

BYLAWS
OF
BUTLER FARM ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I.
NAME AND LOCATION

Name

1.01. The name of this corporation shall be BUTLER FARM ESTATES HOMEOWNERS' ASSOCIATION, INC.

Principal Office.

1.02. The principal office of the corporation in the State of Texas shall be located at 1542 Butler Drive, San Angelo, Texas. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
BOARD OF DIRECTORS

General Powers

2.01. The affairs of the corporation shall be managed by its Board of Directors. Each Director shall be a member of the homeowners' association.

Number, Tenure, and Qualifications

2.02. The number of Directors shall be five (5). Each Director shall hold office until his successor shall have been elected and qualified.

Special Meetings

2.03. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

2.04. Notice of any special meeting of the Board of Directors shall be given at least three days prior to the meeting by written notice delivered personally or sent by mail or electronic mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered two days following the date it is deposited in the United States mail so addressed with postage prepaid. If sent by electronic mail such notice shall be deemed to be delivered one day following the date it is sent. Any Director may waive notice of any meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

2.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting from time to time without further notice.

Manner of Acting

2.07. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

2.08. Any vacancy occurring in the Board of Directors pending the next meeting of the membership shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

2.09. Directors shall not receive any compensation for their services.

Informal Action by Directors

2.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE 3 OFFICERS

Officers

3.01. The officers of the corporation shall be a President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Vice Presidents (the number thereof to be determined by the Board of Directors) as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Election and Term of Office

3.02. The officers of the corporation shall be elected annually by the membership at the annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

3.03. Any officer elected by the membership or appointed by the Board of Directors may be removed by the membership by two-thirds vote of those present at a properly called meeting of the members.

Vacancies

3.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

3.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

3.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

3.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 5 of these bylaws; and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

3.08. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to

him by the President or by the Board of Directors. The Secretary does not have to be a member of the Board of Directors.

ARTICLE 4. MEMBERS

Admitting Members

4.01. The Corporation shall have one class of members as set forth in Article VI of the Declaration Of Use, Covenants, Conditions And Restrictions of Concho Valley Estates, Section One as amended from time to time.

Assessments

4.02. The Board may set and change the amount of assessments as set forth in Article VII of the Declaration Of Use, Covenants, Conditions And Restrictions of Concho Valley Estates, Section One as amended from time to time.

Annual Meeting

4.03. The annual meeting of the members shall be held on a date in April or May of each year set by the Board of Directors. Failure to hold an annual meeting at the designated time shall not work a dissolution of the corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be in writing by registered mail directed to any officer of the corporation.

Special Meetings

4.04. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the President at the request of the holders of not less than ten percent (10%) of all the outstanding shares of the corporation entitled to vote at the meeting.

Place of Meeting

4.05. The Board of Directors may designate any place, either within the City of San Angelo, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Texas, as the place for the holding of

such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas.

Notice of Meeting

4.06. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not ~~less than five (5)~~ nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered two days following the date it is deposited in the United States mail, addressed to the member at his or her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Quorum

4.07. Ten percent (10%) of the members the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. In the event there is not a quorum at any meeting, the President or Secretary may send a ballot to each member of record entitled to vote at such meeting by personal delivery or regular mail. That ballot shall (1) describe the matter to be voted on, (2) ask the member to vote on the matter, and (3) ask the member to return the ballot to the Secretary within five days. A majority of the ballots received by the Secretary within fifteen days of the date the ballot is mailed or delivered to the members shall be the act of the members of the corporation.

Proxies

4.08. At all meetings of members, a member may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

Voting of Shares

4.09. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

ARTICLE 5
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

5.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

ARTICLE 6
BOOKS AND RECORDS

6.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 7
FISCAL YEAR

7.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 8
WAIVER OF NOTICE

8.01. 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, shall be deemed equivalent to the giving of such notice.

ARTICLE 9
AMENDMENTS TO BYLAWS

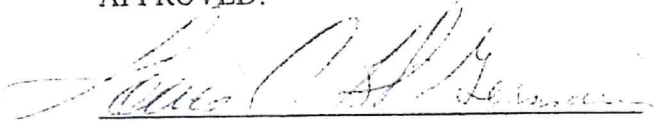
9.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds of the Directors present at any regular meeting or at any special meeting.

if at least five days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

EXECUTED effective the 6th day of September, 2004


YVONNE BIEDERMANN, Secretary

APPROVED:


LOUIS ST. GERMAIN, Chairman