

CROWN OAKS PROPERTY OWNERS ASSOCIATION, INC.

SECOND AMENDMENT OF THE BYLAWS

WHEREAS, Article 7, Section 7.02 of the Bylaws of Crown Oaks Property Owners Association, Inc., provides certain provisions in the event a vacancy exists on the Board of Directors; and

WHEREAS, Article 8, Section 8.02 of the Bylaws of Crown Oaks Property Owners Association, Inc., provides that directors shall be elected at the annual meeting; and

WHEREAS, it has been determined that the Bylaws of Crown Oaks Property Owners Association, Inc., do not provide an adequate provision in the event a vacancy exists on the Board of Directors and a quorum is not obtained at an annual meeting; and

WHEREAS, Article 1396-2.09 of the Texas Non-Profit Corporation Act provides that a corporation's board of directors may amend the corporation's bylaws unless the articles of incorporation reserve such power to the members of the corporation; and

WHEREAS, the Articles of Incorporation of Crown Oaks Property Owners Association, Inc., does not require member approval of bylaw amendments; and


WHEREAS, pursuant to Article 1396-2.09 of the Texas Non-Profit Corporation Act, the current Board of Directors desires to amend the Bylaws of Crown Oaks Property Owners Association, Inc., to provide a provision that allows for a Directorship position to be filled in the event a quorum is not obtained at an annual meeting; and

NOW THEREFORE BE IT RESOLVED, that at a special meeting duly called in accordance with the provisions of the Bylaws of Crown Oaks Property Owners Association, Inc., on the 20 day of November, 2008, in which a quorum of Directors was present, a motion was made, seconded and unanimously approved to amend Article 8, Section 8.02 as follows:

- 8.02. Directors shall be elected for staggered three (3) year terms. At each annual meeting three (3) Directors will be elected to fill the vacancies of the three (3) Directors whose terms are expiring. Directors may serve more than one term. In the event a quorum of members is not reached at any annual meeting, the Directors whose terms would have expired at such meeting shall continue to sit for another three (3) year term.

BE IT FURTHER RESOLVED, that this Second Amendment of the Bylaws of Crown Oaks Property Owners Association, Inc., is made effective the 1st day of October, 2008.

Signed this 20 day of November, 2008.


Secretary

ATTEST:

Date

President or Acting President

Signed this 20 day of November, 2008.

Amy McDonald
Secretary

ATTEST:

11/20/08
Date

Jeffrey A. Phillips
President or Acting President

R:\REAL\HOA\CrownOaks\001\Bylaw amendment\Second Amendment to Bylaws-111808a-clean.doc

Pat Roberts Mankel
2800 West Oak Blvd., 57th Fl.
Houston, TX 77056

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Crown Oaks Property Owners Association, Inc., a Texas non-profit corporation;

That the foregoing Second Amendment of the Bylaws constitute the Second Amendment of the Bylaws of said Association, as duly adopted at a meeting of the Board where a quorum was present held on the 20 day of November, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 20 day of November, 2008.

Amy McDonald

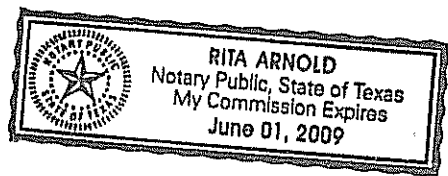
Printed Name: Amy McDonald
Secretary

STATE OF TEXAS §
COUNTY OF Montgomery §

BEFORE ME, on this day personally appeared Amy McDonald the Secretary of the Crown Oaks Property Owners Association, Inc., a Texas non-profit corporation known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purposes and consideration therein expressed and in the capacity therein and herein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this 20 day of NOVEMBER 2008.

Rita Arnold
Notary Public - State of Texas



STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify this instrument was filed in File Number Sequence on the date and at the time stamped herein by me and was duly RECORDED in the Official Public Records of Real Property at Montgomery County, Texas.

DEC 31 2008



Mark Turnbull
County Clerk
Montgomery County, Texas

FILED FOR RECORD

2008 DEC 31 PM 3:26

Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS