

CERTIFICATE OF RATIFICATION AND FIRST AMENDMENT
TO THE BYLAWS OF
JAMESTOWN COLONY HOMEOWNERS ASSOCIATION, INC.

The undersigned, being the duly elected, qualified and acting Secretary of the Jamestown Colony Homeowners Association, Inc., a Texas nonprofit corporation; and the keeper of the minutes and the records of said corporation; does hereby certify that at the 1988 annual meeting of the members of the Corporation held on May 13, 1988, a quorum' was present and that by a unanimous vote, all those present, in person or by proxy, voted to ratify the Bylaws of the Corporation, a true and correct copy of which is attached hereto as Exhibit "A", with the following being a true and correct copy of the First Amendment to the Bylaws.

Article III, Section 3 and Section 5 are amended to read as follows:

Section 3. Annual Meeting: The annual meeting of the Members shall be held during the month of May on a day selected by the Board of Directors for the purpose of electing directors and for the transaction of any and all such other business which may be brought before or submitted to the meeting. All annual meetings of the Members shall be held at the office of the Association in the City of Houston, Texas, unless otherwise determined by the Board of Directors. Written notice of the annual meeting shall be sent as provided for in Article III, Section 4.

Section 5. Quorum: Twenty percent (20%) in number 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 annual or special 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 annual or special 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.

TO CERTIFY WHICH, witness my hand this the 28th day of July,
1988.

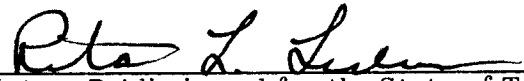
JAMESTOWN COLONY HOMEOWNERS
ASSOCIATION, INC.


By: Steve Gilliam
Secretary

THE STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned notary public, on this day personally appeared Steve Gilliom, Secretary of Jamestown Colony Homeowners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledge to me that he executed the same for the purposes and consideration therein expressed and in the capacity stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 28th day
of July, 1988.


Notary Public in and for the State of Texas

Printed Name Rita L. Leduc

Commission Expires: 6/29/89

RITA L. LEDUC
Notary Public, State of Texas
My Commission Expires 6-29-89