

MAR 27 2006

**SECOND AMENDMENT OF BYLAWS OF
THE CHAMPIONS ESTATES RESIDENTIAL OWNERS ASSOCIATION, INC.**
A Texas Non-Profit Corporation

(Also known as the Estates at Champions Run Homeowners Association)

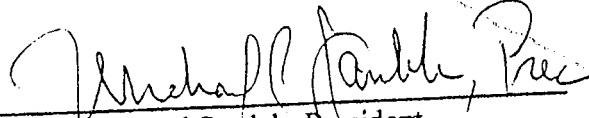
THE SECOND AMENDMENT TO THE BYLAWS OF THE CHAMPIONS ESTATES
RESIDENTIAL OWNERS ASSOCIATION, INC., is executed to be effective as of the 30th day
of October, 2000.

AMENDMENT

ARTICLE III, Section 2 (a) ("Elections") is amended as follows: Delete all wording
of section 2 (a) and replace with the following:

The Secretary of the Board or the management company will supervise the election of
Board Members. In the thirty (30) day notice letters of the Annual Meeting, a form will be
inserted asking for nominations for Board Members. This form is to be completed and returned
in writing to the stated address. From this list of nominees, a ballot will be printed to use at the
Annual Meeting. At the Annual Meeting, the names will be presented and the individuals
introduced. A Board Member, who is not up for reelection, will ask for any nominees from the
floor, which will be added to the ballot in the write-in section. During the meeting, members will
mark their ballots, the ballots and any proxies, will be collected and tabulated by the
management company representative and presented to the Board, then, Election results will be
announced during the Annual Meeting.

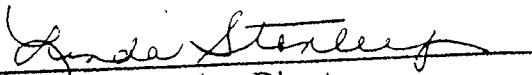
ARTICLE III, Section 2 ("Appointments") is amended as follows: Change Section 2
Appointments to (b) **Appointments**.



Michael Soulek, President



David Seguin, Secretary

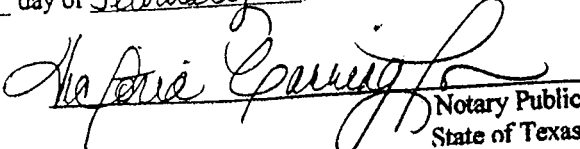


Linda Stanley, Director

State of Texas
County of Bexar

Before me on this day personally appeared the above, known
to be the persons whose names are subscribed to the foregoing
instrument and acknowledged to me that they have executed
same for the purposes and consideration herein expressed.
Given under my hand and seal of office this

28 day of February, 2001.



Notary Public
State of Texas

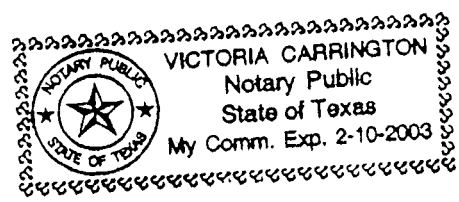


EXHIBIT A

PROPERTY

Tract I:

Lots 1 through 125, both inclusive, Block 1, Champions-Unit 1 Stone Oak, Planned Unit Development, an addition in Bexar County, Texas, according to the map or plat thereof recorded in Volume 9522, Page 179-187, Deed and Plat Records of Bexar County, Texas

Tract II:

Meters and Bounds Description for
a 73.186 Acre Tract of Land

Being a 73.186 acre tract of land out of the following: Deacy, Seale & Friswood Survey #3, Abstract #115, Abstract #946; L.C. Grothaus Survey #12, Abstract #930; out of a 1,501.953 ac. tract recorded in Volume #5506, Pages 821-822; out of a 1,379.411 ac. tract recorded in Volume 6693, Pages 981-983 of the Deed and Plat Records of Bexar County, Texas;

Said 73.186 acre tract being more particularly described as follows:

- BEGINNING: At a point on the east R.O.W. line of Evans Rd. with its intersection with the south R.O.W. line of Champions Street said point of beginning also being the southwest corner of a plat whose name bears Champions-Unit II as recorded in Volume 9522, Page 180 Deed and plat Records, Bexar County, Texas;
- THENCE: With the south R.O.W. line of said Champions Street the following:
N 36° 38' 36" E, 31.32 feet to a point for a corner;
- THENCE: N 81° 38' 36" E, 245.72 feet to a point for a corner;
- THENCE: S 53° 21' 24" E, 21.21 feet to a point for a corner;
- THENCE: N 81° 38' 36" E, 50.00 feet to a point on the east R.O.W. line of Champions Run to a point for a corner;
- THENCE: N 08° 21' 24" W, 101.00 feet along the east R.O.W. line of Champions Run to a point for an interior corner;
- THENCE: N 81° 25' 55" E, 713.00 feet continuing along the south line of said Champions-Unit II Subdivision Plat to a point for a corner; said corner also being the southwest corner of Lot 80 of the above mentioned subdivision;
- THENCE: S 81° 06' 05" E, 150.00 feet continuing the south line of said Champions-Unit II Subdivision Plat to a point for a corner, said corner also being the southwest corner of Lot 80 of the above mentioned subdivision;
- THENCE: S 64° 00' 25" E, 215.43 feet continuing along said south line to a point for a corner;

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- THENCE: S 52° 05' 39" E, 157.51 continuing along said south line of said Champions Unit-1 Subdivision to a point for a corner, said corner also being the southeast corner of Lot 79 of the above mentioned subdivision;
- THENCE: N 39° 10' 44" E, 22.15 feet along the south line of said subdivision plot said south line also being the south lot line of Lot 78;
- THENCE: S 68° 24' 25" E, 67.19 feet along the south line of lot 78 to a point for a corner, said corner also being the northeast corner of lot 78;
- THENCE: S 01° 24' 25" E for a distance of 685.00 feet to a corner;
- THENCE: S 63° 05' 35" W for a distance of 505.00 feet to a corner;
- THENCE: S 24° 34' 25" E for a distance of 187.70 feet to a corner;
- THENCE: S 02° 43' 35" W for a distance of 314.77 feet, to a corner;
- THENCE: S 45° 34' 43" W for a distance of 1,050.11 feet, to a corner;
- THENCE: N 69° 38' 32" W for a distance of 91.79 feet, to a corner;
- THENCE: N 42° 42' 34" W for a distance of 265.38 feet, to a corner;
- THENCE: N 32° 00' 19" W for a distance of 234.15 feet, to a corner;
- THENCE: N 42° 12' 26" W for a distance of 287.23 feet, to a corner;
- THENCE: N 65° 25' 25" W for a distance of 15.45 feet, to a point in the east R.O.W. line of an 86 ft. north/south secondary arterial known as Evans Rd.;
- THENCE: N 01° 37' 30" W, 832.15 feet along the east R.O.W. line of Evans Rd. to a point of curvature;
- THENCE: 507.04 feet along a curve to the right continuing along the east R.O.W. line of Evans Rd. having a central angle of 18° 46' 06", a radius of 1547.88 feet, and a tangent of 255.81 feet to a point of tangent;
- THENCE: N 17° 08' 37" E, 129.24 feet continuing along said east R.O.W. line of Evans Rd. to a point of curvature;
- THENCE: 207.19 feet along a curve to the left continuing along the east R.O.W. line of Evans Rd. having a central angle of 07° 13' 31", a radius of 1643.00 feet and a tangent of 103.73 feet to the POINT OF BEGINNING and containing 73.186 Acres (3,187,960.42 sq. ft.) of land, more or less.

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Leo L. Rodriguez, Jr. R.P.L.S. 325
September 15, 1961

Job No. 92713

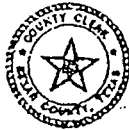
RETURN AFTER RECORDING,
HUGHES & LUCE LLP
111 CONGRESS AVE STE 900
AUSTIN, TEXAS 78701-9645

RECORDER'S MEMORANDUM

AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

Any provision herein which restricts the sale, rental, 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 stipulated hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

NOV 21 1994



Robert D. Green
COUNTY CLERK BEXAR CO.

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Filed for Record in:
BEXAR COUNTY, TX
ROBERT D. GREEN/COUNTY CLERK
On Nov 18 1994
At 10:48am
Receipt #: 8820
Recording: 13.00
Doc/Inst: 6.00
Doc/Num: 94-020567
Deputy - Deborah Greiner