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2010018391

NOTICE OF DEDICATORY INSTRUMENT
for
QUAIL VALLEY FUND, INC.

THE STATE OF TEXAS §
 §
COUNTY OF FORT BEND §

The undersigned, being the Executive Director of Quail Valley Fund, Inc. ("Association"), a property owners' association as defined in Section 202.001 of the Texas Property Code hereby certifies as follows:

1. Property: The Property to which the Notice applies is described as follows:
 - a. Quail Valley Subdivision, Eldorado Section, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 7, Page 1 of the Plat Records of Fort Bend County, Texas and all amendments to or replats of said maps or plats, if any.
 - b. Quail Valley, El Dorado Section, Replat and Addition to Part of Blocks 22, 23, 24 and Reserve "F", a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 10, Page 5 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
 - c. Quail Valley, Glenn Lakes Section, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 10, Page 1 of the Plat Records of Fort Bend, County, Texas, save and except Block Forty-Eight (48) thereof and all amendments to or replats of said maps or plats, if any.
 - d. Quail Valley, Glenn Lakes, Section Two, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 22, Page 1 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
 - e. Quail Valley, Glenn Lakes, Section III, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record under Slide No. 630B of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
 - f. Quail Valley, Glenn Lakes Section, Replat Part of Blocks 47 and 48, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 13, Page 2 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.

- g. Quail Valley, La Quinta Section, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 8, Page 5 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- h. Quail Park, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 21, Page 3 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- i. Quail Valley, Quail Valley North, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 9, Page 5 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- j. Quail Valley, Thunderbird Patio Homes, Section One Re-Plat, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 19, Page 6 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- k. Quail Valley, Thunderbird Patio Homes, Section Two, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 20, Page 15 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- l. Quail Valley, Thunderbird, Section One, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 12, Page 2 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- m. Quail Valley, Thunderbird, Section Two, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 16, Page 2 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- n. Quail Valley, Thunderbird West Courtyard Homes, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 19, Page 16 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
- o. Quail Valley, Thunderbird West, Section One, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 10, Page 15 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.

- p. Quail Valley, Thunderbird West, Section Two, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 15, Page 6 of the Plat Records of Fort Bend, County, Texas and all amendments to or replats of said maps or plats, if any.
 - q. Quail Valley Cottages, a subdivision located in Fort Bend County, Texas according to the map or plat thereof filed of record in Volume 7, Page 11 of the Plat Records of Fort Bend County, Texas and all amendments to or replats of said maps or plats, if any.
2. Restrictive Covenants: The description of the documents imposing restrictive covenants on the Property, the amendments to such documents, and the recording information for such documents are as follows:
- a. Documents:
 - (1) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird West, Section One, a Subdivision in Fort Bend County, Texas.
 - (2) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird West, Section Two, a Subdivision in Fort Bend County, Texas.
 - (3) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Quail Park a Subdivision in Fort Bend County, Texas.
 - (4) Restrictions and Covenants Governing Property and Lots in Quail Valley Addition, Thunderbird West Courtyard Homes Section an Addition in Fort Bend County, Texas which is Owned by MacNaughton & Co., Trustee Missouri City, Texas.
 - (5) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird West Courtyard Homes, a Subdivision in Fort Bend County, Texas.
 - (6) Amendments to Restrictions and Covenants Governing Property and Lots in Quail Valley Addition, Thunderbird West Courtyard Homes Section an Addition in Fort Bend County, Texas which is Owned by MacNaughton & Co., Trustee Missouri City, Texas.
 - (7) Amendment to Restrictions and Covenants Governing Property and Lots in Quail Valley Addition, Thunderbird West Courtyard Homes, an Addition in Fort Bend County, Texas.

- (8) Amendment to Restrictions and Covenants Governing Property and Lots in Quail Valley Addition, Thunderbird West Courtyard Homes, an Addition in Fort Bend County, Texas.
- (9) Amendment to Restrictions and Covenants Governing Property and Lots in Quail Valley Addition, Thunderbird West Courtyard Homes, an Addition in Fort Bend County, Texas.
- (10) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird, Section Two a Subdivision in Fort Bend County, Texas.
- (11) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird, Section One a Subdivision in Fort Bend County, Texas.
- (12) Restrictions (Quail Valley Cottages).
- (13) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, El Dorado Section, Replat and Addition to Part of Blocks 22, 23, 24 and Reserve "F" a Subdivision in Fort Bend County, Texas.
- (14) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Glenn Lakes Section, Replat Part of Block 47 and 48 a Subdivision in Fort Bend County, Texas.
- (15) Restrictions and Covenants Governing Property and Lots in Quail Valley Subdivision, Glenn Lakes Section III, a Subdivision in the David Bright League A-13 Fort Bend County, Texas Owned by MacNaughton & Co. Missouri City, Texas.
- (16) Amendments to Restrictions and Covenants Governing Property and Lots in Quail Valley Subdivision, Glenn Lakes Section III, a Subdivision in the David Bright League A-13 Fort Bend County, Texas Owned by MacNaughton & Co. Missouri City, Texas.
- (17) Second Amendment to Restrictions and Covenants Governing Property and Lots in Quail Valley Subdivision, Glenn Lakes Section III, a Subdivision in the David Bright League A-13 Fort Bend County, Texas Owned by MacNaughton & Co. Missouri City, Texas.
- (18) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird Patio Homes, Section Two a Subdivision in Fort Bend County, Texas.

- (19) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Thunderbird Patio Homes, Section One Re-Plat, a Subdivision in Fort Bend County, Texas.
- (20) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Glenn Lakes Section a Subdivision in Fort Bend County, Texas.
- (21) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, El Dorado, a Subdivision in Fort Bend County, Texas.
- (22) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Quail Valley North a Subdivision in Fort Bend County, Texas.
- (23) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, La Quinta Section a Subdivision in Fort Bend County, Texas.
- (24) Declaration of Amended and Restated Covenants, Conditions and Restrictions for Quail Valley, Glenn Lakes, Section Two, a Subdivision in Fort Bend County, Texas.

b. Recording Information:

- (1) Fort Bend County Clerk's File No. 2008129319.
- (2) Fort Bend County Clerk's File No. 2008095139.
- (3) Fort Bend County Clerk's File No. 2008129318.
- (4) Recorded in Volume 746, Page 336 et seq. in Fort Bend County, Texas.
- (5) Fort Bend County Clerk's File No. 2009131195.
- (6) Recorded in Volume 900, Page 21 et seq. in Fort Bend County, Texas.
- (7) Fort Bend County Clerk's File No. 9671260.
- (8) Fort Bend County Clerk's File No. 9671803.
- (9) Fort Bend County Clerk's File No. 9676901.
- (10) Fort Bend County Clerk's File No. 2009087427.
- (11) Fort Bend County Clerk's File No. 2008091509.

- (12) Recorded in Volume 536, Page 537 et seq. in Fort Bend County, Texas.
- (13) Fort Bend County Clerk's File No. 2008091510.
- (14) Fort Bend County Clerk's File No. 2008091507.
- (15) Recorded in Volume 1336, Page 820 et seq. in Fort Bend County, Texas.
- (16) Fort Bend County Clerk's File No. 8419542.
- (17) Fort Bend County Clerk's File No. 8525583.
- (18) Fort Bend County Clerk's File No. 2009087426.
- (19) Fort Bend County Clerk's File No. 2008091506.
- (20) Fort Bend County Clerk's File No. 2008129320.
- (21) Fort Bend County Clerk's File No. 2008091508.
- (22) Fort Bend County Clerk's File No. 2008095138.
- (23) Fort Bend County Clerk's File No. 2009087424.
- (24) Fort Bend County Clerk's File No. 2009087425.

3. Other Dedicatory Instrument: In addition to the Restrictive Covenants identified in Paragraph 2, above, the following documents are Dedicatory Instrument governing the Association which were previously recorded in the Official Public Records of Real Property of Fort Bend County, Texas:

a. Documents:

- (1) By Laws of Quail Valley Fund, Inc.

b. Recording Information:

- (1) Fort Bend County Clerk's File No. 2007009954.

4. Dedicatory Instrument: In addition to the Dedicatory Instrument identified in Paragraph 3 above, the following documents are Dedicatory Instrument governing the Association:

- a. Article of Incorporation of Quail Valley Fund, Inc.
- b. Certificate of Amendment to the Certificate of Formation (Formerly Articles of Incorporation) of Quail Valley Fund, Inc.

True and correct copies of such Dedicatory Instrument are attached to this Notice.

This Notice is being recorded in the Official Public Records of Real Property of Fort Bend County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Notice is true and correct and that the copies of the Dedicatory Instrument attached to this Notice are true and correct copies of the originals.

Executed on this 26th day of February, 2010.

QUAIL VALLEY FUND, INC.

By: Cecil Willis, Jr.
Cecil Willis, Jr., Executive Director

THE STATE OF TEXAS

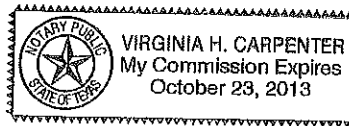
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COUNTY OF FORT BEND

BEFORE ME, the undersigned notary public, on this 26th day of February, 2010 personally appeared Cecil Willis, Jr., Executive Director of Quail Valley Fund, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

Virginia H. Carpenter
Notary Public in and for the State of Texas

Return to:
Butler | Hailey
8901 Gaylord Drive, Suite 100
Houston, Texas 77024

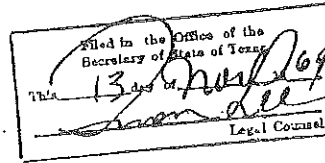


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ARTICLE OF INCORPORATION

OF

QUAIL VALLEY FUND, INC.



We, the undersigned natural persons, of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Quail Valley Fund, Inc.

ARTICLE II.

The corporation is a non-profit corporation, and shall have all of the powers specified in the Texas Non-Profit Corporation Act.

ARTICLE III.

The period of duration of this corporation is perpetual.

ARTICLE IV.

The purpose or purposes for which this corporation is organized are:

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in accordance with the provisions of subdivision restrictions applicable to the said lots as filed for record in the County Clerk's Office of Fort Bend County, Texas, and which require payment of said maintenance charge to this corporation. The initial subdivision as to which this corporation shall act shall be Quail Valley Subdivision, Eldorado Section, as shown upon the map thereof recorded in Volume 7, Pages 1 to 9 of the Plat Records of Fort Bend County, Texas, and; any future subdivisions of property in the immediate area which is called Quail Valley Subdivision may also provide

for payment of maintenance funds to this corporation; and Quail Valley Subdivision, Eldorado Section and any such future subdivisions are hereinafter referred to as "applicable subdivisions".

2. To arrange for, provide and pay for the furnishing to the applicable subdivisions of the following: back door garbage pick-up, the maintenance of streets, sidewalks, paths, parks, parkways, bridle paths, lakes, creeks, any community building, esplanades and vacant lots; the furnishing of bus service or the subsidizing of public bus service as may be necessary; providing street lighting, fogging for insect control, caring for and watering transplanted trees on vacant lots; providing garbage and rubbish pickup; encouraging compliance with and enforcement of all covenants and restrictions in the applicable subdivision; and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property of the applicable subdivisions neat and in good order or which the Trustees consider of general benefit to the owners or occupants of lots in the applicable subdivisions; and to do any and all other acts in connection with all of the above purposes.

ARTICLE V.

The street address of the initial registered office of the corporation is 15123 Memorial Drive, Houston, Texas, and the name of its initial registered agent at such address is James H. MacNaughton.

ARTICLE VI.

The number of Trustees constituting the initial Board of Trustees of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial Trustees are:

- Thomas H. Overstreet 15123 Memorial Houston, Texas
- B. R. Tempel 15123 Memorial Houston, Texas
- James H. MacNaughton 15123 Memorial Houston, Texas

ARTICLE VII.

The name and street address of each incorporator is:

Thomas H. Overstreet	13634 Taylorcrest	Houston, Texas
B. R. Tempel	15123 Memorial	Houston, Texas
James H. MacNaughton	15123 Memorial	Houston, Texas

ARTICLE VIII.

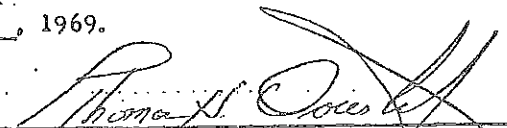
The initial Trustees shall serve until January 1, 1973, or until fifty-one (51) percent of the residential lots in Quail Valley Subdivision are sold to the first residential owner occupant thereof, whichever occurs first. In case of the resignation, death or incapacity to serve of any of said initial Trustees prior to said time, the two remaining Trustees may appoint a Substitute Trustee to serve the remainder of said period. In the case of the resignation, death or incapacity to serve of more than one of said initial Trustees, then the remaining Trustee may appoint Substitute Trustees to serve the remainder of the said period. The judgment of the Trustees, whether the Trustees are the initial Trustees or Substitute Trustees, in the expenditures of funds of this corporation shall be final and conclusive so long as such judgment is exercised in good faith.

After January 1, 1973 or after fifty-one (51) percent of the residential lots in Quail Valley Subdivision are sold to the first residential owner occupant thereof, whichever occurs first, the following shall apply to the corporation:

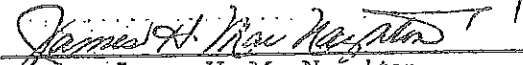
- a. The members of this corporation shall be the owners having record title of the lots in the applicable subdivisions.
- b. Each lot in the applicable subdivision shall be entitled to one (1) vote at any meeting of the members.
- c. The affairs of this corporation shall be run by three (3) Trustees, who shall be either the first residential owner occupant of a lot in an applicable subdivision or an officer of a corporation owning one or more lots in the applicable subdivision; and said Trustees shall be elected at an annual meeting of the members or at a special meeting of the members called for such purposes.

- d. The annual meeting of the members shall be at 8:00 p. m. on January 2nd of each year commencing in 1970 and shall be held at a place in Fort Bend County, Texas. The Trustees shall mail notices of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of said meeting.
- e. Trustees shall be elected for a term of one (1) year, but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present provided a quorum is present.
- f. In order to constitute a quorum at any meeting at least ten (10%) per cent of the members of this corporation must be present or represented by proxy.
- g. Special meetings may be called by any two of the Trustees or by ten (10%) per cent of the members of the corporation; and written or printed notice stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.
- h. The By-laws of this corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered by a majority vote of the members.

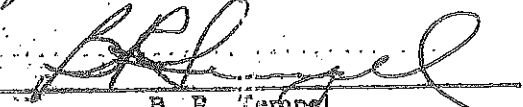
IN WITNESS WHEREOF we have hereunto set our hands this 5th day of November, 1969.



 Thomas H. Overstreet



 James H. MacNaughton



 B. R. Kemmel

FILED
In the Office of the
Secretary of State of Texas
FEB 12 2010
Corporations Section

CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF FORMATION
(Formerly Articles of Incorporation)
of
QUAIL VALLEY FUND, INC.

Entity Information

The name of the filing entity is Quail Valley Fund, Inc.

The filing entity is a nonprofit corporation.

The file number issued to the filing entity by the Secretary of State is 26853101.

The date of formation of the entity is November 13, 1969.

Amendments

Article IV, Section 1 was amended to read as follows:

ARTICLE IV, SECTION 1

1. To collect the annual maintenance charge, and any interest thereon, from owners of residential building lots in accordance with the provisions of subdivision restrictions applicable to the said lots as filed for record in the County Clerk's Office of Fort Bend County, Texas, as same may be duly amended from time to time and which require payment of said maintenance charge to this corporation. The subdivisions to which this corporation shall act shall be:
 - Quail Valley Subdivision, Eldorado Section, as shown upon the map thereof recorded in Volume 7, Page 1 of the Plat Records of Fort Bend County, Texas;
 - Quail Valley, El Dorado Section, Replat and Addition to Part of Blocks 22, 23, 24 and Reserve "F" according to the plat thereof recorded in Volume 10, Page 5 of the Plat Records of Fort Bend, County, Texas;
 - Quail Valley, Glenn Lakes Section according to the plat thereof recorded in Volume 10, Page 1 of the Plat Records of Fort Bend, County, Texas, save and except Block Forty-Eight (48) thereof;
 - Quail Valley, Glenn Lakes, Section Two according to the plat thereof recorded in Volume 22, Page 1 of the Plat Records of Fort Bend, County, Texas;

- Quail Valley, Glenn Lakes, Section III according to the plat thereof recorded under Slide No. 630B of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Glenn Lakes Section, Replat Part of Blocks 47 and 48 according to the plat thereof recorded in Volume 13, Page 2 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, La Quinta Section according to the plat thereof recorded in Volume 8, Page 5 of the Plat Records of Fort Bend, County, Texas;
- Quail Park according to the plat thereof recorded in Volume 21, Page 3 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Quail Valley North according to the plat thereof recorded in Volume 9, Page 5 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird Patio Homes, Section One Re-Plat according to the re-plat thereof recorded in Volume 19, Page 6 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird Patio Homes, Section Two according to the plat thereof recorded in Volume 20, Page 15 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird, Section One according to the plat thereof recorded in Volume 12, Page 2 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird, Section Two according to the plat thereof recorded in Volume 16, Page 2 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird West Courtyard Homes according to the plat thereof recorded in Volume 19, Page 16 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird West, Section One according to the plat thereof recorded in Volume 10, Page 15 of the Plat Records of Fort Bend, County, Texas;
- Quail Valley, Thunderbird West, Section Two according to the plat thereof recorded in Volume 15, Page 6 of the Plat Records of Fort Bend, County, Texas;

- Quail Valley Cottages according to the plat thereof recorded in Volume 7, Page 11 of the Plat Records of Fort Bend County, Texas; and
- any future subdivisions of property in the immediate area duly annexed by the Trustees (the above referenced subdivisions are hereinafter referred to as "applicable subdivisions").

Article IV, Section 2 was amended to read as follows:

ARTICLE IV, SECTION 2

2. To arrange for, provide and pay for the furnishing to the applicable subdivisions of the following: the maintenance of real property owned by the Fund; encouraging compliance with and enforcement of all covenants and restrictions in the applicable subdivision; and doing any other thing necessary or desirable in the opinion of the Trustees of this corporation to keep the property of the applicable subdivisions neat and in good order or which the Trustees consider of general benefit to the owners or occupants of lots in the applicable subdivisions; and to do any and all other acts in connection with all of the above purposes. The Fund, its trustees, officers, managers, employees, agents, and attorneys ("Fund and Related Parties") shall not in any way be considered an insurer or guarantor of security within the applicable subdivisions. The Fund and related parties shall not be liable for any loss or damage by reason of failure to provide adequate security or the ineffectiveness of security measures undertaken.

Article VIII, Subsection (b) was amended to read as follows:

ARTICLE VIII, SUBSECTION (b)

- (b) Each lot in the applicable subdivision shall be entitled to one (1) vote at any meeting of the members. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote of such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) be cast with respect to any lot. Proxies given by members of the corporation for meetings of the members need only be executed by one (1) of the owners of a lot.

Article VIII, Subsection (c) was amended to read as follows:

ARTICLE VIII, SUBSECTION (c)

- (c) The affairs of this corporation shall be run by five (5) Trustees, who shall be either residential owner occupant of a lot in an

applicable subdivision or an officer of a corporation owning and occupying one (1) or more lots in the applicable subdivision; and said Trustees shall be elected and appointed as provided in the By-laws of the corporation.

Article VIII, Subsection (d) was amended to read as follows:

ARTICLE VIII, SUBSECTION (d)

- (d) The annual meeting of the members shall be at 7:30 p.m. on the second Monday in March of each year and shall be held at a place in Missouri City, Texas. The Trustees shall mail notice of the place of the annual meeting to the members at least fifteen (15) days but not more than fifty (50) days prior to the date of said meeting.

Article VIII, Subsection (e) was amended to read as follows:

ARTICLE VIII, SUBSECTION (e)

- (e) Trustees shall be elected for a term of two (2) years, but they can be removed prior to that time at a special meeting of the members by a majority vote of the members present in person or by proxy provided a quorum is present.

Article VIII, Section (g) was amended to read as follows:

ARTICLE VIII, SUBSECTION (g)

- (g) Special meetings may be called by any two (2) of the Trustees or by ten (10%) per cent of the members of the corporation (with one (1) vote per lot); and written or printed notice stating the place, date, hour and purpose for which the meeting is called shall be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting by mail or by or at the direction of the person or persons calling the meeting to each member entitled to vote at such meeting.

Article VIII, Section (h) was amended to read as follows:

ARTICLE VIII, SUBSECTION (h)

- (h) The By-laws of this corporation shall be adopted by the initial Board of Directors and shall thereafter be amended or altered by a majority vote of the members of the Fund who are present in person or by proxy at a meeting of members of the Fund duly called for such purpose.

Statement of Approval

The amendments to the corporation's certificate of formation (formerly the Articles of Incorporation) were approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity by the affirmative vote of at least two-thirds (2/3rds) of the members of the corporation present in person or by proxy, at the special meeting of the members of the corporation held on the 2nd day of November, 2009 at which quorum was present.

Effectiveness of Filing

This document becomes effective when the document is filed by the Secretary of State.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

DATED February 8th, 2010.

QUAIL VALLEY FUND, INC.

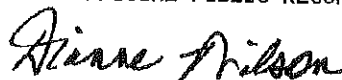
By: 

Charles Butera, President

172553

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



2010 Mar 03 03:43 PM

2010018391

MAN \$71.00

Dianne Wilson COUNTY CLERK

FT BEND COUNTY TEXAS

Ret - Butler & Hailey PC
8901 Gaylord
Suite 100
Houston TX 77024