

**FIRST AMENDMENT TO THE FIRST AMENDED AND RESTATED  
BYLAWS OF  
PLANTATION SETTLEMENT AT FIRST COLONY ASSOCIATION, INC.**

This First Amendment to the First Amended and Restated Bylaws of Plantation Settlement at First Colony Association, Inc., (the "First Amendment") is made on the date last subscribed below by the Board of Directors ("Board") of the Plantation Settlement at First Colony Association, Inc. (the "Association").

The words used in this First Amendment shall have the same meaning as set forth in the First Amended and Restated Bylaws of Plantation Settlement at First Colony Association, Inc. recorded in the Official Public Records of Fort Bend County, Texas, under Clerk's File No. 2008107879 (the "Restated Bylaws").

The Restated Bylaws and this First Amendment may be referred to herein collectively as the "Bylaws".

Pursuant to the authority vested in the Board in the Bylaws, the Board hereby amends the Restated Bylaws as follows:

Article II, Section J, Quorum, is deleted in its entirety and replaced with the following:

*J. Quorum*

*The presence in person or by proxy of Ten Percent (10%) of the total votes entitled to be cast by the Members shall constitute a quorum at all meetings of the Members of the Association.*

*The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment. In the event, however, a sufficient number of Members leave less than a quorum at such meeting, business may continue to be conducted.*

*Notwithstanding anything contained in the Bylaws to the contrary, if the required quorum is not present at the initially called meeting, another meeting may be called immediately after the adjournment of the initial meeting or within sixty (60) days following the initial meeting. If the subsequent meeting should take place before twenty-four (24) hours after the initial meeting, verbal notice conveyed to those present at the initial meeting shall be sufficient notice to satisfy all notice provisions in the Bylaws. If the subsequent meeting shall take place between twenty-four (24) hours and sixty (60) days after the initial meeting, then the subsequent meeting shall be subject to the notice requirements in the Bylaws. The quorum requirement at the subsequent meeting shall be satisfied by the owners in attendance in person or by proxy.*

Article III A, Section 4, shall be amended by adding the following sentence at the end of the existing provision:

*Each Director shall continue to hold office until his/her successor is appointed or elected and qualified.*

That portion of Article III A, Section 5, Nomination of Directors that reads as follows:

*Except with respect to Directors selected by the Declarant, nominations for election to the Board shall be made by a Nominating Committee.*

shall be deleted and replaced with the following:

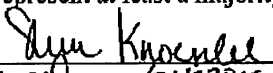
*Nominations for election to the Board may be made by a Nominating Committee.*

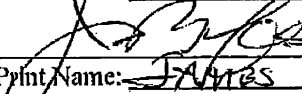
Article III A, Composition and Selection, of the Restated Bylaws shall be amended by adding the following new Section 7:

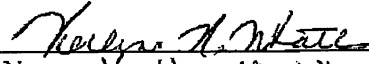
Section 7. Election of Directors


*In an election where there are more candidates than vacant positions and where two or more candidates receive the same number of votes resulting in a tie, the winner of the election shall be chosen by lot (i.e., the names of the candidates who are running for a director position and have received the same number of votes shall be written on separate pieces of paper by the presiding officer of the meeting, the pieces of paper shall be folded by the presiding officer and placed in a container provided by the then-serving Board; the presiding officer shall ask for a volunteer Member from the audience of Owners to pick any one piece of paper from the container and the person whose name is picked shall be declared the winner of such election).*

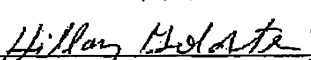
APPROVED BY the undersigned who represent at least a majority of the Directors.

  
Print Name: SHERRIE KNOEPFEL

  
Print Name: JAMES B. DUFFORD

  
Print Name: Verline W. Whately

  
Print Name: Ronald Williams

  
Print Name: Hillary Goldstein

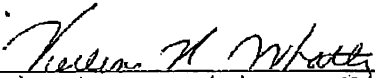
**CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Plantation Settlement at First Colony Association, Inc., a Texas non-profit corporation;

That the foregoing First Amendment to the First Amended and Restated Bylaws of Plantation Settlement at First Colony Association, Inc., was duly adopted by at least a majority of the Directors, at a meeting of the Board of Directors where a quorum was present held on the 5<sup>th</sup> day of October, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 5<sup>th</sup> day of October, 2010.


  
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Verlina N. Whalley, Secretary

STATE OF TEXAS           §  
  §  
COUNTY OF FORT BEND   §

BEFORE ME, on this day personally appeared Verlina Whalley, the Secretary of the Plantation Settlement at First Colony Association, Inc., known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purposes and consideration therein expressed and in the capacity therein and herein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this 5<sup>th</sup> day of October, 2010.



  
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Notary Public – State of Texas

**After Recording, Return To:**  
Stephanie Quade  
Roberts Markel P.C.  
2800 Post Oak Blvd., 57<sup>th</sup> Floor  
Houston, TX 77056