

**SECOND AMENDMENT TO THE BYLAWS
OF SCOFIELD PHASE VIII RESIDENTIAL OWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF TRAVIS §

This Second Amendment to the Bylaws of Scofield Phase VIII Residential Owners Association, Inc. (the "Second Amendment") is made by Scofield Phase VIII Residential Owners Association, Inc., a Texas non-profit corporation (the "Association"), as duly authorized by a vote of its members, and is as follows:

RECITALS:

A. Pursuant to Article 10.1 of the Bylaws, the Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy; and

B. On April 24, 2002, the Members have resolved by the requisite approval that the following amendment to the Bylaws should be made, and have conducted business accordingly since that date.

NOW, THEREFORE, the Association hereby ratifies its prior actions conducted pursuant to such amendment, and declares and certifies and hereby amends and modifies the Bylaws, by and through the undersigned duly appointed and authorized officer, as follows:

1. The first full sentence of "Article 4, Section 4.5, Quorum" shall be replaced and amended in its entirety with the following language:

"Except as otherwise provided in the Articles or in these Bylaws, members in good standing holding at least ten percent (10%) of the votes of the Association entitled to be cast represented in person or by proxy, shall constitute a quorum for the transaction of business at all annual and special meetings of Members. In the event a quorum is not present at any meeting, then notification of a meeting for the same purpose to be held within two (2) to four (4) weeks after the date for the initial meeting shall be sent by mail. At such second meeting the number of Members in good standing represented in person or by proxy shall be sufficient to constitute a quorum. The Members in good standing present at a duly organized meeting may constitute to transact business until adjournment notwithstanding the withdrawal of enough members in good standing to leave less than a quorum."

2. Any capitalized items used and not otherwise defined herein shall have the meanings set forth in the Bylaws. Unless expressly amended by this Second Amendment, all other terms and provisions of the Bylaws remain in full force and effect as written. To the extent

this Second Amendment conflicts with any other provision of the Bylaws, this Second Amendment shall control.

Executed this 29th day of October, 2012.

By my signature below, I, the president of the Association, acting in my official capacity for the Association, do hereby certify that this Second Amendment has been approved by the board of directors.

THE ASSOCIATION

Scofield Phase VIII Residential Owners
Association, Inc.

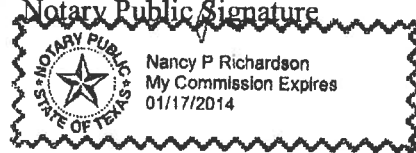
By: Amanda Gray
President

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on October 29, 2012, by Amanda Gray, president of and for Scofield Phase VIII Residential Owners Association, Inc., a Texas Nonprofit Corporation, on behalf of said Corporation.

Nancy Richardson
Notary Public Signature



STATE OF TEXAS

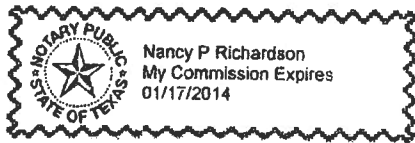
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COUNTY OF TRAVIS

Jenne Herk
Jenne Herk

Before me, the undersigned authority, on this day personally appeared Jenne Herk, Secretary of the Board of Directors of Scofield Phase VIII Residential Owners Association, Inc., personally known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act of Scofield Phase VIII Residential Owners Association, Inc. and for the purposed and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 29th day of October, 2012.



Nancy P Richardson
Notary Public, State of Texas

UPON RECORDING RETURN TO:

Slater Pugh Ltd. LLP
8400 N. MoPac Expressway
Suite 100
Austin, Texas 78759



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

December 05 2012 09:00 AM

FEE: \$ 24.00 2012204960