BYLAWS OF

CHAMPIONS BEND ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1 - OFFICES

Registered Office

1.01. The registered office of the Corporation in the State of Texas shall be located at 6624 Fannin, Suite 2700, Houston, Texas 77030, and the name of the registered agent of the corporation at such address is William Heavin.

ARTICLE 2 - MEMBERS

Class of Members

2.01. The Corporation shall have one class of members.

Admission of Members and Renewal of Membership

2.02. Each owner of a lot within the Champions Bend subdivision shall be a member of the Corporation.

Voting Rights

2.03. One vote shall be allow per lot, but after improvements on any lot(s), the owner of said lot(s) shall have no more than one vote per single family residence.

ARTICLE 3 - MEMBERSHIP MEETINGS

Annual Meeting

3.01. Beginning in 1993, the Board of Directors shall hold an annual meeting of the members at 7:00 p.m. on the second Monday of March each year or at another time that the Board of Directors designates. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in the State of Texas, the meeting shall be held on the next business day. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors.

Special Meetings

3.02. Special meetings of the members may be called by the president, the Board of Directors, or not less than twenty percent (20%) of the voting members.

Place of Meeting

3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of

meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

Notice of Meetings

3.04. Written or printed notice of any meeting of members, not including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the Corporation, or the officers or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorum

3.05. The members holding twenty percent (20%) of the votes that may be cast at a meeting who attend the meeting in person or by proxy shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

Actions of Membership

3.06. The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot.

Proxies

3.07. A member entitled to vote may vote by proxy executed in writing by the member. 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. The Board of Directors may authorize members to vote by mail on the election of directors and officers or on any other matter that may be voted on by the members.

ARTICLE 4 - BOARD OF DIRECTORS

Management of the Corporation

4.01. The affairs of the Corporation shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

4.02. The number of Directors shall be at least three directors or a number determined by the Board of Directors that is not less than three and not greater than nine. Directors shall be residents of Texas. Directors shall be members of the Corporation. Each director shall serve for a term of two years. The terms of the directors shall be staggered so that the terms of half of the directors shall begin in even-numbered years and the terms of half of the directors shall begin in odd-numbered years.

Nomination of Directors

4.03. At any meeting at which the election of a director occurs, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Election of Directors

4.04. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the membership of the Corporation. Directors shall be elected at the annual meeting of the Board of Directors. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director.

Vacancies

4.05. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Annual Meeting

4.06. The annual meeting of the Board of Directors may be held without notice other than these Bylaws. The annual meeting of the Board of Directors shall be held

immediately after, and at the same place as, the annual meeting of members.

Regular Meetings

4.07. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

4.08. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

Notice

4.09. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

4.10. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

4.11. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be

in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

4.12. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting 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 the 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.

Proxies

4.13. A director may vote by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution.

Compensation

4.14. Directors shall not receive any compensation for their services.

Removal of Directors

4.15. The members may vote to remove a director at any time, with or without good cause. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda and the notice shall state the possible cause for removal. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of fifty (50) percent of the members.

ARTICLE 5 - OFFICERS

Title and Appointment

5.01. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such assistants and other officers as the Board of Directors

shall from time to time determine. Any two offices may be held by one person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the compensation and tenure of all officers.

Powers and Duties of Officers

5.02. The officers of the corporation shall have the powers and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

ARTICLE 6 - EXECUTION OF INSTRUMENTS

6.01. The Board of Directors may, in its discretion, authorize an officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

ARTICLE 7 - RECORDS AND REPORTS

Inspection of Books and Records

7.01. All books and records provided for by statute shall be open to inspection of the members from time to time and to the extent expressly provided by statute, and not otherwise. The Directors may examine such books and records at all reasonable times.

ARTICLE 8 - AMENDMENT OF BYLAWS

Amendment of Bylaws

8.01. The power to alter, amend, or repeal these bylaws is vested in the Directors, subject to repeal or change by action of the members.

* * * * *

Adopted by the Board of Directors on JUNE 26, 1992.

Ben Dyer, President

William Heavin, Vice President

ATTEST:

Connie G. Dyer, Secretary

FILED
In the Office of the
Secretary of State of Texas

OCT 3 1 2006

Corporations Section

CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE FOR CHAMPIONS BEND ESTATES HOMEOWNERS ASSOCIATION, INC. A NONPROFIT CORPORATION

Entity Information

1. The name of the entity is Champions Bend Estates Homeowners Association, Inc., which is a Texas nonprofit corporation.

2. The file number issued to the filing entity by the secretary of state is 123737701.

3. The registered agent and registered office of the entity as currently shown in the records of the secretary of state are William Phillips, 16690 Champion Forest Dr. #237, Spring, Texas 77379.

Change to Registered Agent

4. The entity is a nonprofit corporation, which has authorized the change indicated below through its board of directors or by an officer of the corporation so authorized by its board of directors, as provided by the Texas Business Organizations Code.

a. The NEW registered agent is an individual resident of the state whose name is Beverly Gibson.

b. The registered office address is CHANGED to 30 Champions Bend Circle, Houston, Texas 77069

5. The street address of the registered office and the street address of the office of the registered agent are the same.

Statement of Approval

6. The change specified in this statement has been authorized by the entity in the manner required by the BOC or in the manner required by the law governing the filing entity, as applicable.

Effectiveness of Filing

7. This document becomes effective when the document is filed by the secretary of state.

Execution

8. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Dated: October 30, 2006

Champions Bend Estates Homeowners Association, Inc.

By: _____

Beverly Gibson, President