

**AMENDMENT TO BYLAWS
OF
WELLINGTON OF FLOWER MOUND
RESIDENTIAL ASSOCIATION, INC.**

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF DENTON §

This AMENDMENT TO THE BYLAWS OF WELLINGTON OF FLOWER MOUND RESIDENTIAL ASSOCIATION, INC. ("**Amendment**") is made effective as of the date of the meeting of Members referenced below;

WITNESSETH:

WHEREAS, Article XV of the Bylaws of Wellington of Flower Mound Residential Association, Inc. dated February 27, 1995, and recorded in the Real Property Records, Denton County, Texas ("**Bylaws**") provides that the Association may amend the Bylaws by a majority vote of Members in attendance at a duly called meeting at which a quorum is present and the consent of the Declarant if Class B Membership has not ceased; and

WHEREAS, at the Annual Meeting held February ____, 2006, at which a quorum was present in person or by proxy, a majority of Members in attendance voted to make the amendments to the Bylaws set forth herein;

WHEREAS, the Declarant has joined in the execution of this Amendment to evidence its consent to the changes effected hereby;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. **Quorum**. Section 4.06(b) of the Bylaws which currently reads as follows:

"(b) The presence at the initial meeting of Members entitled to cast or of proxies entitled to cast, a majority of the votes of all Owners, regardless of class, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws."

is hereby amended to read as follows:

"(b) The presence at the initial meeting of Members entitled to cast, or of proxies entitled to cast, at least ten percent (10%) of the votes of all Owners, regardless of class, shall constitute a quorum for any action

except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws."

2. Number of Directors. Section 5.01 of the Bylaws which currently reads as follows:

"**Section 5.01. Number.** The affairs of this Association shall be managed by a Board of not less than three (3) directors (herein, the "Board"), all of whom, except for the members of the first Board, must be Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner. The number of directors may be changed by amendment of these Bylaws. The members of the initial Board or their successors, shall serve until the first annual meeting of the Members."

is hereby amended to read as follows:

"**Section 5.01. Number.** The affairs of this Association shall be managed by a Board of not less than five (5) directors (herein, the "Board"), all of whom, except for the members of the first Board, must be Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner. The number of directors may be changed by amendment of these Bylaws. The members of the initial Board or their successors, shall serve until the first annual meeting of the Members."

3. Term of Office. Section 5.02 of the Bylaws which currently reads as follows:

"**Section 5.02. Term of Office.** At the first meeting, the Members, voting regardless of class, shall elect two (2) directors for a term of one (1) year each and one (1) director for a term of two (2) years. At each annual meeting thereafter, the Members, voting regardless of class, shall elect to replace those directors whose terms have expired. With the exception of the two directors elected at the first meeting to serve for a term of one year, all directors shall serve for a term of two (2) years."

is hereby amended to read as follows:

"**Section 5.02. Term of Office.** At the first meeting, the Members, voting regardless of class, shall elect three (3) directors for terms of two (2) years and two (2) directors for terms of one (1) year. At each annual meeting thereafter, the Members, voting regardless of class, shall elect to replace those directors whose terms have expired. With the exception of the two directors elected at the first meeting to serve for a term of one year, all directors shall serve for a term of two (2) years."

IN WITNESS WHEREOF, this Amendment to the Bylaws is hereby executed by Declarant to evidence its consent hereto, and by the Association, by and through its Secretary, to evidence the vote of Members of the Association, and is executed effective as of the date first above written.

DECLARANT:

FIELDCREST DEVELOPMENT JOINT VENTURE,
a Texas joint venture

By: Aston Flower Mound Joint Venture,
a Texas joint venture - a venturer

By: [Signature]
Name: Nick DiGiuseppe
Title: Authorized Representative

By: Orand Ranch Group, L.L.C.,
A Texas limited liability company --
a venturer

By: [Signature]
Name: Kevin Allen
Title: Vice President

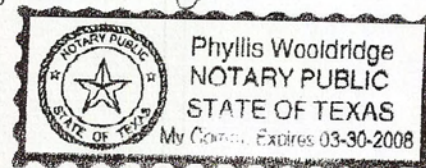
**WELLINGTON OF FLOWER MOUND
RESIDENTIAL ASSOCIATION, INC.,**
a Texas non-profit corporation

By: [Signature]
Name: Nick DiGiuseppe
Title: Secretary

STATE OF TEXAS §
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COUNTY OF Dallas §

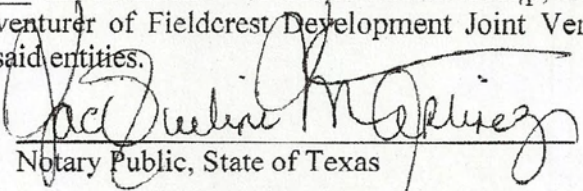
This instrument was acknowledged before me on this 28th day of July, 2006,
by Nick DiGiuseppe the Authorized Representative of Ashton Flower Mound
Joint Venture, a Texas joint venture, venturer of Fieldcrest Development Joint Venture, a
Texas joint venture, on behalf of said entities.

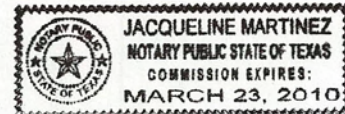
[Signature]
Notary Public, State of Texas



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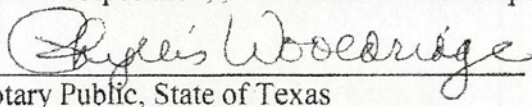
This instrument was acknowledged before me on this 24th day of August, 2006,
by Peter Stein the President of Orand Ranch Group, L.L.C., a Texas
limited liability company, venturer of Fieldcrest Development Joint Venture, a Texas
joint venture, on behalf of said entities.

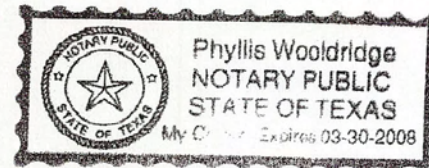

Notary Public, State of Texas



STATE OF TEXAS §
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COUNTY OF Dallas §
COUNTY OF DENTON §

This instrument was acknowledged before me on this 28th day of July, 2006,
by Vick DiGiuseppe the Secretary of Wellington at Flower Mound Residential
Association, Inc., a Texas non-profit corporation, on behalf of said corporation.


Notary Public, State of Texas



AFTER RECORDING RETURN TO:

