

ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC.

2500 Wilcrest, Suite 300

Houston, Texas 77042

Telephone (713) -954-4889 • Facsimile (713) 954-4890

www.rorcoa.com

CERTIFICATE OF CORPORATE RESOLUTION

I CERTIFY THAT:

I am the duly qualified and acting Secretary of ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC. (the "Association"), a duly organized and existing Texas Non-Profit Corporation.

The following is a true copy of a resolution duly adopted by the Board of Directors of the Association at a meeting legally held on October 28, 2008, and entered in the minutes of such meeting in the minute book of the Association:

RESOLVED, on October 28, 2008, that the following provisions only of the BY-LAWS OF ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC. are amended effective immediately:

Article II, Section 2.11 of the By-Laws is hereby amended to provide in its entirety as follows:

2.11 Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence in person or by proxy of Members representing twenty percent (20%) of the total votes in the Association shall constitute a quorum at all meetings of the Association. If, however, such quorum shall not be present or represented at any meeting, the Board shall have the power to adjourn the meeting from time to time by announcement at the meeting and by thereafter providing written or printed notice to the Members not less than 10 nor more than 50 days before the date of any such adjourned meeting, until a quorum shall be present or represented, and the presence in person or by proxy of Members representing ten percent (10%) of the total votes in the Association shall constitute a quorum at any such adjourned meeting(s) of the Association.

The first paragraph only of Article III, Section 3.6 of the By-Laws is hereby amended to provide as follows:

3.6 Removal of Directors and Vacancies. Any director elected by the Class "A" Members may be removed, with or without cause, by either the unanimous vote of all other directors or by the affirmative vote of at least two-thirds (2/3) of those Members who are present, in person or by proxy, at a Special Meeting called for that purpose, at which Special Meeting a quorum is present, and in the event of such removal, a successor may be

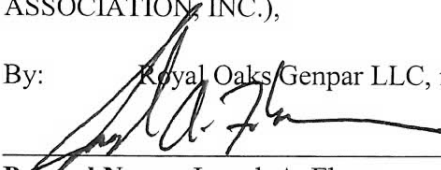
APPROVAL, CONSENT AND AMENDMENT BY CLASS "B" MEMBER

Article VI, Section 6.6(a) of the BY-LAWS OF ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC. provides, in pertinent part, as follows: "...so long as the Class "B" membership exists, the Class "B" Member may unilaterally amend these "By-Laws for any other purpose, provided the amendment has no material adverse effect upon any right of any Owner..." The sole Class "B" Member is ROYAL OAKS LAND LIMITED PARTNERSHIP, a Delaware Limited Partnership. Relative to the amendments of Article II, Section 2.11, Article III, Section 3.6 and Article VI, Section 6.6(b) of the By-Laws, as set forth in the preceding Certificate of Corporate Resolution (to which this instrument is attached), and based upon the determination by the members of the Board of Directors elected by the Class A Members that such amendments are in the best interest of the Royal Oaks Residential Community, such amendments do not have any material adverse effect upon any right of any Owner. Rather, and such amendments benefit the Owners.

The sole Class "B" member determined to allow the existing Board of Directors of the ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC. (including Owner Directors) to vote upon the referenced amendments. The vote was unanimous, and the resolutions to amend the referenced provisions were passed. Accordingly, this Approval, Consent and Amendment shall serve to evidence the contemporaneous action of the sole Class "B" Member to approve, consent to and to amend such delineated provisions of the By-Laws, as set forth in the preceding Certificate of Corporate Resolution. This Approval, Consent and Amendment has never been modified or repealed, and is now in full force and effect.

ROYAL OAKS LAND LIMITED PARTNERSHIP,
(a Delaware Limited Partnership, and Sole Class "B" Member
of ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS
ASSOCIATION, INC.),

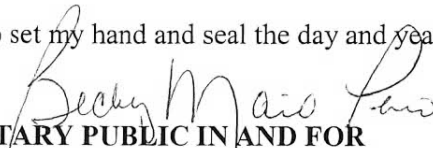
By: Royal Oaks Genpar LLC, its General Partner


Printed Name: Joseph A. Flynn
Office Held: Authorized Representative

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned authority, a Notary Public in and for the State of Texas, do hereby certify that on this the 22 day of January, 2009, personally appeared before me Joseph A. Flynn, a person known to me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an authorized representative of ROYAL OAKS GENPAR LLC, the General Partner of ROYAL OAKS LAND LIMITED PARTNERSHIP (a Delaware Limited Partnership), on behalf of said limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

