



Amend
22

FIRST AMENDMENT TO BY-LAWS OF
CINCO LANDSCAPE MAINTENANCE ASSOCIATION, INC.

JULY 29, 2004

X848191
08/17/04 300464851

\$22.00

THE STATE OF TEXAS
COUNTIES OF HARRIS AND
FORT BEND

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KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, Cinco Landscape Maintenance Association, Inc. (the "Association") is the governing entity for the Cinco Landscape Reserves (the "Reserves") as provided for in the Cinco Landscape Reserves Declaration of Covenants, Conditions and Restrictions dated December 10, 1984, recorded in the office of the County Clerk of Harris County, Texas, under Clerk's File No. J816521, and in the office of the County Clerk of Fort Bend County, Texas, under Clerk's File No. 60064 (as supplemented and amended from time to time, the "Declaration"); and

WHEREAS, the Association has adopted By-Laws of Cinco Landscape Maintenance Association, Inc. (the "Bylaws"); and

WHEREAS, Article VII, Section 6 of the Bylaws provides that the Bylaws may be amended by an instrument approved by two-thirds (2/3) of the Board of Directors of the Association and with the consent of the Class "D" member, as long as Class "D" membership exists; and

WHEREAS, it is proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, a duly constituted meeting of the Board was held on JULY 29, 2004, for, among other purposes, the purpose of amending the Bylaws as described hereinbelow; and

WHEREAS, The Board unanimously approved of amending the Bylaws as described hereinbelow; and

WHEREAS, Westbrook Cinco East, L.P. and Westbrook Cinco West, L.P., the Class "D" member of the Association, joins in the execution hereof to evidence its consent to the amendments to the Bylaws as described hereinbelow;

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, being the President of the Association, does hereby certify that the Board unanimously approved of the below-described amendment to the below-described provisions of the Bylaws at a duly constituted meeting held on JULY 29, 2004, for such purposes, to-wit:

- 1. Article II, Section 3, is deleted in its entirety and replaced with the following:

Section 3. Annual Meetings. The first meeting of the Association, whether a regular or special meeting, shall be held within one (1) year from the date of incorporation of the Association. Subsequent regular annual meetings shall be set by the Board so as to occur at least ninety (90) but not more than one hundred eighty (180) days after the close of

the Association's fiscal year on a date and at a time set by the Board of Directors.

2. Article III, Section 3, is deleted in its entirety and replaced with the following:

Section 3. Election and Term of Office. The Board shall consist of five (5) members who shall be appointed by the Declarant. The Board shall serve successive three (3) year terms until the annual meeting of the membership of the Association held in the year of 2005. The Declarant shall retain the right during the initial term to remove the Board members selected by it at any time and for any reason to appoint a new board member(s) to the Board to replace the removed member(s). The Declarant shall also have the right to appoint a replacement in the event of the death, incapacity or resignation of a Board member appointed by it.

At the annual meeting of the membership of the Association held in the year 2005, Members of the Association shall elect three (3) directors who shall serve as at-large directors. The director candidate receiving the most votes shall be elected for a term of three (3) years, the director candidate receiving the second most votes shall be elected for a term of two (2) years and the director candidate receiving the third most votes shall be elected for a term of one (1) year. The remaining two (2) available director positions shall be filled by appointees of the Declarant for terms of two (2) years and one (1) year each, as determined by the Declarant. Thereafter, after the expiration of the term of office of each member of the Board of Directors, his or her successor shall be elected by the Members of the Association to serve for a term of three (3) years each.

Subject to the foregoing, each Member shall be entitled to cast, with respect to each vacancy to be filled, the total number of votes to which such Member is entitled under the Declaration. There shall be no cumulative voting. The candidates receiving the most votes shall be elected. Directors shall hold office until their respective successors have been elected by the Association. Directors may be elected to serve any number of consecutive terms.

**FILED FOR RECORD
8:00 AM**

AUG 17 2004

Deputy L. Hoffman
County Clerk, Harris County, Texas

EXECUTED on this the 29 day of July, 2004, to evidence the certification set forth hereinabove.

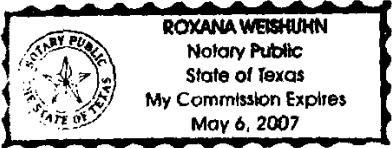
CINCO LANDSCAPE MAINTENANCE ASSOCIATION, INC., a Texas non-profit Corporation

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By: *Peter Haughton*
PETER HAUGHTON President

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on the 29th day of July, 2004, by Peter Haughton, President of CINCO LANDSCAPE MAINTENANCE ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



Roxana Weishuhn
Notary Public, State of TEXAS

CONSENTED AND AGREED TO:

WESTBROOK CINCO EAST, LP,
a Delaware limited partnership

By: Westbrook Cinco East GP, LLC,
a Delaware limited liability company,
its General Partner

By: *W. Nelson*
Walter F. Nelson, Vice President

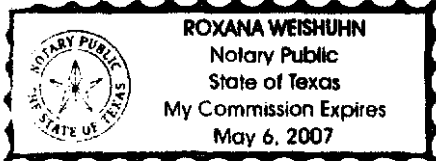
WESTBROOK CINCO WEST, LP,
a Delaware limited partnership

By: Westbrook Cinco West GP, LLC,
a Delaware limited liability company,
its General Partner

By: *W. Nelson*
Walter F. Nelson, Vice President

STATE OF TEXAS §
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COUNTY OF HARRIS §

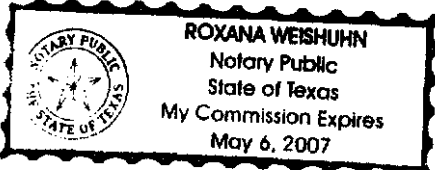
This instrument was acknowledged before me on July 29, 2004, by Walter F. Nelson, Vice President of Westbrook Cinco East GP, LLC, a Delaware limited liability company, the General Partner of Westbrook Cinco East, LP, a Delaware limited partnership, on behalf of said entities.



Roxana Weishuhn
Notary Public, State of Texas

STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on July 29, 2004, by Walter F. Nelson, Vice President of Westbrook Cinco West GP, LLC, a Delaware limited liability company, the General Partner of Westbrook Cinco West, LP, a Delaware limited partnership, on behalf of said entities.



Roxana Weishuhn
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

Mark K. Knop
Hoover Slovacek LLP
5847 San Felipe, Suite 2200
Houston, Texas 77057
713/977-8686
File No: 122094-16

Mark K. Knop

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FILED AND RECORDED

Return to:
HooverSlovacek
Attorneys at Law
P. O. BOX 4547
HOUSTON, TEXAS 77210

OFFICIAL PUBLIC RECORDS

Dr. Dianne Wilson

2004 Aug 09 04:27 PM

2004097706

BSH \$13.00

Dianne Wilson, Ph.D. COUNTY CLERK
FT BEND COUNTY TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS

COUNTY OF HARRIS
I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED. In the Official Public Records of Real Property of Harris County Texas on

AUG 17 2004



Dorely B. Kayser

COUNTY CLERK
HARRIS COUNTY, TEXAS