

**CERTIFICATE OF
SECOND AMENDMENT TO THE BYLAWS
OF
RIVERWALK PROPERTY OWNERS ASSOCIATION**

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

I, Jerry Mizell, Secretary of Riverwalk Property Owners Association (the "Association"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the 1st day of February, 2016, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following amendment to the Bylaws of the Association was duly approved by a majority vote of the members of the Board:

RECITALS:

1. The Bylaws of the Association were recorded in the Official Public Records of Real Property of Montgomery County, Texas on February 20, 2013 under Clerk's File No. 2013016754.
2. The Association has determined it necessary to amend the Bylaws to clarify the process to stagger the terms of three (3) directors to be elected by the Members of the Association.
3. Pursuant to the Texas Business Organizations Code Section 22.102 and the Texas Non-Profit Corporation Act Article 1396-2.09, the Board has been vested with the authority to amend the Bylaws.

AMENDMENT:

The Board of Directors hereby amends the Bylaws of the Association as follows:

1. Article IV, Section 7 entitled "Term of Office", shall be deleted and replaced with the following provision:

Section 7. Term of Office. At the 2016 Annual Members' meeting, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years and at annual meetings thereafter, the Members shall elect directors for two (2) year terms. Unless otherwise established by the Board, the candidate receiving the highest number of votes shall serve the three-year term, the candidate receiving the second highest number of votes shall serve the two-year term, and the candidate receiving the third highest number of votes shall serve the one-year term.

Thereafter, the term of office of each director elected by the Members shall be for two (2) years from the date of their election, with the understanding that a director may be reelected for additional two (2) year terms. Each director shall continue to hold office until his/her successor is appointed or elected and qualified.

If any provision of this Amendment is found to be in conflict with the Bylaws of the Association, this Amendment shall control.

Unless the context clearly indicates otherwise, all other definitions and restrictions shall remain as stated in the Bylaws of the Association.

IN WITNESS WHEREOF, this Amendment to the Bylaws of Riverwalk Property Owners Association, is executed as of the 18th day of February, 2016.

APPROVED BY:

By: [Signature]
Name: Randall H Brooks, DIRECTOR President

By: [Signature]
Name: Pete Oliver, DIRECTOR Vice President

By: [Signature]
Name: JERRY A MIZELL, DIRECTOR SECTY/TRES.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing amendment to the Bylaws was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association, to be effective upon recording in the Official Public Records of Real Property of Montgomery County, Texas.

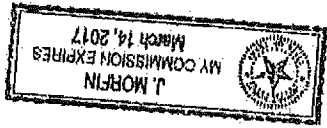
RIVERWALK PROPERTY OWNERS ASSOCIATION,

By: [Signature]
Print Name: JERRY A. MIZELL, Secretary

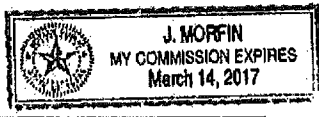
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BEFORE ME, the undersigned Notary Public, on this day personally appeared Jerry A. Mizell, Secretary of Riverwalk Property Owners Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed and in the capacities stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 1st day of February, 2016.



[Signature]
Notary Public and for the State of Texas



Return to:
ROBERTS MARKEL WEINBERG
BUTLER HAILEY PC
2800 Post Oak Blvd., Suite 5777
Houston, Texas 77056

E-FILED FOR RECORD
02/03/2016 11:27AM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify this instrument was e-FILED in
file number sequence on the date and at the time
stamped herein by me and was duly e-RECORDED in
the Official Public Records of Montgomery County, Texas.

02/03/2016



County Clerk
Montgomery County, Texas