

BY-LAWS
OF
WALDEN'S SECTION THREE-A ASSOCIATION

ARTICLE I
NAME AND LOCATION

Section 1. The name of the Corporation is Walden's Section Three-A Association, hereinafter referred to as the "Association".

Section 2. Meetings of members and trustees may be held at such places either within or without the State of Texas, as may be designated and directed by the Board of Trustees.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Walden's Section Three-A Association, A Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declarations of Restrictions for Walden on Lake Conroe, Section Three-A, a subdivision in Montgomery County, Texas.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the said Declarations of Restrictions.

Section 4. "Owner" shall mean and refer to the owner of a fee, undivided fee interest or a purchaser thereof under a contract of sale whether one or more persons or entities of any Lot which is a part of the Properties subject to a maintenance charge capable of being assessed by the Association, but excluding those having such interest merely as security for the performance of any obligation and those having only an interest in the mineral estate.

Section 5. "Declarants" shall mean and refer to Jerry H. Deutser, Trustee, and S. Conrad Weil, Jr., Trustee, the Declarants in the Declarations of Restrictions.

Section 6. "Declarations" shall mean and refer to the Declarations of Restrictions for Walden, Section Three-A.

Section 7. "Member" shall mean and refer to those persons who are the Owners as such term is defined above of a Lot or Lots which are a part of the Properties and are thus entitled to membership in the Association. The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Section Four hereinabove with the exception of those Owners designated below as Class B members. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by Section Three-A. When more than one person holds such interest in any lot, all such persons shall be members. 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 lot.

Class B. Class B members shall be Jerry H. Deutser, Trustee, and S. Conrad Weil, Jr., Trustee, or any other entity which at the time of the platting thereof is the record owner of the fee title of Walden on Lake Conroe, Section Three-A, or any successors or assigns of the entirety of the interest of such party or parties in said Section Three-A. The Class B members shall be entitled to three (3) votes for each lot in which they hold the interest required for membership by Section Eleven; provided, however, that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1987.

The Association shall act through a three (3) member Board of Trustees elected annually in the month of January on the third Wednesday thereof. The initial Board of trustees, which shall serve through January 31, 1981, shall be composed of William Schmuck, Jerry H. Deutser and S. Conrad Weil, Jr. Any vacancy on the Board of Trustees from whatever cause may be filled by the remaining member or members of the Board.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the third Wednesday in January of each year beginning in 1980, at 10:00 a.m., at the principal

office of the corporation. 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 upon the written request of the members who are entitled to vote one-fourth (1/4) 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, at least fifteen (15) 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 the notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the total votes of all members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the 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.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association shall be managed by a Board of three (3) Trustees, who need not be members of the Association.

Section 2. Term of Office. The initial Board of Trustees of the Association set forth in the Articles of Incorporation, being William Schmuck, Jerry H. Deutser and S. Conrad Weil, Jr., shall serve as the initial trustees of the Association and shall hold office until the 1981 annual meeting. At the annual meeting in 1980, the members shall elect one trustee for a term of one year, one trustee for a term of two years and one trustee for a term of three years; at each annual meeting thereafter, the members shall elect that number of trustees whose terms expire at such time.

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. the Nominating committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating committee shall be appointed by the Board of trustees prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No trustee shall receive compensation for any service he may render to the Association; provided, however, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting. The trustees 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 trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

ARTICLE V

MEETING OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held annually 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 Trustees shall be held when called by the President of the Association or by any trustee after not less than three (3) days notice to each trustee, which such notice may be waived at or prior to such meeting.

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

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

- (a) Suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or designated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declarations.
- (c) Declare the office of a member of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees; and
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Section 2. Duties. It shall be the duty of the Board of Trustees to:

- (a) Cause to be kept a complete record of all 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 required in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

- (b) Supervise all officers, agent and employees of this Associatio and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association to take such actions as it deems appropriate to collect such assessmen and to enforce tie liens given to secure payment thereof.
- (d) 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 issurance of these certificat If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and,
- (f) Cause any officers or employees 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 Associati shall be a president, who shall be at all times a member of the Board of Trustees; 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 shall take place at the first meeting of the Board of Trustees 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 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 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 replaces.

Section 7. Multiple Officers. No person shall simultaneously hold more than one office except the office of Vice President, Secretary, Treasurer and special offices created pursuant to Section Four of this Article.

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 Trustees 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 absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him 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 account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; 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 to make the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Trustees shall appoint other committees as deemed 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 Declarations, the Articles of Incorporation and the By-Laws 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

ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. And assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the property, and interest, costs and reasonable attorney's fees of any such action shall be added

to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI
CORPORATE SEAL

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

ARTICLE XII
AMENDMENTS

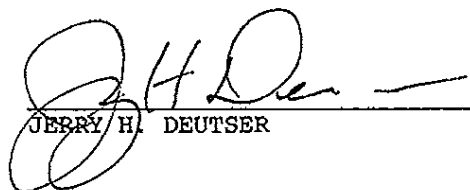
Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy or by the Board of Trustees.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declarations and these By-Laws, the Declarations shall control.

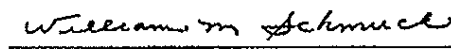
ARTICLE XIII
MISCELLANEOUS

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 fiscal year shall begin on the date of incorporation.

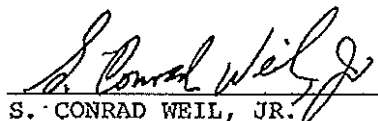
IN WITNESS WHEREOF, we being all of the Trustees of the Walden's Section Three-A Association, have hereunto set out hands this the 22nd day of August, 19 79.



JERRY H. DEUTSCHER



WILLIAM M. SCHMUCK



S. CONRAD WEIL, JR.