

**CERTIFICATE FOR
RECORDATION OF DEDICATORY INSTRUMENT OF
CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC.**

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, Section 202.006 of the Texas Property Code requires that "A property owners' association shall file its dedicatory instruments in the real property records of each county in which the property to which the dedicatory instruments relate is located."; and

WHEREAS, CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC., a Texas nonprofit corporation (the "Association") desires to comply with Section 202.006 by filing of record in the real property records of Tarrant County, Texas, the attached instrument; and

WHEREAS, the attached instrument constitutes a "dedicatory instrument" as defined by Section 202.001 of the Texas Property Code; and

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Crescent Springs Ranch Homeowners Association, Inc., Executed by Crescent Springs Ranch Partners, Ltd., a Texas limited partnership, as Declarant, was recorded at Instrument Number D204392569 in the Real Property Records of Tarrant County, Texas, including any amendments thereof, additions, annexations and supplements thereto and entitled "Declaration of Covenants, Conditions, and Restrictions for Crescent Springs Ranch" (the "Declaration") subjected to the scheme of development therein certain land located in Tarrant County, Texas;

WHEREAS, Crescent Springs Ranch Homeowners Association, Inc. is governed by Bylaws filed in the Real Property Records of Tarrant County, Texas including any amendments thereof and supplements thereto;

NOW THEREFORE, the undersigned authorized representative of the Association hereby executes this Certificate to effect the recording of the dedicatory instrument attached hereto on behalf of the Association.

[signature page follows]

EXECUTED this 12 day of February, 2016

CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC.,
A Texas non-profit corporation

By: *John Heslep*
John Heslep,
Duly Authorized Officer/Agent,
Crescent Springs Ranch Homeowners Association, Inc.

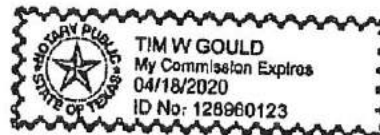
STATE OF TEXAS

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COUNTY OF TARRANT

This instrument was acknowledged before me on the 12 day of February, 2016, by John Heslep authorized representatives of CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC., a Texas nonprofit corporation, on behalf of said corporation.

Tim W Gould
Notary Public in and for the State of Texas



After Recording, Return to:
Manning & Meyers, Attorneys at Law
4340 N. Central Expressway, Suite 200
Tarrant, TX 75206

**FIRST AMENDMENT TO THE BYLAWS
CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC.**

Effective February 14, 2016

STATE OF TEXAS §

§ KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT §

This First Amendment to the Bylaws of Crescent Springs Ranch Homeowners Association, Inc. (the "Amendment") is made effective the 14th day of February, 2016, by Crescent Springs Ranch Homeowners Association, Inc. (the "Association").

WITNESSETH:

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Crescent Springs Ranch Homeowners Association, Inc., Executed by Crescent Springs Ranch Partners, Ltd., a Texas limited partnership, as Declarant, was recorded at Instrument Number D204392569 in the Real Property Records of Tarrant County, Texas, including any amendments thereof, additions, annexations and supplements thereto and entitled "Declaration of Covenants, Conditions, and Restrictions for Crescent Springs Ranch" (the "Declaration") subjected to the scheme of development therein that certain land located in Tarrant County, Texas and described in the Declaration;

WHEREAS, Bylaws were adopted for the Association and are entitled "Bylaws of Crescent Springs Ranch Homeowners Association, Inc." (the "Bylaws"); and

WHEREAS, Pursuant to Article III, Section 3.01 of the Bylaws of the Association, the affairs of the Association shall be managed by the Board of Directors, who may exercise all powers of the Association and do all lawful acts and things as are not by statute, the Declaration, the Articles of Incorporation or the Bylaws directed to or required to be exercised or done by the members.

WHEREAS, Section 209.00593 of the Texas Property Code entitled "Election of Board Members" provides in part in Subsection (a) that: *"Notwithstanding any provision in a dedicatory instrument, any board member whose term has expired must be elected by owners who are members of the property owners' association. A board member may be appointed by the board to fill a vacancy on the board. A board member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position."*

WHEREAS, Subsection (b) of Section 209.00593 of the Texas Property Code provides that: *"The board of a property owners' association may amend the bylaws of the property owners' association to provide for elections to be held as required by Subsection(a)."*

WHEREAS, in order to comply with Section 209.00593 of the Texas Property Code, the Crescent Springs Ranch Homeowners Association, Inc. Board of Directors wishes to prepare and file this First Amendment to the Bylaws reflecting such Amendment voted upon by the Board of Directors of Crescent Springs Ranch Homeowners Association, Inc. at a Board meeting held on February 12, 2016. The Bylaws have been amended unanimously by the board.

NOW, THEREFORE, Section 2.09 of the Bylaws is hereby added to the Bylaws and the Association adopts this First Amendment to the Bylaws which shall read as follows:

2.09- (a) Vacancy- Any board member whose term has expired must be elected by owners who are members of the Association. A board member may be appointed by the Board to fill a vacancy on the board by the affirmative vote of a majority of the members of the board. A board member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position

2.09- (b) Lack of Quorum at Meeting for Election of Directors- If a quorum required in the Association's Dedicatory Instruments is not obtained at any meeting of the members where Directors are to be elected, the following process will be implemented to provide for the election of Directors:

- (1) The Secretary of the Board of Directors shall announce that no quorum has been obtained for the meeting of the members.
- (2) The owners present, in person, by proxy or by electronic ballot, shall then convene an election meeting.
- (3) The owners present, in person, by proxy or by electronic ballot, will constitute a quorum for the purpose of conducting such meeting and an election of directors shall be conducted.
- (4) No other business of the Association will be conducted at such election meeting. No notice of such meeting need be given to the members other than the notice sent to the members of the annual or special meeting which did not previously meet quorum.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Crescent Springs Ranch Homeowners Association, Inc. certifies that this First Amendment to the Bylaws were unanimously approved by the Board of Directors.

ATTACHMENT, the undersigned members of the Board of Directors of Crescent Springs Ranch Homeowners Association, Inc. hereby attach a copy of the Original Bylaws to this Document.

[signature page follows]

EXECUTED this 12 day of February, 2016

CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC.,
A Texas non-profit corporation

By: John Heslep
John Heslep,
Duly Authorized Officer/Agent,
Crescent Springs Ranch Homeowners Association, Inc.

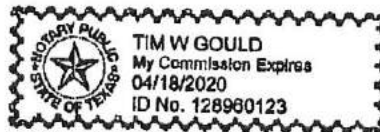
STATE OF TEXAS

§

COUNTY OF TARRANT

This instrument was acknowledged before me on the 12 day of February, 2016, by John Heslep authorized representatives of CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC., a Texas nonprofit corporation, on behalf of said corporation.

Tim W Gould
Notary Public in and for the State of Texas



After Recording, Return to:
Manning & Meyers, Attorneys at Law
4340 N. Central Expressway, Suite 200
Tarrant, TX 75206

BYLAWS

OF

CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, IND.

BYLAWS
OF
CRESCENT SPRINGS RANCH HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

OFFICES

1.01 Registered Office. The registered office shall be located in the City of Plano, County of Dallas, State of Texas.

1.02 Other Offices. The association also may have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or as the business of the Association may require.

ARTICLE II

MEETINGS OF THE MEMBERS

2.01 Place of Meetings. All meetings of Members for the election of directors or for any other proper purpose shall be held in the City of Dallas, State of Texas, or at such other place within or without the State of Texas, as the Board of Directors may from time to time designate, as stated in the notice of such meeting or a duly executed waiver of notice thereof.

2.02 Annual Meeting. An annual meeting of Members, commencing in the year 2006 shall be held on the last Tuesday of February in each year, unless such day is a legal holiday, in which case such meeting shall be held at the specified time on the next full business day thereafter which is not a legal holiday. At such meeting the Members entitled to vote there at shall elect by a plurality vote a Board of Directors and may transact such other business as may properly be brought before the meeting.

2.03 Special Meeting. Special meetings of Members may be called by the President, the Board of Directors, or the holders of not less than one-tenth of all members entitled to vote at the meeting.

2.04 Notice of Annual or of Special Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of the meeting either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the association, with postage thereon prepaid. However, no notice need be given to a member if (i) notice of two consecutive annual meetings and all notices of meetings held during the period between those annual meetings, if any, or (ii) all (but in no event less than two) payments (if sent by first class mail) of distributions or interest on securities during a twelve (12) month period have been mailed to that person, addressed at his address as shown on the records of the association, and have been returned undeliverable. Any action or meeting taken or held without notice to such person shall have the same force and effect as if the notice had been duly given and, if the action taken by the association is reflected in any articles or document filed with the Secretary of State, those articles or that document may state that notice was duly given to all persons to whom notice was required to be given. If such a person delivers to the association a written notice setting forth his then current address, the requirement that notice be given to that person shall be reinstated.

2.05 Business at Special Meeting. The business transacted at any special meeting of Members shall be limited to the purposes stated in the notice thereof.

2.06 Quorum of Members. Thirty percent (30%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members present in person or represented by proxy shall have power to adjourn the meeting. The requirement for the quorum shall be reduced by fifty percent (50%) at a subsequently called meeting, provided such meeting gives the required notice and is held prior to the expiration of ninety (90) days from the meeting date at which a quorum was lacking.

2.07 Act of Members' Meeting. The vote of a majority of the members entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the Members' meeting, unless the vote of a greater number is required by law or the CCR's.

2.08 Proxies. At any meeting of the Members, each member having the right to vote shall be entitled to vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless the proxy form states that the proxy is irrevocable and the proxy is coupled with an interest and unless otherwise made irrevocable by law.

ADDED
VIA
1ST BYLAW
AMENDMENT

< 2.09(a) VACANCY

2.09(b) LACK OF QUORUM AT MEETING FOR ELECTION OF DIRECTORS
ARTICLE III

BOARD OF DIRECTORS

3.01 Powers. The business and affairs of the association shall be managed by its Board of Directors which may exercise all such powers of the association and do all such lawful acts and things as are not by law, the CCR's, the Articles of Incorporation or these Bylaws directed or required to be exercised and done by the Members.

3.02 Number of Directors. The number of directors of the association constituting the Board of Directors shall be not less than one (1) nor more than seven (7). The first Board shall consist of three (3) directors; however, thereafter, the number of directors shall be determined in accordance with these Bylaws by resolution of the Board of Directors or of the Members.

3.03 Election and Term. The directors, other than the first Board of Directors, shall be elected at the annual meeting of the Members, except as provided in Section 3.04 of this Article, and each director elected shall hold office for a period of two (2) years, or until his successor is elected and qualified or until his death, resignation or removal. Each member of the first Board of Directors shall hold office until the first annual meeting of Members and until his successor is elected and qualified or until his death, resignation or removal. No more than three (3) Directors shall be up for election in any given year, the intent of this requirement is to provide for staggered terms and a continuity of Directors. No member may serve as a Director if such member is in arrears on any monies owed the Association.

3.04 Quorum of Directors. A majority of the number of directors shall constitute a quorum for the transaction of business unless a greater number is required by law.

3.05 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Members called for that purpose. A director elected to fill a newly created directorship shall hold office until the next succeeding annual meeting of Members and until his successor is elected and qualified or until his death, resignation or removal.

3.06 Resignation and Removal. Any director may resign at any time upon giving written notice to the association. At any meeting of Members called expressly for the purpose of removing a director or directors or any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members then entitled to vote at an election of directors.

3.07 Compensation of Directors. As specifically prescribed from time to time by resolution of the Board of Directors, the directors of the association shall not be compensated.

ARTICLE IV

MEETINGS OF THE BOARD

4.01 First Meeting. The first meeting of each newly elected Board of Directors shall be held at such time and place either within or without the State of Texas as shall be fixed by the vote of the directors, provided a quorum shall be present, or the meeting may be convened at such place and time as shall be fixed by the consent in writing of all the directors.

4.02 Regular Meetings. Regular meetings of the Board of Directors may be held with or without notice at such time and at such place either within or without the State of Texas as from time to time shall be prescribed by resolution of the Board of Directors.

4.03 Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or the Secretary on the written request of two directors. Written notice of special meetings of the Board of

Directors shall be given to each director at least two (2) days before the date of the meeting.

4.04 Business at Regular or Special Meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.05 Quorum of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business, unless a greater number is required by law. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

4.06 Act of Directors' Meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law.

ARTICLE V

COMMITTEES

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution or in the Articles of Incorporation or in these Bylaws, shall have and may exercise all of the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, approving a plan of merger or consolidation, recommending to the Members the sale, lease, or exchange of all or substantially all of the property and assets of the association otherwise than in the usual and regular course of its business, recommending to the Members a voluntary dissolution of the association or a revocation thereof, amending, altering, or repealing the Bylaws of the association or adopting new Bylaws for the association, filling vacancies in the Board of Directors or any such committee, electing or removing officers, members of the Board of Directors or members of any such committee, fixing the compensation of any member of such committee, or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be so amendable or repealable. No such committee shall have the power or authority to declare a dividend or to authorize the issuance of shares of the association. Vacancies in the membership of the committee shall

be filled by the Board of Directors at a regular or special meeting of the Board. The executive committee shall keep regular minutes of its proceedings and report the same to the Board when required. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE VI

NOTICES

6.01 Methods of Giving Notice. Whenever any notice is required to be given to any member or director under the provisions of any statute, the Articles of Incorporation or these Bylaws, it shall be given in writing and delivered personally or mailed to such member or director at such address as appears on the books of the association, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail with sufficient postage thereon prepaid. Notice to directors may also be given by telegram, and notice given by such means shall be deemed given at the time it is delivered to the telegraph office.

6.02 Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of any law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

6.03 Attendance as Waiver. Attendance of a director at a meeting shall 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 on the ground that the meeting is not lawfully called or convened.

ARTICLE VII

ACTION WITHOUT A MEETING BY USE OF CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT

Subject to the provisions required or permitted for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, Members, members of the Board of Directors or members of any committee designated by such Board may participate in and hold a meeting of such Members, Board or

committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VIII

OFFICERS

8.01 Executive Officers. The officers of the association shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors as provided in Section 8.02 of this Article.

8.02 Election and Qualification. The Board of Directors, at its first meeting after each annual meeting of Members, shall choose a President, one or more Vice Presidents, a Secretary, and a Treasurer, none of whom need be a member of the Board. The Board also may appoint one of its members Chairman of the Board and may elect one or more Assistant Secretaries and Assistant Treasurers.

8.03 Other Officers and Agents. The Board of Directors may elect or appoint such other officers, assistant officers and agents as may be necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

8.04 Salaries. The salaries of all officers and agents of the association shall be fixed by resolution of the Board of Directors.

8.05 Term, Removal and Vacancies. Each officer of the association shall hold office until his successor is chosen and qualified or until his death, resignation or removal. Any officer may resign at any time upon giving written notice to the association. Any officer or agent or member of a committee 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 association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights. Any vacancy occurring in any office of

the association by death, resignation, removal or otherwise shall be filled by the Board of Directors.

8.06 Chief Executive Officer. The Board of Directors may designate whether the Chairman of the Board, if such an officer shall have been appointed, or the President, shall be the chief executive officer of the association. The officer so designated as the chief executive officer shall preside at all meeting of the Members and the Board of Directors, and shall have such other powers and duties as usually pertain to such office or as may be delegated by the Board of Directors. If the Chairman of the Board is not so designated, the President shall be the chief executive officer of the association.

8.07 President. The President shall have such powers and duties as usually pertain to such office, except as the same may be modified by the Board of Directors. Unless the Board of Directors shall otherwise delegate such duties, the President shall be ex-officio a member of all standing committees, shall have general powers of oversight, supervision and management of the business and affairs of the association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the association.

8.08 Vice Presidents. The Vice Presidents, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

8.09 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members, and record all the proceedings of the meetings of the association and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the association, and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and,

when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

8.10 Assistant Secretaries. The Assistant Secretaries, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe.

8.11 Treasurer. The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association, and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer, and of the financial condition of the association.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

9.01 General Provision. The association shall indemnify any person who is or was (i) a director of the association, (ii) while a director of the association, serving at the request of the association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise or (iii) an officer of the association, against reasonable expenses incurred by them in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrativ, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, where the person who was, is, or is threatened to be made a named defendant or respondent in a proceeding was named because the person is or was a director or an officer of the association.

9.02 Determination. The indemnification contained in Section 9.01 is conditioned upon a determination

- (i) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (ii) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (iii) by special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in subsection (i) or (ii) hereof, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

that such person (1) conducted himself in good faith; (2) reasonably believed, in the case of conduct in his official capacity as a director or officer of the association, that his conduct was in the association's best interest, and in all other cases, that his conduct was at least not opposed to the association's best interest; and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

9.03 Successful Officer or Director. Notwithstanding Section 9.02, the association shall indemnify each director and officer against reasonable expenses incurred by him in connection with a proceeding in which he is a party because he is a director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

9.04 Limitation. A director or officer, found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity or found liable to the association may be indemnified but the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the association.

9.05 Liability. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

9.06 Expenses. "Expenses" as used herein means court costs, attorneys' fees, judgments, penalties (including excise and similar taxes), fines, settlements and other reasonable expenditures actually incurred by the person in connection with the proceeding; provided however, if the proceeding is brought by or in behalf of the association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.07 Reimbursement in Advance. Reasonable expenses incurred by a director or officer who was, is or is threatened to be named a defendant or respondent in a proceeding may be paid or reimbursed by the association in advance of the final disposition of the proceeding after (i) the association receives a written affirmation by the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article IX and a written undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined that he has not met those requirements and (ii) a determination is made under Section 9.02 that the facts then known to those making the determination would not preclude indemnification under this Article IX.

9.08 Reimbursement. The association shall pay or reimburse expenses incurred by a director or officer in connection with his appearance as a witness or other participant in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, at a time when such officer or director is not a named defendant or respondent in the proceeding.

9.09 Member Approval. Any indemnification of or advance of expenses to a director or officer in accordance with this Article IX shall be reported in writing to the member of the association with or before the notice or waiver of notice of the next Members' meeting or with or before the next submission to the Members of a consent to action without a meeting, and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

9.10 Insurance. The association may purchase and maintain insurance or other arrangement on behalf of any person who is or was a director, officer, employee or agent of the association or who is or was serving at the request of the association as a director, officer, partner, venturer, proprietor, trustee, employee or similar functionary of another foreign or domestic

association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in accordance with the Texas Business Association Act Article 2.02-1.

9.11 Indemnification of Others. The association may indemnify, to the extent of the provisions set forth herein in Section 9.02 through 9.10, any person, other than an officer or director, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratative or investigative, by reason of the fact that he is or was an employee or agent of the association, or is or was serving at the request of the association as an employee or agent of another association, partnership, joint venture, trust or other enterprise. Any such employee or agent desiring indemnification shall make written application for such indemnification to the Board of Directors of the association. A special meeting of the Directors shall be called within ten (10) days after receipt of such application to determine if the person so applying shall be indemnified, and if so, to what extent.

ARTICLE X

GENERAL PROVISIONS

10.01 Distributions. The Board of Directors from time to time may authorize, and the association make distributions in cash, in property, or in its own shares, except when the association is insolvent or when the payment thereof would render the association insolvent or when the authorization or payment thereof would be contrary to any restrictions contained in the Articles of Incorporation. Such distributions may be declared at any regular or special meeting of the Board, and the authorization and payment shall be subject to all applicable provisions of law, the Articles of Incorporation and these Bylaws.

10.02 Reserves. Before payment of any dividend, there may be set aside out of any funds of the association available for dividends such sum or sums as the directors from time to time, in their absolute discretion, deem proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the association, or for such other purpose as the directors shall deem conducive to the interest of the association, and the directors may modify or abolish any such reserve in the manner in which it was created.

10.03 Reports. The Board of Directors shall, when requested by the holders of at least a majority of the outstanding shares

entitled to vote, prepare and send to the Members a report, not more often than quarterly, of the amount of business and the financial condition of the association.

10.04 Checks. All checks or demands for money and notes of the association shall be signed by such officer or officers or such other person or persons as the Board of Directors from time to time may designate.

10.05 Fiscal Year. The fiscal year of the association shall be fixed by resolution of the Board of Directors.

10.06 Seal. The corporate shall not a seal.

ARTICLE XI

AMENDMENTS

The initial Bylaws of the association shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws, subject to repeal or changes by action of the Members, is vested in the Board of Directors. Thus, these Bylaws may be altered, amended, or repealed or new Bylaws may be adopted at any regular or special meeting of the Members at which a quorum is present or represented, by the affirmative vote of a majority of the shares entitled to vote at such meeting and present or represented thereat, provided notice of the proposed repeal or change is contained in the notice of such meeting of Members. The Bylaws may contain any provision for the regulation and management of the affairs of the association not inconsistent with the law or the Articles of Incorporation.



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for Crescent Springs Ranch Homeowners Association, Inc. (filing number: 800234429), a Domestic Nonprofit Corporation, was filed in this office on August 08, 2003.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 15, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State