

CORPUS CHRISTI HOUSING FINANCE CORPORATION

BYLAWS

ARTICLE I - OFFICERS

Section 1.01. The principal office of the corporation shall be in the City of Corpus Christi, County of Nueces, State of Texas.

ARTICLE II - DIRECTORS

Section 2.01. The number of Directors which shall constitute the whole Board shall be nine. The initial Directors shall serve for a period coterminous with the terms of City Council members at the time of adoption of these bylaws. The successor Directors shall be elected for terms approximately coterminous with the terms of City Council members. Any director may succeed himself.

Section 2.02. The property and business of the corporation shall be managed by the Board of Directors which may exercise all powers of the corporation and do all lawful acts.

Section 2.03. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation during a City Council meeting in February of each year, or at such time and place as shall be designated by the President on three days' written notice to each of the Directors. All other meetings may be held at the place selected by the Board either within or without the State of Texas.

Section 2.04. Regular meetings, other than the annual meeting, may be held at such time as shall be determined by the Board.

Section 2.05. Special meetings of the Board may be called by the President on three days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner on like notices on the written request of two Directors.

Section 2.06. At all meetings of the Board the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meetings at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these bylaws. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 2.07. A meeting of the Directors can be held at any time without notice upon the

execution by all Directors, of a written waiver of notice, and likewise may be held without notice when all of the Directors are present at the meeting.

Committees of Directors

Section 2.08. The Board of Directors may, by resolution or resolutions adopted by a majority of the whole Board, establish one or more committees, each committee to consist of two or more of the Directors of the corporation, which to the extent permitted by law and if so provided in said resolution or resolutions, when the Board is not in session, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2.09. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 2.10. Directors, as such, shall not receive any compensation for their services, but, by resolution of the Board a reimbursement of expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Members of special or standing committees may be allowed like reimbursement for attending committee meetings.

ARTICLE III - NOTICES

Section 3.01. Whenever, under the provisions of the statutes or these bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 3.02. Whenever any notice is required to be given under the provisions of the statutes or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IV - OFFICERS

Section 4.01. The officers of the corporation shall be chosen by the Board of Directors. The Board of Directors shall choose from its members a President and a Vice President. The Board of Directors shall also choose a Secretary and a Treasurer who may or may not be members of the Board of Directors. The Board of Directors shall, by majority vote of all members, designate a General Manager of the corporation. The Board of Directors also shall have the option, by a majority vote of all members, to designate an Assistant General Manager of the corporation. The General Manager and the Assistant General Manager shall not members of the Board of Directors, but shall serve at the pleasure of the Board of Directors, and shall be under their supervision. Any two or more offices may be held by the same person, except the offices of President, Secretary and General Manager.

Section 4.02. The Board of Directors shall choose such officers at its first meeting and at each annual meeting thereafter.

Section 4.03. The officers of the corporation chosen pursuant to Section 4.02 shall serve until the next annual meeting of the Board of Directors or until their successors are chosen and qualify in their stead.

Section 4.04. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4.05. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

The President

Section 4.06. The President shall preside at all meetings of the Directors.

Section 4.07. The President shall be ex officio a member of all standing committees, shall have general supervision of the management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.

Section 4.08. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required for permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Vice President

Section 4.09. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

The Secretary

Section 4.10. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature. And when the corporate seal is required as to instruments executed in the course or ordinary business he shall attest to the signature of the President or Vice President and shall affix the seal thereto.

The Treasurer

Section 4.11. The Treasurer shall have the custody of the corporate funds and the securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in a depository as shall be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Board of Directors may appoint an Assistant Treasurer to assist the Treasurer and who, in the absence or inability of the Treasurer to serve, shall perform the duties of the Treasurer.

The General Manager

Section 4.12. The General Manager shall oversee and be responsible for the overall management and administration of the corporation. The Board of Directors may appoint an Assistant General Manager to assist the General Manager and who, in the absence or inability of the General Manager to serve, shall perform the duties of the General Manager.

Section 4.13. The Board of Directors may require the President, Vice President, the Secretary and the Treasurer to give the corporation bonds on such sums and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation.

ARTICLE V - FISCAL PROVISIONS

Section 5.01. The Board of Directors shall have prepared for each annual meeting a full and clear statement of the business and condition of the corporation.

Checks

Section 5.02. All checks or demands for money and notes of the corporation shall be signed by and any two of the following: the President, the Vice President, the Secretary, the Treasurer, the Assistant Treasurer, the General Manager, the Assistant General Manager, or such other person or persons as the Board of Directors may from time to time designate.

Fiscal Year

Section 5.03. The fiscal year shall be determined by resolution of the Board of Directors.

ARTICLE VI - SEAL

Section 6.01. The corporate seal shall be circular and shall have inscribed in the outer circle the name of the corporation, and shall have inscribed in the inner circle the letters "T E X A S" and a five-pointed star. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The imprint of this seal thus authorized is affixed opposite to this section.

ARTICLE VII - AMENDMENTS

Section 7.01. These bylaws may be altered, changed or amended at any meeting of the Board of Directors at which a quorum is present, provided notice of the proposed alteration, change or amendment be contained in the notice of such meeting, by the affirmative vote of a majority of the Directors at such meeting and present thereat.