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FIRST AMENDMENT TO THE BYLAWS
OF
THE OWNERS ASSOCIATION OF MURPHY FARMS, INC.

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

KNOW ALL MEN BY THESE PRESENTS:

THIS FIRST AMENDMENT TO THE BYLAWS OF THE OWNERS ASSOCIATION OF MURPHY FARMS, INC. (this "Amendment") is made this 15th day of March, 2005, by the members of the Owners Association of Murphy Farms, Inc. (the "Association").

WITNESSETH:

WHEREAS, D. R. Horton - Texas, Ltd., a Texas limited partnership, as Declarant, prepared and filed an instrument entitled "Declaration of Covenants, Conditions & Restrictions for Murphy Farms" on March 21, 2000, at Volume 4629, Page 1643 *et seq.* of the Deed Records of Collin County, Texas (the "Declaration"); and

WHEREAS, the Board of Directors of the Association adopted Bylaws of Owners Association of Murphy Farms, Inc. to govern the internal operation of the Association (the "Bylaws"); and

WHEREAS, Article 10 of the Bylaws provides for amendment of the Bylaws by the approval by members representing a majority of the votes present, in person or by proxy, at a properly called meeting at which a quorum is obtained; and

WHEREAS, the following amendments to the Bylaws were approved by members representing a majority of votes present, in person or by proxy, at the March 15, 2005, annual meeting of the Association.

NOW, THEREFORE, the Bylaws are hereby amended as follows:

- I. Section 2.1 of the Bylaws is deleted in its entirety and replaced with the following:

NUMBER AND TERM OF OFFICE. The board will consist of five persons. At the first annual or special meeting of the Association following the increase to a five-member board, Members shall elect two (2) directors for a term of two years. The increase to a five-member Board will not shorten or interrupt the term of any current director. At the expiration of the initial term of office of each director and at each annual meeting thereafter, a successor shall be elected to serve for a term of two (2) years. A director takes office upon the adjournment of the meeting or balloting at which he is elected or appointed and, absent death, ineligibility, resignation, or removal, will hold office until his successor is elected or appointed. The candidates receiving the most votes shall be elected. The number of directors may be changed by amendment of these bylaws, but may not be less than three.

2. Section 9.2 is deleted in its entirety and replaced with the following:

DELIVERY OF NOTICES. Any written notice required or permitted by these bylaws may be given personally, by mail, by fax or by electronic mail. If mailed, the notice is deemed delivered when deposited in the U. S. mail addressed to the member at the address shown on the Association's records. If transmitted by fax or electronic mail, the notice is deemed delivered on successful transmission of the facsimile or electronic mail message.

3. Except as modified in this Amendment, the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned officer does hereby certify that the foregoing amendment was approved by the members of the Association in accordance with the Bylaws.

OWNERS ASSOCIATION OF MURPHY FARMS, INC.

By: Virginia Stein
Its: President

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared Virginia Stein, President of the Owners Association of Murphy Farms, 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 purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 19th day of April, 2005.

Clarice Hitt
Notary Public in and for the State of Texas

My Commission Expires: 10/22/06

AFTER RECORDING RETURN TO:
Riddle & Williams, P.C.
3811 Turtle Creek Boulevard, Suite 1050
Dallas, Texas 75219

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