

BYLAWS
OF
HOMEOWNERS ASSOCIATION OF HOGAN'S GLEN, INC.

ARTICLE I

NAME AND LOCATION

The name of the Association is HOMEOWNERS ASSOCIATION OF HOGAN'S GLEN, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 100 Trophy Club Drive, Trophy Club, Texas 76262, but meetings of Members and directors may be held at such places within the State of Texas, Counties of Dallas and Denton, as may be designated by the board of directors of the Association (the "board of directors").

ARTICLE II

DEFINITIONS

The following words when used in these Bylaws shall have the following meanings:

"Act" shall mean and refer to the Texas Non-Profit Association Act, Articles 1396-1.01 through 1396-11.01, Vernon's Tex. Ann. Civil Statutes, and all amendments and additions thereto.

"Association" shall mean the Homeowners Association of Hogan's Glen, Inc.

"Common Facilities" shall mean and refer to all existing and subsequently provided improvements upon or within the Common Properties, except those as may be expressly excluded. Also, in those instances where expressly included, Common Facilities may include improvements for the use and benefit of all Owners in The Subdivision constructed on portions of one or more Lots or on acreage owned by Declarant (or Declarant and others) which has not been brought within the scheme of the Declaration or any Supplemental Declaration. By way of illustration, Common Facilities may include, but are not necessarily limited to, the following: streets, security gates and/or guard stations, structures for recreation, storage or protection of equipment; sidewalks; common driveways; landscaping; swimming pool; tennis courts; and other similar and appurtenant improvements.

“Common Properties” shall mean and refer to all those areas of land within the Properties as shown on the Subdivision Plats, except the Lots as shown thereon, together with such other property as the Association may, at any time or from time to time, acquire by purchase or otherwise, subject, however, to the easements, limitations, restrictions, dedications and reservations applicable thereto by virtue hereof and/or by virtue of the Declaration and any Supplemental Declarations and/or by virtue of the Subdivision Plats and/or by virtue of prior grants or dedications by Declarant or Declarant’s predecessors in title.

“Declarant” shall mean Beck Properties Development-I, L.P., a Texas limited partnership (“Developer”), together with any affiliates of Developer who own any of The Properties which are added to the Declaration by Supplemental Declaration.

“Declaration” shall mean and refer to that certain Declaration of Covenants and Restrictions for “The Villas of Hogan’s Glen”, recorded March 16, 1999 as Document No. 99-R0025071 in Volume 4297, Page 01941 in the Office of the County Clerk of Denton County, Texas, together with any and all amendments and Supplemental Declarations filed of record in accordance with the terms of the Declaration and applicable law.

“Living Unit” shall mean and refer to any single-family residential unit located on property which has been brought within the plan of the Declaration, whether by Supplemental Declaration or otherwise in accordance with the Declaration.

“Lot” and/or “Lots” shall mean and refer to each of the lots shown or as may be shown upon the Subdivision Plat of The Villas of Hogan’s Glen and any subdivision plat of lands covered by any Supplemental Declaration (such subdivision plats being referred to as the “Subdivision Plats”).

“Member” and/or “Members” shall mean and refer to all those Owners who are members of the Association as provided in Article IV of the Declaration, together with all the Owners in the Subdivision who are members of the Association as provided in all Supplemental Declarations. In one

or more Supplemental Declarations, "Member" may be defined by reference to the Owner of a Living Unit, in addition to or instead of by reference to the Owners of a Lot.

"Owner" shall mean and refer to the record owner, or if a Lot is subject to a term purchase contract with Declarant, to the contract purchaser, whether one or more persons or entities, of the fee simple title to any Lot situated upon the Properties, but, notwithstanding any applicable theory of mortgage, shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure. In one or more Supplemental Declarations, "Owner" may be defined by reference to ownership of a Living Unit, in addition to or instead of by reference to the ownership of a Lot.

"The Properties" shall mean and refer to the properties described in Article III of the Declaration which are subject to the Declaration and all Supplemental Declarations.

"The Subdivision" shall mean and refer to The Villas of Hogan's Glen, and all subsequent subdivisions or sections brought within the scheme of the Declaration by Supplemental Declaration.

"Supplemental Declaration" shall mean and refer to any Supplemental Declaration of Covenants and Restrictions bringing additional property within the scheme of the Declaration under the authority provided in the Declaration and any amendments thereto. References herein (whether specific or general) to provisions set forth in "all (any) Supplemental Declarations" shall be deemed to relate to the respective properties covered by such Supplemental Declarations.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Members of the Association shall be held at such time and at such place within or without the State of Texas, Counties of Dallas or Denton, as may be designated by the board of directors of the Association. If such date for the annual

meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the board of directors, or upon the written request of the Members who are entitled to vote at least one-tenth (1/10th) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the Members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, not less than 10 nor more than 50 days before such meeting to each Member entitled to vote thereat, addressed 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 the purpose of the meeting. Notice of annual meetings shall be given in a like manner.

Section 4. Voting Rights. The Association shall have two (2) classes of voting membership:

CLASS A. Class A Members shall be all Members with the exception of Class B Members. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such Lot.

CLASS B. Class B Members shall be Declarant and any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Declarant shall be entitled to six (6) votes for each Lot owned by all Class B Members. Class B Members other than Declarant shall be non-voting Members of

the Association. The Class B membership shall cease, and each Class B Member shall become a Class A Member, upon the earlier to occur of the following:

(i) when the total number of votes outstanding in the Class A membership is eight (8) times greater than the total number of votes outstanding in the Class B membership; or

(ii) when Declarant no longer owns record title to any of the Lots.

Section 5. Quorum, Notice and Voting Requirements.

(a) Subject to the provisions of Sub-Paragraph (c) of this Section 5, any action taken at meeting of the Members shall require the assent of the majority of all of the votes of those who are voting in person or by proxy, regardless of class, at a meeting duly called.

(b) The quorum required for any action referred to in Sub-Paragraph (a) of this Section 5 shall be as follows:

The presence at the initial meeting of Members entitled to cast, or of proxies entitled to cast, a majority of the votes of all Members, regardless of class, shall constitute a quorum for any action except as otherwise then provided in the Articles of InAssociation or the Declaration or as provided by the laws of the State of Texas. If the required quorum is not present or represented at the meeting, one additional meeting may be called, subject to the notice requirement herein set forth, and the required quorum at such second meeting shall be one-half (½) of the required quorum at the preceding meeting; provided, however, that no such second meeting shall be held later than sixty (60) days following the first meeting.

(c) As an alternative to the procedure set forth above, any action referred to in Sub-Paragraph (a) of this Section 5 may be taken without a meeting if a consent in writing, approving of the action to be taken, shall be signed by all Members entitled to vote.

(d) Except as otherwise specifically set forth in the Declaration, notice, voting and quorum requirements for all actions to be taken by the Association shall be consistent with its Articles of Incorporation, as same may be amended from time to time.

Section 6. 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 of the Association. Every proxy shall be valid for a period of eleven (11) months from the date of said proxy, unless otherwise stated therein, and shall automatically cease upon conveyance by the Member of his/her Lot or Living Unit.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its board of directors. Such board may exercise all powers granted to the Association and do all lawful acts required by the affairs of the Association so long as the exercise of such powers and the doing of such acts are consistent with the Association's prescribed purpose.

Section 2. Number and Qualifications. The number of directors that shall constitute the board of directors shall be not less than three (3). The first board of directors shall consist of the number of directors named in the Articles of Incorporation. Thereafter, the number of directors shall be determined from time to time by resolution of the board of directors at any meeting thereof. A director need not be a resident of the State of Texas.

Section 3. Tenure. Each director shall hold office until the next election of directors, and thereafter until his or her successor shall have been elected and qualified (unless the board has determined to reduce the number of directors and has for this reason elected no successor to the director in question), or until his or her earlier death, resignation, retirement, disqualification or removal from office. The members of the initial board of directors named in the Articles of Incorporation shall serve until the next election of directors and thereafter until their successors are

elected and qualified, or until their earlier death, resignation, retirement, disqualification or removal from office. A director may serve for more than one (1) term. A director may be removed from the board by the affirmative vote of a majority of the directors then serving.

Section 4. Regular Election. The directors shall be elected at a meeting of the board of directors held for the purpose of conducting the regular election and for any other proper purpose. The regular election of directors shall be held at a date, time, and place to be determined by the board. Any director whose term of office has expired may be elected to succeed himself or herself.

Section 5. Special Elections. Special elections may be called by the president or the board of directors at any time to fill vacancies or to increase the membership of the board of directors.

Section 6. Place of Election. The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual election or for any special election.

Section 7. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the election of directors. The board of directors may provide by resolution the date, time, and place, either within or without the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the board of directors may be called by or at the written request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any date, time, and place, either within or without the State of Texas, for holding any special meeting of the board called by them.

Section 9. Resignation. Each director shall have the right to resign at any time upon written notice thereof to the president or secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors (even though less than a quorum) unless the board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 11. Compensation. No director shall receive compensation for any services he/she may render to the Association; provided, however, any director, may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the board of directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the Association or by any director after not less than three (3) days notice to each director, which such notice may be waived at or prior to such meeting.

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.

Section 4. 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 the 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 VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The board of directors shall have the right and power to act on behalf of the Association in any and all capacities as are the right of the Association under the Declaration and the Articles of Incorporation of the Association.

Section 2. Duties. The duties of the board of directors shall include but not be limited to:

- (a) cause to be kept a complete record of all its acts and corporate affairs;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) fix the initial date of commencement and subsequently the amount of the Annual Maintenance Charge, and collect and enforce liens for non-payment of maintenance charges, all in accordance with the Declaration; and
- (d) cause any officers or employees of the Association having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, who shall be at all times a member of the board of directors; a vice president; a secretary; and a treasurer; and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers may take place at any meeting of the board of directors.

Section 3. Term. The officers of this Association shall be elected by the board. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

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 by giving written notice to the board, the president or the secretary. 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. A person may simultaneously hold more than one office, including the offices of president and secretary.

Section 8. Duties. The duties of the officers of the Association are as follows:

President

(a) The president shall preside at all meetings of the board of directors and of the Association; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

(b) 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.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by Members of the Association during normal business hours.

ARTICLE VIII

COMMITTEES

The board of directors may appoint committees as the board deems appropriate in carrying out its purpose.

ARTICLE IX

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 at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Texas".

ARTICLE XI

AMENDMENTS

Section 1. Amendment. These Bylaws may be amended, by a vote of a majority of a quorum of board of directors.

Section 2. Conflict. 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 XII

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 of the Association.