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NOTICE  
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## MEMORIAL THICKET HOMEOWNERS ASSOCIATION, INC.

702 PLAINWOOD DRIVE  
HOUSTON, TEXAS 77079  
713.501.5406  
WWW.MEMORIALTHICKET.ORG

### CONFLICT OF INTEREST POLICY

This Conflict of Interest Policy was approved by the Board of Directors (the "Board") for Memorial Thicket Homeowners Association, Inc. ("MTHA"), on the 28<sup>th</sup> day of December, 2011.

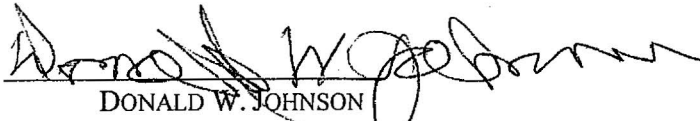
1. This policy applies only to a contract or transaction between MTHA and
  - a. One or more of MTHA's directors, officers or committee members; or
  - b. An entity or other organization in which one or more of MTHA's directors, officers or committee members:
    - i. Is a managerial official or member; or
    - ii. Has a direct financial interest.
2. If the criteria in Section 1 is met with regards to a MTHA director, officer or committee member (the "Interested Member") and a specific contract or transaction, the Interested Member may be present at and participate in the meeting of the Board, or of a committee of the Board, that authorizes such contract or transaction, or votes to authorize such contract or transaction only if the material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by the Board or the subject committee of the Board, and the Board or the subject committee of the Board in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of the majority of the disinterested directors or committee members, regardless of whether the disinterested directors or committee members constitute a quorum.

**This Conflict of Interest Policy is applicable to the following described property:** The recording data for Memorial Thicket is 64.0722 acres of land out of MEMORIAL THICKET, SECTION ONE, as per the map or plat of MEMORIAL THICKET, SECTION ONE, recorded on Volume 285, Page 107, of the Harris County Map Records, and 3.1455 acres of land located in the Joel Wheaton Survey, Abstract No. 80, known as MEMORIAL THICKET, SECTION THREE, according to the plat filed under clerk's file number N396306 and recorded under film code number 350088 of the Harris County Map Records, and any additional tracts or parcels of land as may thereafter have been brought within the jurisdiction of the subdivision.

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CERTIFICATION

"I, the undersigned, being the President of Memorial Thicket Homeowners Association, Inc., hereby certify that the foregoing Conflict of Interest Policy was duly adopted at a properly called and held meeting of the Board of Directors."


  
DONALD W. JOHNSON  
President

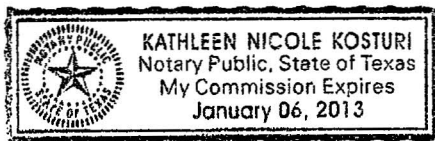
FILED  
2012 JAN - 3 PM 4:45  
Stan Stant  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

ACKNOWLEDGEMENT

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 29<sup>th</sup> day of December, 2011, by Donald W. Johnson, President of Memorial Thicket Homeowners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.

  
Notary Public In and For The State of Texas



ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS  
COUNTY OF HARRIS  
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas.

JAN - 3 2012



Stan Stant  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

RAH  
Holt & Young, P.C.  
ATTORNEYS AT LAW  
11200 RICHMOND AVE., SUITE 450  
HOUSTON, TEXAS 77082