

**FIRST AMENDMENT TO BYLAWS OF
WELLINGTON OF FLOWER MOUND RESIDENTIAL ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO BYLAWS OF WELLINGTON OF FLOWER MOUND RESIDENTIAL ASSOCIATION, INC. (the "Amendment") is executed as of the _____ day of _____, 2003, by WELLINGTON OF FLOWER MOUND RESIDENTIAL ASSOCIATION, INC., a Texas non-profit corporation (the "Association"), and FIELDCREST DEVELOPMENT JOINT VENTURE, a Texas joint venture ("Declarant").

WHEREAS, Article XV of the Bylaws (the "Bylaws") of the Association provide that the Bylaws may be amended at a regular or special meeting of the Members of the Association, with the prior written approval of the Declarant, if the Declarant is, at the time of the meeting, a Class B Member of the Association; and

WHEREAS, pursuant to a meeting of the Members of the Association held on _____, 2003, the Members of the Association voted to amend the Bylaws as set forth below; and

WHEREAS, the Declarant joins herein to ratify and approve the amendments to the Bylaws set forth below.

NOW, THEREFORE, effective as of the date set forth above, the Bylaws of the Association are amended as follows:

1. The number of directors of the Board is hereby increased from three (3) directors to five (5) directors.
2. Until such time as the Class B Membership shall have ceased and been converted into Class A Membership, the Declarant shall, in its sole discretion, appoint the additional two (2) directors to the Board and such additional two (2) directors shall each be a Class A Member.
3. Capitalized terms used herein shall have the meanings given such terms in the Bylaws, unless specifically defined in this Amendment.
4. Except as expressly amended herein, the terms and provisions of the Bylaws shall continue in full force and effect.

WELLINGTON OF FLOWER MOUND
RESIDENTIAL ASSOCIATION, INC.,
a Texas non-profit corporation

By: _____
David W. Howell, Director

By: _____
Nicholas R. DiGiuseppe, Director

By: _____
Paul Shakespeare, Director

FIELDCREST DEVELOPMENT JOINT VENTURE,
a Texas joint venture

By: ASHTON FLOWER MOUND
JOINT VENTURE,
a Texas joint venture - a Venturer

By: _____
Nicholas R. DiGiuseppe,
Authorized Representative

By: ORAND PARTNERS, L.P.,
a Texas limited partnership - a Venturer

By: NEW ORAND, L.L.C.,
a Texas limited liability company -
General Partner

By: _____
J. R. Holland, Jr., President