

Amend

**FIRST AMENDMENT TO THE BY-LAWS OF
HANNOVER FOREST HOMEOWNERS ASSOCIATION**

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WHEREAS, on April 28, 1997, George Wimpey of Texas, Inc., a Texas corporation, doing business as Morrison Homes, filed and recorded the Declaration of Covenants, Conditions and Restrictions for Hannover Estates, Section One (1) (the "Declaration"), under County Clerk's File Number S425230 of the Real Property Records of Harris County, Texas; and

WHEREAS, pursuant to the Declaration there has heretofore been formed an entity named Hannover Forest Homeowners Association, (hereinafter referred to as the "Association"), a Texas non-profit corporation, the purposes of which in general are the collection, expenditure and management of the maintenance assessments of the Association, enforcement of the Declaration for Hannover Forest, Section One, thereto providing for the maintenance, preservation and architectural control within the project, the general overall supervision of all the affairs and well being of the project and the promotion of the health, safety and welfare of the residents within the project; and

WHEREAS, the By-laws of Hannover Forest Homeowners Association (the "By-laws") provide for the internal governance of the Association and the rights and obligations of the owners, directors and officers created thereby.

WHEREAS, on Jan 15, 2004, the majority of the members present at a duly called annual meeting of the members at which a quorum was present, have heretofore approved a change in the terms of the directors of the Association, all in accordance with applicable provisions of the Declaration, the Articles of Incorporation and By-laws of the Association. Accordingly, the following provisions of the By-laws are amended as follows:

Paragraph 4(b), entitled Election shall be deleted and the following is substituted therefore:

b. *At the 2004 annual meeting, there will be four vacancies to be filled as one director's term does not expire until 2005. The members shall elect two (2) directors for a term of three (3) years and two (2) directors for a term of two (2) years. At each annual meeting thereafter, the members shall elect each director whose term has expired for a term of three (3) years. For convenience and clarity, the directors' positions for the 2004 annual meeting may be identified as follows:*

Positions 1 and 2 shall be for a term of three (3) years.

Positions 3 and 4 shall be for a term of two (2) years.

Position 5 expires at the 2005 annual meeting.

The four nominees receiving the most votes shall be ranked numerically from one through four with the nominee receiving the most votes being ranked number one. The nominees shall then be appointed to the corresponding director positions one through four according to the number of votes received.

HANNOVER FOREST HOMEOWNERS ASSOCIATION, by and through its Board of Directors, hereby approves and consents to the foregoing First Amendment to the By-Laws for Hannover Forest Homeowners Association.

By: *Jerome A. Patridge*
Jerome Patridge, President

By: *Suzanne Morrison*
Suzanne Morrison, Vice President

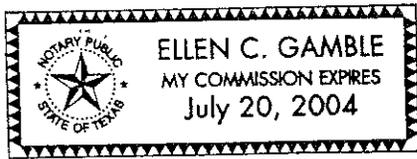
By: *K. Davis*
Karen Davis, Secretary

By: *Charles Maxwell*
Charles Maxwell, Treasurer

By: *Jeffrey Palteza*
~~Doris Hinkley~~, Director at Large
JEFFREY PALTEZA

STATE OF TEXAS §
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COUNTY OF HARRIS §

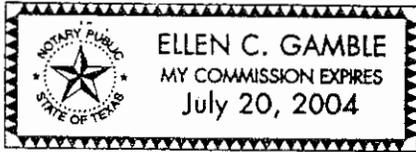
This instrument was acknowledged before me on the 15 day of Jan, 2004, by JEROME PATRIDGE, President of Hannover Forest Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Ellen C. Gamble
NOTARY PUBLIC in and for the
STATE OF TEXAS
Name: _____
My Commission Expires: _____

STATE OF TEXAS §
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COUNTY OF HARRIS §

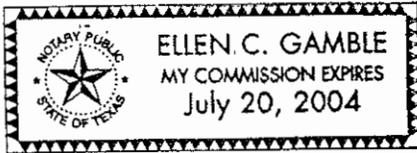
This instrument was acknowledged before me on the 15 day of Jan, 2004, by SUZANNE MORRISON, Vice President of Hannover Forest Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Ellen C. Gamble
NOTARY PUBLIC in and for the
STATE OF TEXAS
Name: _____
My Commission Expires: _____

STATE OF TEXAS §
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COUNTY OF HARRIS §

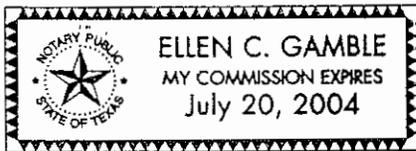
This instrument was acknowledged before me on the 15 day of Jan, 2004, KAREN DAVIS, Secretary of Hannover Forest Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Ellen C. Gamble
NOTARY PUBLIC in and for the
STATE OF TEXAS
Name: _____
My Commission Expires: _____

STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on the 15 day of Jan, 2004, CHARLES MAXWELL, Treasurer of Hannover Forest Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Ellen C. Gamble
NOTARY PUBLIC in and for the
STATE OF TEXAS
Name: _____
My Commission Expires: _____

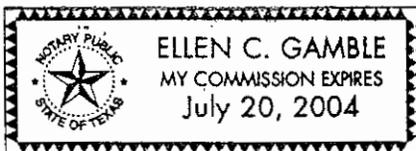
FILE FOR RECORD
8:00 AM

APR - 6 2004

Brendy B. Huffman
County Clerk, Harris County, Texas

STATE OF TEXAS §
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COUNTY OF HARRIS §

Jeff Palitza This instrument was acknowledged before me on the 15 day of Jan, 2004, ~~DORIS HUCKABY~~, Director at Large of Hannover Forest Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Ellen C. Gamble
NOTARY PUBLIC in and for the
STATE OF TEXAS
Name: _____
My Commission Expires: _____

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS
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 Records of Real Property of Harris County, Texas on

RETURN TO:

Jeffrey J. Messock ✓
17171 Park Row
Suite 250
Houston, Texas 77084

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APR - 6 2004



Brendy B. Huffman
COUNTY CLERK
HARRIS COUNTY, TEXAS

**AMENDMENT #1
BY LAWS
HANNOVER FOREST HOMEOWNERS ASSOCIATION**

Pursuant to the By Laws Section 11 "Amendments" and Section 3 F "Majority Vote of the By Laws", a vote was taken at the February 15, 2001 Annual Meeting of the Membership and a majority of residents in attendance voted to increase the Board of Directors from 3 members to 5, therefore:

Section 4A "Board of Directors" is hereby Amended to state: The affairs of this association shall be managed by a Board of 5 Directors.