

BYLAWS OF
LAKE CREEK FOREST
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I

Members -- (Owners)

Section 1. Eligibility. Membership in Lake Creek Forest Property Owners' Association, Inc. ("Association") shall be as set forth in the Articles of Incorporation of the Association ("Members").

Section 2. Regular Meetings. The regular annual meeting of Members shall be held on such date and at such place and time as designated by the Board of Directors in written notice given to all Members at least ten (10) days prior to the date of such meeting.

Section 3. Special Meetings. Special meetings of the Members may be called by the President or by a majority of the Board of Directors, or by Members having at least two-fifths (2/5) of the votes entitled to be at such meeting. Said special meetings shall be called by delivering written notice to all Members not less than ten (10) days prior to the date of said meeting stating the date, time and place of said special meeting and the matters to be considered.

Section 4. Delivery of Notice of Meetings. Notices of meetings may be delivered either personally or by mail to a Member at the last known address.

Section 5. Voting. Voting by the membership shall be as set forth in the Articles of Incorporation of the Association.

Section 6. Quorum. A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding at least five percent (5%) of the votes entitled to be cast at such meeting.

Section 7. Rules of Meetings. The Board may prescribe reasonable rules for the conduct of all meetings of the Board and Members and in the absence of such rules, Robert's Rules of Order shall be used.

ARTICLE II

Board of Directors

Section 1. Number, Election and Term of Office. The Board of Directors of the Association ("Board"), shall initially consist of three (3) members ("Directors") appointed by Mitchell Development Corporation of the Southwest (the "Developer"). The Board of Directors shall be increased to five (5) members at such time as Developer, in its sole discretion, appoints two (2) additional Directors.

At the regular annual meeting of the Members following such increase in the number of Directors and thereafter, subject to the provisions of the following paragraph, two (2) Directors shall be elected by the vote of Members and three (3) Directors shall be appointed by the Developer. Those candidates for election as Director receiving the greatest percentage of the votes cast either in person or by proxy at the meeting shall be elected to serve until the next regular annual meeting.

At such time as Developer, in its sole discretion, elects to relinquish its right to appoint three (3) Directors, Developer shall give written notice to the Members and a special meeting of the Members shall be called by the remaining Directors for the purpose of replacing the three (3) appointed Directors with three (3) elected Directors. Thereafter, at the regular annual meeting of the Members five (5) Directors shall be elected by the vote of the Members. Those candidates for election as Director receiving the greatest percentage of the votes either in person or by proxy shall be elected to serve until the next regular annual meeting.

The number of Directors may be increased or decreased by amendment of these Bylaws.

Section 2. Qualifications. Each elected Director shall be a Member in good standing of the Association. If an elected Director shall cease to meet such qualifications during his term, he shall thereupon cease to be a Director and his place on the Board shall be deemed vacant.

Section 3. Vacancies. Any vacancy occurring on the Board by reason of resignation, removal or incapacity of an elected Director shall be filled by majority vote of the remaining Directors thereof. Any vacancy occurring on the Board by reason of resignation, removal or incapacity of an appointed Director shall be filled by appointment by the Developer. Any Director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the Director whom he succeeds.

Section 4. Meetings. The Board shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after receiving notice from the Secretary of State of the filing of the Articles of

Incorporation. A regular annual meeting of the Board shall be held within ten (10) days following the regular annual meeting of Members. Special meetings of the Board shall be held upon a call by the President or by a majority of the Board on not less than forty-eight (48) hours notice in writing to each Director, delivered personally or by mail or telegram. Any Director may waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action proposed to be taken by the Board without a meeting. A Director's attendance at a meeting shall constitute his waiver of notice of said meeting.

Section 5. Removal. Any elected Director may be removed from office for cause by the vote of Members having two-thirds (2/3) of the total percentage of ownership at any annual or special meeting of the Association, duly called. Any appointed Director may be removed by the Developer for any reason.

Section 6. Compensation. Directors shall receive no compensation for their services as Directors, unless expressly provided for in resolutions duly adopted by a majority of the Members.

Section 7. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time for periods of no longer than one week until a quorum is obtained or until a conclusion can be reached. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 8. Voting. An affirmative vote of a majority of those Directors present at a meeting at which a quorum is in attendance shall be necessary to transact business.

Section 9. Powers and Duties. The Board shall have the following powers and duties:

(a) to elect and remove the officers of the Association as hereinafter provided;

(b) to administer the affairs of the Association;

(c) to formulate policies for the administration, management and operation of the property held for the use and benefit of all members ("Common Elements");

(d) to adopt rules and regulations, with written notice thereof to all Members, governing the administration, management,

operation and use of the Common Elements, and to amend such rules and regulations from time to time;

(e) to provide for the maintenance, repair and replacement of the Common Elements and payments therefor, and to approve payment vouchers or delegate such approval to the officers;

(f) to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and to engage or contract for the services of others, and to make purchases for the maintenance, repair, replacement, administration, management and operation of the Common Elements and to delegate any such powers to a managing agent (and any such employees or other personnel who may be the employees of a managing agent);

(g) to appoint committees of the Board and to delegate to such committees the Board's authority to carry out certain duties of the Board;

(h) to determine the fiscal year of the Association and to change said fiscal year from time to time as the Board deems advisable;

(i) to collect all assessments and charges provided for in any covenants and restrictions imposed in Lake Creek Forest at such time as Developer assigns said right to the Association pursuant to the restrictions, and to use the proceeds therefrom for the purposes set forth in such covenants and restrictions and in the Articles of Incorporation of the Association.

(j) to establish bank accounts which are interest bearing or non-interest bearing, as may be deemed advisable by the Board of Directors;

(k) to enter such contracts and agreements relating to the providing of maintenance, management and operational services as the Board may deem advisable;

(l) to enter such leases of portions of the Common Elements as the Board may deem advisable; and

(m) to exercise all powers and duties of a Board of Directors referred to in these Bylaws; and

(n) in general, to carry on the administration of the Association and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the Association.

Section 10. Non-Delegation. Nothing in this Article or elsewhere in these Bylaws shall be considered to grant to the

Board, the Association or to the officers of the Association any powers or duties which, by law, have been delegated to the members.

ARTICLE III

Officers

Section 1. Designation. At each regular annual meeting of the Board, the Directors present at said meeting shall elect the following officers of the Association by a majority vote:

(a) a President who shall be a Director and who shall preside over the meetings of the Board and of the Members, and who shall be the chief executive officer of the Association;

(b) a Secretary, who shall keep the minutes of all meetings of the Board and of the Members, and who shall, in general, perform all the duties incident to the office of Secretary;

(c) a Treasurer, who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported;

(d) such additional officers as the Board shall see fit to elect.

Section 2. Powers. The respective officers shall have the general powers usually vested in such officers; provided that the Board may delegate any specific powers to any other officer or impose such limitations or restrictions upon the powers of any officer as the Board may see fit.

Section 3. Term of Office. Each officer shall hold office for the term of one year and until his successor shall have been appointed or elected and qualified.

Section 4. Vacancies. Vacancies in any office shall be filled by the Board by a majority vote of the Board at a special meeting of said Board. Any officer so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the officer he succeeds. Any officer may be removed for cause at any time by vote of two-thirds (2/3) of the total membership of the Board at a special meeting thereof.

Section 5. Compensation. The officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by a majority of the Members.

ARTICLE IV

Amendments

These Bylaws may be amended at a regular or special meeting of the Board of Directors by a vote of the majority of the Board

of Directors, provided that the provisions of these Bylaws which are covered by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law.

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

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