BYLAWS OF RIVERBEND PLANNING COMMITTEE, A NONPROFIT CORPORATION

ARTICLE 1
OFFICES

Principal Office

1.01 The principal office of Riverbend Planning Committee, a nonprofit corporation (hereafter called the "Association") in the State of Texas shall be located at 15 River Circle, Houston, Texas 77063-1502. The Association 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 Association may require from time to time.

Required Office and Registered Agent

1.02 The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose address is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association 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 2
MEMBERS

Classes of Members

2.01 The Association shall have one class of Members.

Membership

2.02 All record owners (an "Owner") of any numbered Lot (a "Lot") on the recorded plat of Riverbend Addition (the "Subdivision") in Harris County, Texas, shall be Members of the Association.

Voting Rights

2.03 Each Lot shall receive one (1) vote on all matters of the Association coming to a vote. A Lot physically divided between two (2) Owners shall have no vote. Multiple Lots used for one (1) building site shall have one (1) vote per complete Lot owned. The unanimous decision of each Owner of an interest in the Lot shall be required in order to cast the vote for that Lot, unless the Owners are married, in which event either Owner may cast the vote, provided no written objection

has been received by the Board of Directors from the other Owner. Failure to pay assessments on a Lot forfeits an Owner's vote until paid. Votes may be cast by written proxy or power of attorney. Proxies or powers of attorney may not be effective for a period exceeding six (6) months and must be registered with the Board of Directors. As a condition precedent to an Owner's right to vote, the Owner must provide the Board of Directors the following documents:

(1) copy of recorded deed; and

(2) mailing information and phone number for the Owner.

Transfer of Membership

2.04 Membership in this Association is automatically transferred with ownership of a Lot.

Address of Members

2.05 Members shall be deemed to have received notices sent to the street address of the Lot owned by a Member (or any one Lot if more than one Lot is owned), unless another address has been provided, in writing to the Association by delivery to its principal office or to the then President by certified mail, return receipt requested. Updated addresses shall become effective fourteen (14) days after receipt.

ARTICLE 3
MEETINGS OF MEMBERS

Annual Meeting

3.01 An annual meeting of the Members shall be held on third Tuesday of January in each year, beginning with the year 1998, at the hour of 7:00 o'clock p.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

Special Meeting

3.02 Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

Place of Meeting

3.03 The Board of Directors may designate any place, in Harris County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association; but if all of the Members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

3.04 Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally by delivery to the Lot (whether or not the Member is home) or by mail, to each Member entitled to vote at such meeting, not less than five (5) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting 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 records of the Association with postage thereon prepaid.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting. If a consent in writing setting forth the action so taken shall be signed by the requisite number of Members as would be necessary to take that action at a meeting in which all the Members of the Association were present. Each written consent shall bear the date of signature of each Member who signs the consent. A written consent signed by less than all Members is not effective to take the action that is the subject of the consent unless within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this section, the consent(s) signed by the required number of Members is delivered to the Association, its registered office, registered agent, principal place of business, or an officer of the Association, having custody of the books in which the proceedings of meetings of Members are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Association's principal place of business shall be addressed to the president. Prompt notice of the taking of any action by members without a meeting by less than unanimous written consent, shall be given to all members who did not consent in writing to the action. A telegram, telex, cable or similar transmission by a Member or a photographic, photostatic, facsimile or a similar reproduction of a writing signed by a Member, shall be regarded as signed by the Member for the purposes of this Section 3.05.

Quorum

3.06 The Members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Proxies

3.07 At any meeting of Members, a Member entitled to vote may vote 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.

Voting by Mail

3.08 Where Directors or officers are to be elected or Assessments are proposed to be enacted or raised, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 4
BOARD OF DIRECTORS

General Powers

4.01 The affairs of the Association shall be managed by its Board of Directors. Directors must be residents of the Subdivisions.

Number, Tenure, and Qualifications

4.02 The number of Directors shall be five (5). Each Director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified. The Board shall receive no compensation but may be reimbursed for reasonable expenses.

Regular Meetings

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.05 Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of the Director at any 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Quorum

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07 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 or by these Bylaws.

Vacancies

4.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his Predecessor in office.

Compensation

4.09 Directors shall not receive any compensation for their services, but by resolution of the Board of Directors may be reimbursed for reasonable expenses.

Informal Action by Directors

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting. If a consent in writing setting forth the action so taken shall be signed by the requisite number of Directors as would be necessary to take that action at a meeting in which all the Directors of the Association were present. Each written consent shall bear the date of signature of each Director who signs the consent. A written consent signed by less than all Directors is not effective to take the action that is the subject of the consent unless within sixty (60) days after the date of the earliest dated consent delivered to the Association in the manner required by this section, the consent(s) signed by the required number of Directors is delivered to the Association at its registered office, registered agent, principal place of business, or an officer of the Association having custody of the books in which the proceedings of meetings of Directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Association's principal place of business shall be addressed to the president. Prompt notice of the taking of any action by Directors without a meeting by less than unanimous written consent, shall be given to all Directors who did not consent in writing to the action. A telegram, telex, cable or similar transmission by a Director or a photographic, photostatic, facsimile or a similar reproduction of a writing signed by a Member, shall be regarded as signed by the Director for the purposes of this Section 4.10.

Telephone Meetings

4.11 All or any one of the Directors may participate in a meeting of Directors by means of conference telephone or similar communication equipment so that all persons participating can hear each other. Participation by such means shall constitute the 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 grounds that the meeting is not lawfully called or convened.

Liability of the Board

4.12 To the maximum extent allowed by law, the Association shall indemnity the Board of Directors from liability relating to actions taken by the Board of Directors in good faith in their official capacity for the Association. The Members intend that no Director have personal liability for any action taken in good faith in their capacity as a Member of the Board of Directors, except for gross negligence or willful misconduct. The Association shall, if reasonably available, purchase Directors and Officers liability insurance for the benefit of the Board of Directors.

Standards and Interpretations

4.13 The Board of Directors, from time to time, may issue regulations, standards and interpretations relating to the Restrictive Covenants affecting the Subdivisions (the "Restrictions"), consistent with the purposes and intent of the Restrictions, as part of the Board of Directors' discretionary authority. Each Owner, Member and Lot are bound by those regulations, standards and interpretations.

ARTICLE 5
OFFICERS

Officers

5.01 The officers of the Association shall be a President, one Vice President, a Secretary and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President, Treasurer and Secretary.

Election and Term of Office

5.02 The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03 Any officer 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy due to a Block Captain also being an officer shall not be filled.

President

5.05 The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. They shall preside at all meetings of the Members and of the Board of Directors. They may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the Powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or Board of Directors.

Treasurer

5.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Secretary

5.08 The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each Member which shall be furnished to the Secretary by each Member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Assistant Treasurer and Assistant Secretaries

5.09 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 6
COMMITTEES

Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or appealing the Bylaws; electing, appointing, or removing any Member of any such committee or any Director or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it by them by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, Members of each such committee shall be Members of the Association, and the President of the Association shall appoint the Members thereof. Any Members thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the Association shall be served by such removal.

Term of Office

6.03 Each Member of a committee shall continue as such until the next annual meeting of the Members of the Association and until his successor is appointed, unless the committee shall

be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

Chairman

6.04 One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

Vacancies

6.05 Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.07 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 7
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice President of the Association.

Deposits

7.03 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

7.04 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE 8
BOOKS AND RECORDS

8.01 The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 9
ASSESSMENTS

Right to Assess

9.01 The Association may levy a mandatory assessment on Lots. The assessment shall occur annually at a meeting of the Board. The procedure for levying the assessment shall conform with the requirements of the Restrictions.

Authorization of Assessment Amount

9.02 The Association may determine the amount of the annual assessment, as limited by the Restrictions. The assessment shall be uniform throughout the Subdivision.

Due Date

9.03 Annual assessments are due by April 1st of each year. Special assessments shall be due as determined by the Board of Directors or as set forth in the Resolution of the Members approving the special assessment.

Personal Liability for Assessments

9.04 All annual and special assessments are the personal obligation of the record owner of the Lot (jointly and severally, if more than one) at the time the assessment is due. Each assessment shall bear interest at the rate of the lesser of 6% per annum or the maximum rate allowed by applicable law from the date due until paid. The Association intends to comply with applicable usury laws. In the event the interest, contracted for, charged or received exceeds the maximum legal rate, the excess interest shall be refunded, spread and/or applied to principal to the maximum extend allowed by applicable law in order to avoid usury. The Owner is also personally liable for all costs, including attorneys fees, in collecting past due assessments.

Default and Termination of Membership Rights

9.06 When any Member shall be in default in the payment of assessments for a period of three (3) months from the date the assessment becomes payable, their Membership may thereupon be suspended by the Board of Directors. The Member shall forfeit all rights of Membership (including voting) until thirty (30) days after the default has been cured.

ARTICLE 10
SEAL

10.01 The Board of Directors may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal of Riverbend, Inc."

ARTICLE 11
WAIVER OF NOTICE

11.01 Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, 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.

ARTICLE 12
AMENDMENTS TO BYLAWS

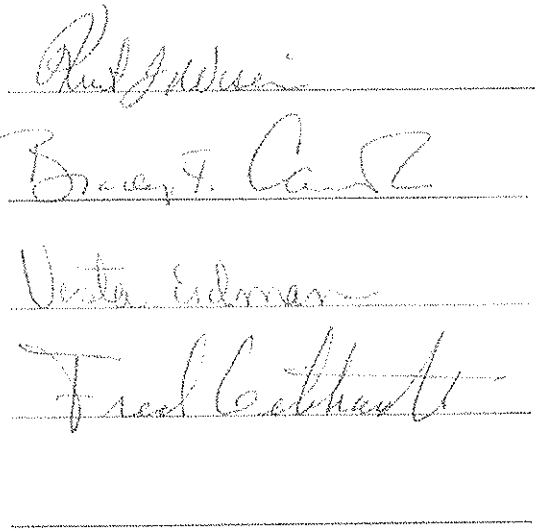
12.01 These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE 13
PROPERTY OWNERS ASSOCIATION

13.01 The Association is a "Property Owners Association" as that term is defined in TEXAS PROPERTY CODE CHAPTER 204 and has all powers of a Property Owners Association granted therein.

ARTICLE 14
SUCCESSOR TO RIVERBEND, INC.

14.01 The Association is the successor to the rights of Riverbend. Inc., as declarant, in the Restrictions for Riverbend Addition dated December 29,1952 recorded in Volume 2542 at Page 63 of the Deed Records of Harris County, Texas.

ADOPTED AT A DULY NOTICED AND HELD MEETING OF THE BOARD OF DIRECTORS OF THE ASSOCIATION HELD ON THE 8 DAY OF Dec., 1997.

Directors: