

BY-LAWS
OF
TEMPLE HERITAGE PLACE PROPERTY OWNER'S ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is TEMPLE HERITAGE PLACE PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as "the Association"). The principal office of the Association is located at 3820 West Adams Avenue, Temple, Texas 76504, but meetings of members and directors may be held at such places within the State of Texas, County of Bell, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Declaration" means and refers to the "Declaration of Covenants, Conditions and Restrictions of Heritage Place, Temple, Bell County, Texas", said Declaration being recorded in the Official Public Records of Real Property of Bell County, Texas, and any amendments thereto. Terms used in these By-Laws will have the same meaning as in the Declaration.

Section 2. "Member" means and refers to those persons entitled to membership as provided in the Declaration and Articles of Incorporation of the Association.

ARTICLE III
RESPONSIBILITIES OF MEMBER

Section 1. Each Member, jointly and severally, has the responsibility for administering and enforcing the covenants, conditions and restrictions contained in the Declaration, and as may be modified from time to time.

Section 2. Each Member, jointly and severally, covenants and agrees to pay assessment fees as provided in the Declaration, and as may be modified from time to time.

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members will be held on April 20, 2005, and subsequent annual meetings will be held on the 1st (i.e. 1st, 2nd, etc.) Monday (day of week) in March (month) of each succeeding calendar year at 6:00 p.m., beginning April 20, 2005, 2006.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or upon written request of a majority of the members who are entitled to vote.

Section 3. Notice of Meetings. No written notice will be required for the annual meetings of the members. Written notice of each special meeting of the members will be given by the person authorized to call the meeting. Notice will be mailed, postage prepaid, at least 10 days before such meeting to each member entitled to vote. Notice will be addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice will specify the place, date, hour and purpose of the meeting.

Section 4. Quorum. Members holding 1/10th of the votes entitled to be cast in each Class, represented in person or by proxy, will constitute a quorum for the transaction of business. Unless provided in the articles of incorporation or in the declaration, every act or decision done or made by a majority of the members who are present at a duly held meeting, either in person or by proxy, at which a quorum is present will be regarded as the act of the members.

Section 5. Proxies. At the meetings, each member may vote in person or by proxy. All proxies will be in writing and filed with the Secretary. When the full fee interest in any lot is held by more than one person, and all such persons are members, then the vote for such lot will be exercised in person or by proxy as they, among themselves, determine, but in no event will more than 1 vote be cast with respect to any lot. In the event that multiple persons are voting by proxy, each person's signature will be required on the proxy instrument. Every proxy is revocable and will automatically cease upon conveyance by the member of his or her lot. If more than 1 vote is cast for a single lot, none of the votes are counted and any of such votes may be deemed void.

ARTICLE V BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association will be managed by a Board of directors, whom need not be members of the Association. The initial Board will consist of 3 directors, however, at any annual meeting the members present may vote to increase the number of directors to serve on the Board to any number up to 7 directors.

Section 2. Term of Office. At the first annual meeting and all subsequent annual meeting thereafter the members may nominate and elect directors for such terms as needed.

Section 3. Removal. Any director may be removed from the Board, with or without cause, at a special meeting of the Association by members entitled to vote more than 2/3's of the aggregate of the vote of both classes of membership. In the event of death, resignation or removal of a director, his successor may be selected by the remaining members of the Board and will serve for the unexpired term of his predecessor.

Section 4. Compensation. No director will receive compensation for any service he may render to the Association.

Section 5. Action Taken Without a Meeting. The directors have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written, approval and consent of all the directors. Any action so approved will have the same effect as though taken at a meeting of the directors.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such place and hour as may be fixed from time to time by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held when called by any 2 directors, after not less than 3 days' notice to each director.

Section 3. Quorum. A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present will be regarded as the act of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board has the powers stated in the Declaration

Section 2. Duties. It is be the duty of the Board of Directors to keep or to cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by a majority of the members who are entitled to vote.

ARTICLE VIII OFFICERS

Section 1. Enumeration of Offices. The officers of this Association will be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board, from time to time, by resolution may create. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election of Officers. The election of officers will take place at the meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association will be elected annually by the Board.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer he replaces.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President is the principal executive officer of the Association and will, in general, supervise and control all of the business and affairs of the Association. He will preside at all meetings of the Board of Directors; will see that orders and resolutions of the Board are carried out; and will sign all instruments on behalf of the Association.

(b) Vice President. The Vice President may act in the place and stead of the President in the event of his absence, inability or refusal to act, and will exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of special meetings of the Board and of special meeting of the members; keep appropriate records showing the members of the Association together with their addresses; and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting. Copies of these documents shall be available for purchase at a reasonable cost.

ARTICLE IX COMMITTEES

The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes.

ARTICLE X BOOKS AND RECORDS

The books and records of the Association may, during reasonable business hours, be subject to inspection by any member or his agent or attorney. The Articles of Incorporation and By-Laws of the Association and the Declaration may be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable cost.

ARTICLE XI INDEMNITY

The provisions of the Texas Non-Profit Corporation Act will apply with regard to indemnification as well as the provisions in the Articles of Incorporation of the Association.

ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended, at any annual or special meeting of the Directors or members, subject to any amendment by the Directors being subject to further revision by the members, which upon such further revision will be binding on the Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles will control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration will control.

Section 3. All provisions, conditions and covenants in the Declaration are hereby referenced and incorporated, as may be modified from time to time.


ARTICLE XIII
FISCAL YEAR

The fiscal year of the Association begins on the 1st day of January and ends on the 31st day of December of every year, except that the initial fiscal year begins on the date of incorporation.

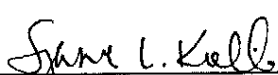
ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

IN WITNESS WHEREOF, we, being the Board of Directors of **TEMPLE HERITAGE PLACE PROPERTY OWNERS' ASSOCIATION, INC.** as appointed and named in the organizational meeting of the Board of Directors, have executed this document to be effective January 19, 2004.



JOHN R. KIELLA



SUZANNE L. KIELLA

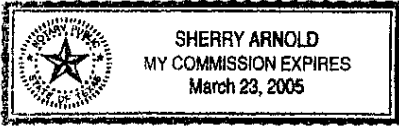


RONALD J. MIKESKA

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on Jan. 19, 2004,
by JOHN R. KIELLA.

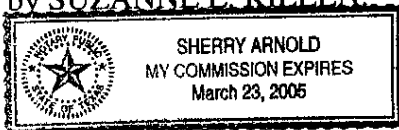


Sherry Arnold
NOTARY PUBLIC

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on Jan. 19, 2004,
by SUZANNE L. KIELLA.

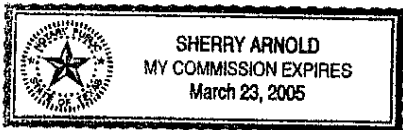


Sherry Arnold
NOTARY PUBLIC

(ACKNOWLEDGMENT)

STATE OF TEXAS §
COUNTY OF BELL §

This instrument was acknowledged before me on Jan. 19, 2004,
by RONALD J. MIKESKA.



Sherry Arnold
NOTARY PUBLIC

PREPARED IN THE LAW OFFICE OF:

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