

CERTIFICATE OF AMENDMENT
to
BY-LAWS
of
HARVEST BEND, THE VILLAGE ASSOCIATION, INC.

The undersigned, being the duly elected, qualified and acting Secretary of Harvest Bend, The Village Association, Inc., a Texas non-profit corporation (the "Association"), does hereby certify the following amendments to the By-Laws of the Association were approved by a majority of the members of the Association entitled to cast a vote either in person or by proxy, at the 1999 and 2000 Annual Meetings of the members, at which the requisite quorums were present, and which were duly called to, among other things, amend the By-Laws of the Association as set forth below:

Approved At The 1999 Annual Meeting

Article III, Section 1 of the By-Laws was hereby amended to read as follows:

Annual meeting of the members shall be held once a year at a time, date and place to be determined by the Board of Directors

Approved At The 2000 Annual Meeting

Article IV, Section 2 of the By-Laws was hereby amended to read as follows:

At each annual meeting, the members shall elect that number of directors whose terms are expiring to serve a three (3) year term of office.

Article XII of the By-Laws is hereby amended to read as follows:

J. Ransom Daly is appointed agent and trustee of the Association to exercise the power of sale granted to the Association in Article IV, Section 8 of those certain instruments entitled "Declaration of Covenants, Conditions and Restrictions (Harvest Meadows, Section One and Two" (the "Section One and Two Declaration"); "Annexation Agreement and Declaration of Covenants, Conditions and Restrictions for Harvest Bend, The Village, Section Three" (which instrument makes Sections One and Two Declaration applicable to Harvest Bend, The Village, Section Three); and "Declaration of Covenants, Conditions and Restrictions for Harvest Bend, The Village, Section Four"; "First Amendment to Declaration of Covenants, Conditions and Restrictions for Harvest Bend The Village Section Four, a Harris County Subdivision" and "Annexation and Supplemental Declaration for Harvest Bend, the Village and Harvest Bend Section Five, a Harris County Subdivision" respectively filed of record in the Official Public Records of Real Property under County Clerk's File Numbers H070444, J091227 and

P202835; S505436 and S066959 (collectively referred to as the "Declaration"). The Board has the power and authority to appoint a substitute or successor agent and trustee, who shall succeed to all the rights of J. Ransom Daly or any substitute or successor agent and trustee appointed by the Board shall have all powers necessary to foreclose the Association's lien retained in the Declaration and By-Laws in accordance with Section 51.002 of the Texas Property Code.

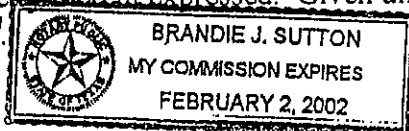
TO CERTIFY WHICH WITNESS my hand on this 10th day of January 2000.

HARVEST BEND, THE VILLAGE
ASSOCIATION, INC.

By: Mary Lavespere
Mary Lavespere, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Mary Lavespere, Secretary of Harvest Bend, The Village Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same for the purposes and consideration, and in the capacity therein expressed. Given under my hand and seal of office on this 10th day of January 2000.



Brandie Sutton
Notary Public in and for the State of Texas