

BYLAWS
OF
HERITAGE GREEN, INC.
ASSOCIATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is HERITAGE GREEN, INC., a non-profit Texas corporation, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 10120 Montwood, El Paso, Texas 79925 but meetings of members and directors may be held at such places within the State of Texas, County of El Paso, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to HERITAGE GREEN, INC., a non-profit Texas corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to VISTA DEL SOL all as described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to BUILDING FOR HERITAGE HOMES, INC., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of El Paso County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter,

at the hour of 7:30 o'clock P.M. If the day for the annual meeting of the

members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, 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 purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 1/10 of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meeting of members, each member may vote in person or by proxy. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors of nine (9) directors, who need not be members of the Association, all of whom shall be elected at the first annual meeting of the members. Until such meeting, the three founding directors, named in the Articles of Incorporation, shall be empowered to act for organizational purposes.

Section 2. Term of Office. At the first annual meeting the members shall elect 3 directors for a term of one year and 3 directors for a term of two years and 3 for a term of three years and at each annual meeting thereafter the members shall elect directors to fill the vacancies thus resulting and the directors so elected shall serve for a term of three years. Directors whose terms expire may be re-elected.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors.

Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three(3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

A. 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 for the infraction thereof:

B. Terminate all services, facilities and utilities provided by the Association to any Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association and to suspend the voting rights of such Member and the right of such Member to use the recreational facilities and Common Areas of the Association, such

suspension to be for such reasonable time as the Board of Directors shall determine:

C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration:

D. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors: and

E. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and affairs and to present statements thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by 1/4 of the Class A 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. As more fully provided in the Declaration, to:

(1) Fix the amount of the regular monthly assessment and all special assessments against each Lot in the manner and at the times provided in the Declaration, including such advance deposits as they may deem reasonable:

(2) Send written notice of each new assessment to every Owner subject thereto at least 10 days in advance of the first due date thereof and thereafter to send monthly notices of the aggregate of all regular and special assessments levied against each such Owner:

(3) Enforce any or all of the provisions contained in the Declarations relating to a default in the payment of assessments including the termination of all facilities and services rendered to the Owner, the termination of his right to vote or to use the common facilities or to foreclose the lien against the property of said Owner as regards any delinquent assessments or to bring an action at law against the Owner personally obligated to pay the same.

D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any 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:

E. Procure and maintain adequate liability and hazard insurance on property owned by the Association:

F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate:

G. Cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual

meeting of the members.

Section 3. Term. The officers of this Association, shall be elected annually by the Board and each shall hold office for one (1) year or until his successor be duly elected unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

A. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments in the ordinary course of the business of the Association or, if not in the course of business, upon authority from the Board of Directors. He shall co-sign all checks and promissory notes.

Vice President

B. The Vice President shall act in the place and stead of the President in the event of his absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of his by the Board.

Secretary

C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

D. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks

of the Association; keep proper books of account; at the completion of each fiscal year, he shall cause an annual audit of the Association's books to be made by the public accountant selected by the Board; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

MEMBER'S RIGHTS

Each Member and the designated members of his household and his guests (within the limitations established by the rules and regulations of the Association) shall have the right to the use and enjoyment of all common facilities and shall be provided with all of the benefits and privileges but subject to all of the duties, responsibilities and obligations of Members as fully set out in the Declarations, which are incorporated herein and made a part of these Bylaws by this reference. In the event of any dispute between Members or any personal grievances or complaint by a Member regarding the promulgation or enforcement of the Association's rules and regulations or the enforcement of obligations of the Members as contained in said Declarations, such Member shall not file any suit or proceeding at law or in equity against the Association or any of its officers or directors or other Member of the Association for matters related to said Declarations or the rules or regulations or the Bylaws, until he shall have:

A. Presented his complaint or grievance in writing to the Board of Directors; delivery may be made to the President, Vice President, Secretary of the Association or to its duly appointed Manager:

B. Appeared in person before the Board of Directors in support of his complaint or grievance at a meeting specially called by the Board for said purpose after at least 10 days notice to the Member, the purpose of which meeting and hearing shall be good faith negotiations toward the settlement of the complaint; however, if the Board does not establish a time for the hearing of said complaint within 30 days after the written complaint has been presented, the requirement of this paragraph B will be deemed to have been met:

C. At said hearing, the Member shall present to the Board all facts and evidence in support of the complaint so that there will be available to the Board a full explanation of the basis of the grievance; likewise, if there is another Member or party involved in said complaint, such other party shall have a similar notice of the hearing and shall present all evidence in his behalf regarding the action or omission complained of.

The procedure set out in this Article IX is intended to provide an opportunity for good faith negotiations toward the settlement of complaints prior to legal action. Accordingly, each Member, in accepting membership in the Association, agrees that compliance with the provisions of this Article shall be a condition precedent to the filing of any action at law or in equity which may be based upon such complaint or grievance.

ARTICLE X

COMMITTEES

THE Association shall appoint an Architectural Control Committee, as

provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words; HERITAGE GREEN, INC. -TEXAS.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto Amendments while there is Class B Membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being the initial directors of HERITAGE GREEN, INC. hereunto set our hands on APRIL _____, 1973.

Initial Board of Directors

THE STATE OF TEXAS]
 ¶
COUNTY OF EL PASO ¶

BEFORE ME, the undersigned authority, on this day personally appeared J. MAX QUENON, W. G. TRAPP, and ARLENE S. QUENON, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER BY HAND AND SEAL OF OFFICE this 12th day of April, 1973.

Notary Public in and for
El Paso County, Texas

CERTIFICATION

I, the undersigned, do hereby certify:
THAT I am the duly elected and acting Secretary of HERITAGE GREEN, INC., a Texas Corporation, and ,
THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 12th day of April, 1973.
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 12th day of April, 1973.

Secretary

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for HERITAGE GREEN, INC. (filing number: 32095301), a Domestic Nonprofit Corporation, was filed in this office on March 07, 1973.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 10, 2006.



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams
Secretary of State

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HERITAGE GREEN, INC. ✓
Filing Number: 32095301 ✓

Articles of Incorporation

March 07, 1973

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 10, 2006.



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAR 07 1973

Bill Zimmerman

Deputy Director, Corporation Division

ARTICLES OF INCORPORATION
OF
HERITAGE GREEN, INC.

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is HERITAGE GREEN, INC., hereinafter called the "Association".

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

To provide for maintenance, preservation and architectural control of the residential lots and common areas located within that certain tract of property described as VISTA DEL SOL UNIT FIFTEEN, an Addition to the City of El Paso, El Paso County, Texas, and to promote the health, safety and welfare of the residents within said Addition and any Additions thereto as may hereafter be brought within the jurisdiction of this Association and specifically, for this purpose, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the County Clerk of El Paso County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length; and

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Texas by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, it being understood that the Declarant anticipates the development of the project in different stages which may be annexed by the Declarant without the consent of the Class A members, provided said annexation(s) be accomplished on or before March 1, 1977; or

(b) on March 1, 1977.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association, all of whom shall be elected at the first annual meeting of the members. Until such meeting, the three founding Directors, named herein, shall be empowered to act for organizational purposes. The number of

directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the initial Board of Directors who are authorized to act in the capacity of directors until the first annual meeting of the members are:

J. Max Quenon	10,120 Montwood
W. G. Trapp	10,120 Montwood
Arlene S. Quenon	10,120 Montwood

All addresses are in El Paso, Texas, 79925.

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 10,120 Montwood, El Paso, Texas 79925, and the name of its initial registered agent at such address is J. Max Quenon.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed to an organization which is exempt under the provisions of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or corresponding provisions of any future United States Internal Revenue law) to be used for purposes similar to those for which this Association was created or said assets shall be delivered to an appropriate public agency for such purposes.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators of this Association are:

J. Max Quenon	10120 Montwood	El Paso, Texas	79925
W. G. Trapp	10120 Montwood	El Paso, Texas	79925
Arlene S. Quenon	10120 Montwood	El Paso, Texas	79925

IN WITNESS WHEREOF, we have hereunto set our hands, this 28th

day of February, 1973.

J. Max Quenon
J. Max Quenon

W. G. Trapp
W. G. Trapp

Arlene S. Quenon
Arlene S. Quenon

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

I, Joan W. Allberg a Notary Public, do hereby certify that on this 28th day of February, 1973, personally appeared before me, J. MAX QUENON, W. G. TRAPP and ARLENE S. QUENON, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

My commission expires:
June 1, 1973

Joan W. Allberg
Notary Public in and for
El Paso County, Texas