



200900292452

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SEP 18 2009

**AMENDMENT TO BYLAWS  
OF  
BEAR CREEK RANCH COMMUNITY ASSOCIATION, INC.**

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

This AMENDMENT TO THE BYLAWS OF BEAR CREEK RANCH COMMUNITY ASSOCIATION, INC. ("**Amendment**") is made effective this 13 day of July, 2009, by Bear Creek Lancaster Phase II, LP, a Texas limited partnership (the "**Founder**");

**WITNESSETH:**

**WHEREAS**, Section 10.6 of the Bylaws of Bear Creek Ranch Community Association, Inc. ("**Association**") dated on or about August 31, 2005, and recorded September 26, 2005, as Document No. 200503521613 in the Real Property Records, Dallas County, Texas ("**Bylaws**") provides that: (a) until termination of the Founder Control Period, the Founder Member may unilaterally amend the Bylaws, and (b) the Board of Directors may unilaterally amend the Bylaws with the consent of the Founder Member during the Founder Control period;; and

**WHEREAS**, Kimball Hill Homes Dallas, LP, a Texas limited partnership, was the original Founder under the Articles of Incorporation of Bear Creek Ranch Community Association, Inc., the Bylaws, and the Community Charter for Bear Creek Ranch recorded as Document No. 200503521613, Real Property Records of Dallas County, Texas; and

**WHEREAS**, Kimball Hill Homes Dallas, LP assigned its rights, authority and obligations as Founder to Bear Creek Lancaster Phase II, LP by instrument dated on or about December 3, 2007, and recorded December 7, 2007, as Document No. 20070437580 in the Real Property Records, Dallas County, Texas

**WHEREAS**, as of the date of this Amendment the Founder Control Period has not expired or been terminated;

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

Section 3.3 of the Bylaws is hereby deleted in its entirety and the following substituted therefor:

3.3 Selection of Directors; Term of Office.


(a) *Initial Board.* The initial Board shall consist of the three directors identified in the Articles of Incorporation, who shall serve until their successors are appointed or elected as provided in this Section.

(b) *Directors During the Founder Control Period.* During the Founder Control Period, as defined in Section 2.1 of the Community Charter for Bear Creek Ranch, the Founder Member may appoint, remove, and replace all of the Board members.

(c) *Directors After the Founder Control Period.* Within 60 days after the time the Owners other than the Founder, Founder Affiliates, or Builders own 100% of the maximum number of Units permitted by the Charter or whenever the Founder earlier determines, the Board shall be increased to five directors. The President shall call a special meeting for an election at which the Owner Members shall be entitled to elect all five of the directors. Three directors shall be elected to serve until the second annual meeting following their election and two directors shall be elected to serve until the third annual meeting following their election, as such directors determine among themselves. Thereafter, upon expiration of the term of office of each Director, the Owner Members shall be entitled to elect a successor to serve a term of two years. Owner Directors shall hold office until their respective successors have been elected. Directors may serve any number of consecutive or non-consecutive terms.

**IN WITNESS WHEREOF**, the Founder, joined herein by the Board of Directors of the Association acting through the Association President, have caused this Amendment to the Bylaws to be executed as of the date first above written.

**FOUNDER:** **BEAR CREEK LANCASTER PHASE II, LP,**  
a Texas limited partnership

By:   
Name: Gary Baker, Manager of General Partner  
Title: Bear Creek Lancaster Phase 2 Mgt, LLC

**ASSOCIATION:** **BEAR CREEK RANCH COMMUNITY**  
**ASSOCIATION, INC.,** a Texas non-profit corporation

By:   
Name: David L. Johnson  
Title: President

STATE OF TEXAS §  
§  
COUNTY OF TARRANT §

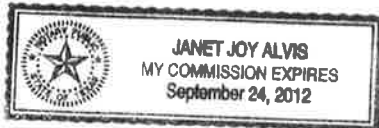
This instrument was acknowledged before me on this 31<sup>st</sup> day of July, 2009, by Cary Baker, Manager of Bear Creek Lancaster Phase 2, LLC limited liability corp the general partner of Bear Creek Lancaster Phase II, LP., a Texas limited partnership, on behalf of said partnership.



Janet J. Alvis  
Notary Public, State of Texas

STATE OF TEXAS §  
§  
COUNTY OF TARRANT §

This instrument was acknowledged before me on this 31<sup>st</sup> day of July, 2009, by David Johnson, President of Bear Creek Ranch Community Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Janet J. Alvis  
Notary Public, State of Texas

Filed and Recorded  
Official Public Records  
John F. Warren, County Clerk  
Dallas County, TEXAS  
10/14/2009 03:25:32 PM  
\$24.00

**AFTER RECORDING RETURN TO:**  
Charles W. Spencer, Esq.  
7920 Belt Line Road, Suite 935  
Dallas, TX 75254



[Signature]

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