

Exhibit "A"

AMENDED

BY-LAWS

OF

THE RETREAT AT GLEN HEATHER HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Section 1. The Registered Office of the corporation shall be at Alpha Omega Real Estate, Inc., 10609 IH 10 West, Suite 104, San Antonio, Bexar County, Texas 78230 and the name of the Registered Agent of the corporation at such address is Mary Lowery. The Board of Directors may change the Registered Office and/or the Registered Agent without amending these By-Laws.

Section 2. The corporation may also have offices at such other places both within and without the State of Texas, as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 3. The permanent mailing address of The Retreat at Glen Heather Homeowners Association, Inc. is 6003 Glen Heather, San Antonio, Texas 78240.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to THE RETREAT AT GLEN HEATHER HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to the real property described as Lots 1-27 inclusive, Lots 80-89 inclusive, Lot 137 and Lot 215, Block 1, NCB 17187, THE RETREAT AT GLEN HEATHER P.U.D. City of San Antonio, Bexar County, Texas according to plat thereof recorded in Volume 9502, Pages 105 and 106, and in Volume 9521, Page 83, of the Deed and Plat Records of Bexar County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, and described in the Declaration of Covenants and Restrictions.

Section 4. "Lot" shall mean and refer to each of the individual tracts of land or resubdivision of same into which the Properties, excepting the Common Area, shall be divided for the location of townhomes thereon for individual use and ownership as described in the Declaration of Covenants and Restrictions.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Babcock North Development Corporation, a Texas corporation, its successors and assigns, if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose

of development.

Section 7. "Declaration" shall mean and refer to the Amended Declaration of Covenants, Conditions and Restrictions executed by the Association applicable to the Properties recorded in the Official Public Records of Real Property of Bexar County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. Annual meetings of the Members shall be held during the third week of September, the day and time being set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes to be cast at such meeting.

Section 3. List of Members. At least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at said meeting, arranged in alphabetical order with the residence of each and the number of voting shares held by each, shall be prepared by the officer or agent having charge of the membership books. Such list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any Member at any time during usual business hours, and shall also be posted at the Member's meetings.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Written notice of such meetings shall also be given to each holder of a validly recorded purchase money mortgage lien upon written request of such mortgagee and such mortgagee shall be permitted to attend, or to designate a representative to attend, such meetings. One such written request shall be deemed to be a request for written notice of all subsequent meetings.

Section 5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary or Registered Agent. Every proxy shall be revocable and shall automatically

cease upon conveyance by the Member of his Lot.

Section 7. Members Entitled to Vote. To be entitled to vote, either in person or by proxy, members must be current on all assessments.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Management. The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the Members.

Section 2. Directors. The Board of Directors shall consist of five (5) directors, none of whom need be Members. The number and term of office of the directors may be changed by amendment of the By-Laws of the Association.

Section 3. Term of Office. At each annual meeting the Members shall elect five (5) directors for a term of one year.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a sixty seven percent (67%) vote of the Members of the Association entitled to vote. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve until the next annual Members' meeting, at which time directors will be elected.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members and shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of positions to be filled. Such nominations may be made from among Members and non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret, written ballot. At such election the Members entitled to vote or their proxies may

cast, in respect to each position, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

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

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) directors, after not less than one (1) days notice to each director.

Section 3. Quorum. Sixty-seven percent (67%) of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by sixty seven percent (67%) of the directors present at a duly-held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereof, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use the recreational facilities of a Member during any period in which such member shall be delinquent in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and meeting with the Board of Directors for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties, and authority vested in, or delegated to, the Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and,

(e) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties; provided, any management agreement, shall be terminable, with or without cause, upon 30 days written notice and the term thereof shall not exceed one year. In the event the Board of Directors employs professional management of the Properties and thereafter elects to terminate professional management and assume self-management of the Properties, the vote of at least sixty seven percent (67%) of the members entitled to vote shall concur in such decision and the holders of at least 51% of the validly recorded purchase money mortgage liens

against the Lots constituting the Properties shall first have given their written consent thereto.

- (f) designate a trustee in writing from time to time to post or cause to be posted the required notice and to conduct a non-judicial foreclosure sale pursuant to Section 51.002 of the Texas Property Code of the lien described in Article IV, Section 7 of the Declaration and to conduct the foreclosure sale in connection with said lien.

Section 2. Duties. It shall be the duty of the Board of Directors to do the following or cause the following to be done:

- (a) keep 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 required in writing by one-fourth (1/4) of the members who are entitled to vote;

- (b) supervise all officers, agents, and employees of the Association and to see that their duties are properly performed;

- (c) as more fully provided in the Declaration, to:

- (1) fix the amount of the annual assessment against each Lot;

- (2) send written notice of any change in assessment to every Owner subject thereto at least thirty (30) days prior to the effective date of change;

- (3) to take such action as is necessary to collect any assessment not paid within thirty (30) days after due date;

- (d) issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

- (e) procure and maintain liability and hazard insurance on the Properties as provided in the Declaration;

- (f) cause all officers having fiscal responsibilities to be bonded as provided in the Declaration; and,

- (g) cause the Common Area to be maintained as required by the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. Each of the officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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 shall take effect on the date of receipt of such notice 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 shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, easements, deeds, and other written instruments, and shall co-sign all checks and promissory notes.

Vice-President

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

Secretary

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

Treasurer

(d) The Treasurer shall do or cause to be done by a person or persons designated by the Board of Directors the following: receive and deposit in appropriate bank accounts all monies of the Association and disburse funds; sign all checks and promissory notes of the Association; keep proper books of account; cause an audit of the Association books to be made by an independent public accountant at least once

every four (4) years; cause a review of the Association books to be made by an independent public accountant in the years in which an audit is not done. The Board of Directors will decide whether an audit or review will be done each year. The Treasurer shall also prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and prepare and file such other reports as may be required by law. A copy of each annual financial statement (audit or review) shall be furnished to each Member and upon written request to each holder of a validly recorded purchase money mortgage indebtedness against any of the Lots constituting the Properties within ninety (90) days after its completion.

ARTICLE IX

COMMITTEES

The Board of Directors of the Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member and the holders of validly recorded purchase money mortgage liens on any of the Lots. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased for the actual cost thereof.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association the annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall bear a late charge of \$10 or such amount, as may within legal limits, be set by the Board of Directors. The Association, by and through its Board of Directors, may bring an action at law against the Owner personally obligated to pay the same or foreclosure of the lien against the property and interest of the responsible Owner, such action to also include costs and reasonable attorney's fees of any such action. No Owner shall otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot or disagreement with decisions of the Association or its Board of Directors.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Members in the manner prescribed by the Declaration.

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

ARTICLE XIII

OWNERSHIP OF HOMEOWNERS ASSOCIATION

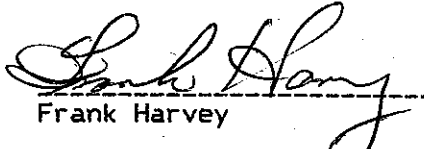
Each Owner of a fee simple interest in a Lot within the Properties (as the Properties may hereafter be expanded) shall be entitled to an ownership in this Association equivalent to what would normally be in a corporation, one share of stock for each Lot so owned. There shall be no issuance of any certificate of any nature, but this ownership shall vest automatically on the purchase of any such Lot.

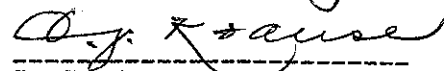
ARTICLE XIV


FISCAL YEAR

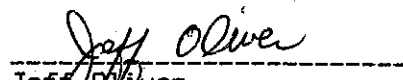
The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

IN WITNESS WHEREOF, we, being all of the directors of THE RETREAT AT GLEN HEATHER HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 4th day of NOVEMBER, 1991.


Frank Harvey


C. J. Krause


Judy McMillan


Jeff Oliver


Curty Rexna

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on NOVEMBER 4, 1991,
by Frank Harvey.



MARY J. LOWERY
Notary Public, State of Texas
My Comm. Exp. 9-18-93

Mary J. Lowery
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on NOVEMBER 4, 1991,
by C. J. Krause.



MARY J. LOWERY
Notary Public, State of Texas
My Comm. Exp. 9-18-93

Mary J. Lowery
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on NOVEMBER 4, 1991,
by Judy McMillan.



MARY J. LOWERY
Notary Public, State of Texas
My Comm. Exp. 9-18-93

Mary J. Lowery
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on NOVEMBER 4, 1991,
by Jeff Oliver.



MARY J. LOWERY
Notary Public, State of Texas
My Comm. Exp. 9-18-93

Mary J. Lowery
Notary Public, State of Texas

STATE OF TEXAS
COUNTY OF BEXAR

This instrument was acknowledged before me on NOVEMBER 20, 1991,
by Curty Reyna.



MARY J. LOWERY
Notary Public, State of Texas
My Comm. Exp. 9-18-93

Mary J. Lowery
Notary Public, State of Texas

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law STATE OF TEXAS, COUNTY OF BEXAR
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 Record of Real Property of Bexar County, Texas on:

SEP 22 1999



Gerry Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS

RECORDERS MEMORANDUM

At time of Recordation this instrument was found to be inadequate for good photographic reproduction due to : (illegibility, carbon or photo copy, discolored paper, deterioration, etc.)

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On Sep 21 1999

At 4:03pm

Receipt #: 265902
Recording: 23.00
Doc/Mgmt: 6.00

Doc/Num : 99- 0179665

Deputy -Barbara Gutierrez

Book Volm Page
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