



AFFIDAVIT AUTHENTICATING DOCUMENT

THE STATE OF TEXAS §
§
COUNTY OF CALHOUN §

BEFORE ME, the undersigned authority, on this day personally appeared Sam Smolik, who, being by me duly sworn, on oath stated and deposed as follows:

“My name is Sam Smolik. I am adult, I am under no legal disability, and I know of no reason that would disqualify me from making this affidavit. I hereby state that the facts and matters contained herein are true and correct and are made based upon my personal knowledge. I am the president of the Dolphin Point Property Owners Association, Inc.

Attached to this affidavit is a true and correct copy of the Bylaws for the Dolphin Point Property Owners Association, Inc. These Bylaws have been duly adopted by the Dolphin Point Property Owners Association, Inc.

These Bylaws are being filed in the Official Records of Calhoun County, Texas pursuant to Sections 202.001 and 202.006 of the Texas Property Code.

FURTHER AFFIANT SAITH NOT.”

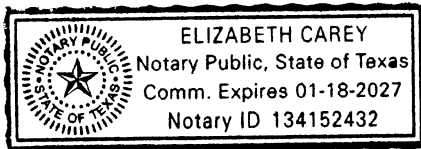

Sam Smolik

THE STATE OF TEXAS §
 §
COUNTY OF Calhoun §

CERTIFICATE OF ACKNOWLEDGMENT

Before me, the undersigned Notary Public, on this day personally appeared Sam Smolik who is personally known to me (or proved to me through a federal or state issued ID with photo and signature of person identified) to be the person whose name is subscribed to the foregoing instrument, and who has acknowledged to me that he is the President of the Dolphin Point Property Owners Association, Inc and that by authority duly given and as the act of the Dolphin Point Property Owners Association, Inc executed the instrument for the purposes and considerations expressed.

Given under my hand and seal of office on the 2nd day of April 2020.



Elizabeth Carey
Notary Public, State of Texas

Certificate of Secretary

I certify that I am the duly elected and acting secretary of the Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted by the unanimous written consent of the members of the Board in lieu of an organizational meeting, executed by the Board to be effective July ____, 2005.

Dated: 7-21-05

By:

Billie Kelley
Billie Kelley
Secretary of the Corporation

Austin 1285623\2
21247-1 7/21/2005

CERTIFICATE OF SECRETARY

COPY

BYLAWS OF

DOLPHIN POINT PROPERTY OWNERS ASSOCIATION, INC.
a Texas non-profit corporation

THESE BYLAWS ("Bylaws") shall govern the operation of the Dolphin Point Property Owners Association, Inc., a Texas non-profit corporation (the "Corporation"). Capitalized Terms not defined herein that are defined in the Declaration shall have the same meanings as in the Declaration.

1. Name, Purposes, and Powers.

1.01 Name. The name of the Corporation is Dolphin Point Property Owners Association, Inc.

1.02. Purpose of the Corporation. The specific and primary purpose is to promote, manage and maintain Dolphin Point Subdivision, a residential development (the "Development") in Calhoun County, Texas pursuant to the Master Declaration of Covenants, Conditions and Restrictions, recorded at File #0060131 in Volume 235, Page 883 of the Official Public Records of Calhoun County, Texas, as supplemented or amended from time to time (the "Declaration"), and to provide for the acquisition, ownership, construction, management, maintenance, architectural control and care of property in the Development.

1.03. The general purposes are, subject to the provisions of the Declaration:

(a) to assure the upkeep, maintenance, improvement and administration of all lands, improvements and other real or personal property owned by or leased to the Corporation, including all sidewalks, pathways, and private streets located within the Development.

(b) to assure the upkeep maintenance, improvement and administration of any additional property which may in the future be acquired by or placed under the control of the Corporation pursuant to the Declaration;

(c) to exercise all of the powers and authority and to perform all of the duties and obligations of the Corporation arising under the Declaration;

(d) to enforce applicable provisions of the Declaration, these Bylaws, any rules and regulations of the Corporation, and any other instruments for the management and control of the Development; and

(e) to do all other acts and to have such rights or powers permitted by the Texas Non-Profit Corporation Act.

1.04. Powers of the Corporation. Except as these Bylaws expressly provide otherwise, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate its directors, officers or entities affiliated with

them for services rendered to or for the Corporation in furtherance of one or more of its purposes. Without limiting the generality of the foregoing, the Corporation shall, subject to the limitations set forth in and by these Bylaws and in the Declaration, have the power and authority at all time as follows:

(1) To make, establish and promulgate, and in its discretion to amend or repeal and re-enact, such Dolphin Point Rules, including but not limited to traffic rules, parking rules and a schedule of fines and penalties for violations not in conflict with the Declaration, as the Corporation deems proper covering any and all aspects of its functions.

(2) To obtain and maintain in effect policies of insurance which, in the opinion of the Board, are reasonably necessary or appropriate to carry out the Corporation functions.

(3) To keep books and records of the Corporation's affairs.

(4) To levy Assessments as provided in the Declaration.

(5) To enter at any time in an emergency (or in the case of a non-emergency, after twenty-four (24) hours written notice), without being liable to any owner, upon any Lot and into any improvement thereon for the purpose of enforcing the Declaration and the Dolphin Point Rules or for the purpose of maintaining or repairing any area, improvement or other facility to conform to the Declaration and the Dolphin Point Rules, and the expense incurred by the Corporation in connection with the entry upon any Lot and the maintenance and repair work conducted thereon shall be a personal obligation of the owner of the Lot entered upon, shall be a lien upon the Lot entered upon and upon the improvements thereon, and shall be enforced in the same manner and to the same extent as provided in Declaration for regular and special Assessments. The Corporation shall have the power and authority from time to time, in its own name and on its own behalf, or in the name of and on behalf of any owner who consents thereto, to commence and maintain actions and suits to enforce, by mandatory injunction or otherwise, or to restrain and enjoin, any breach or threatened breach of the Declaration and the Dolphin Point Rules. The Corporation is also authorized to settle claims, enforce liens and take all such action as it may deem necessary or expedient to enforce the Declaration and the Dolphin Point Rules; provided, however, that the Board shall never be authorized to expend any Corporation funds for the purpose of bringing suit against Declarant, its successors or assigns.

(6) To retain and pay for legal and accounting services necessary or proper in the operation of the Corporation.

(7) To grant and convey to any person or entity the real property and/or other interest therein, including fee title, leasehold estates, easements, rights-of-way, or mortgages out of, in, on, over, or under any property owned by the Corporation for the common use and enjoyment of the Members, ("Common Property") for the purpose of constructing, erecting, operating or maintaining the following:

(A) Parks, parkways, trails, greenbelts or other recreational facilities or structures;

(B) Fountains, walls, bridges, bulkheading, channels, fences and other facilities and structures;

(C) Roads, streets, walks, driveways, trails and paths;

(D) Lines, cables, wires, conduits, pipelines or other devices for utility purposes;

(E) Sewers, water systems, storm water drainage systems, sprinkler systems and pipelines; and/or

(F) Any similar public, quasi-public or private improvements or facilities;

provided, however, that the Corporation shall not convey fee simple title in and to, or mortgage all or any portion of any Common Properties, except as set forth in the Declaration.

Nothing above contained, however, shall be construed to permit use or occupancy of any Improvement or other facility in a way which would violate applicable use and occupancy restrictions imposed thereon by other provisions of the Declaration.

(8) To retain and pay for the services of a person or firm (the "Manager") to manage and operate the Corporation, including its property, to the extent deemed advisable by the Board. Additional personnel may be employed directly by the Corporation or may be furnished by the Manager. To the extent permitted by law, the Corporation and the Board may delegate any other duties, powers and functions to the Manager. The Members of the Corporation hereby release the Corporation and the members of the Board from liability for any omission or improper exercise by the Manager of any such duty, power or utility provider function so delegated.

(9) To own, lease, construct, repair, maintain and replace utility lines and associated meters for the benefit of Declarant and each Member, and to bill and collect from each Member appropriate sums for utility usage.

(10) To pay for water, sewer, garbage removal, landscaping, gardening and all other utilities, services and maintenance for all Common Properties; to maintain and repair easements, roads, roadways, rights-of-way, parks, parkways, greenbelts, median strips, sidewalks, paths, trails, canals and other areas of the Development, as appropriate and the maintenance of which has not been accepted by the appropriate governmental entity; and to own and operate any and all types of facilities for both active and passive recreation.

(11) To obtain and pay for any other property and services, and to pay any other taxes or assessments which the Corporation or the Board is required to secure or to pay for pursuant to applicable law, the terms of the Declaration, the Articles of Incorporation or these Bylaws of the Corporation.

(12) To construct new improvements or additions to Common Properties, subject to the approval of the Architectural Review Committee as provided in the Declaration.

(13) To enter into contracts with Declarant and other persons on such terms and provisions as the Board shall determine, to operate and maintain any Common Property or to provide any service or perform any function on behalf of Declarant or any person.

(14) To acquire and own and to dispose of all manner of real and personal property, whether by grant, lease, gift or otherwise.

(15) To borrow funds (including without limitation the borrowing of funds from the Declarant and/or its affiliates) to pay the costs of operation, secured by such assets of the Corporation as deemed appropriate by the Board.

The enumeration of powers in the Articles of Incorporation and these Bylaws will not limit the Corporation's general or implied powers or any additional powers provided by law.

1.05. Priority of Declaration and Articles of Incorporation. The provisions of the Declaration and the Articles of Incorporation shall have priority over these Bylaws, and any provision hereof which is contrary to or inconsistent with the Declaration or the Articles of Incorporation shall be void to the extent of such inconsistency. Any capitalized term not otherwise defined herein shall be defined as set forth in the Declaration.

2. Offices.

2.01. Principal Office. The Corporation's principal office in Texas will be located at 3215 Steck Avenue, Suite 101, Austin, Texas 78757. The Corporation may have such other offices, in Texas or elsewhere, as the Board (as defined in Section 5 hereof) may determine. The Board may change the location of any office of the Corporation.

2.02. Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

3. Members.

3.01. Members. The Corporation shall have two (2) classes of membership. Other than its Members, the Corporation shall have no shareholders, and no capital stock shall be authorized or issued. The voting rights of the Members shall be as provided in the Declaration.

3.02. Admission of Members. Each and every person, persons or legal entity who shall own any lot, tract or parcel of land in the Development (“Owner”) shall be a Member of the Corporation. The Corporation shall have two (2) classes of voting memberships as described below: the Owners and Matagorda Group, L.P. (the “Declarant”).

Class A Members. Subject to the provisions of the Declaration, each Member shall be entitled to one (1) vote for each Lot owned by such Member. When two (2) or more persons or entities hold undivided interests in any Lot, all such persons or entities shall be Class A Members and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to each Lot in which such Members own undivided interests.

Class B Members. Subject to the provisions of the Declaration, Matagorda Group, L.P. and its successors and assigns as the Declarant (herein so called), is entitled to ten (10) votes (i) for each Lot owned by it, and (ii) for each one (1) acre of the Development not then subject to a recorded plat subdividing such acreage into lots ("Future Lots"); provided that the Class B membership shall cease and be converted to Class A membership (subject to reversion back to Class B membership upon the annexation of additional land) on the happening of either of the following events, whichever occurs earlier:

(1) the complete development of the Development and sale of all developed lots therein;

(2) January 1, 2020.

From and after the occurrence of one of the above events, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot and one (1) vote for each Future Lot then owned by such Class B Member. The Class B membership shall be immediately reinstated upon annexation of any additional land. Such reinstatement of the Class B Member shall in any event cease in accordance with the limitations set forth on January 1, 2030.

Notwithstanding anything to the contrary, no Member shall be entitled to exercise any right as a Member at any time he is not a Member in good standing. A Member shall not be in "good standing" if such person or entity is: (a) in violation of any portion of the Declaration or any rule or regulation promulgated by the Board; or (b) delinquent in the full, complete and timely payment of any Regular Assessment, Special Assessment, or Individual Assessment or any other fee, charge or fine which is levied, payable or collectible pursuant to the provisions of the Declaration, these Bylaws or any rule or regulation promulgated by the Board.

3.03. Membership Assessments. As more fully provided in the Declaration, each Member other than the Declarant is obligated to pay to the Corporation annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid on or before the due date, the assessment shall bear interest from the date of delinquency at the lesser of eighteen percent per annum (18%) or the Maximum Lawful Rate (hereafter defined). Maximum Lawful Rate shall mean the maximum lawful rate of interest which may be contracted for, changed, taken, received or reserved by the Corporation in accordance with applicable laws of the State of Texas. To the extent applicable, the Corporation will use the weekly ceiling in effect from time to time as permitted in Chapter 10 of the Texas Credit Title, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

No Owner may waiver or otherwise escape liability for the assessments provided herein by nonuse of any common area or abandonment of his/her lot.

3.04. Declarant Control Period. Declarant shall have exclusive authority to elect a majority of the Corporation Board until the number of votes held by the Class B Members is less than the number of votes held by the Class A Members (the "Declarant Control Period"). After the Declarant Control Period, Declarant's exclusive authority to appoint a majority of the Corporation Board shall cease, and Declarant shall only have the votes, if any, to which it is entitled in Section 5.3 of the Declaration and Section 3.02 hereof.

3.05 Resolving Disputes. In any dispute between Members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Section 171.001 of the Texas Civil Practice and Remedies Code regardless of whether the parties have met together with a mediator. This Section 3.05 will not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling a Member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this Section 3.05.

3.06. Sanctioning Members. Subject to any restrictions under the Declaration, the Articles of Incorporation and applicable law, the Board shall have the power to impose sanctions which may include fines, which shall not exceed three hundred dollars (\$300.00) per violation per day, and to suspend an Owner's right to use any common area during any period in which the Owner is in default of his obligations under the Declaration or otherwise for a penalty period not to exceed one hundred and eighty (180) days, for violation of the Declaration, the Articles of Incorporation, these Bylaws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Corporation or the Board to prevent ingress or egress to or from the Owner's lot or parcel. The failure of the Board to enforce any provision of the Declaration, the Articles of Incorporation, these Bylaws or any rule or regulation of the Corporation shall not be deemed a waiver of the right of the Board to do so thereafter. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board, or take action on the Board's behalf. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a Member without giving the Member adequate notice and an opportunity to be heard. Prior to imposition of any sanction hereunder, the Board or its delegate shall serve the Member with written notice describing in detail the particulars of noncompliance, stating any amount due the Corporation from the Member, informing the Member of a reasonable period to cure the violation (unless the Member was given notice and a reasonable opportunity to cure a similar violation within the preceding six (6) months), and informing the Member that he or she may request a hearing before the Board on or before the thirtieth (30th) day after receipt of the notice. If upon expiration of thirty (30) days from the date of such notification, the Member has failed to remedy such noncompliance and has failed to request a hearing, the Board shall provide notice to the Member of a hearing at which meeting, it shall determine whether the noncompliance exists and, if so, the estimated cost to correct or remove the problem. If noncompliance exists, Member shall have forty-five (45) days from the date of the Board's ruling to remedy the problem. If Member does not comply with the ruling within the

forty-five (45) day period, the Board may either remove or remedy the noncompliance at the Member's expense. If such expenses are not promptly repaid by Member to the Corporation, the Board shall levy an assessment against such Member and his property. To be deemed adequate, notice must be in writing and delivered at least thirty (30) days before the hearing. But shorter notice may be deemed adequate if the Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the Member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A Member may be represented by counsel at and before the hearing. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, upon a Member by vote of a majority of directors or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion who are present and voting.

4. Meetings of Members.

4.01. Annual Meeting. Beginning in 2006, the Board will hold an annual Members' meeting at 10:00 o'clock a.m. on the closest Saturday preceding or following July 4 of each year or at such other time that the Board designates. At the annual meeting, the Members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the Members, as soon as possible, to elect directors. Failure to hold an annual meeting at the designated time, shall not work as a dissolution of the Corporation.

4.02. Special Meetings. Special meetings of the Members may be called by the president, the Board, or by the affirmative vote of at least sixty-seven percent (67%) of the votes of each Class of Members evidenced by a written ballot circulated to such Members.

4.03. Place of Meeting. The Board may designate any place, inside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

4.04. Notice of Meetings. Written or printed notice of any Members' meeting, including the annual meeting, will be delivered to each Member entitled to vote at the meeting not less than thirty (30) days nor more than ninety (90) days before the date of the meeting. The record date for determining the Members entitled to notice of any meeting of Members will be established by the Board according to Article 1396 - 2.11A of the Revised Civil Statutes. After fixing the record date, the Board will cause to be prepared an alphabetical list of all Members entitled to notice of any meeting of Members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the Members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

4.05. Eligibility to Vote at Members' Meetings. A Member in good standing is entitled to vote at a meeting of the Members of the Corporation. A Member in good standing is one who has paid all required fees and dues as of the date thirty (30) days before the meeting.

The record date for determining the Members entitled to vote at any meeting of Members will be established by the Board according to Article 1396 - 2.11A of the Revised Civil Statutes. After a record date is fixed, an alphabetical list of Members entitled to receive notice, including their addresses and number of votes each is entitled to cast, will be prepared. The list will contain a listing of Members entitled to vote at the meeting but not entitled to receive notice and will be available for inspection at the principal office of the Corporation from two business days after notice is given until the meeting is held. Any Member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other Members. The Member or the Member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the Member's expense.

4.06. Quorum. Members holding twenty percent (20%) of the votes that may be cast pursuant to Section 3.02, represented in person or by proxy, will constitute a quorum at a meeting of Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members leave so that less than a quorum remains. If a quorum is not present at any time during a meeting, the Members present at such meeting holding a majority of the votes, represented in person or by proxy, may adjourn and reconvene the meeting once without further notice.

4.07. Actions of Membership. The membership will try to act by consensus; provided, however, that if a consensus is not available on a matter or proposal, the vote of the Members holding a majority of the votes represented in person or by proxy, at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law, these Bylaws or the Declaration require a greater number. Voting will be by ballot.

4.08. Proxies. A Member entitled to vote at a meeting of Members of the Corporation may vote by proxy. All proxies must be in writing, bear the signature of the Member giving the proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future or if they purport to be valid for more than five years from their date of execution.

4.09. Voting by Mail. The Board may authorize Members to vote by mail on the election of directors and officers or on any other matter that the Members may vote on.

4.10. Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) Verification of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Appointment of inspectors of election, when required.
- (g) Announcement of the intent to cumulate votes, when required.

- (h) Election of Members of the Board, when required.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

5. Board.

5.01. Management of the Corporation. A board initially established in the Articles of Incorporation and thereafter elected in accordance with the provisions of this Section 5 (the "Board") will manage the affairs of the Corporation. The powers of the Board shall include, but not be limited to, all of the rights and duties of the Board as set forth elsewhere in these Bylaws, the Articles of Incorporation and the Declaration and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Corporation, and all other matters, as may be deemed proper and which are consistent with the foregoing.

5.02. Number, Qualifications, and Tenure of Members of the Board. The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board. The initial Board shall consist of three (3) Members. The number of directors may be altered from time to time by resolution of a majority vote of the Board, but only within the limits prescribed by the Articles of Incorporation. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then members of the Board and hold office until his successor is elected and shall qualify.

5.03. Nominating Members of the Board. At any meeting at which the election of a director is held, a voting Member in good standing or director may nominate a person with the second of any other voting Member in good standing or director. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of directors. The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.

5.04. Electing Members of the Board. The members of the Board named in the Articles of Incorporation will hold office until the first annual meeting of the Members and until their successors are elected and qualified. Notwithstanding anything in these Bylaws or the Articles of Incorporation to the contrary, during the Declarant Control Period, the Declarant may appoint a majority of the members of the Board without a meeting of Members or an election. At the termination of the Declarant Control Period, the Members shall elect three (3) directors. Cumulative voting shall not apply in any election of members of the Board.

5.05. Resignations; Vacancies. Any director may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation of any director shall take effect on the date of receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole

remaining director. A director selected to fill a vacancy will be serve for the unexpired term of his or her predecessor in office.

5.06. Annual Meeting. The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held the first Monday in January of each year at the Corporation's registered office in Texas, or immediately after, and at the same place as, the annual Members' meeting.

5.07. Regular Meetings. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

5.08. Special Meetings. Special Board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

5.09. Notice. Written or printed notice of any special meeting of the Board will be delivered to each director not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

5.10. Quorum. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains; provided, however, that no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

5.11. Duties of Members of the Board. Members of the Board will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Members of the Board are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.12. Duty to Avoid Improper Distributions. Members of the Board who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the Corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Members of the Board present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment. A Member of the Board is not liable if, in voting for or assenting to a distribution, the director (i) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (A) one or more officers or employees of the Corporation, (B) legal counsel, public accountants, or (C) other persons as to matters the Member of the Board reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a Member; (ii) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (iii) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, members of the Boards are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Members of the Board held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper, which contribution shall be in an amount proportionate to the amount received by each such person.

5.13. Delegating Duties. Members of the Board may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

5.14. Interested Members of the Board. Contracts or transactions between directors, officers, or Members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or Member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose; provided, however, that every Member of the Board with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other Members of the Board or other group authorizing the

transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

5.15. Actions of the Board. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of the members of the Board present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Member of the Board who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision

5.16. Proxies. A member of the Board may not vote by proxy.

5.17. Compensation. Members of the Board may receive salaries for their services. The Board may adopt a resolution providing for paying members of the Board a fixed sum and expenses of attendance, if any, for attending each Board meeting. A member of the Board may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a member of the Board will be reasonable and commensurate with the services performed.

5.18. Removing Members of the Board. The Board or Members may vote to remove a member of the Board at any time without cause. A meeting to consider removing a member of the Board may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board or the Members of the Corporation. The notice of the meeting will state that the issue of possibly removing the member of the Board will be on the agenda and the notice will state the proposed cause (if any) for removal. At the meeting, the member of the Board may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the member of the Board. A member of the Board may be removed by the affirmative vote of (i) seventy-five percent (75%) of the Board, or (ii) Members holding sixty-seven percent (67%) or more of the votes entitled to be cast under Section 3.02 thereof. The Class A Members may not remove a Member of the Board elected or appointed by Declarant during the Declarant's Control Period.

6. Officers.

6.01. Officer Positions. The Corporation's officers will be a president, a secretary, a treasurer and such vice presidents as the Board shall determine to be necessary or desirable. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

6.02. Election and Term of Office. The Corporation's officers will be elected annually by the Board at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible. Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself or herself in the same office.

6.03. Removal. Any officer elected or appointed by the Board may be removed by the Board with or without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

6.04. Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

6.05. President. The president is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the Members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed; provided, however, that the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

6.06. Vice President. When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of, and is subject to all the restrictions on the president. If there is more than one vice president, the vice presidents will act for the president in the order of appointment. A vice president will perform other duties as assigned by the president or Board.

6.07. Treasurer. The treasurer will:

(a) Have charge and custody of, and be responsible for all the Corporation's funds and securities.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.

(d) Write checks and disburse funds to discharge the Corporation's obligations; provided, however, that funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,000.00 without the signature of the president or a vice president.

(e) Maintain the Corporation's financial books and records.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the president or the Board.

(h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.

(i) Perform all of the duties incident to the office of treasurer.

6.08. Secretary. The Secretary will:

- (a) Give all notices as provided in these Bylaws or as required by law.
- (b) Take minutes of the meetings of the Members and the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal.
- (d) Affix the corporate seal to all documents as authorized.
- (e) Keep a register of the mailing address of each Member, director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the president or the Board.
- (g) Perform all duties incident to the office of secretary.

7. Committees.

7.01. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors and may include persons who are not members of the Board. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of members of the Board. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.

(h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.

(i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in Section 8.04, below.

(j) Take any action outside the scope of authority delegated to it by the Board.

(k) Take final action on a matter requiring membership approval.

7.02. Authorization of Specific Committees. The following committees are authorized: the Nominating Committee, the Covenants Committee and the Architectural Review Committee. The Board will define the activities and scope of authority of each committee by resolution.

(a) Nominating Committee. The Nominating Committee shall be specifically responsible for (i) implementing all approved policies concerning admissions, memberships, suspensions, resignations, or other terminations of membership, (ii) selecting (from the names tendered to them by the Members) those persons whose names shall be placed on the ballot for the annual election of members to the Board, (iii) maintaining an active list of current Members and corporate sponsors, and (iv) such other matters as may from time to time be delegated by the Board.

(b) Covenants Committee. The Covenants Committee shall be specifically responsible for (i) maintaining statistical data with respect to the financial condition and operating results of the Corporation and reporting annually to the Board thereon, (ii) forecasting operating results and reporting annually thereon to the Board, (iii) receiving from all standing committees projected budget requirements for the current fiscal year, reviewing and consolidating such projections, and submitting same to the Board with recommendations for action thereon; establishing, reviewing, and supervising the Corporation financial records, methods, and procedures, (iv) receiving, reviewing, and reporting to the Board with respect to any audit of the Corporation, (v) preparing and filing of all required forms and returns relating to local, state, and federal taxes, and (vi) such other matters as may from time to time be delegated to by the Board.

(c) Architectural Review Committee. The Architectural Review Committee shall carry out the duties and responsibilities set forth in Article VI of the Declaration.

7.03. Term of Office. Each committee member will continue to serve on the committee until the next annual Members' meeting and until a successor is appointed; provided, however, that a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a Committee member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term. Notwithstanding the foregoing,

the Declarant shall have the right to appoint and remove all members of the Architectural Review Committee in accordance with Section 6.6 of the Declaration.

7.04. Chair and Vice-Chair. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be elected by the committee members or appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of and is subject to all the restrictions on the chair.

7.05. Notice of Meetings. Written or printed notice of a committee meeting will be delivered to each member of a committee not less than thirty (30) nor more than ninety (90) days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

7.06. Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains; provided, however, that no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

7.07. Actions of Committees. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

7.08. Proxies. A committee member may not vote by proxy.

7.09. Compensation. Committee members may receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

8. Transactions of the Corporation.

8.01. Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

8.02. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

8.03. Gifts. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

8.04. Potential Conflicts of Interest. The Corporation may not make any loan to a member of the Board or officer of the Corporation. A Member, director, officer, or committee member of the Corporation may lend money to, and otherwise transact business with, the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from, or otherwise transact business with a Member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a Member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's or the Members' approval, not including the vote of any person having a personal interest in the transaction.

8.05. Prohibited Acts. As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.

(h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

9. Books And Records.

9.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all Bylaws, including these Bylaws, and any amended versions or amendments to them.

(c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.

(d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.

(f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

9.02. Inspection and Copying. Any Member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 25 cents per page. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

10. Fiscal Year. The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day of December for each year.

11. Indemnification.

11.01. When Indemnification Is Required, Permitted, and Prohibited.

(a) The Corporation will indemnify a director, officer, Member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this Section 11.01, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by Section 11.01(a), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in Section 11.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

11.02. Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the

Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

11.03. Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 11.03(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of members of the Board who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all members of the Board, consisting solely of two or more members of the Board who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in Sections 11.03(a)(i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all members of the Board.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by Section 11.03(a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of Members or the Board that requires the indemnification permitted by Section 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under Section 11.03(a), above. In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

The indemnification provided by this Section 11 shall (1) not be deemed exclusive of, or to preclude, any other rights to which those seeking indemnification may at any time be entitled under the Corporation's Articles of Incorporation, any law, agreement or vote of Members or disinterested directors, or otherwise (2) continue as to a person who has ceased to be in the capacity by reason of which he was an indemnitee with respect to matters arising during the period he was in such capacity, and (3) inure to the benefit of the heirs, executors and administrators of such a person.

The provisions of this Section 11 are intended to comply with Article 1396-2.22A of the Texas Non-Profit Corporation Act. To the extent that any provision of this Section authorized or requires indemnification or the advancement of expenses contrary to such statutes or the Articles of Incorporation, the Corporation's power to indemnify or advance expenses under such provision shall be limited to that permitted by such statutes and the Articles of Incorporation and any limitation required by such statutes or the Articles of Incorporation shall not affect the validity of any other provision of this Section 11.

No amendment, modification or repeal of this Section 11 or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future indemnitees to be indemnified by the Corporation, nor the obligation of the Corporation to indemnify any such indemnitees, under and in accordance with the provisions of this Section 11 as in effect immediately prior to such amendment, modification or repeal with respect to claims rising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

In the event the indemnification provided by this Section 11 is more restrictive than the provisions of indemnification allowed by Article 1396-2.22A of the Texas Non-Profit Corporation Act, then those persons seeking indemnification shall be indemnified to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act as it may exist from time to time.

12. Notices.

12.01. Notice by Mail or Telegram. Any notice required or permitted by these Bylaws to be given to a Member, director, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

12.02. Signed Waiver of Notice. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

12.03. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of

objecting to the transaction of any business because the meeting was not lawfully called or convened.

13. Special Procedures Concerning Meetings.

13.01. Meeting by Telephone. The Board, and any committee of the Corporation may hold a meeting by telephone conference-call procedures. In all meetings held by telephone (i) matters must be arranged in such a manner that all persons participating in the meeting can hear each other, (ii) the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice, and (iii) a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

13.02. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records. Consents must be delivered to the Corporation. A consent signed by fewer than all directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest-dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer. The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

13.03. Proxy Voting. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

14. Amending Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting of the Members at which a quorum is present by the

affirmative vote of Members holding a majority of the votes represented in person or by proxy, present and entitled to vote. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Notwithstanding anything to the contrary herein, these Bylaws shall not be altered, amended, or repealed in any fashion so as to remove or hinder Delcarant's control during the Declarant Control Period.

15. Miscellaneous.

15.01. Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and these Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.03. Headings. The headings used in these Bylaws are for convenience and may not be considered in construing these Bylaws.

15.04. Number. All singular words include the plural, and all plural words include the singular.

15.05. Seal. The Board may provide for a corporate seal.

15.06. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

15.07. Parties Bound. These Bylaws will bind and inure to the benefit of the Members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as these Bylaws otherwise provide.

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Anna M. Goodman

Anna Goodman, County Clerk
Calhoun County, Texas