of the Declaration.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held periodically as necessary, with the length of time between such meetings not to exceed 13 months.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by any two directors, after not less than three (3) days notice to each director.

Section 3.Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF-THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:
(a) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association.
(b) exercise for the Association all powers, 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;
(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:
(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to .the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
(b) supervise all officers, committee members, agents and employees of this Association, and to see that their duties are properly performed;
(c) fix the amount of the annual assessment against each Lot;
(d) send written notice of each assessment to every Owner subject thereto;
(e) take action as it deems appropriate to collect assessments, including, but not limited to, foreclosure of the lien against the property for which assessments are not paid;
(f) issue, or to 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 for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
(g) take action as it deems appropriate to enforce provisions of the Declaration and ensure that the purposes of the Declaration are fulfilled;
(h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
(i) provide for the maintenance and improvement of the Private Roads within the boundaries of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1 - Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board 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 may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified

therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8.Duties. The duties of the officers are as follows:
President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments and may cosign all checks and promissory notes.
Vice-President. The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member upon request to a member of the Board of Directors.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting, of the members, by a vote of a majority of a quorum of members present in person or by proxy.

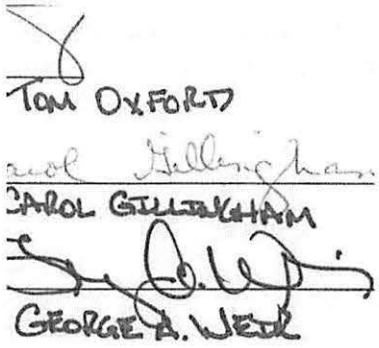
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being, all of the directors of the Estates of Fannett Homeowners Association, have hereunto set our hands this 27th day of November, 2007



CERTIFICATION

We, the undersigned, do hereby certify:

THAT WE are the duly elected and acting Directors of the Estates of Fannett Homeowner's Association, a Texas corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 27th day of November, 2007.

Original signed by: Tom Oxford
Carol Gillingham
George A. Weir