

BYLAWS OF THE BARCLAY OWNERS'
ASSOCIATION, INC.

125-66-1065

WITH AMENDMENTS TO /AND INCLUDING AUGUST 18, 1988

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BYLAWS OF
THE BARCLAY OWNERS' ASSOCIATION, INC.

The name of the corporation is THE BARCLAY OWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at 2600 Bellefontaine Street, Houston, Texas 77025, but meetings of the Members and the Directors may be held at such places within the state of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. All terms used herein shall have the meaning given thereto in the Declaration unless expressly stated to the contrary herein.

Section 2. "Articles of Incorporation" shall mean the articles of incorporation of the Association, as amended from time to time.

Section 3. "ByLaws" shall mean these ByLaws of the Association, as amended from time to time.

Section 4. "Declaration" shall mean the declaration as amended from time to time, establishing the Barclay Condominium Residences as a condominium regime in Houston, Harris County, Texas pursuant to Article 1301a of the Texas Revised Civil Statutes, a copy of which Declaration is recorded in the Official Public Records of Real Property of Harris County, Texas under File Code No. F329759, Vol. 50, Page 12. The Declaration is incorporated, herein by this reference for all purposes.

Section 5. "Director" Shall mean a member of the Association's Board of Directors.

Section 6. "Member" shall mean those persons entitled to membership in the Association as provided in the Declaration.

Section 7. "Nominating Committee" Shall mean a committee formed for the purpose of nominating candidates for election to the Board of Directors as contemplated by Article IV, Section 2 of the Bylaws.

Section 8. "Property" shall mean that real property described in the Declaration as the "Land."

Section 9. "Voting Majority" shall mean Apartment owners who collectively own at least 51% interest in the Association, as determined under Article III, Section 5 of the Declaration.

ARTICLE III

MEMBERS, MEETINGS, AND VOTING RIGHTS

Section 1. "Composition and Powers". Each Owner shall be a member of the Association and shall continue to be a member for so long as he owns an apartment, all as more fully set out in Section 2 of Article 3 of the Declaration. The foregoing is not intended to include persons or entities holding an interest in an Apartment merely as security for the performance of

an obligation. Membership shall be appurtenant to, and may not be separated from, the ownership of any Apartment. Each Member shall have a vote or votes in the Association according to the Percentage Interest appurtenant to the Apartment or Apartments owned by such Member as set forth in Section 5 of Article 3 of the Declaration, except that no member may have a vote or votes in the Association while more than 60 days delinquent in financial obligation to the Association. The records of the Association shall be the final determination of such said delinquency. Approval by a voting majority as defined by Article II, Section 9, is required to adopt decisions at any meeting or any action taken without a meeting of members of the Association except where is specified otherwise in these ByLaws or in the Declaration.

Section 2. Annual Meeting. The Annual Meeting of the Members shall be held in the month of May each year, the exact date and meeting place to be determined by the Board.

Section 3. Special Meetings. Special meetings of the Members shall be called at any time by the President or by the Board of Directors or upon written petition submitted to the Board by not less than twenty-five (25) percent of the voting members. The notice of any special meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. 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 pre-paid, at least ten (10) 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 in writing by such Member to the Association for the purpose of notice. Such notice shall specify the purpose, place, date and hour of the meeting. Notice of the annual meeting shall also include an agenda and financial report.

Section 5. Quorum and Adjournment. The presence at any meeting, in person or by proxy, of a voting majority as defined in Article II, Section 9 of these ByLaws shall constitute a quorum for any action, except as otherwise provided in the Declaration, or these Bylaws. Should a quorum not be obtained and Members entitled to cast at least 25 percent of the total votes in the Association are present in person or by proxy and at least 51 percent of the total votes present are cast in the affirmative on any issue, then the absentee members shall be permitted to file a written affirmative vote within the next ten (10) days with the Association management office. The Board of Directors is authorized to extend such period for an additional 20 days. The issue will be passed if approved by a voting majority as defined in Article II, Section 9 of these ByLaws. Any meeting of the Association, whether annual or special, may be adjourned by a majority vote of homeowners present and voting, and each homeowner having one vote, whether a quorum be present or not. Adjournment shall be to such time, date and place as may be determined by the Board of Directors. At any such subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 6. 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. Every proxy shall be revocable and every proxy shall automatically cease upon conveyance by the Member of his Apartment.

Section 7. Action Taken Without a Meeting. The Members shall have the right to take any action which they could take at a meeting of the Association provided it is initiated by a majority of the Board of Directors or a written petition addressed to the Board of Directors signed by Members entitled to cast at least 25 percent of the total votes in the Association. Each Member shall then be furnished by prepaid postage a detailed explanation of the matter of matters to be voted upon, and a ballot to be returned, in the stamped self-addressed envelope provided for that purpose, by a specified date. Changing the specified date shall require approval

by a majority vote of the Board of Directors but shall not exceed 20 days beyond the initial closing date for such voting. A majority vote as defined by Article II, Section 9, by the homeowners shall be required for approval of any proposed action.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Composition. The affairs of the Association shall be managed by a Board of five (5) Directors. Directors shall be Members of the Association. At the annual meeting the Members shall elect one (1), two (2), or three (3) Directors as the case may be, according to the number of vacancies, for term of three years.

Section 2. Nomination. Nominations for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nomination Committee shall consist of five (5) members, one of whom shall be a Board Member, selected by the Board, whose term is not expiring. The Committee shall elect its own chairman. The Nominating Committee shall be Appointed by the Board two (2) months prior to each annual meeting of the Members, to serve until the close of such annual meeting. Such appointment shall be announced by immediately mailing a list of names of such Nominating Committee Members to each Association Member entitled to vote, at the address stated in Article III, Section 4, herein. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine necessary, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members of the Association.

Section 3. Qualifications. No person shall be eligible for election as a member of the Board of Directors or continue to serve unless he or she is a Member of the Association. No person shall be elected as a Director or continue to serve as a Director if more than sixty (60) days delinquent in financial obligations to the Owners' Association.

Section 4. Election. Election to the Board of Directors shall be by secret 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 and these ByLaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5. Removal. Any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purposes. In the event of death, resignation, sale of apartment, or removal of a Director, a successor shall be elected by the remaining members of the Board of Directors, from the resident members of the Association, and shall continue to serve for the unexpired term of the predecessor. Any Director not in attendance at two (2) consecutive Board meetings shall be deemed to have resigned unless the minutes reflect consent to such absence by a majority of the Board.

Section 6. Compensation. No Director shall receive compensation for any service rendered to the Association; however, any Director may be reimbursed for actual expenses incurred in the performance of duties with the approval of a majority of the Board.

Section 7. Quorum. The presence of at least four members of the Board of Directors shall constitute a quorum for the transaction of business to vote on all matters whenever there are four members of the Board of Directors present. Affirmative votes by at least three members

of the Board of Directors shall be required to adopt decisions at all meetings of the Board of Directors.

Section 8. Action Taken Without a Meeting. The Directors shall have the right to take any action without 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 Directors.

Section 9. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' written notice to each Director, which notice may be waived by attendance at the meeting or by written waiver.

Section 10. Powers and Duties. The Board of Directors, for the benefit of the Members, shall have the following powers and duties:

(a) To 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, Articles of Incorporation, or the Declaration.

(b) To take all such lawful action as the Board of Directors may determine to be necessary, advisable or convenient to effectuate the purposes and provisions of the Declaration, the Articles of Incorporation, and ByLaws.

(c) To perform any and all duties imposed on or powers allowed to the Board of Directors by applicable law.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Election of Officers. The Officers of the Association shall be the President, one or more Vice-Presidents, Secretary, and Treasurer, and, in addition thereto, in the discretion of the Board of Directors, such other officers with such duties as the Board of Directors shall from time to time determine. All officers shall be elected annually by the Board of Directors as the Board of Directors may determine. All officers shall serve until their successors shall have been elected or until they have been removed or have resigned. All officers shall be subject to removal at any time by the Board of Directors. The Board of Directors may, in its discretion, elect acting or temporary officers and elect officers to fill vacancies occurring for any reason whatsoever, and may, in its discretion, limit or enlarge the duties and powers of any officer elected by it. Any person may simultaneously hold more than one of any of the offices, except the offices of the President and Secretary.

Section 2. President. The President shall preside at all meetings of the Board of Directors and the Members; see that orders and resolutions of the Board of Directors are carried out; and, unless otherwise provided by the Board of Directors, sign all leases, mortgage deeds, and other written instruments that have been approved by the Board of Directors.

Section 3. Vice-President. Each Vice-President shall have such power and duties as may be assigned by the Board of Directors. If more than one Vice-President is elected, the Board of Directors shall designate who is the First Vice-President, who is the Second Vice-President, etc. In the absence of the President, the First Vice-President shall perform the duties of the

President. Such authority to act for the President shall vest to the Vice-Presidents in the order of their numerical designation by the Board of Directors.

Section 4. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the association and affix it on all papers requiring said seal; serve notice of meetings in conformity with these ByLaws; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer shall receive and deposit in the appropriate bank accounts all money of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; sign all checks and promissory notes of the Association, except that in the event of absence, the Treasurer may designate other authorized signatory; keep proper books of the accounts suitable for auditing; cause an annual statement of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned by the Board of Directors.

ARTICLE VI

COMMITTEES

In addition to the committees provided for in the Declaration and the ByLaws, the Board of Directors may appoint such other committees as may be deemed appropriate by the Board.

ARTICLE VII

PAYMENT OF ASSESSMENTS

Section 1. Members' Obligation to Pay. All Members are obligated to pay, in accordance with the provisions in the Declaration, all assessments imposed by the Association to meet the expenses of the Association.

Section 2. Delinquent Assessments. All delinquent assessments shall be enforced, collected, or foreclosed in the manner provided in the Declaration; and the Association shall collect, from such apartment, reasonable Attorney's fees and any other costs incurred in all proceedings to collect assessments.

ARTICLE VIII

CORPORATE SEAL

The Association may have a seal in the form prescribed by the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Covenant to Obey Laws, Rules and Regulations. Each Member shall be subject to the Declaration and shall abide by the ByLaws and Rules and Regulations as the same

are or may be amended from time to time. Each member shall observe, comply with, and perform all rules, regulations, ordinances, and laws made by any governmental authority of any municipal, state, and federal government having jurisdiction over the Property or any part thereof.

Section 2. 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.

Section 3. Amendment. The ByLaws may be amended by a voting majority as defined by Article II, Section 9 of the ownership, so long as notice of the proposed ByLaws change is given to the Members at least ten (10) days in advance. If any such amendment affects the right of Mortgagees, the consent of 75% of the Mortgagees (based upon one (1) vote for each Mortgage held) shall also be required.

I, George Holland, President of Barclay Owners Association, Inc., 2600 Bellefontaine, do hereby certify that this is a true and correct copy of the By-Laws for said Association, as properly amended as prescribed in the By-Laws.

George Holland
George Holland, President
Barclay Owners Association, Inc.

Aug. 5, 1988
Date

STATE OF TEXAS
COUNTY OF

This instrument was acknowledged before me on this 5th day of August, 1988, by George Holland, President, Barclay Owners Association, Inc., a Texas Non-Profit Corporation, acting on behalf of said Corporation.

My Commission Expires:

11-30-88

Anne Schultz Lewis
Notary Public, State of Texas
Notary's Printed Name:
Anne Schultz Lewis

Return to:

Barclay Owners Association, Inc.
c/o Riddle Property Management, Inc.
P. O. Box 924144
Houston, Texas 77292-4144

125-66-1073

AUG 18 9 23 AM '88

Handwritten signature and illegible text

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

AUG 18 1988



Quita Rodriguez
COUNTY CLERK
HARRIS COUNTY, TEXAS

FIRST AMENDMENT TO BYLAWS OF
THE BARCLAY OWNERS' ASSOCIATION, INC.

THE STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF HARRIS §

WHEREAS, that certain Condominium Declaration for the Barclay Condominium Residences Phase I dated October 6, 1977, and recorded on October 10, 1977 in Vol. 50, Page 12 of the Condominium Records of Harris County, Texas, under Clerk's File Number F-329759 (the "Declaration") places certain covenants, conditions and restriction upon the property commonly known as the Barclay Condominiums in Houston, Harris County, Texas (the "Condominiums"); and

WHEREAS, The Barclay Owners' Association, Inc., a Texas non-profit corporation (the "Association"), has adopted Bylaws of The Barclay Owners' Association, Inc. (the "Bylaws"); and

WHEREAS, Article IX, Section 3 of the Bylaws provides that the Bylaws may be amended by a voting majority (as defined in Article II, Section 9 of the Bylaws) of the ownership, so long as notice of the proposed Bylaw change is given to the members of the Association (the "Members") at least ten (10) days in advance; and

WHEREAS, Article II, Section 9 of the Bylaws defines "voting majority" to mean owners of apartments at the Condominiums who collectively own at least a fifty-one percent (51%) interest in the Association, as determined under Article 3, Section 5 of the Declaration; and

WHEREAS, Article 3, Section 5 of the Declaration provides that each Member shall have a vote or votes in the Association according to the percentage interest appurtenant to the apartment or apartments owned by such Member as shown on Exhibit "B" to the Declaration; and

WHEREAS, it is proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, notice of the proposed change to the Bylaws was given to the Members at least ten (10) days in advance of the annual meeting of the Association held on May 19, 2005; and

WHEREAS, Article III, Section 5 of the Bylaws provides that the presence at any meeting of the Association, in person or by proxy, of a voting majority (as defined in Article II, Section 9 of the Bylaws) shall constitute a quorum for action; and

WHEREAS, a duly constituted annual meeting of the Association was held on May 19, 2005, for, among other purposes, the purpose of changing the Bylaws as described hereinbelow; and

WHEREAS, at the annual meeting of the Association held on May 19, 2005, owners of apartments at the Condominiums who collectively own at least fifty-one percent (51%) interest in the Association (as determined under Article 3, Section 5 of the Declaration) were present, or submitted their proxies, and approved of changing the Bylaws as described hereinbelow.

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, being

15 JUN 30 AM 11:00
CLERK
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the President of the Association and the Secretary of the Association, do hereby certify that at the annual meeting of the Association held on May 19, 2005, owners of apartments at the Condominiums who collectively own at least fifty-one percent (51%) interest in the Association (as determined under Article 3, Section 5 of the Declaration) were present or submitted their proxies and approved of the below-described changes to the below-described provisions of the Bylaws, for such purposes, to-wit:

RESOLVED: that Article IV, Section 5 is amended to read as follows:

Section 5. Removal. Any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purpose. In the event of death, resignation, sale of apartment or removal of a Director, a successor Director shall be selected by the remaining members of the Board of Directors, from the resident Members of the Association, and shall serve until the next annual meeting of the Members of the Association at which time the Members of the Association shall elect a successor Director who shall serve for the unexpired term of his or her predecessor. Any Director not in attendance at two (2) consecutive Board meetings shall be deemed to have resigned unless the minutes reflect consent to such absence by a majority of the Board.

FURTHER RESOLVED: that Article IV, Section 7 is amended to read as follows:

Section 7. Quorum. The presence of at least four (4) members of the Board of Directors shall constitute a quorum for the transaction of business to vote on all matters whenever there are four (4) members of the Board of Directors present. The affirmative vote by at least three (3) members of the Board of Directors shall be required to adopt decisions at all meetings of the Board of Directors. Notwithstanding the foregoing, when the Board of Directors appoints a successor Director, the affirmative vote of the majority of the remaining Directors, though less than a quorum, or by sole remaining Director, shall constitute a quorum for the appointment of such successor Director.

EXECUTED on this the 20 day of June, 2005, to evidence the certification set forth hereinabove.

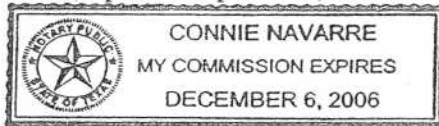
THE BARCLAY OWNERS' ASSOCIATION, INC.,
a Texas non-profit corporation

By: Glenda R. Weaver
Glenda R. Weaver, President

By: Glenn Youngblood
Glenn Youngblood, Secretary

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

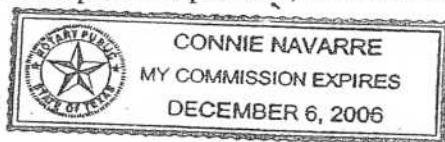
This instrument was acknowledged before me on the 20 day of June, 2005, by Glenda Weaver, President of THE BARCLAY OWNERS' ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



Connie Navarre
Notary Public, State of TEXAS

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20 day of June, 2005, by Glenn Youngblood, Secretary of THE BARCLAY OWNERS' ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



Connie Navarre
Notary Public, State of TEXAS

AFTER RECORDING, RETURN TO:
Mark K. Knop
Hoover Slovacek, LLP
5847 San Felipe, Suite 2200
Houston, Texas 77057

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on



JUNE 30, 2005

Beverly B. Kaufman

COUNTY CLERK
HARRIS COUNTY TEXAS

OFFICE OF
BEVERLY B. KAUFMAN
COUNTY CLERK, HARRIS COUNTY, TEXAS

CONDOMINIUM RECORDS OF COUNTY CLERK

192093

FILM CODE _____

BARCLAY OWNER'S ASSOCIATION
INC. FIRST AMENDMENT TO BY-LAWS

THIS IS PAGE 1 OF 1 PAGES

REDUCTION 16X CAMERA DESIGNATION MRG1

RECORDER'S 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 blockouts, additions and changes were present at the time the instrument was filed and recorded.

ASSOCIATION, INC.

WITH AMENDMENTS TO /AND INCLUDING AUGUST 18, 1988

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ARTICLE II

DEFINITIONS

Section 1. All terms used herein shall have the meaning given thereto in the Declaration unless expressly stated to the contrary herein.

Section 2. "Articles of Incorporation" shall mean the articles of incorporation of the Association, as amended from time to time.

Section 3. "ByLaws" shall mean these ByLaws of the Association, as amended from time to time.

Section 4. "Declaration" shall mean the declaration as amended from time to time, establishing the Barclay Condominium Residences as a condominium regime in Houston, Harris County, Texas pursuant to Article 1301a of the Texas Revised Civil Statutes, a copy of which Declaration is recorded in the Official Public Records of Real Property of Harris County, Texas under File Code No. F329759, Vol. 50, Page 12. The Declaration is incorporated, herein by this reference for all purposes.

Section 5. "Director" Shall mean a member of the Association's Board of Directors.

Section 6. "Member" shall mean those persons entitled to membership in the Association as provided in the Declaration.

Section 7. "Nominating Committee" Shall mean a committee formed for the purpose of nominating candidates for election to the Board of Directors as contemplated by Article IV, Section 2 of the Bylaws.

Section 8. "Property" shall mean that real property described in the Declaration as the "Land."

Section 9. "Voting Majority" shall mean Apartment owners who collectively own at least 51% interest in the Association, as determined under Article III, Section 5 of the Declaration.

ARTICLE III

MEMBERS, MEETINGS, AND VOTING RIGHTS

Section 1. "Composition and Powers." Each Owner shall be a member of the Association and shall continue to be a member for so long as he owns an apartment, all as more fully set out in Section 2 of Article 3 of the Declaration. The foregoing is not intended to include persons or entities holding an interest in an Apartment merely as security for the performance of

an obligation. Membership shall be appurtenant to, and may not be separated from, the ownership of any Apartment. Each Member shall have a vote or votes in the Association according to the Percentage Interest appurtenant to the Apartment or Apartments owned by such Member as set forth in Section 5 of Article 3 of the Declaration, except that no member may have a vote or votes in the Association while more than 60 days delinquent in financial obligation to the Association. The records of the Association shall be the final determination of such said delinquency. Approval by a voting majority as defined by Article II, Section 9, is required to adopt decisions at any meeting or any action taken without a meeting of members of the Association except where is specified otherwise in these ByLaws or in the Declaration.

Section 2. Annual Meeting. The Annual Meeting of the Members shall be held in the month of May each year, the exact date and meeting place to be determined by the Board.

Section 3. Special Meetings. Special meetings of the Members shall be called at any time by the President or by the Board of Directors or upon written petition submitted to the Board by not less than twenty-five (25) percent of the voting members. The notice of any special meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. 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 pre-paid, at least ten (10) 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 in writing by such Member to the Association for the purpose of notice. Such notice shall specify the purpose, place, date and hour of the meeting. Notice of the annual meeting shall also include an agenda and financial report.

Section 5. Quorum and Adjournment. The presence at any meeting, in person or by proxy, of a voting majority as defined in Article II, Section 9 of these ByLaws shall constitute a quorum for any action, except as otherwise provided in the Declaration, or these ByLaws. Should a quorum not be obtained and Members entitled to cast at least 25 percent of the total votes in the Association are present in person or by proxy and at least 51 percent of the total votes present are cast in the affirmative on any issue, then the absentee members shall be permitted to file a written affirmative vote within the next ten (10) days with the Association management office. The Board of Directors is authorized to extend such period for an additional 20 days. The issue will be passed if approved by a voting majority as defined in Article II, Section 9 of these ByLaws. Any meeting of the Association, whether annual or special, may be adjourned by a majority vote of homeowners present and voting, and each homeowner having one vote, whether a quorum be present or not. Adjournment shall be to such time, date and place as may be determined by the Board of Directors. At any such subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 6. 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. Every proxy shall be revocable and every proxy shall automatically cease upon conveyance by the Member of his Apartment.

Section 7. Action Taken Without a Meeting. The Members shall have the right to take any action which they could take at a meeting of the Association provided it is initiated by a majority of the Board of Directors or a written petition addressed to the Board of Directors signed by Members entitled to cast at least 25 percent of the total votes in the Association. Each Member shall then be furnished by prepaid postage a detailed explanation of the matter of matters to be voted upon, and a ballot to be returned, in the stamped self-addressed envelope provided for that purpose, by a specified date. Changing the specified date shall require approval

by a majority vote of the Board of Directors but shall not exceed 20 days beyond the initial closing date for such voting. A majority vote as defined by Article II, Section 9, by the homeowners shall be required for approval of any proposed action.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Composition. The affairs of the Association shall be managed by a Board of five (5) Directors. Directors shall be Members of the Association. At the annual meeting the Members shall elect one (1), two (2), or three (3) Directors as the case may be, according to the number of vacancies, for term of three years.

Section 2. Nomination. Nominations for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nomination Committee shall consist of five (5) members, one of whom shall be a Board Member, selected by the Board, whose term is not expiring. The Committee shall elect its own chairman. The Nominating Committee shall be Appointed by the Board two (2) months prior to each annual meeting of the Members, to serve until the close of such annual meeting. Such appointment shall be announced by immediately mailing a list of names of such Nominating Committee Members to each Association Member entitled to vote, at the address stated in Article III, Section 4, herein. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine necessary, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members of the Association.

Section 3. Qualifications. No person shall be eligible for election as a member of the Board of Directors or continue to serve unless he or she is a Member of the Association. No person shall be elected as a Director or continue to serve as a Director if more than sixty (60) days delinquent in financial obligations to the Owners' Association.

Section 4. Election. Election to the Board of Directors shall be by secret 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 and these ByLaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5. Removal. Any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purposes. In the event of death, resignation, sale of apartment, or removal of a Director, a successor shall be elected by the remaining members of the Board of Directors, from the resident members of the Association, and shall continue to serve for the unexpired term of the predecessor. Any Director not in attendance at two (2) consecutive Board meetings shall be deemed to have resigned unless the minutes reflect consent to such absence by a majority of the Board.

Section 6. Compensation. No Director shall receive compensation for any service rendered to the Association; however, any Director may be reimbursed for actual expenses incurred in the performance of duties with the approval of a majority of the Board.

Section 7. Quorum. The presence of at least four members of the Board of Directors shall constitute a quorum for the transaction of business to vote on all matters whenever there are four members of the Board of Directors present. Affirmative votes by at least three members

of the Board of Directors shall be required to adopt decisions at all meetings of the Board of Directors.

Section 8. Action Taken Without a Meeting. The Directors shall have the right to take any action without 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 Directors.

Section 9. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' written notice to each Director, which notice may be waived by attendance at the meeting or by written waiver.

Section 10. Powers and Duties. The Board of Directors, for the benefit of the Members, shall have the following powers and duties:

(a) To 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, Articles of Incorporation, or the Declaration.

(b) To take all such lawful action as the Board of Directors may determine to be necessary, advisable or convenient to effectuate the purposes and provisions of the Declaration, the Articles of Incorporation, and ByLaws.

(c) To perform any and all duties imposed on or powers allowed to the Board of Directors by applicable law.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Election of Officers. The Officers of the Association shall be the President, one or more Vice-Presidents, Secretary, and Treasurer, and, in addition thereto, in the discretion of the Board of Directors, such other officers with such duties as the Board of Directors shall from time to time determine. All officers shall be elected annually by the Board of Directors as the Board of Directors may determine. All officers shall serve until their successors shall have been elected or until they have been removed or have resigned. All officers shall be subject to removal at any time by the Board of Directors. The Board of Directors may, in its discretion, elect acting or temporary officers and elect officers to fill vacancies occurring for any reason whatsoever, and may, in its discretion, limit or enlarge the duties and powers of any officer elected by it. Any person may simultaneously hold more than one of any of the offices, except the offices of the President and Secretary.

Section 2. President. The President shall preside at all meetings of the Board of Directors and the Members; see that orders and resolutions of the Board of Directors are carried out; and, unless otherwise provided by the Board of Directors, sign all leases, mortgage deeds, and other written instruments that have been approved by the Board of Directors.

Section 3. Vice-President. Each Vice-President shall have such power and duties as may be assigned by the Board of Directors. If more than one Vice-President is elected, the Board of Directors shall designate who is the First Vice-President, who is the Second Vice-President, etc. In the absence of the President, the First Vice-President shall perform the duties of the

President. Such authority to act for the President shall vest to the Vice-Presidents in the order of their numerical designation by the Board of Directors.

Section 4. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the association and affix it on all papers requiring said seal; serve notice of meetings in conformity with these ByLaws; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer shall receive and deposit in the appropriate bank accounts all money of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; sign all checks and promissory notes of the Association, except that in the event of absence, the Treasurer may designate other authorized signatory; keep proper books of the accounts suitable for auditing; cause an annual statement of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned by the Board of Directors.

ARTICLE VI

COMMITTEES

In addition to the committees provided for in the Declaration and the ByLaws, the Board of Directors may appoint such other committees as may be deemed appropriate by the Board.

ARTICLE VII

PAYMENT OF ASSESSMENTS

Section 1. Members' Obligation to Pay. All Members are obligated to pay, in accordance with the provisions in the Declaration, all assessments imposed by the Association to meet the expenses of the Association.

Section 2. Delinquent Assessments. All delinquent assessments shall be enforced, collected, or foreclosed in the manner provided in the Declaration; and the Association shall collect, from such apartment, reasonable Attorney's fees and any other costs incurred in all proceedings to collect assessments.

ARTICLE VIII

CORPORATE SEAL

The Association may have a seal in the form prescribed by the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Covenant to Obey Laws, Rules and Regulations. Each Member shall be subject to the Declaration and shall abide by the ByLaws and Rules and Regulations as the same

are or may be amended from time to time. Each member shall observe, comply with, and perform all rules, regulations, ordinances, and laws made by any governmental authority of any municipal, state, and federal government having jurisdiction over the Property or any part thereof.

Section 2. 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.

Section 3. Amendment. The ByLaws may be amended by a voting majority as defined by Article II, Section 9 of the ownership, so long as notice of the proposed ByLaws change is given to the Members at least ten (10) days in advance. If any such amendment affects the right of Mortgagees, the consent of 75% of the Mortgagees (based upon one (1) vote for each Mortgage held) shall also be required.

I, George Holland, President of Barclay Owners Association, Inc., 2600 Bellefontaine, do hereby certify that this is a true and correct copy of the By-Laws for said Association, as properly amended as prescribed in the By-Laws.

George Holland
George Holland, President
Barclay Owners Association, Inc.

Aug. 5, 1988
Date

STATE OF TEXAS
COUNTY OF

This instrument was acknowledged before me on this 5th day of August, 1988, by George Holland, President, Barclay Owners Association, Inc., a Texas Non-Profit Corporation, acting on behalf of said Corporation.

My Commission Expires:

11-30-88

Anne Schultz Lewis
Notary Public, State of Texas
Notary's Printed Name:
Anne Schultz Lewis

Return to:

Barclay Owners Association, Inc.
c/o Riddle Property Management, Inc.
P. O. Box 924144
Houston, Texas 77292-4144

125-66-1073

AUG 18 9 23 AM '88
Quita Reddick
COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

AUG 18 1988



Quita Reddick
COUNTY CLERK
HARRIS COUNTY, TEXAS

**FIRST AMENDMENT TO BYLAWS OF
THE BARCLAY OWNERS' ASSOCIATION, INC.**

THE STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF HARRIS §

WHEREAS, that certain Condominium Declaration for the Barclay Condominium Residences Phase I dated October 6, 1977, and recorded on October 10, 1977 in Vol. 50, Page 12 of the Condominium Records of Harris County, Texas, under Clerk's File Number F-329759 (the "Declaration") places certain covenants, conditions and restriction upon the property commonly known as the Barclay Condominiums in Houston, Harris County, Texas (the "Condominiums"); and

WHEREAS, The Barclay Owners' Association, Inc., a Texas non-profit corporation (the "Association"), has adopted Bylaws of The Barclay Owners' Association, Inc. (the "Bylaws"); and

WHEREAS, Article IX, Section 3 of the Bylaws provides that the Bylaws may be amended by a voting majority (as defined in Article II, Section 9 of the Bylaws) of the ownership, so long as notice of the proposed Bylaw change is given to the members of the Association (the "Members") at least ten (10) days in advance; and

WHEREAS, Article II, Section 9 of the Bylaws defines "voting majority" to mean owners of apartments at the Condominiums who collectively own at least a fifty-one percent (51%) interest in the Association, as determined under Article 3, Section 5 of the Declaration; and

WHEREAS, Article 3, Section 5 of the Declaration provides that each Member shall have a vote or votes in the Association according to the percentage interest appurtenant to the apartment or apartments owned by such Member as shown on Exhibit "B" to the Declaration; and

WHEREAS, it is proposed that the Bylaws be amended as described hereinbelow; and

WHEREAS, notice of the proposed change to the Bylaws was given to the Members at least ten (10) days in advance of the annual meeting of the Association held on May 19, 2005; and

WHEREAS, Article III, Section 5 of the Bylaws provides that the presence at any meeting of the Association, in person or by proxy, of a voting majority (as defined in Article II, Section 9 of the Bylaws) shall constitute a quorum for action; and

WHEREAS, a duly constituted annual meeting of the Association was held on May 19, 2005, for, among other purposes, the purpose of changing the Bylaws as described hereinbelow; and

WHEREAS, at the annual meeting of the Association held on May 19, 2005, owners of apartments at the Condominiums who collectively own at least fifty-one percent (51%) interest in the Association (as determined under Article 3, Section 5 of the Declaration) were present, or submitted their proxies, and approved of changing the Bylaws as described hereinbelow.

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, being

HARRIS COUNTY, TEXAS
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the President of the Association and the Secretary of the Association, do hereby certify that at the annual meeting of the Association held on May 19, 2005, owners of apartments at the Condominiums who collectively own at least fifty-one percent (51%) interest in the Association (as determined under Article 3, Section 5 of the Declaration) were present or submitted their proxies and approved of the below-described changes to the below-described provisions of the Bylaws, for such purposes, to-wit:

RESOLVED: that Article IV, Section 5 is amended to read as follows:

Section 5. Removal. Any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purpose. In the event of death, resignation, sale of apartment or removal of a Director, a successor Director shall be selected by the remaining members of the Board of Directors, from the resident Members of the Association, and shall serve until the next annual meeting of the Members of the Association at which time the Members of the Association shall elect a successor Director who shall serve for the unexpired term of his or her predecessor. Any Director not in attendance at two (2) consecutive Board meetings shall be deemed to have resigned unless the minutes reflect consent to such absence by a majority of the Board.

FURTHER RESOLVED: that Article IV, Section 7 is amended to read as follows:

Section 7. Quorum. The presence of at least four (4) members of the Board of Directors shall constitute a quorum for the transaction of business to vote on all matters whenever there are four (4) members of the Board of Directors present. The affirmative vote by at least three (3) members of the Board of Directors shall be required to adopt decisions at all meetings of the Board of Directors. Notwithstanding the foregoing, when the Board of Directors appoints a successor Director, the affirmative vote of the majority of the remaining Directors, though less than a quorum, or by sole remaining Director, shall constitute a quorum for the appointment of such successor Director.

EXECUTED on this the 20 day of June, 2005, to evidence the certification set forth hereinabove.

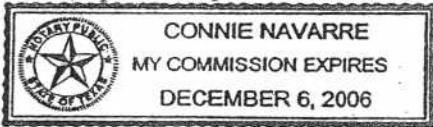
THE BARCLAY OWNERS' ASSOCIATION, INC.,
a Texas non-profit corporation

By: Glenda R. Weaver
Glenda R. Weaver, President

By: Glen J. Youngblood
Glen J. Youngblood, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

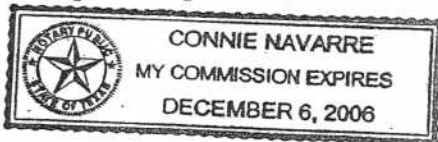
This instrument was acknowledged before me on the 20 day of June, 2005, by Glenda Weaver, President of THE BARCLAY OWNERS' ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



Connie Navarre
Notary Public, State of TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 20 day of June, 2005, by Glen Youngblood, Secretary of THE BARCLAY OWNERS' ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



Connie Navarre
Notary Public, State of TEXAS

AFTER RECORDING, RETURN TO:
Mark K. Knop
Hoover Slovacek, LLP
5847 San Felipe, Suite 2200
Houston, Texas 77057

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

JUNE 30, 2005

Beverly B. Kaufman

COUNTY CLERK
HARRIS COUNTY TEXAS



OFFICE OF
BEVERLY B. KAUFMAN
COUNTY CLERK, HARRIS COUNTY, TEXAS

CONDOMINIUM RECORDS OF COUNTY CLERK

192093

FILM CODE _____

BARCLAY OWNER'S ASSOCIATION
INC. FIRST AMENDMENT TO BY-LAWS

THIS IS PAGE 1 OF 1 PAGES

REDUCTION 16X CAMERA DESIGNATION MRG1

RECORDER'S 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 blockouts, additions and changes were present at the time the instrument was filed and recorded.