

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF HARPER'S PRESERVE COMMUNITY ASSOCIATION, INC.

STATE OF TEXAS §
COUNTY OF MONTGOMERY § KNOW ALL BY THESE PRESENTS THAT:

WHEREAS, 242, LLC, a Texas limited liability company (the "Declarant") executed that certain First Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Harper's Preserve (the "Declaration") dated effective February 8, 2011, and recorded in the Office of the County Clerk of Montgomery County, Texas, under Clerk's File No. 2011011454, to place certain the covenants, conditions, restrictions, easements, charges, liens and reservation on the real property located in Montgomery County, Texas, and more particularly described therein (the "Community"); and

WHEREAS, Harper's Preserve Community Association, Inc., a Texas non-profit corporation (herein called the "Association") has adopted Amended and Restated Bylaws of the Association (the "Bylaws") in connection with governing of the Association and the Community; and

WHEREAS, Article XI, Section 11.1 of the Bylaws provides that during the Development Period (as defined in the Declaration and herein called the "Development Period"), the Declarant reserves the sole right to amend the Bylaws; and

WHEREAS, the Development Period has not expired; and

WHEREAS, the Declarant desires to amend the Bylaws as set forth below;

NOW, THEREFORE, the Declarant does hereby amend the Bylaws as set forth below effective as of November 1, 2012.

1. Article IV, Section 4.1 is amended to read as follows:

4.1 Meetings; Subsequent Annual Meetings. Declarant may call, notice and conduct meetings of Class A Members at any time during the Development Period and such meetings will be for informational purposes only and the Class A Members will not elect Directors, conduct official business of the Association or be entitled to vote on any matter. The first meeting of Class A Members of the Association after the expiration or termination of the Development Period (the "First Meeting" or "THE FIRST MEETING OF THE MEMBERS OF THE ASSOCIATION") will be called, noticed and conducted as provided in the Declaration, and Directors shall be elected thereat for terms as specified in Section 5.3. Each annual meeting thereafter will be held during the same month of each year as the month in which the First Meeting was held, on such date

and at such time as determined by the Board of Directors, and at such place within Montgomery or Harris County, Texas as determined by the Board of Directors.

2. Article V, Section 5.3 is amended to read as follows:

5.3 Directorship Positions; Term of Office. Directors will be appointed or elected to one of three Directorship Positions designated as Positions One through Three. The initial Board of Directors named in the Association's Certificate of Formation or such other persons as may be appointed by Declarant during the Development Period will serve until the First Meeting. At the First Meeting, one Director will be elected to Directorship Position One for a two year term, and two Directors will be elected to Directorship Positions Two and Three for a one year term. Thereafter, Directors will be elected for two year terms. Nominees receiving the largest number of votes will be elected as provided in the next Section.

3. Article V, Section 5.4 is amended to read as follows:

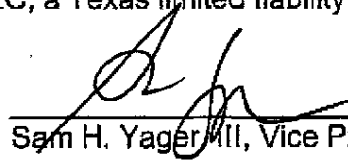
5.4 Nomination; Election; Cumulative Voting Prohibited. Before each annual meeting of Members beginning with the First Meeting, the Board of Directors shall make reasonable efforts to obtain at least as many nominees for election to the Board as will be required to fill all Directorship Positions to be elected at the ensuing annual meeting. All such nominees must be listed in or included with the notice of each annual meeting. Nominations may also be made from the floor at each annual meeting beginning with the First Meeting. Election to the Board of Directors must be by ballot (including Mail-In Ballot) or proxy. At each election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws. At the First Meeting, the three nominees receiving the largest number of votes shall be elected, with the nominee receiving the largest number of votes to be elected to the two year term. Thereafter, the nominee or nominees receiving the largest number of votes shall be elected to the Directorship Position or Positions to be filled at the meeting. Cumulative voting is not permitted.

EXECUTED as of the dates of acknowledgments set forth below.

DECLARANT:

242, LLC, a Texas limited liability company

By:

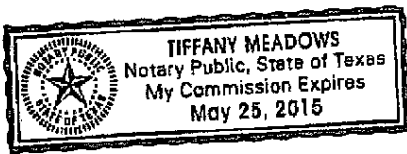

Sam H. Yager III, Vice President

THE STATE OF TEXAS

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COUNTY OF HARRIS

This instrument was acknowledged before me on the 30 day of November, 2012, by Sam H. Yager, III, the Vice President of 242, LLC, a Texas limited liability company, on behalf of said entity.



Tiffany Meadows
Notary Public

JOINDER OF LIENHOLDER

TEXAS CAPITAL BANK, joins herein for the purpose of acknowledging and agreeing to the amendments set forth in the First Amendment to Amended and Restated Bylaws of Harper's Preserve Community Association, Inc. to which this Joinder of Lienholder is attached and hereby ratifies and confirms that the liens it holds on property located in the Subdivision (as defined in the Declaration) are subordinate to the covenants, conditions and restrictions imposed by the Declaration with, however, the stipulation that such subordination does not extend to any lien or charge imposed by or provided for in the Declaration.

TEXAS CAPITAL BANK

By: 

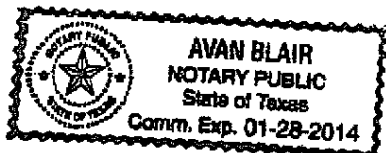
Jerry Schillaci, Vice President

THE STATE OF TEXAS

COUNTY OF HARRIS

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This instrument was acknowledged before me on the 26th day of November, 2012, by Jerry Schillaci, the Vice President of Texas Capital Bank, on behalf of said entity.




Notary Public

AFTER RECORDING RETURN TO:

Mark K. Knop
Hoover Slovacek LLP
5847 San Felipe, Suite 2200
Houston, Texas 77057-3918
713/977-8686
File No: 122602-06

E-FILED FOR RECORD
12/03/2012 8:05AM

Mark Jumball

COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify this instrument was e-FILED in
file number sequence on the date and at the time
stamped herein by me and was duly e-RECORDED in
the Official Public Records of Montgomery County, Texas.

12/03/2012



Mark Jumball

County Clerk
Montgomery County, Texas