

OCTOBER 27, 2001

**Amendment to Amended and Restated Bylaws of
Steiner Ranch Residential Owners Association, Inc.**

ANNUAL MEETING:

Article 3, Section 1 of the Bylaws entitled "Annual Meeting" is hereby amended to add the following language to the end of Section 1:

If for any reason it is impracticable or inconvenient to hold the Annual Meeting on the above-mentioned date, the Board of Directors may in its discretion set the Annual Meeting for a date as close as reasonably possible to the above-mentioned date.

BOARD MEMBERS:

Article 4, Section 1 of the Bylaws is hereby amended to add the following language to the end of this section:

After expiration of the Declarant control period (when it is voluntarily relinquished by the Declarant or expires in accordance with the Declaration terms), the affairs of the Association will be managed by a board of five directors directed by the Class A members owning residence on the property and who are present in person or by proxy at the annual meeting of the members.

TERM OF OFFICE:

Article 4, Section 2 of the Bylaws entitled "Term of Office" is amended by adding the following language to the end of the section:

After the termination of the Declarant control period and the receipt by the Association of the resignations of the three (3) Directors who were elected by the Declarant's utilization of its super-majority vote, the remaining two (2) Directors shall appoint three (3) replacement Directors who shall serve until the second annual meeting of the Association held after the termination of the Declarant control period. The two (2) remaining Directors, i.e., the Directors who held office on the termination date of the Declarant control period, shall hold office until the first annual meeting of the Association held after the termination of the Declarant control period, where the members shall elect their replacements. Each Director elected by the membership at any annual meeting held by the Association after the termination of the Declarant control period shall be elected for a term of two (2) years.

REGULAR MEETINGS:

Article 6, Section 1 entitled "Regular Meetings" is hereby amended to add the following language to the end of that section:

Meetings of the Board may be held by phone.

ASSESSMENTS:

Article 12 is hereby amended to delete the third sentence and substitute in its place the following language:

If the assessment or other amount due is not paid within 15 days after the due date, all unpaid amounts due shall be subject to a late fee as determined by the Board of Directors for the month in which the amount first became due and, in the Board's discretion, late fees may be charged for every month thereafter that the unpaid amount remains due.

Adopted as of _____ 2001 in
accordance with Article XIV, Section 1
of the Bylaws

Secretary of the Association

STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the ___ day of _____ 2001, by _____, Secretary of the Steiner Ranch Residential Owners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.

Notary Public - State of Texas