

BYLAWS OF OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

Article I.

NAME AND LOCATION

The name of the corporation is OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at 9099 Research Blvd., Austin, Texas 78758, but meetings of members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

Article II.

DEFINITIONS

Section 1. "Association" shall mean and refer to OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC., a Non-Profit Corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to all of OVERLOOK ESTATES, SECTIONS ONE AND TWO, subdivisions located in Williamson County, Texas, according to the maps or plats of record in Cabinet R, Slides 211-212, and Cabinet R, Slides 213-214, Plat Records of Williamson County, Texas, together with such other properties which may be annexed into the jurisdiction of the Association as provided in the below referenced Declaration.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any of the lots shown upon the recorded subdivision map or plat of the Property, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to TANO DEVELOPMENT, L.P., a Texas limited partnership, its successors and assigns, provided such successors and assigns shall acquire all interest of TANO DEVELOPMENT, L.P., in the Property.

Section 7. "Declaration" shall mean and refer to the Restrictive Covenants applicable to the Property recorded in the Official Records of Williamson County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Article III.

MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the Members shall be held when called by the initial Board of Directors upon no less than ten (10) and no more than fifty (50) days prior written notice to the Members. Such written notice may be given at anytime but must be given (1) no later than thirty (30) days after seventy-five percent (75%) of all of the Lots and seventy-five percent (75%) of all of the land area in the Property have been sold by the Declarant and deeds recorded in the Office of the County Clerk of Williamson County, Texas, therefor, or (2) one (1) year and one (1) month from the date the Declaration is first recorded in the Real Property Records of Williamson County, Texas, whichever is the later event. The first elected Board of Directors shall be elected at the first meeting of the Members of the Association. Each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of three-fourths (3/4) of the Members who are entitled to vote.

Section 3. Notice and Quorum. Written notice of any meeting called for the purpose of taking any action authorized under the Declaration shall be sent to all Members not less than fifteen (15) days, nor more than fifty (50) days in advance of the meeting. At the first such meeting called, the presence of Members or of proxies entitled to cast sixty percent (60%) of all of the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 4. Proxies. At all meetings of Members, each Member who is entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Article IV.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. Until the election of directors at the first annual meeting of the Members, the initial Board of Directors shall so serve.

Section 2. Term of Office. Each director shall serve from his/her election for one (1) year or until his/her successor shall have been duly elected.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a vote of three-fourths (3/4) of each class of membership of the Association who are entitled to vote. In the event of death, resignation or removal of a director, his/her successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article V.

MEETING OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held annually at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director.

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

Article VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and rights to use of the recreational facilities of a Member during any period in which such Members shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reversed to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by three-fourths (3/4) of the Members who are entitled to vote;
- (b) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice for each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

- (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (c) issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (d) procure and maintain adequate liability and hazard insurance as set forth in the Declaration; and
- (e) cause the Common Area to be maintained.

Article VII.

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article VIII.

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of three-fourths (3/4) of each class of membership of the Association who are entitled to vote, present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Article IX.

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of OVERLOOK ESTATES HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this the ____ day of _____, 2000.

Vivian Kendrick

VIVIAN KENDRICK

[Signature]

BARRY KENDRICK

[Signature]

BILL BURBA