

BYLAWS
OF
VINTAGE OAKS HOMEOWNER'S ASSOCIATION, INC.,
A Texas Non-Profit Corporation

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VINTAGE OAKS HOMEOWNER'S ASSOCIATION, INC.,
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE ONE.
Offices**

1.01 Principal Office. The principal office of the corporation in the State of Texas will be located at 4440 Bentwood Drive, College Station, Brazos County, Texas 77845.

1.02 Other Offices. The corporation may have such other offices, either within or without the County of Brazos, State of Texas, as the board of directors may determine or as the affairs of the corporation may require.

**ARTICLE TWO.
Board of Directors**

2.01 General Powers. The affairs of the corporation will be managed by its board of directors. Directors need not be members of the corporation.

2.02 Number, Tenure, and Qualifications. The number of directors will be a number not less than three nor more than five. Each director will hold office until the next annual meeting of members and until his or her successors have been elected and qualified.

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

2.04 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the board called by them.

2.05 Notice. Notice of any special meeting of the board of directors must be given at least 10 days prior to such meeting by written notice delivered personally, or sent by mail or facsimile to each director at his or her address, as shown in the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope, with proper postage prepaid. If notice is given by facsimile, notice will be deemed to be delivered when there is a successful transmission of the facsimile. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been called

or convened as required by these bylaws or is contrary to law. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

2.06 Quorum. A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The presence of a director whose express purpose is to object to the transaction of any business because the meeting has not been called or convened as required by these bylaws or is contrary to law will not be counted toward presence of a quorum.

2.07 Manner of Acting. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present will be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

2.08 Vacancies. Any vacancy occurring in the board of directors will be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors will be filled by election at an annual meeting or at a special meeting of members called for that purpose.

2.09 Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the board of directors any current or former director may be indemnified for expenses and costs, including attorney fees, actually and necessarily incurred in connection with any proceeding on a claim being asserted against that director arising from his or her being or having been such director, except in relation to matters as to which he or she may have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE THREE.

Officers

3.01 Officers. The officers of the corporation will be a president, one or more vice-presidents (the number to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as are deemed desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

3.02 Election and Term of Office. The officers of the corporation will be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election must be held as soon thereafter as is

convenient. New offices may be created and filled at any meeting of the board of directors. Each officer will hold office until his or her successor has been elected and qualified.

3.03 Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such action, but such removal will be without prejudice to the contract rights, if any, of the officer removed.

3.04 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

3.05 President. The president will be the principal executive officer of the corporation and will, in general, supervise and control all of the business and affairs of the corporation. The president will preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments that the board of directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by the board of directors, or by these bylaws or statute to some other officer or agent of the corporation. In general, the president will perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

3.06 Vice-President. In the absence of the president, or in the event of the president's inability or refusal to act, the vice-president, or in the event there is more than one vice-president, vice-presidents in the order of their election will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions on the president. A vice-president will perform such other duties as from time to time may be assigned by the president or by the board of directors.

3.07 Treasurer. If required by the board of directors, the treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors may determine to be appropriate. The treasurer will have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as may be selected by the board of directors; and, in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors.

3.08 Secretary. The secretary will keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws or as may be required by law; act as custodian of the corporate records and seal of the corporation, and see that the seal of the corporation is affixed to all documents executed on behalf of the corporation under its seal, as authorized by the provisions of these bylaws; keep a register of the post office address of each

member which will be furnished to the secretary by such member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

3.09 Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers will give bonds for the faithful discharge of their duties in such sums and with such surety or sureties as the board of directors may determine to be appropriate. The assistant treasurers and assistant secretaries, in general, will perform such duties as may be assigned to them by the treasurer or the secretary, or by the president or board of directors.

ARTICLE FOUR.

Committees

4.01 Executive Committee. Internal management and conduct of the business of the corporation may, by resolution adopted by a majority of the board of directors in office, be vested in an executive committee composed of 2 persons. Members of the committee will be appointed by resolution of the board of directors. One member of the committee will be directors of the corporation. The executive committee is authorized to hire and discharge employees, to make all contracts and authorize all transactions in the ordinary course of business of the corporation, and to do all things necessary or incident to the execution of these tasks. This designation and the delegation to the executive committee of authority will not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law or these bylaws.

The executive committee may act by unanimous written agreement of its members, or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The committee must, at each regular meeting of the board of directors, and from time to time when requested by the board, make a full report of all business transacted by the committee.

4.02 Other Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate other committees, each of which must consist of two or more directors, which committees, to the extent provided in the resolution, will have and exercise the authority of the board of directors. The designation of such committees and the delegation of authority to them will not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

A designated committee may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

4.03 Other Committees. Other committees which do not have and exercise the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee will be members of the corporation, and the president of the corporation will appoint the members. Any committee

member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation will be served by such removal.

4.04 Term of Office in Committee. Each member of a committee will continue as such until the next annual meeting of the members of the corporation and until a successor is appointed, unless the committee is sooner terminated, unless such member is removed from the committee, or the member ceases to qualify as a member of the committee.

4.05 Chair. One member of each committee will be appointed chair by the person or persons authorized to appoint the committee members.

4.06 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.07 Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

4.08 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE FIVE.

Contracts, Checks, Deposits and Funds

5.01 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

5.02 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time may be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments must be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

5.03 Deposits. All funds of the corporation must 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 select.

5.04 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE SIX.

Miscellaneous

6.01 Books and Records. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

6.02 Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

6.03 Corporate Seal. The board of directors will provide a corporate seal, which will be in the form of a circle with stars around the border, the company name written in a concentric circle, the name TEXAS written in a smaller concentric circle, and the year of the company's formation at the bottom of the circle.

6.04 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver of such notice, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE SEVEN.

Amendments

7.01 Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting called for the purpose according to the articles or bylaws. Any amendment or repeal or a bylaw, or additional or new bylaws will be filed with the Texas Secretary of State as required by law.

7.02 Power of Directors to Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the Texas Non-Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, upon proper delegation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors. Any amendment or repeal or a bylaw, or additional or new bylaws will be filed with the Texas Secretary of State as required by law.