

**AMENDMENT TO BY-LAWS FOR
LAKES AT HIGHLAND GLEN COMMUNITY ASSOCIATION, INC.**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF BRAZORIA §

WHEREAS, the By-laws for the Lakes at Highland Glen Community Association, Inc. were filed of record on January 6, 2003 under Brazoria County Clerks file number 03 000978; and

WHEREAS, Article VI(F) of the By-laws provides that the By-laws may be amended by a majority vote of the Board of Directors and the consent of Class B members; and

WHEREAS; Beazer Homes Texas, L.P. and MHI Partnership, Ltd. are the only remaining Class B Members in the Lakes at Highland Glen Community Association, Inc.; and

WHEREAS, Article XIV of the Articles of Incorporation provides that the By-laws may be amended by a vote of two-thirds of the Board of Directors; and

WHEREAS, the By-laws are applicable to the following property:

Lakes at Highland Glen, Section One, a subdivision in Brazoria County, Texas as provided in the amended plat of same filed of record under Clerk's File Number 02 034723 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Two, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 02 034706 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Three, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2005070073 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Four, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 03 032035 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Five, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record at Volume 24, Page 275 in the Map or Plat Records of Brazoria County, Texas;

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Lakes at Highland Glen, Section Six, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2009022028 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Seven, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2007020429 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Eight, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record at Volume 24, Page 43 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Nine, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record at Volume 24, Page 248 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Eleven, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2005071149 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Twelve, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2008001563 in the Map or Plat Records of Brazoria County, Texas;

Lakes at Highland Glen, Section Thirteen, a subdivision in Brazoria County, Texas as provided in the plat of same filed of record under Clerk's File Number 2007037561 in the Map or Plat Records of Brazoria County, Texas;

WHEREAS, the Lakes at Highland Glen Community Association, Inc. desires to amend its By-laws as hereinafter set forth; and

WHEREAS, the amendment of the By-laws of Lakes at Highland Glen Community Association, Inc., as set forth below, has been approved by a two-thirds vote of the Board of Directors along with the consent of the Class B members;

NOW THEREFORE, pursuant to the above recitals, the Board of Directors and the Class B member of the Lakes at Highland Glen Community Association, Inc., hereby amend the provisions of the By-Laws of Lakes at Highland Glen Community Association, Inc. to adopt, establish and impose upon the Association, the following amendments:

A. Article I(B), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

B. Principal Office

The principal office of the Association shall be located in Brazoria County.

is hereby amended to read as follows:

B. Principal Office

The principal office of the Association shall be located at a location determined by the Board of Directors.

B. Article II(G), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

G. Adjournment of Meetings

If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, in person [or by proxy], may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

is hereby amended to read as follows:

G. Adjournment of Meetings

If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, in person [or by proxy], may adjourn the meeting to a time not less than ten (10) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting the amount of persons in attendance either in person or by proxy necessary to constitute a quorum shall be 50% of the number of persons necessary to have constituted a quorum at the adjourned meeting occurring most recently in time to the reconvened meeting. At the reconvened meeting, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings. If the time, place and date for the reconvened meeting is announced at the adjourned meeting, no further notice to members is necessary.

C. Article II(H), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

H. Voting

The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or by the duly authorized attorney of such member. Facsimile proxies shall be valid. At all meetings of members, all questions, except those the manner of which is otherwise expressly governed by statute, the charter of the Association, or by the Bylaws, shall be decided by the vote of a majority of the members of the Association present in person or by proxy and entitled to vote, a quorum being present. All voting shall be via voice, except that, upon the determination of the presiding officer of any meeting or upon demand of a majority of members present or their proxies, voting on any issues remaining on the agenda at any meeting shall be by ballot. Each ballot shall be signed by the member voting or by his proxy. At the option of the Board of Directors, any vote may be taken by mail ballot, or any combination of mail, proxy or in person. Mail ballots may be counted toward a proxy of members present (as if in attendance at a meeting).

is hereby amended to read as follows:

H. Voting

The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or by the duly authorized attorney of such member. Facsimile proxies shall be valid. At all meetings of members, all questions, except those in the manner of which is otherwise expressly governed by statute, the charter of the Association, or by the Bylaws, shall be decided by the vote of a majority of the members of the Association present in person or by proxy and entitled to vote, a quorum being present. All voting shall be by ballot. Each ballot may be signed by the member voting or by his proxy or the Board may institute procedures to conduct a vote via secret ballot. At the option of the Board of Directors, any vote may be taken by mail ballot, or any combination of mail, proxy or in person. Mail ballots may be counted toward satisfying a quorum in the same manner as a proxy.

D. Article II(J), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

J. Quorum

Except as otherwise provided in these By-laws or in the Declaration, the presence in person of Owners representing ten percent (10%) of the total eligible votes in the Association shall constitute a quorum at all meetings of the Association.

is hereby amended to read as follows:

J. Quorum

Except as otherwise provided in these By-laws or in the Declaration, the presence in person or by proxy (or ballot) of Owners representing ten percent (10%) of the total eligible votes in the Association shall constitute a quorum at all meetings of the Association.

E. Article II(K), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

K. Conduct of Meeting

The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting and all transactions occurring at the meeting.

is hereby amended to read as follows:

K. Conduct of Meeting

The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting and all transactions occurring at the meeting. In the absence of either the President or Secretary any director that is present may preside over the meeting or keep record of the meeting. The Board of Directors may delegate the duties of the President and Secretary herein to a management company pursuant to a contract with the Association, except that any such delegation shall be subject to the oversight of the Board of Directors.

F. Article III(A), Section 4, of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

Section 4. Number of Directors. The number of Directors in the Association shall be not less than three (3) nor more than seven (7), as provided in Section 6 below. The initial board shall consist of three (3) members as identified in the Articles of Incorporation.

is hereby amended to read as follows:

Section 4. Number of Directors. The number of Directors in the Association shall be not less than three (3), nor more than seven (7), as provided in Section 6 below. The initial board shall consist of three (3) members as identified in the Articles of Incorporation. At the first annual meeting at which Directors will be elected by the Class "A" members, the number of Directors shall be increased to five (5) and all

five Director positions shall be filled as provided in Section 5 below. Any increase or decrease in the number of Directors shall occur upon an amendment to these By-laws or a majority vote of the Members at a meeting of Members at which a quorum is present providing for such increase or decrease. At no time shall there be an even number of Director positions. In the event there are an even number of Directors serving at any time due to a vacancy in a Director's position, the then serving Directors shall make all reasonable efforts to fill such vacancy(s) as provided in these By-Laws as necessary to restore the number of serving Directors to an odd number.

G. Article III(A), Section 5, of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

Section 5. Term of Office of Directors. The term of office of each Director shall be for two (2) years.

At the first annual meeting following the sale of one hundred percent (100%) of the platted lots or January 1, 2027, whichever occurs first, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at annual meetings thereafter, the members shall elect directors for two-year terms.

In the event the number of directors increases as provided for in Section 4, at no time shall more than one-third (1/3) of the total number of Directors be added to the same elected term.

is hereby amended to read as follows:

Section 5. Term of Office of Directors. The term of office of each Director elected by the Class "A" membership shall be for three (3) years.

At the first annual meeting following the sale of one hundred percent (100%) of the platted lots or January 1, 2027, whichever occurs first, the Members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years and one (1) director for a term of three (3) years and at annual meetings thereafter, the members shall elect directors for three-year terms. At the annual meeting at which five directors are elected, the persons receiving the most votes will be elected to the longest terms. In the event of a tie vote involving more persons than open directors positions, a run-off vote shall be held prior to the adjournment of the same annual meeting at which the tie occurred.

In the event the number of directors increases as provided for in Section 4, at no time shall more there be more than three Directors serving terms that expire at the same time.

Any increase in the number of Directors shall be accomplished by electing the number of additional Directors at the first annual meeting of Members following the

action to increase in the number of directors that are necessary to bring the total number of Directors to the number determined by the increase. At such election one additional Director shall be elected for an initial term of three (3) years; if applicable, a second additional Director shall be elected for an initial term of two (2) years; if applicable, a third additional Director shall be elected for an initial term of one (1) year; and if applicable a fourth additional Director shall be elected for an initial term of three (3) years. For each new Director position created, all subsequent terms for that position following the expiration of the initial term, shall be for three (3) years.

In those instances where the number of Directors is being decreased, such decrease in the number of Directors shall be attained by elimination of the number of Director positions necessary to attain the new number of Directors. The specific Director positions to be eliminated shall be determined by a majority vote of the Members, at the first annual meeting of Members following the action to decrease the number of Directors. Should any vacant positions exist at such time, those positions shall be eliminated as Director positions before any currently serving Directors are removed by virtue of the elimination of their position. Any vote to eliminate Director positions shall preserve the staggering of terms as provided for in these By-Laws.

H. Article III(A), Section 6, of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

Section 6. Nomination of Directors. Except for directors selected by the Class "B" Member, nominations for election to the Board of Directors after the control period/initial term shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and three (3) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting of the Members to serve a term of one (1) year or until their successors are appointed, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of positions to be filled.

is hereby amended to read as follows:

Section 6. Nomination of Directors. Except for directors selected by the Class "B" Member, nominations for election to the Board of Directors after the control period/initial term may be made by a Nominating Committee. Any Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. Any Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting of the Members to serve a term of one (1) year or until their successors are appointed, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but in no event less than the number of

positions to be filled. In addition to persons nominated by a Nominating Committee, persons may be nominated from the floor at the annual meeting.

I. Article III(C), Section 1(n), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

(n) making available upon request to any prospective purchaser, any Owner, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Property, for any purpose during normal business hours by advance appointment, copies of the Declaration, the Articles of Incorporation, the By-law, rules governing such Property and all other books, records, and financial statements of the Association for a reasonable charge; and making copies thereof available for a reasonable charge; and

is hereby amended to read as follows:

(n) making available upon request to any Owner, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Property, for any proper purpose during normal business hours by advance appointment, copies of the Declaration, the Articles of Incorporation, the By-law, rules governing such Property and all other books, records, and financial statements of the Association for a reasonable charge; and making copies thereof available for a reasonable charge; and

J. Article VI(I), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

I. **Conflict**

If an Owner is involved in litigation with the Association as to a conflict of interpretation of the Declaration of Covenants, Conditions and Restrictions for Orchard Lake Estates, the Articles of Incorporation for The Orchard Lake Estates Homeowners Association, rules and regulations promulgated by the Association, or these By-Laws, and/or the amount of delinquent assessments, that Owner may not participate in any Association meeting or activity.

is hereby amended to read as follows:

I. **Conflict**

If an Owner is involved in litigation with the Association as to a conflict of interpretation of the Declaration of Covenants, Conditions and Restrictions for any of the sections of the Lakes at Highland Glen subject to the jurisdiction of the Lakes at Highland Glen Community Association, the Articles of Incorporation for the Lakes at Highland Glen Community Association, rules and regulations promulgated by the Association, or these By-Laws, and/or the amount of delinquent assessments, that Owner may not participate in any Association meeting or activity.

K. Article VI(F), of the By-Laws of Lakes at Highland Glen Community Association, Inc. previously read as follows:

F. Amendment

These By-Laws may be amended only by the affirmative vote or written consent, or any combination thereof, of a majority of the Board of Directors and the consent of the Class "B" Members, so long as such membership exists, or by two-thirds (2/3) of the combined Class "A" and Class "B" votes of the Association present, in person or by proxy, at any regular or special meeting. Notwithstanding the above, the percentage of votes or other approval necessary to amend a specific clause shall not be less than the prescribed percentage or affirmative votes required for action to be taken under that clause.

No amendment may remove, revoke, or modify any right privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege.

is hereby amended to read as follows:

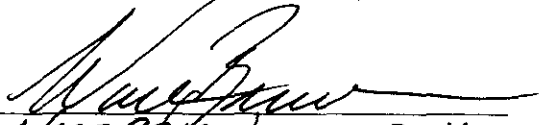
F. Amendment

These By-Laws may be amended only by the affirmative vote or written consent, or any combination thereof, of a majority of the Board of Directors, or by a vote of the majority of Members of the Association present, in person or by proxy, at any regular or special meeting. Notwithstanding the above, the percentage of votes or other approval necessary to amend a specific clause shall not be less than the prescribed percentage or affirmative votes required for action to be taken under that clause.

No amendment may remove, revoke, or modify any right privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege.

SIGNED THIS 17th DAY OF FEBRUARY, 2011.

LAKES AT HIGHLAND GLEN
COMMUNITY ASSOCIATION, INC.

By: , President
WADE BIDDOW
(and on behalf of MHI Partnership, Ltd.
Class B Member consenting to amendments)

STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

This instrument was acknowledged before me on the 17th day of February, 2011, by Wade Bradow, President of the Lakes at Highland Glen Community Association, Inc., and representative of MHI Partnership, Ltd., for the purpose and in the capacity indicated herein.



Diane Huff
Notary Public, State of Texas

BEAZER HOMES TEXAS, L.P.

By: Greg Coleman
Print Name: Greg Coleman
Title: _____
Class B Member consenting to amendments

STATE OF TEXAS §
 §
COUNTY OF BRAZORIA §

This instrument was acknowledged before me on the 16 day of February, 2011, by Greg Coleman, representative of Beazer Homes Texas, L.P., for the purpose and in the capacity indicated herein.



Marci E Birthisel
Notary Public, State of Texas

**BOARD RESOLUTION
ENACTING AMENDMENT TO BY-LAWS**

At a meeting of the Board of Directors for the Lakes at Highland Glen Community Association, Inc., said meeting being properly called and a quorum being present, came to be heard a motion to amend the By-Laws as set forth in Exhibit "A" attached hereto.

WHEREAS, Article VI(F) of the By-laws provides that the By-laws may be amended by a majority vote of the Board of Directors and the consent of Class B members; and

WHEREAS; Beazer Homes Texas, L.P. and MHI Partnership, Ltd. are the only remaining Class B Members in the Lakes at Highland Glen Community Association, Inc.; and

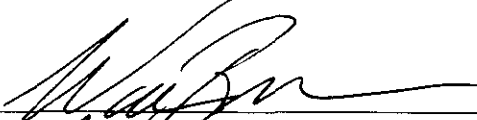
WHEREAS, Article XIV of the Articles of Incorporation provides that the By-laws may be amended by a vote of two-thirds of the Board of Directors

NOW THEREFORE, the Board of Directors being unanimous in its approval of the By-Law Amendment attached hereto:

It is hereby RESOLVED that the "Amendment to By-Laws for Lakes at Highland Glen Community Association, Inc., attached hereto as Exhibit "A," is hereby approved and shall be recorded in the real property records of Brazoria County, Texas and become effective upon such recordation.

SIGNED this 17 day of FEBRUARY, 2011.

LAKES AT HIGHLAND GLEN
COMMUNITY ASSOCIATION, INC.



WADE BRANSON, President

Doc# 2011010524
Pages 11
03/15/2011 2:43PM
Official Public Records of
BRAZORIA COUNTY
JOYCE HUDMAN
COUNTY CLERK
Fees \$56.00

Joyce Hudman

*Holt + Young P.C.
11200 Richmond Ave, Ste 450
Houston, TX 77082*