

2005-027641

FIRST AMENDED BYLAWS**OF****RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC.**

This First Amended Bylaws of River Park Ranch Property Owners Association, Inc. (the "Bylaws") amend, replace and supplant that certain document entitled "Bylaws of River Park Ranch Property Owners Association, Inc." dated September 13, 2001. The Bylaws govern the affairs of RIVER PARK RANCH "PROPERTY OWNERS ASSOCIATION, INC, a nonprofit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

ARTICLE 1.
OFFICES**Principal Office**

1.1 The principal office of the Corporation in the State of Texas shall be located at 210 Ruel Road Magnolia, Texas 77356, Montgomery County, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation. Meetings of Members and the Board of Directors may be held at such places within Montgomery County, Texas as may be designated by the Board of Directors.

Registered Office and Registered Agent

1.2 The street address of the initial registered office of the Association is 210 Ruel Road, Magnolia, Texas 77356, Montgomery County, Texas, and the name of its initial registered agent at such address is Clay Signor.

ARTICLE 2.

2.1 "Association" shall mean and refer to RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC, its successors and assigns.

2.2 "Subdivision" shall mean and refer to that certain real property known as RIVER PARK RANCH, as described in the Declaration of Covenants, etc., filed with the County Clerk of Montgomery County, Texas, under Clerk's File No 2001-010627 in the Real Property Records of Montgomery County, Texas as same may be amended from time to time, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.3 "Common Area" shall mean all real property owned by the Association and/or the Developer, for the common use and enjoyment of the Owners of property in the Subdivision.

2.4 "Tract" shall mean and refer to the lots of land shown upon any recorded map of the Subdivision with the exception of the Common Area.

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

2.6 "Declarant" shall mean and refer to the developer CLEAR SPRINGS DEVELOPMENT LTD, its successors and assigns if such successors or assigns should acquire the undeveloped Tracts from the Declarant for the purpose of development.

2.7 "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Subdivision as filed in the office of the County Clerk of Montgomery County, Texas, Under Clerk's File No. 2001-010627, Real Property Records, and any subsequent amendments thereto.

2.8 "Member" shall mean and refer to those persons entitled to membership in the Association.

ARTICLE 3.

3.1 Qualifications for Membership. The membership of the Association shall consist of all the owners of the Lots within the Subdivision or brought within the scheme of the Restrictions for the Subdivision pursuant to the provisions and authority of said Restrictions, which is subject to a maintenance charge assessment by the Declarant or assigns, including contract purchasers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Tract which is subject to assessment by the Association under the Restrictions.

3.2 Proof of Membership. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Tract or Tracts in the Subdivision. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

3.3 No Additional Qualifications. The sole qualification for membership shall be ownership of a Tract or Tracts in the Subdivision. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies and charges as are specifically authorized under the Restrictions.

ARTICLE 4. VOTING RIGHTS

4.1 Voting. Voting shall be on a one vote per Tract basis. The Owner or Owners of each Tract are entitled to one vote for each Tract owned in the Subdivision. If record title to a particular Tract or Tracts is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association, but the voting rights appurtenant to each such Tract may not be divided and fractional votes shall not be allowed. Any one of said Co-Owners may exercise the vote appurtenant to each such Tract so owned at any meeting of the Members and such vote shall be binding and conclusive on all of the other Co-Owners of said Lot or tract who are not present; provided, if one of the non-attending Co-Owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Tract except upon notice of unanimous consent by all such

Co-Owners being given to the Association. In the event more than one vote is cast for a single Tract by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

4.2 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Tract, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

4.3 Quorum. The presence, either in person or by proxy, of Members entitled to cast at least 30% of the total votes that may be cast at any meeting shall constitute a quorum at such meeting. In the absence of a quorum at a meeting of Members, the Board of Directors may adjourn the meeting from time to time without further notice.

4.4 Required Vote. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of the Members, unless the vote of a greater number is required by statute.

4.5 Cumulative Voting. Cumulative voting shall not be permitted during the election of Directors.

ARTICLE 5. **MEETINGS OF MEMBERS**

5.1 Annual Meetings. The first annual meeting of the Members of the Association shall be held within one year of the date of incorporation of the Association, and thereafter, the annual meeting of the Members of the Association shall be held on the third (3rd) Thursday of February of each succeeding calendar year at the hour of TWO p.m. If the date of the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday (excluding Saturday and Sunday).

5.2 Special Meetings. Special meetings of the Members may be called at any time by the President, a majority of the Board of Directors, or by Members representing at least thirty percent (30%) of the total votes entitled to be cast by the Members.

5.3 Place. The Board of Directors may designate any place, as the place of meeting for any annual meeting of the Members 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 the meeting shall be the principal office of the Association in the State of Texas, but if all of the Members shall meet any time and place, 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.

5.4 Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least ten (10) but not more than sixty (60) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in the case of a special

meeting, the nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address last appearing on the books of the Association with postage thereon paid.

5.5 Action Without Meeting. 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 all of the Members with the Secretary of the Association.

ARTICLE 6.

BOARD OF DIRECTORS

6.1 Number. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) persons.

6.2 Term. Each director shall serve a two (2) year term with two exceptions. The first exception is for the initial Board of Directors, who shall serve an initial term from their election until the completion of the election of directors at the Annual General Meeting in 2004. The second exception is that the directors added to the Board of Directors in 2004 would have an initial term of three years to stagger the election of board members. Officers shall be elected at an annual meeting.

6.3 Removal. Directors may be removed from office with or without cause by a vote of seventy-five percent (75%) of the Members of the Association.

6.4 Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by a majority vote, elect a successor who shall serve for the unexpired term of his predecessor.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

6.5 Compensation. No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

6.6 Powers and Duties. The Board shall have the powers and duties, subject to limitations on such powers and duties, as enumerated in these Bylaws or as set forth in the Articles of Incorporation of the Association. In addition, the Board of Directors shall have the following powers and duties.

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 one-fourth (1/4) of the Members who are entitled to vote;

b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c) 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 of the infractions thereof,

d) suspend the voting rights and right to use the Common Areas and recreational facilities of a Member during any period in which such Member shall be in default in the payment of any Maintenance Charge or assessment levied by the Association,

e) as more fully provided in the Restrictions to

(1) fix the amount of the annual Maintenance Charge assessment against each Tract in advance of the due date thereof,

(2) send written notice of each assessment to every Owner subject thereto in advance of the due date thereof; and

(3) foreclose the lien against any property for which Maintenance Charges and/or 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.

f) issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any Maintenance Charge and/or 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,

g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate,

h) cause the Common Area to be maintained,

i) cause the Restrictions of the Subdivision to be enforced and administered,

j) employ such accountants, attorneys, contractors or other persons or entities as they deem necessary to manage and administer the affairs of the Association, and

k) manage the affairs of the Association

6.7 Quorum. 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.

6.8 Action of Board of Directors. The act of a majority of directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

6.9 Regular Meetings A Regular Annual Meeting of the Board of Directors shall be held without notice other than as required by these Bylaws, immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide by resolution the time and place of additional regular meetings of the Board of Directors without notice other than such resolution.

6.10 Special Meetings. Special meetings of the Board of Directors shall be held when called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

6.11 Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or facsimile 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 in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile transmission report indicates that the transmission has been completed. Any director may waive notice of any meeting. The attendance of a 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

6.12 Informal Action by Directors Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any articles or document filed with the Secretary of State.

6.13 Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provisions of the Articles of Incorporation of these Bylaws requires the vote of a greater number.

6.14 Open Meetings. Regular and special meetings of the Board shall be open to all Members of the Association, provided, however, the Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

6.15 Executive Session. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be in open session.

6.16 Committees of Directors. The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint to such other committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all Members of each such committee must be a Member of the Association. The Board of Directors may grant to any committee thus established by the Board, such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purpose and functions of such committee. The Board of Directors may discharge

any committee established by the Board and may remove and replace committeemen appointed to any committee. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. No committee shall have the authority of the Board of Directors to

- (a) Amend the Articles of Incorporation
- (b) Adopt a plan of merger or a plan of consolidation with another corporation
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association
- (d) Authorize the voluntary dissolution of the Association
- (e) Revoke proceedings for the voluntary dissolution of the Association
- (f) Adopt a plan for the distribution of the assets of the Association.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a Member of a committee or a director or officer of the Association.
- (i) take any action outside the scope of authority delegated to it by the Board of Directors

6.17 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the Member thereof

6.18 Vacancies. Vacancies in the Membership of any committee may be filled by appointments.

6.19 Quorum 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.

6.20 Rules. 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.

NOMINATION AND ELECTION OF DIRECTORS

7.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee.

7.2 Nominating Committee. At a regular meeting of the Board of Directors held no later than November preceding the date for election of Directors, there shall be appointed by the Board a committee of five (5) Members of whom two (2) Members shall not be a Member of said Board and each member of the Board shall have the right and the privilege of naming one additional member of said Committee, also who shall not be a member of the Board. In the event of the failure of any member to do so, the members of the Board present at such meeting shall appoint a sufficient number to complete said Committee, which Committee shall be charged with the duty of nominating candidates for members of the Board of Directors to be elected at the next meeting. No member of the Nominating Committee may be nominated for the position of Board Member while serving on the Nominating Committee. The Board of Directors at said meeting shall fix the time and place of the meeting of such Nominating Committee, but the date fixed for such meeting shall not be less than thirty-one (31) days prior to the date of the annual election. The Secretary shall immediately notify in writing each of the members of such Nominating Committee of his selection and of the time and place of the meeting of the Committee. The Nominating Committee shall meet at the time and place designated. A majority of the Nominating Committee shall govern the action and determination of the Committee. Each nominee must receive a minimum of three (3) affirmative votes and must not be in default of any fees due the Association.

7.3 Nomination of Candidates and Posting of Names. The nominating committee shall at least twenty (20) days before the election, mail to the members the names of the candidates selected by it to fill the places of outgoing members of the Board of Directors, and shall also immediately file with the Secretary of the Association a list of such nominated members. No member shall be nominated who has served more than two (2) consecutive terms next preceding. Other candidates may be nominated to fill said places, or any of them, by petition signed by at least fifty percent (50%) of the Members entitled to vote, provided such petition shall be received by the Secretary at least seven (7) days before the annual election and provided any such nominee is a member not in default on any fees dues the Association. Upon receiving such petition, the Secretary shall forthwith cause the same to be added to the list of nominees of the Board of Directors. The names of all candidates nominated by the Committee or by petition, if any, shall be printed on the official ballot used at such election and none of such names may be withdrawn after the said names have been published on the bulletin board in the manner above stated. All names shall be arranged alphabetically on the ballot. At least ten (10) days prior to the annual election, the Secretary shall mail a copy of such official ballot to each member.

7.4 Election. Directors are elected at an annual meeting of Members of the Council Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected. No Member may cumulate votes.

ARTICLE 8.

OFFICERS

8.1 Enumeration of Officers. The Officers of this Association (who shall at all times be members of the Board of Directors) shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors, may, by resolution, create such other offices as it deems necessary or desirable.

8.2 Election and Term. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for a term of one (1) year, unless such officer shall sooner resign, be removed, or be otherwise disqualified to serve.

8.3 Resignation and Removal. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any officer may be removed from office by the Board whenever, in the Board's sole judgment, the best interests of the Association would be served by such removal.

8.4 Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

8.5 Compensation. Officers shall not receive compensation for services rendered to the Association.

8.6 President. 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. He shall preside at all meetings of the Members. He may sign, with or without the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that 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, he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

8.7 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

8.8 Secretary. The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors in one or more books provided for that purpose; serve all notices in accordance with the provisions of these Bylaws, keep the seal of the Association and affix it on all documents executed on behalf of the Association if expressly required by the Board of Directors or these Bylaws, keep a register of the post office address of each Member which shall be furnished to the Secretary by Such 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 him by the President or by the Board of Directors.

8.9 Treasurer. 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. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in the same name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, keep proper books of account, issue an annual report and, in general, perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

ARTICLE 9.
BOOKS AND RECORDS

9.1 Maintenance. Complete and correct records of account and minutes of Proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office of the principal place of business of the Association.

9.2 Inspection. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

9.3 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end of the 31st day of December of each year.

9.4 Corporate Seal. The Board of Director shall provide a corporate seal, but affixing of a corporate seal shall not be necessary to authenticate any action of the Association unless otherwise required by the Board of Directors or these Bylaws.

9.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or these Bylaws, 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 10.
CHARGES AND ASSESSMENTS

10.1 Fixed by Board. The Board of Directors shall fix, levy, collect, enforce and receipt for all fees, charges, costs, expenses, and assessments authorized in the Declaration, including, without limitation, the annual maintenance fund provided for in Article VI of the Restrictions. Subject to limitations prescribed in the Declaration, the annual assessment may be adjusted from time to time by the Board of Directors as the needs of the Development may require.

10.2 Due Date. All fees, charges, costs, expenses and assessments shall be due and payable as set forth in the Declaration.

10.3 Default. When any Member of any class shall be in default in the payment of any fees, charges, costs, expenses or assessments by reason of failure to pay same in full within the ten (10) days written notice thereof from the Treasurer or Assistant Treasurer of the Association, the Association may bring an action at law against the owner personally obligated to pay the same, or foreclose in accordance with the Declaration, which is incorporated by reference herein as if fully set forth.

ARTICLE 11.

11.1 Amendments. These Bylaws may be modified, altered, amended, repealed, or restated and new Bylaws adopted by a vote of seventy-five percent (75%) of those Members present and voting, in person or by proxy, at any annual or special meeting or election called for that purpose; provided, however, that a statement of the proposed modifications, alterations, amendments or repeal and proposed new Bylaws signed by twenty percent (20%) or more of the Members entitled to vote shall be delivered to the Board of Directors at least twenty (20) days before the date of such meeting or election; and it shall be the duty of the Board of Directors to cause a copy of such proposed modifications, alterations, amendments, or repeal and proposed new Bylaws to be mailed to each member of the Association at his last known address on the books of the Association at least seven (7) days before such meeting or election.

IN WITNESS WHEREOF, we bring all of the directors of the RIVER PARK RANCH PROPERTYOWNERS ASSOCIATION, INC., have hereunto set our hands this ____ day of _____, 2001.



Clay Signor



Charles Signor



Carol Schueleke

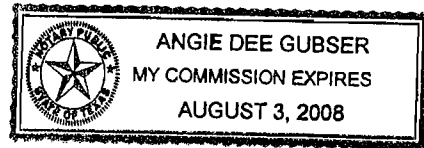
CORPORATE SECRETARY'S CERTIFICATE
RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC.

The undersigned certifies that he is the duly appointed and acting Secretary of RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC., (the "Association"). The Association is the property owners' association for RIVER PARK RANCH, a subdivision in Montgomery County, Texas, according to the map or plat there of record in Volume _____, Page 2001-01027 of the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and a true and correct copy of the Association's current FIRST AMENDED BYLAWS OF RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC., is attached to this certificate as Exhibit "A".

Signed this 16 day of March, 2005.

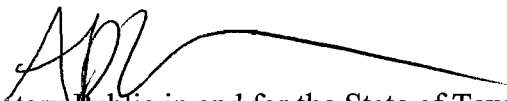

Secretary of RIVER PARK RANCH
PROPERTY OWNERS ASSOCIATION,
INC.



STATE OF TEXAS

COUNTY OF MONTGOMERY

Sworn to and subscribed to before me on the 16 day of March, 2005,
by Rusty Minchew, Secretary of RIVER PARK RANCH PROPERTY
OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.


Notary Public in and for the State of Texas

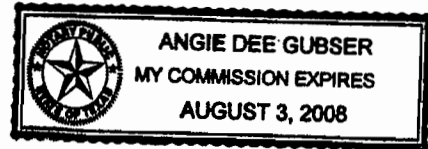
THE STATE OF TEXAS

COUNTY OF MONTGOMERY

This instrument was acknowledged before me on the 16 day of March, 2005, by Rusty Minchew, Secretary of RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

ADJ
Notary Public in and for the State of Texas

RECORDS MEMORANDUM
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blackouts, additions and changes were present at the time the instrument was filed and recorded.



AFTER RECORDING RETURN TO:

RIVER PARK RANCH PROPERTY OWNERS ASSOCIATION, INC.,
3500 W Davis, Suite 280
Couroe, TX 77304

FILED FOR RECORD

2005 MAR 17 PM 2: 33

Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify this instrument was filed in File Number Sequence on the date and at the time stamped herein by me and was duly RECORDED in the Official Public Records of Real Property at Montgomery County, Texas.

MAR 17 2005



Mark Turnbull
County Clerk
Montgomery County, Texas