

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF BEXAR

**THIRD AMENDMENT TO THE BYLAWS OF
PROMONTORY POINTE HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, Promontory Pointe is a residential subdivision located in Bexar County, Texas (hereinafter called the "Subdivision"); and,

WHEREAS, the Subdivision is subject to and governed by a mandatory association of property owners which has been incorporated under the name "Promontory Pointe Homeowners Association, Inc." (hereinafter called the "Association"); and,

WHEREAS, the Association is governed by the Bylaws adopted by the initial Board of Directors effective May 16, 1996 (hereinafter the "Bylaws"); and,

WHEREAS, the Association is a Texas Non-Profit Corporation organized under the Articles of Incorporation of Promontory Pointe Homeowners Association, Inc., executed on May 16, 1996; and,

WHEREAS, Article 1396-2.09, Texas Civil Statutes, being part of the Texas Non-Profit Corporation Act, authorizes the Board of Directors of a non-profit corporation, such as Promontory Pointe Homeowners Association, Inc. to adopt, amend or repeal by-laws, except in certain circumstances inapplicable to the Association; and,

WHEREAS, the Board of Directors of the Association (hereinafter the "Board") finds that is in the best interest of the members of the Association for the Board to amend the Bylaws of the Association to stagger terms of members of the Board in a way that equalizes representation from different sections of the Subdivision;

NOW, THEREFORE, BE IT, AND IT IS HEREBY, RESOLVED by the Board as follows:

Article VI, Section 6.3, of the Bylaws is amended by inserting the following provision in place of the existing provision, which is hereby deleted in its entirety:

Section 6.3. Term of Office. To provide balanced representation from the different Units in the Subdivision contemporaneously with the merger of the various Associations into one, the terms for directors elected in 2006 shall be:

Three Years:

Jeff Clay, Pointe
Milt Driggers, Heights
George Lampe, At-large

Two Years:

Dave Walsworth, Pointe
Rand Rodriguez, Peak
Ray Wenzel, At-large

One Year:

David Marx, Pointe
Joe Zayac, Peak
Christi MacMillin, Reserve

At each annual meeting of the members held subsequent to 2006, each director elected at such meeting shall be elected for a term of three years.

Except as amended above, the Bylaws are ratified, reaffirmed and confirmed in all other respects.

Thus adopted effective the 9th day of November, 2006.

By their signatures below the President and Secretary of Promontory Pointe Homeowners Association, Inc. certify the foregoing Third Amendment of the Bylaws of Promontory Pointe Homeowners Association, Inc. was validly adopted at meeting of the Board of Directors, or by unanimous written consent in lieu of a meeting.

Dave Walsworth, President,
Promontory Pointe Homeowners Association, Inc.

ATTEST:

Joe Zayac, Secretary,
Promontory Pointe Homeowners Association, Inc.