



Office of the Secretary of State

CERTIFICATE OF FILING OF

Stonewall Estates HOA, Inc.
File Number: 800822717

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 05/30/2007

Effective: 05/30/2007



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

MAY 30 2007

Corporations Section

**CERTIFICATE OF FORMATION
OF
STONEWALL ESTATES HOA, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as sole organizer of a domestic non-profit corporation under the Texas Business Organizations Code, does hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I.

The name of the corporation is Stonewall Estates HOA, Inc., a Texas nonprofit corporation (the "Association").

ARTICLE II.

The Association is a domestic nonprofit corporation.

ARTICLE III.

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Business Organizations Code, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the power and privileges, and performing all of the duties and obligations, of the "Association", as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Stonewall Estates, recorded October 5, 2006, in Volume 12440, Page 347, Official Records of Bexar County, Texas (said Declaration, as amended from time to time, the "Declaration"). Without limiting the generality of the preceding sentence, the Association is organized to maintain, preserve and provide architectural control for the Property and Common Area (as such

terms may be defined in the Declaration from time to time), and to promote the health, safety and welfare of the residents of the Property, and in the exercise of these purposes:

(a) to fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments arising pursuant to the terms of the Declaration;

(b) to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association's property; and

(c) to have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Texas Business Organizations Code may now or hereafter have or exercise, subject to any limits set forth in the Declaration.

The above statement of purposes shall be construed as a statement of both purposes and powers. The purposes and power stated in each of the above clauses shall not be limited or restricted by reference to, or inference from, the terms and provisions of any other such clause, but shall be broadly construed as independent purposes and powers.

No part of the Association's property, whether income or principal, shall inure to the benefit of, or be distributable to, its members, directors, officers or employees, or any person having a personal or private interest in the activities of the Association, nor shall any of said persons receive or be entitled to receive any payment from the Association except reasonable compensation for personal services actually rendered in carrying out the Association's purposes. Nothing contained in this Certificate authorizes the Association to carry on any activity for the profit of its members.

ARTICLE IV.

The street address of the initial registered office of the Association is c/o Association Management Services, Inc., 1600 Northeast Loop 410, Suite 202, San Antonio, Texas 78209. The name of its initial registered agent at such address is Barbara Lowry.

ARTICLE V.

The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws may fix, provided that the number of directors shall not be fewer than three (3). The original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the Association. The names and addresses of the persons who shall serve as directors of the Association until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Blake J. Magee	1011 Lamar Blvd. Austin, Texas 78703
Jay A. Hanna	1011 Lamar Blvd. Austin, Texas 78703
Tim Sawtelle	1011 Lamar Blvd. Austin, Texas 78703

ARTICLE VI.

The initial bylaws of the Association shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors.

ARTICLE VII.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the Association's assets exclusively for the purposes of the Association in such manner as the Board of Directors shall determine, and the laws of the State of Texas may permit, notwithstanding any provision to the contrary which may be contained in Section 22.304 of the Texas Business Organizations Code.

ARTICLE VIII.

Membership in the Association shall be dependent upon ownership of a qualifying property interest as defined and set forth in the Declaration. Any person or entity acquiring such a qualifying property interest shall automatically become a member of the Association, and such membership shall be appurtenant to, and shall run with, the property interest. The foregoing shall not be deemed or construed to include persons or entities holding an interest merely as security for performance of an obligation. Membership may not be severed from or in any way transferred, pledged, mortgaged, or alienated except together with the title to the qualifying property interest, and then only to the transferee of title to said property interest. Any attempt to make a prohibited severance, transfer, pledge, mortgage, or alienation shall be void.

ARTICLE IX.

Voting rights of the members of the Association shall be determined as set forth in the Declaration. No owner, other than the Declarant under the Declaration, shall be entitled to vote at any meeting of the Association until such owner has presented to the Association evidence of ownership of a qualifying property interest. The vote of each owner may be cast by such owner or by proxy given to such owner's duly authorized representative.

ARTICLE X.

No director of the Association shall be personally liable to the Association or its members for monetary damages for an act or omission in the director's capacity as director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the Association or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the Association or its members;
3. an act or omission not in good faith that involves intentional misconduct or a knowing violation of the law;
4. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's duties; or
5. an act or omission for which the liability of the director is expressly provided by an applicable statute.

If the Texas Business Organizations Code is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Texas Business Organizations Code, as amended.

Any repeal or modification of this Article by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification. Any repeal or modification of those provisions in the Texas Business Organizations Code that concern the limitation of director liability shall not be construed to affect adversely any right or protection of a director of the Association existing at the time of such repeal or modification unless such adverse construction is required by law.

ARTICLE XI.

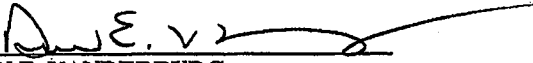
Any action required by law to be taken at a meeting of the members or directors of the Association, or any action which may be taken at a meeting of the members, directors or of any committee, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of members, directors or committee members necessary to take that action at a meeting at which all of the members, directors, or committee members entitled to vote on the action are present and voting.

ARTICLE XII.

The name and street address of the sole organizer is:

<u>Name</u>	<u>Address</u>
Ann E. Vanderburg	814 West 10 th Street Austin, Travis County, Texas 78701

EXECUTED BY THE UNDERSIGNED ORGANIZER on this 24th day of May, 2007.


ANN E. VANDERBURG

Doc# 20070244614 Fees: \$48.00
10/15/2007 4:39PM # Pages 9
Filed & Recorded in the Official Public
Records of BEXAR COUNTY
GERARD RICKHOFF COUNTY CLERK

any provision herein which restricts the sale, or use of the described real
property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
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 Record of Real Property of Bexar County, Texas on:

7

OCT 15 2007




COUNTY CLERK BEXAR COUNTY, TEXAS



NOTICE OF FILING OF DEDICATORY INSTRUMENTS
FOR
STONEWALL ESTATES

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

THIS NOTICE OF FILING OF DEDICATORY INSTRUMENTS FOR STONEWALL ESTATES (this "Notice") is made this 26 day of September 2007, by Stonewall Estates Homeowners Association (the "Association"), a Texas non-profit corporation.

WITNESSETH:

WHEREAS, HM Dominion Ridge GP, Inc., a Texas Corporation, (the "Declarant"), prepared and recorded an instrument entitled Declaration of Covenants, Conditions and Restrictions for Stonewall Estates, filed of record on October 5, 2006, in Volume 12440 , Page 347 Official Public Records of Real Property of Bexar County, Texas (the "Declaration"); and

WHEREAS, the Association is the homeowners association created by the Declarant to manage or regulate the planned development covered by the Declaration, which development is more particularly described in the Declaration and/or its attachments; and

WHEREAS, Section 202.006 of the Texas Property Code provides that a property owners association must file each dedicatory instrument governing the Association that has not been previously recorded in the Real Property Records of the county in which the planned development is located; and

WHEREAS, the Association desires to record the following, hereby certified to be dedicatory instruments governing the Association, to-wit:

Exhibit "A" – Bylaws;

IN WITNESS WHEREOF, the Declarant has caused this Notice to be executed as of the date first written above.

[The remainder of this page intentionally left blank.]



ASSOCIATION:
Stonewall Estates
Homeowners Association, Inc., a
Texas non-profit corporation

By: Jay Hanna
President

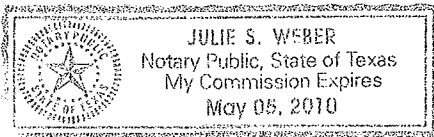
Date: 9.26.07

STATE OF TEXAS

10/10/07

COUNTY OF Travis

The foregoing instrument was acknowledged before me on this the 26th day of September, 2007 by Jay A. Hanna, President Stonewall Estates Homeowners Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Julie S. Wesber
Notary Public, State Of Texas

AFTER RECORDING RETURN TO:
Association Management Services
1600 NE Loop 410, Suite 202
San Antonio, Texas 78209
Attn: Mira Graham

**BYLAWS
OF
STONEWALL ESTATES HOA, INC.**

**ARTICLE 1
NAME, DEFINITIONS AND PURPOSES**

1.1 **Name.** The name of the corporation is **STONEWALL ESTATES HOA, INC.** (hereinafter, the "Association").

1.2 **Definitions.** The Association is formed to exercise all the powers and privileges of the "Association" under that certain Declaration of Covenants, Conditions and Restrictions for Stonewall Estates, recorded October 5, 2006, in Volume 12440, Page 347, Official Records of Bexar County, Texas (said Declaration, as amended from time to time, the "Declaration"). All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Declaration.

1.3 **Purposes.** Subject to the provisions of Sections 2.002, 2.003, 2.010 and 22.051 of the Texas Business Organizations Code (the "TBOC"), the Association is organized exclusively to act as an agent for each and every Owner in exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association under the Declaration, as set forth in the Declaration and the Association's Certificate of Formation (the "Certificate of Formation"). No part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 2
OFFICES**

2.1 **Principal Office.** The principal office of the Association shall be located in Bexar County, Texas. From time to time, the Board may change the registered office and/or the registered agent of the Association in accordance with the provisions of Section 5.202 of the TBOC.

2.2 **Additional Offices.** The Association may also have offices at such other places both within and without the State of Texas as the Board may from time to time determine or the business of the Association may require.

**ARTICLE 3
MEMBERS**

3.1 **General.** The Association shall have Members. Each Owner of a Lot, automatically and concurrently with acquiring the Lot, becomes a mandatory Member of the

Exhibit "A"

Association, as more fully set forth in the Declaration, the terms of which pertaining to membership are incorporated herein by reference.

3.2 **Place of Member Meetings.** Meetings of Members for any purpose may be held at such time and place within or without the State of Texas as the Board shall designate.

3.3 **Annual Meetings.** An annual meeting of Members shall be held at such time and place as the Board shall determine. At each annual meeting, the Members shall elect a Board and transact such other business as may be properly brought before the meeting.

3.4 **Special Meetings.** Special meetings of the Members for any purpose or purposes may be called in accordance with Section 22.155 of the TBOC. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of Members shall be limited to the purposes described in the notice of the meeting.

3.5 **Notice of Meetings.** Subject to the provisions of Sections 6.051 and 22.156 of the TBOC, written notice stating the place (unless the meeting is to be held entirely by remote communication), date and time of the meeting, the means of any remote communication by which Members may be considered present and may vote at the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile or other electronic message, or by mail, by or at the direction of the officers or persons calling the meeting, to each Member entitled to vote at such meeting. If the meeting is to be held solely or in part by conference telephone or other remote communication authorized by Section 6.002 of the TBOC or these Bylaws, the notice must also state the form of communications system to be used for the meeting and the means of accessing such communications system. Subject to the TBOC, the Certificate of Formation and these Bylaws, notice that is mailed is considered to be delivered on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the Member at the Member's address as it appears on the membership records of the Association. If transmitted by facsimile or electronic message, notice is considered to be delivered when the facsimile or electronic message is successfully transmitted.

3.6 **Quorum of Members.** Except as may otherwise be provided by the TBOC, the Certificate of Formation or these Bylaws, Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business. If a quorum is not represented at any meeting of the Members, the Members entitled to vote thereat, represented in person or by proxy, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is represented. At such adjourned meeting, provided a quorum is represented thereat,

any business may be transacted that might have been transacted if the meeting had been held in accordance with the original notice thereof.

3.7 **Record Date for Determining Members Entitled to Notice and Vote.** Subject to the TBOC, the Certificate of Formation and these Bylaws, for the purpose of determining Members entitled to receive notice of or to vote at any meeting of Members, or any adjournment thereof, or in order to make a determination of Members entitled to exercise any rights regarding any other lawful action, the Board may fix in advance a date as the record date for any such determination of Members, which date shall fall not more than sixty (60) days prior to the date of the meeting or action that requires the determination of the Members. In the case of setting a record date for determining the Members entitled to written consent to action without a meeting of the Members, the record date may not be earlier than the date the board adopts the resolution providing for the record date. When a determination of Members entitled to notice of or to vote at any meeting of Members has been made as provided in this Paragraph 3.7, such determination shall be effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote. The Board must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining Members entitled to notice of the original meeting.

3.8 **Voting Members' List for Meeting.** After setting a record date for the notice of a meeting, the Association shall prepare an alphabetical list of the names of all its voting Members. This list must identify (a) the Members who are entitled to notice and the Members who are not entitled to notice of the meeting, (b) the address of each voting Member, and (c) the number of votes each voting Member is entitled to cast at the meeting.

3.9 **Inspection of Voting Member's List.** Not later than the second business day after the date notice is given of a meeting for which a list was prepared, as provided by Paragraph 3.8, and continuing through the meeting, the list of voting Members must be available at the Association's principal office or at a reasonable place in the municipality where the meeting will be held, as identified in the notice of meeting, for inspection by Members entitled to vote at the meeting for the purpose of communication with other Members concerning the meeting. A voting Member or voting Member's agent or attorney is entitled on written demand to inspect and, at the Member's expense and subject to Section 22.351 of the TBOC, to copy the list at a reasonable time during the period the list is available for inspection.

3.10 **List of Voting Members Available at Meeting.** The Association shall make the list of voting Members available at the meeting, and any voting Member or voting Member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment of the meeting.

3.11 **Majority Vote of Members.** The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the Members meeting, unless the vote of a greater number is required by law, these Bylaws or by the Certificate of Formation.

3.12 **Voting.** Subject to applicable provisions, if any, of the Certificate of Formation or these Bylaws, the right to cast votes and the number of votes which may be cast on all matters to be voted on by the Members shall be calculated in accordance with Article 7, Section 7.3 of the Declaration. All Members may vote in person or, unless the Certificate of Formation or these Bylaws otherwise provide, may vote by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Regardless of whether a proxy states it is irrevocable, all proxies will be revoked automatically and concurrently with a Member's conveyance of the Lot to which membership is appurtenant. The Board may suspend an Owner's right to vote during any period during which the Owner is delinquent in the payment of any Assessment. A Member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

3.13 **Member Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a written consent, stating the action to be taken, is signed by (a) all the Members entitled to vote with respect to the subject matter thereof, or (b) Members having at least the minimum number of votes that would be necessary to take that action at a meeting at which all of the Members entitled to vote on the action are present and voting. Any written consent signed by less than all of the Members must state the date of each Member's signature and must be executed, dated, and filed with the Association in the manner required by Section 6.202 or Section 6.203 of the TBOC, as applicable. If such written consent was solicited on behalf of the Association or the Board, the Association shall promptly notify each Member who did not sign the consent of the action that is the subject thereof.

3.14 **Attendance by Telephone or Other Remote Communications Technology.** Subject to the provisions of the TBOC and these Bylaws concerning notice of meetings and unless otherwise restricted by the Certificate of Formation or these Bylaws, Members may participate in and hold a meeting of such Members by means of either conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those methods, but only if (a) each Member entitled to participate in the meeting consents to the meeting being held by means of that system, and (b) the system provides access to the meeting in a manner or using a method by which each Member participating in the meeting can communicate concurrently with each other participant. If voting by Members is to take place at the meeting,

the Association must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by the Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications system.

3.15 **Participation Constitutes Presence.** A Member participating in any meeting is considered present at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

ARTICLE 4 BOARD OF DIRECTORS

4.1 **General Powers.** The affairs of the Association shall be managed by, and the control and disposition of its properties and funds shall be vested in, the Board, which may exercise all powers of the Association and do all such lawful acts and things as are not by law or by the Certificate of Formation or by these Bylaws directed or required to be done by the Members.

4.2 **Number and Qualifications.** The number of Directors which shall constitute the whole Board shall be three (3). Directors need not be residents of the State of Texas or Members of the Association.

4.3 **Increase or Decrease in Directors.** Unless the Certificate of Formation provides otherwise, the number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors may not be decreased to fewer than three (3).

4.4 **Election and Vacancies.** At the first annual meeting of the Members, the Members shall elect one Director for a term of three (3) years, one Director for a term of two (2) years and one Director for a term of one (1) year. At each annual meeting of the Members thereafter, upon the expiration of the initial term of office of each respective member of the Board, the Members shall elect a successor Director for a term of three (3) years. Unless removed in accordance with the provisions of Paragraph 4.5 of these Bylaws, each Director shall hold office for the term for which he or she is elected, and until his or her successor shall have been elected, approved, or designated and qualified. Notwithstanding the foregoing, (a) any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board, and any Director thus elected shall be elected for the unexpired term of his or her predecessor in office, and (b) any directorship to

be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

4.5 **Removal.** Subject to Section 22.211 of the TBOC, at any meeting of the Members called expressly for that purpose at which a quorum is present, any Director or the entire Board may be removed either with or without cause.

4.6 **Place of Meetings.** Meetings of the Board, regular or special, may be held at any place within the State of Texas.

4.7 **Organizational and First Meetings.** An organizational meeting of the Board named in the Certificate of Formation shall be held, at the call of the organizers or the call of a majority of the Directors named in the Certificate of Formation, for the purpose of adopting bylaws, electing officers, and for such other purposes that may come before the meeting. The persons calling the meeting shall give at least three (3) days' notice thereof by mail to each Director named in the Certificate of Formation, which notice shall state the date and time and place of the meeting. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the previous Board, and no notice of such meeting shall be necessary to the newly elected Director(s) in order legally to constitute the meeting, provided a quorum shall be present. If the Board fails to fix the time and place of a first meeting, it shall be held without notice immediately following the annual meeting of Members, and at the same place, unless the time or place is changed by the unanimous consent of the Directors then elected and serving.

4.8 **Regular Meetings.** Regular meetings of the Board may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

4.9 **Special Meetings.** Special meetings of the Board may be called by the President and shall be called by the Secretary on the written request of any Director. Notice of each special meeting of the Board shall be given to each Director at least two (2) days before the date of the meeting.

4.10 **Attendance as Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Certificate of Formation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.11 **Voting.** A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months after the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

4.12 **Quorum of Directors; Majority Vote.** At all meetings of the Board, the presence in person (but not by proxy) of a majority of the number of Directors set by these Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present in person or by proxy at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Certificate of Formation or these Bylaws. If a quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.13 **Committees.** The Board, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees, including a Management Committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Association. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Other committees not having and exercising the authority of the Board in the management of the Association may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board. Membership on such committees may, but need not be, limited to Directors.

4.14 **Director Action by Written Consent.** Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. Any such consent must state the date of each Director's or committee member's signature. Any such written consent signed by less than all of the Directors or committee members shall be executed, dated, and filed with the Association in the manner required by Section 22.220 of the TBOC, and prompt notice of any action so taken must be given to each Director or committee member who did not consent in writing to the action.

4.15 Attendance by Telephone or Other Remote Communications Technology. Subject to the provisions of the TBOC and these Bylaws concerning notice of meetings and unless otherwise restricted by the Certificate of Formation or these Bylaws, members of the Board, or members of any committee designated by the Board, may participate in and hold a meeting of such Board or committee by means of either conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those methods, but only if (a) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. If voting by Directors or committee members is to take place at the meeting, the Association must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken. If a meeting is held solely or in part by using a conference telephone or other communications system authorized by Section 6.002 of the TBOC or by these Bylaws, the notice of the meeting must identify the forms of communications systems to be used for the meeting and the means of accessing the communications systems.

4.16 Participation Constitutes Presence. A Director or committee member participating in any meeting is considered present at such meeting, unless the participation is for the express purpose of objecting to the transaction of business on the ground that the meeting has not been lawfully called or convened.

4.17 Powers of Board. The Board shall have the powers and duties necessary for the administration of the Association's affairs and in order to exercise all of the powers and privileges, and perform all of the duties and obligations, of the "Association" under the Declaration, including without limitation, maintaining, preserving and providing architectural control for the Property and Common Area, and promoting the health, safety and welfare of the residents of the Property, and in the exercise of these purposes may exercise all powers applicable to nonprofit corporations under the TBOC, including but not limited to, the following actions:

(a) adopt and publish Association rules, including regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend a Member's voting rights and right to use of the Common Area during any period in which that Member shall be in default in the payment of any Assessment levied by the Association, or after notice and hearing, for any period during which an infraction of the Association rules exists;

(c) exercise for the Association all powers, duties and authority vested in or related to the Association and not reserved to the membership by other provisions of the Restrictions;

- (d) employ such employees as they deem necessary, and to prescribe their duties;
- (e) as more fully provided in the Declaration, to:
 - (1) fix the amount of the Assessments against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and
 - (2) foreclose the lien against any property for which Assessments are not paid within thirty (30) days after due date, bring an action at law against the Owner personally obligated to pay the same, or enforce by any other legal means the payment of Assessments;
- (f) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment); and
- (g) perform such other duties, and exercise such other and further powers as provided in the Declaration.

ARTICLE 5 NOTICES

5.1 **Notice to Directors or Members.** Subject to the TBOC, the Certificate of Formation and these Bylaws, any notice to Directors or Members shall be in writing and shall be either delivered (by personal delivery or by facsimile or other electronic transmission or overnight delivery service) or mailed to the Directors or Members at their respective addresses, fax numbers or electronic mail addresses appearing on the books of the Association. If mailed or sent by overnight delivery service, notice to such addresses shall be deemed to be given when deposited in the United States mail, with postage paid in an envelope addressed to the person at the person's address as it appears on the Association's membership records, or on the day such notice is actually delivered to such address. If transmitted by facsimile or electronic message, notice is deemed delivered when the facsimile or electronic message is successfully transmitted. Subject to the TBOC, the Certificate of Formation and these Bylaws, notice of any meeting must state the date and time of the meeting and, (a) unless the meeting is to be held solely by conference telephone or other communications system authorized by Section 6.002 of the TBOC, the location of the meeting, or (b) if the meeting is to be held solely or in part by using a conference telephone or other remote communications system authorized by Section 6.002 of the TBOC, the form of communications system to be used for the meeting and the means of accessing the communications system.

5.2 **Waiver of Notice.** Whenever any notice is required to be given to a Director or Member under the provisions of the TBOC or under the provisions of the Certificate of Formation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time of the meeting, shall be deemed equivalent to the giving of such notice. If any person entitled to notice of a meeting participates in or attends the meeting, the person's participation or attendance constitutes a waiver of notice of the meeting unless the person participates or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

ARTICLE 6 OFFICERS

6.1 **Officers of the Association.** The officers of the Association shall be elected by the Board and shall consist of a President and Secretary. The Board may also elect or appoint a Chairman of the Board, one or more Vice Presidents, a Treasurer and such other officers and assistant officers as it shall deem necessary. All officers shall hold their offices for such terms (not exceeding three (3) years) and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolutions not inconsistent with these Bylaws. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A properly designated committee may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

6.2 **Qualifications.** No officer need be a Member or a Director. The Board shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board deems advisable, subject to Paragraph 6.3 below.

6.3 **Compensation; Restrictions on Loans and Dividends.** The Association may pay compensation in a reasonable amount to its Members, Directors, officers and other agents for services rendered, but only as permitted by the TBOC and these Bylaws. The salaries and other compensation of all officers and agents of the Association shall be fixed by the Board. Any compensation paid to any officer of the Association in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Association, and each officer, by virtue of becoming an officer, agrees to execute and deliver to the Association any and all documents reasonably requested by the Association in order to provide for such reimbursement. No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, Directors or officers. No loan shall be made by the Association to its Directors, officers, or employees.

6.4 **Term of Office and Removal.** Unless otherwise specified by the Board, the term of office for all officers shall be for one (1) year, commencing with the date of the annual Directors' meeting; provided that no such term of office shall exceed three (3) years and provided further that the officers of the Association shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Association by death, resignation, removal or otherwise shall be filled by the Board.

6.5 **Chairman of the Board.** The Chairman of the Board, if one is elected, shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be prescribed by the Board, upon written directions given him pursuant to resolutions duly adopted by the Board.

6.6 **President.** The President shall be the Chief Executive Officer of the Association, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the Members and, in the absence of the Chairman of the Board, at all meetings of the Board.

6.7 **Vice President.** The Vice Presidents in the order of their seniority, unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

6.8 **Secretary.** The Secretary shall attend all meetings of the Board of which, ex officio, he or she shall be the Secretary, and all meetings of Members, and record all of the proceedings of the meetings of the Board and of the Members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members, special meetings of the Board, and (if notice is required) regular meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Association (if any) and, when authorized by the Board, shall affix the same (or state that the Association has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer, if any.

6.9 **Assistant Secretaries.** The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board may from time to time delegate.

6.10 **Treasurer.** The Treasurer, if any, shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render the President and the Board, at its regular meetings, or when the President or Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

6.11 **Bond.** If required by the Board of Directors, the Treasurer shall give the Association a bond of such type, character and amount as the Board may require.

ARTICLE 7 GENERAL PROVISIONS

7.1 **Checks.** All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

7.2 **Fiscal Year.** The fiscal year of the Association shall be the calendar year unless otherwise fixed by resolution of the Board.

7.3 **Seal.** The Association shall have no seal

7.4 **Books and Records.** The Association shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Members and Board and committees having any authority of the Board, and shall keep at its registered office or principal place of business in Texas a record of the names and addresses of its Members entitled to vote. A Member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy at the Member's expense, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose.

7.5 **Financial Records and Annual Reports.** The Association shall maintain such financial records, and shall prepare such reports of financial activity, as may be required by

Section 22.352 of the TBOC. The Association's financial information shall be made available for public inspection in accordance with Section 22.353 of the TBOC.

7.6. **Conveyance of Land.** The Association may convey land by deed, with or without the seal of the Association, signed by an officer or attorney-in-fact of the Association when authorized by appropriate resolution of the Board or Members.

ARTICLE 8 AMENDMENTS

8.1 **Amendment to Bylaws.** The Board may amend or repeal the Association's Bylaws, or adopt new Bylaws, unless the TBOC reserves the power exclusively to the Members in whole or in part.

ARTICLE 9 INDEMNIFICATION

9.1 **Power to Indemnify and to Purchase Indemnity Insurance.** To the maximum extent permitted by Chapter 8, Subchapter C of the TBOC, the Association shall indemnify any person who is or was a Director or officer of the Association against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Section 8.001(8) of the TBOC) because of that person's service or status as a Director or officer. Further, the Association shall pay or reimburse reasonable expenses incurred by a present governing Director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Section 8.104 of the TBOC; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section 8.104 of the TBOC may be conditioned upon a showing, satisfactory to the Board in its sole discretion, of the financial ability of the officer or Director in question to make the repayment referred to in such Section. Further, the Association may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a Director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, employee, agent or similar functionary of another association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Chapter 8, Subchapter C of the TBOC and other applicable law, as the Board may from time to time determine. The provisions of this Paragraph 9.1 shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Paragraph 9.1 shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Association in accordance with the provisions of this Paragraph

9.1 as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

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Filed & Recorded in the Official Public
Records of BEXAR COUNTY
GERARD RICKHOFF COUNTY CLERK

and recorded herein which reflects the date of use of the described real
property interests of record to avoid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
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 Record of Real Property of Bexar County, Texas on:

OCT 15 2007



Gerard Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS