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Amend
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**CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF
STONEYWAY VILLAGE HOME OWNERS ASSOCIATION, INC.
(ALTERNATE ELECTION PROCEDURE)**

THE STATE OF TEXAS

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COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being the duly elected, qualified and acting Secretary of STONEYWAY VILLAGE HOME OWNERS ASSOCIATION, INC., a Texas non-profit corporation, the corporation set forth and described in that certain "Declaration of Covenants, Conditions and Restrictions for Stoneyway Village," recorded under Harris County Clerk's File No. X272308 and all amendments thereto as (said recorded documents and all exhibits and amendments thereto being referred to as "Declaration"), the undersigned Secretary further being the keeper of the minutes and records of said corporation, does hereby certify that the following is a true and correct copy of an amendment to the Bylaws of STONEYWAY VILLAGE HOME OWNERS ASSOCIATION, INC., as adopted at a duly constituted meeting of the Board of Directors held on December 19, 2011, and approved, adopted, ratified and confirmed by a majority of the Board of Directors in accordance with and pursuant to the authority granted by Section 209.00593 of the TEXAS PROPERTY CODE to adopt an alternate election procedure. The effective date of the Amendment to the Bylaws shall be January 1, 2012.

**AMENDMENT TO THE BYLAWS
OF STONEYWAY VILLAGE HOME OWNERS ASSOCIATION INC.**

RESOLVED, that Article V of the By-Laws is amended by adding the following Section 5.9:

"Section 5.9. Alternate Election Procedure.
Notwithstanding anything to the contrary in these Bylaws, the

following provision shall be applicable in the event that there is not a quorum at any annual meeting of the Association where an election of Director(s) was to occur.

If a quorum was not present, in person or by proxy, at the annual meeting of the Association, then the following alternate election procedure shall be followed. Within five (5) business days after the date of the called annual meeting, the Association shall mail a notice to all the members of the Association advising that a Special Election will be held. The notice shall state that any member interested in being placed on the Special Election Ballot as a candidate must contact the Association or the Association's managing agent in writing within ten (10) days from the date of the notice and request to be placed on the Special Election Ballot as a candidate. Upon the expiration of the ten (10) days, nominations of candidates shall be deemed closed, and no additional candidates shall be eligible for consideration. After the expiration of ten (10) days from the date of the notice, the Association shall prepare and mail a notice of the Special Election to all the members of the Association. The notice of the Special Election shall state the date, time and location of the Special Election, as well as the names of the candidates. There shall be no quorum requirement at the Special Election. The only business conducted at the Special Election shall be the election of Directors. At the Special Election, those members present in person shall be allowed to vote. No proxies will be used or allowed at the Special Election. In order to receive a Special Election Ballot at the Special Election, members shall be required to sign-in at the date, time and location stated in the notice of Special Election. In accordance with the Bylaws, there shall be one (1) vote per Lot owned. The candidate or candidates receiving the highest number of votes at the special election shall be elected to fill the available position or positions on the Board of Directors."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 19th day of December, 2011.

STONEYWAY VILLAGE HOME OWNERS ASSOCIATION INC., a Texas non-profit corporation

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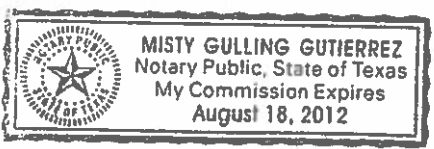
By: *Linda McNeilly*, Secretary

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on the 19th day of December, 2011, by Linda McNeilly, Secretary of STONEYWAY VILLAGE HOME OWNERS ASSOCIATION, INC., a Texas non-profit corporation.

Misty Gulling Gutierrez
Notary Public in and for the State of Texas

RECORD AND RETURN TO:
Frank, Elmore, Lievens,
Chesney & Turet, L.L.P. *N*
Attn: Richard C. Lievens
9225 Katy Freeway, Suite 250
Houston, Texas 77024



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.

FILED FOR RECORD
8:00 AM

JAN - 9 2012

Stan Stewart
County Clerk, Harris County, Texas

JAN - 9 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS