

**SECOND RESTATED BY-LAWS
OF
SUGAR CREEK HOMES ASSOCIATION
(EFFECTIVE DATE: November 22, 2011)**

ARTICLE I.

SUGAR CREEK HOMES ASSOCIATION, pursuant to the provisions of *Article 22.102 of the Texas Business Organizations Code*, hereby adopts Second Restated By-laws which accurately copy the initial By-laws and all amendments thereto that are in effect to-date and as further amended by such Restated By-laws as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE II.

Each such amendment made by these Restated By-laws has been effected in conformity with the provisions of the *Texas Business Organizations Code* and such Restated By-laws were duly adopted in the following manner:

The amendment to Article II, Section 1(j) of the Previously Restated By-Laws, increasing the amount of the annual Community Service Fee from \$100.00 to \$200.00 was recommended by the Board, and thereafter approved on April 2, 2011 by a majority vote of a quorum of the corporation's membership.

The Second Restated By-laws as so amended were adopted at a meeting of the corporation's Board of Directors held on November 22, 2011, at which a quorum was present, and the Second Restated By-laws as so amended received the affirmative vote of at least a majority of the Board members present at such meeting.

ARTICLE III.

The By-laws and all amendments and supplements thereto are hereby superseded by the following Second Restated By-laws which accurately copy the entire text thereof and as amended as above set forth:

ARTICLE I.

Definitions

Section 1: "Said property" as used in these By-laws shall mean the following described real property situated in the County of Fort Bend, State of Texas, and more particularly described as follows:

Sugar Creek Sections One (1) through Twelve (12), Fourteen (14), Seventeen (17) through Twenty-five (25), Twenty-six (26) through Twenty-eight (28) and Thirty-four (34), and Tiffany Square, in Fort Bend County, Texas, plus other property located

adjacent to these sections restricted with similar Restrictive Covenants and developed pursuant to a uniform system of development, together with any and all other real property in the Sugar Creek Subdivision, Fort Bend County, Texas which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.

Section 2: "Building Site" as used in these By-laws shall mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building Site is located. A Building site need not be coterminous with a lot shown on a recorded plat.

Section 3: "Corporation" as used in these By-laws shall mean the Sugar Creek Homes Association.

Section 4: "Dedictory Instruments" as used in these By-laws shall mean the governing instruments covering the establishment, maintenance, and operation of any sections of Sugar Creek and such other property restricted by such document. The term includes a declaration or similar instrument subjecting real property to restrictive covenants, by-laws, or similar instruments governing the administration or operation of a property owners' association, to properly adopted rules and regulations of the property owners' association, or to all lawful amendments to the covenants, by-laws, instruments, rules, or regulations.

ARTICLE II.

Functions of the Corporation

Section 1: Purposes: The purposes for which Sugar Creek Homes Association is formed are civic, for the benefit and betterment of the residents and property owners in Sugar Creek, a residential development in Fort Bend County, Texas. Without limitation, the Corporation may at the discretion of its Board of Directors perform the following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate charter:

(a) The Corporation may care for vacant, unimproved and unkept lots in said development, remove and destroy grass, weeds and rodents therefrom and do any other things, and perform any labor necessary or desirable in the judgment of this Corporation to keep the property, and the land contiguous and adjacent thereto, neat and in good order. The cost of such exterior maintenance and other work shall be the personal obligation of the Owner of the property on which it was performed and shall be secured by the Assessment Lien retained in the Dedictory Instruments, for that Owner's lot and foreclosable as set forth in the applicable Dedictory Instruments.

(b) The Corporation may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Corporation has

jurisdiction; the Corporation may pay all expenses incidental thereto; the Corporation may enforce the decisions and rulings of this Corporation having the jurisdiction over any of said property; the Corporation may pay all of the expense in connection therewith; and may reimburse any declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any declaration.

(c) The Corporation may perform any and all lawful things and acts which this Corporation at any time and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.

(d) Any powers and duties exercised by said Corporation relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor as agent.

(e) The Corporation may provide for garbage and rubbish collection and disposal.

(f) The Corporation may undertake to increase the security from any form of peril of the property and person of the residents and Building Site owners of Sugar Creek.

(g) The Corporation may expend the funds collected by it from assessments, maintenance charges and all other moneys received by the Corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this Corporation in carrying out any or all of the purposes for which the Corporation is formed.

(h) The Corporation may borrow funds, subject to the provisions herein contained in these By-laws and Amended By-laws, to pay for any required expenditures, and the President shall be authorized to execute any encumbrance, including promissory notes, to evidence such indebtedness.

(i) Any member shall be obligated to reimburse the Corporation promptly upon receipt of a statement for any expenditure incurred by it in repairing or replacing any Corporation property, damaged by the member's negligence or inaction, or by that of his tenant or agent.

(j) Each member shall be obligated to pay to the Corporation a Community Service Fee in the initial amount of \$200.00 per lot for the purpose of capital improvements, including but not limited to, the cost of any construction, reconstruction, repair or replacement of a capital improvement in the Common Area or any unusual infrequent expense benefiting the Association. Said fee may also provide for the establishment of a reasonable contingency or other reserve funds to prepare for the future replacement or repair of any improvements located in the Common Areas of Sugar Creek. Said fee will be due and payable as set forth in the resolution authorizing such fee.

Any Community Service Fees not paid within thirty (30) days of the due date shall be subject to a late charge as set by the Board of Directors, interest, at the rate set in the Dedicatory Instruments for other delinquent assessments, costs and attorney's fees.

The amount of the annual Community Service Fee may be increased by a majority vote of a quorum of the membership as recommended by the Board not more than once per year.

Section 2: Area: The activities of the Corporation shall be limited to the area known as Sugar Creek, a development in Fort Bend County, Texas, and to such other areas which may hereinafter through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.

ARTICLE III.

Offices

The principal office of the Corporation shall be located in the City of Sugar Land, County of Fort Bend, State of Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV.

Members

Section 1: Annual Election: The annual election of the Board of Directors shall be held on the first Saturday in April in each year, or at such time as the Board of Directors shall designate and publicize; provided, however, that no such election must be held in any year during which all of the candidates running for Board election pursuant to Article V, Section 2 hereof are unopposed.

Section 2: Meetings: The meetings of the members shall be held at least twice per year for the benefit of attendance by all members, at such time and place as may be fixed by notice. Special meetings may be called as needed.

Section 3: Quorum: Unless otherwise provided in the Articles of Incorporation, in these By-laws or by statute, one-tenth (1/10) of the members, present in person or by proxy, shall

constitute a quorum for all purposes at any meeting of the members. If the number of members necessary to constitute a quorum at any meeting of the members shall fail to attend, in person or by proxy, the members present in person or by proxy may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present or attend in person or by proxy. A majority of the members present in person or by proxy, may also adjourn any meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 3a: Organization: The President of the Corporation, and in the event of his absence, a Vice-President of the Corporation, shall call meetings of the members to order and shall act as Chairman of such meetings. In the absence of the President and a Vice-President of the Corporation, the members present may appoint a chairman. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the members but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 4: Voting: Each member shall be entitled to one vote on each matter presented to the membership at each meeting of the members. If the record ownership of any Building site lies in more than one person, such owners shall designate one of their number or a proxy to cast one vote only. 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-in-fact of such member. At all meetings of members all questions, except those the manner of deciding which is otherwise expressly governed by statute, the Articles of Incorporation of the Corporation or the By-laws, shall be decided by the vote of the majority of the members of the Corporation 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 the demand of any member or his proxy, voting on any further question or questions at any meeting shall be by ballot.

Section 4a: Any member who is delinquent in the payment of any maintenance charge or any other charge or fee due and owing to the Corporation at the time of any meeting or election shall not be considered to be a member in good standing and shall not be qualified or permitted to vote in such meeting or election unless said member's account is brought current at such meeting or election.

Section 5: Qualifications: The members of the Corporation shall be persons meeting the qualifications set forth by the Board of Directors in these By-laws. All record owners of Building sites who are residents in Sugar Creek shall be members of the Corporation.

ARTICLE V.

Board of Directors

Section 1: Powers:

(a) The business and property of the Corporation shall be managed and controlled by the Board of Directors (the "Board"), and subject to the restrictions imposed by law, by the Articles of Incorporation or by these By-laws, the Board of Directors may exercise all the powers of the Corporation.

(b) The Board may promulgate and enforce guidelines, rules and/or regulations, including, but not limited to, those pertaining to: deed restriction enforcement policies and procedures; architectural guidelines; rules and regulations concerning use of the common area(s); other community rules, regulations and/or guidelines; and any other powers afforded the Corporation in its governing documents and/or by applicable statutory law or common law (e.g., such rules and/or regulations may include: requiring concealed storage of maintenance equipment, sports equipment, athletic equipment, children's play equipment and the like; regulating signs, decorations or displays concerning holidays, campaigns or other events, whether recognized nationally or locally; regulating home or yard decorations, statues or displays; and regulating any other matters, within the scope of Article II of these By-Laws, affecting the aesthetics, appearance and/or welfare of the Sugar Creek community). The Board may delegate enforcement of its rules and/or regulations to a committee appointed by the Board.

(c) The Board may require that all owners and residents comply with any and all current Federal, State, County, local and/or municipal regulations, guidelines, rules, standards and ordinances.

(d) At its discretion, the Board may appoint a committee or committees (as the Board may deem appropriate for carrying out its purposes). Committee members shall be appointed by the Board and shall serve at the Board's discretion. The Board may require that committees submit regular reports to the Board. The Board shall govern the function and scope of all committees, and the tenure of committee members. The President shall serve as an Ex-Officio member of all committees. Such committees may include, but are not limited to: (i) an Architectural Standards Committee as provided in the Dedicatory Instruments; (ii) a Recreation Committee to advise the Board on all matters pertaining to the recreational program and activities of the Corporation and to perform such functions as the Board in its discretion determines; and (iii) a Maintenance Committee to advise the Board on all matters pertaining to the maintenance, repair or improvement of the Properties, and to perform such other functions as the Board in its discretion determines.

Section 2: Number, Classification, Election and Term of Office: The directors shall be nine in number, and shall be divided into two classes, the first of which shall consist of three directors to be elected at large as hereinafter prescribed ("Directors at Large"), and the second of which shall consist of six directors to be elected from the various precincts, as hereinafter prescribed ("Directors by Precinct"). Directors at Large and Directors by Precinct shall be equal in all respects. A director shall serve for a term of three years, commencing with the date of his/her election.

(a) Election: Each year members of the Corporation shall elect three directors, one of

whom shall be elected at large and two of whom shall be elected from their respective precincts, in accordance with such procedures as the Board of Directors may from time to time establish by resolutions, provided that such procedures shall not be inconsistent with the Articles of Incorporation or these By-laws. The candidate receiving the highest number of votes for any position of Director-by-Precinct shall be elected a director. The candidate receiving the highest number of votes for Director-at-Large shall be elected a director.

(b) Precincts: The Board of Directors by resolution shall divide Sugar Creek into six precincts, to be known as Precincts One, Two, Three, Four, Five and Six, respectively. As nearly as practicable, each Precinct shall be equal to every other in number of occupied Building Sites, further, each Precinct shall be as geographically compact as is consistent with the foregoing. From time to time, the Board of Directors by resolution may adjust the boundaries of the Precincts.

In all elections for the position of Director by Precinct, all candidates for such office shall reside in the Precinct for which they were elected at the time of appointment and/or election.

(c) Director-at-Large: Each year a Director-at-Large shall be elected by the members of the Corporation. Any member of the Corporation may be a candidate for such position.

(d) Vacancy: If a vacancy occurs on the Board of Directors, the Board of Directors shall elect a member of the Corporation to fill the remainder of the unexpired term. If the vacancy occurs among the Directors by Precinct, the vacancy must be filled by a member of the Corporation residing in the same Precinct as the last Occupant of the office. This newly elected director will fill the unexpired portion of his/her predecessor's term. If the unexpired portion is eighteen months or more, the appointed term will be considered a three-year term for election purposes.

Section 2a: Remuneration of Directors: Directors shall serve wholly without pay except that they may be reimbursed for reasonable expenses actually incurred in performing their duties.

Section 3: Election of Officers: At the first meeting of the Board of Directors in each year at which at least two-thirds (2/3) of directors are present, the Board of Directors shall elect officers of the Corporation.

Section 4: Meetings: The Board shall meet regularly once each month. The directors may hold their meetings and have offices and keep the books of the Corporation, except as otherwise provided by statute, in such place or places in or outside of the State of Texas that the Board of Directors may from time to time determine. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors and shall be open to the members of the Corporation. Notice of such regular meetings shall not be required.

(a) First Meeting: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, as soon

thereafter as possible after the Annual Election as provided in Article IV, Section 1, and no notice of such meeting shall be necessary.

(b) Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, Vice-President, Secretary or a majority of the Directors then in office. Notice of each special meeting shall be given by any officer of the Corporation by telegraph, mail, telephone, facsimile transmission or personal delivery to each Director at his residence or usual place of business at least two days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even though without any notice, any business may be transacted.

Section 5: Quorum: The majority of the directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance thereat. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation of the Corporation, or these By-laws.

Section 6: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a Chairman shall be chosen from the directors. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7: Services: No director or officer of the Corporation shall be required to devote his time or render services exclusively to the Corporation. Each Director and Officer of the Corporation shall be free to engage in any and all other business and activities either similar or dissimilar to the business of the Corporation without liability to this Corporation. Likewise, each and every director and officer of the Corporation shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities, and become a director or officer of any other corporation or corporations, entity or entities, without breach of duty to this Corporation or its members and without liability of any character or description to the Corporation or its members. No contract or other transaction of this Corporation shall ever be affected by the fact that any director or officer of the Corporation is interested in, or connected with, any party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the disinterested directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

Section 8: Removal of Directors: Any director who shall be absent at more than three (3) consecutive regular scheduled meetings, without approval of the majority of the Board, shall be removed from office; and such vacancy shall be filled as hereinabove provided.

Any director, who after election, becomes delinquent in the payment of maintenance charges or any other charge or fee, owing to the Corporation, after thirty (30) days written

notification, shall be removed from office and such vacancy shall be filled as hereinabove provided.

ARTICLE VI.

Officers

Section 1: Titles and Term of Office: The officers of the Corporation shall be a President (who shall be a director), one or more Vice-Presidents, a Secretary, a Treasurer and such other officers, including but not limited to one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors may from time to time elect or appoint. No director may hold the same office for more than one year during each three-year term. No director shall hold the President's office for any two consecutive years. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors. A vacancy in the office shall be filled by vote of a majority of the directors then in office. If the unexpired portion of the office is six months or more, the term will be considered a one-year term for election purposes.

Section 2: Duties and Powers of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business; he shall preside at all meetings of the members and of the Board of Directors; he may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and, he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors. The President shall serve a one-year term and shall not succeed himself in that office.

Section 3: Vice-President: Each Vice-President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice-President shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 4: Treasurer: The Treasurer shall have custody of all funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as is designated by the Board of Directors; whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of the Corporation to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he shall at all reasonable times exhibit his books and accounts to any director of the Corporation during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the

Board of Directors, give bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 5: Assistant Treasurers: Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 6: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President or a Vice-President in the name of the Corporation all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation and affix the seal of the Corporation thereto. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any director upon request at the office of the Corporation during business hours and he shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 7: Assistant Secretaries: Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other power and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE VII.

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1: The Board of Directors, except as otherwise provided in these By-laws may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2: No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences or indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of

Directors may select, and for the purpose of such deposit the President, a Vice-President, the Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 5: An affirmative vote of owners representing thirty percent (30%) of the lots in Sugar Creek must be obtained to modify, amend or supplement the provisions of Section 2 of this Article VII.

ARTICLE VIII.

Indemnification and Insurance of Directors and Officers

Except for any acts or events resulting from gross negligence or willful misconduct, no director or officer shall be liable or responsible, in damages or otherwise, to any member, to any member's family, guests, invitees, or tenants, or to any third parties whomsoever by reason of his being, or having been a director or officer of the Corporation, or for any act, or failure to act, pursuant to the business of the Corporation. Except for willful misconduct or gross negligence, no director or officer of the Corporation shall ever be liable to any person, firm, or corporation for any action taken, or for failure to act, with reference to Corporation matters, or for any action (other than fraud or theft) taken, or for failure to act, with respect to his duties hereunder or with respect to the collection, administration, expenditure, or disposition of funds or assets of the Corporation. The Corporation shall indemnify and hold harmless its directors and officers from any costs, whatsoever caused to any director or officer as a result of his being or having been a director or officer, or as a result of his performing or failing to perform acts for the Corporation so long as such costs were not caused by willful misconduct or gross negligence. The acceptance by any party of a deed to any lot or building site in Sugar Creek subdivision shall constitute unequivocally such party's covenant and agreement to the above.

This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him in any such capacity or arising out of his status as such, whether or not the Corporation could have the power to indemnify him against such liability.

ARTICLE IX.

Miscellaneous Provisions

Section 1: Fiscal Year: The fiscal year of the Corporation shall end at midnight on December 31 of each calendar year or at such other time as may hereafter be designated by the Board of Directors.

Section 2: Seal: The seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation.

Section 3: Notice and Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of these By-laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, whether before or after the time stated therein shall be deemed equivalent to notice.

Section 4: Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

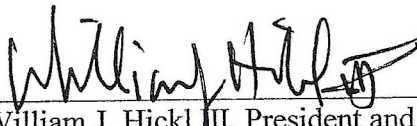
Section 5: Attorney's Fees: All costs, expenses, attorneys' fees, and court costs incurred by the Corporation in rectifying, or attempting to rectify, a violation of the Restrictions or other Dedicatory Instruments or in collecting or in attempting to collect, any assessments owed under the restrictions shall be assessed against the Owner and the Lot, and shall become part of the Assessments due on the Lot.

ARTICLE X.

Amendments

These By-laws may be supplemented, altered, amended or repealed either by the affirmative vote of a majority of the members of the Corporation attending any annual or special meeting, or by the affirmative vote of a majority of the Board of Directors at any regular or special meeting."

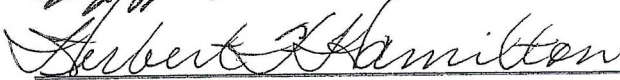
IN WITNESS WHEREOF, we, being all the directors of the SUGAR CREEK HOMES ASSOCIATION have hereunto set our hands this 22nd day of November, 2011.



William J. Hickl III, President and Director



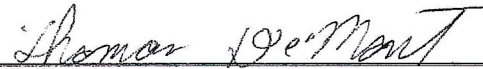
Jeffrey Hauke, Vice-President and Director



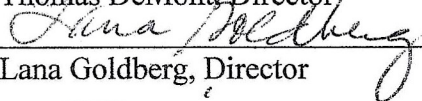
Herb Hamilton, Treasurer and Director



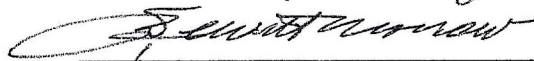
Nancy Lusk, Secretary and Director



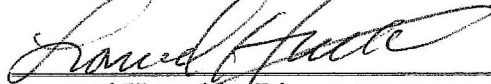
Thomas DeMont, Director



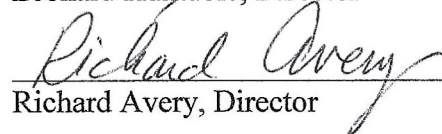
Lana Goldberg, Director



J. DeWitt Morrow, Director



Leonard Huxtable, Director



Richard Avery, Director

Sugar Creek Homes Association - Second Restated By-Laws

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the SUGAR CREEK HOMES ASSOCIATION, a Texas Non-Profit Corporation; and

THAT the amendment to Article II, Section 1(j) of the Previously Restated By-Laws, increasing the amount of the annual Community Service Fee from \$100.00 to \$200.00 was recommended by the Board, and thereafter approved on April 2, 2011 by a majority vote of a quorum of the corporation's membership.

THAT the foregoing Second Restated By-laws constitute the By-laws of said corporation, as fully adopted at a duly called meeting of its Directors, held on the 22nd day of November, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 22nd day of November, 2011.



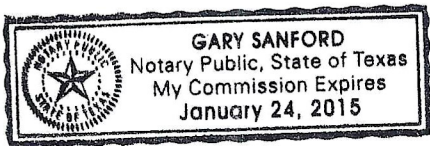
SECRETARY


Printed Name: Nancy Lusk

STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

BEFORE ME, the undersigned authority, on this day personally appeared Nancy Lusk, Secretary of SUGAR CREEK HOMES ASSOCIATION, a Texas Non-Profit Corporation, who, after being duly sworn stated under oath that she has read the above and foregoing Certification and that every factual statement contained therein is within her personal knowledge and is true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public, on this the 22nd day of December, 2011.





**NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS**