

**FIRST AMENDMENT TO THE BYLAWS
OF HICKORY CREEK (DENTON ELM)
HOMEOWNERS' ASSOCIATION, INC.**

This First Amendment to the Bylaws of Hickory Creek (Denton) Homeowners' Association, Inc. is effective as of the 21st day of August, 2003, by the Hickory Creek (Denton) Homeowners' Association, Inc. (the "Association").

WITNESSETH:

WHEREAS, Article VIII, Section 8.01 of the Bylaws of Hickory Creek (Denton) Homeowners' Association, Inc. (the "Bylaws") provides that the Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members in good standing and present in person or by proxy; and

WHEREAS, on the 21st day of August, 2003, a regular meeting of the members of the Association (the "Meeting") was held in accordance with the Bylaws of the Association and at such Meeting, a quorum was present and an amendment to the Bylaws was proposed to the Members to be considered and voted upon; and

WHEREAS, the amendment to the Bylaws, as set forth hereinafter with specificity, was approved by a vote of a majority of a quorum of members in good standing and present in person or by proxy at the Meeting.

NOW, THEREFORE, the Bylaws of the Association are hereby amended as follows:

(a) Section 5.04 of Article V of the Bylaws is hereby deleted in its entirety and shall hereafter read as follows:

5.04 Election and Term of Office. At the 2003 Annual Meeting of the Association, three (3) Directors shall be elected. One Director shall serve a three (3) year term, one Director shall serve a two (2) year term, and one Director shall serve a one (1) year

term. At said Annual Meeting of the Association, the terms to be served by each Director will be determined by the number of votes received by each candidate. The candidate receiving the greatest number of votes will serve the three (3) year term, the candidate receiving the second greatest number of votes will serve the two (2) year term, and the candidate receiving the third greatest number of votes will serve the one(1) year term. In the event of a tie in the number of votes received by any candidate, the Board of Directors will determine the term to be served by each Director. At the next Annual Meeting, and at every Annual Meeting thereafter, any Board position which is vacant due to the expiration of a term of office, shall be filled by the candidate receiving the greatest number of votes and who shall serve for a term of two (2) years. The Directors shall hold office until their successors have been elected and hold their first meeting, except as otherwise provided herein.

EXECUTED to be effective as of the 21st day of August, 2003.

**HICKORY CREEK (DENTON)
HOMEOWNERS' ASSOCIATION, INC.**

By: 
Jay Carradine, President

CERTIFICATION OF AMENDMENT TO BYLAWS

I, Jay Carradine, the duly elected President of the Hickory Creek (Denton) Homeowners' Association, Inc., hereby certify:

This First Amendment to the Bylaws of the Hickory Creek (Denton) Homeowners' Association, Inc. was approved pursuant to the requirements set forth in Article VIII, Section 8.01 of the Bylaws, at the annual meeting of the members of the Association held on 21st day of August, 2003, and that the same does now constitute a portion of the Bylaws of Hickory Creek (Denton) Homeowners' Association, Inc.


Jay Carradine, President