

AMENDED AND RESTATED BYLAWS OF THE GREENE HOME OWNERS ASSOCIATION, INC. A NONPROFIT CORPORATION

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1. ARTICLE 1-OFFICES

Principal Office

1.01. The principal office of the Greene Homeowners Association (" the Association") in the State of Texas shall be located in the City of Duncanville, County of Dallas. The Association may have such other offices, either within or without the State of Texas, as the board of directors may determine or as the affairs of the Association may require from time to time.

Registered Office and Registered Agent

1.02. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non- Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the board of directors.

2. ARTICLE 2 - THE DECLARATION OF COVENANTS AND RESTRICTIONS

Creation of the Covenants and Restrictions

2.1. On October 31, 1972, Glen Oaks, INC. filed with the County Clerk of Dallas County, Texas, a Declaration of Covenants and Restrictions, which is recorded in Volume 72214, page 0248, of the Deed Records of Dallas County, Texas. Such Declaration of Covenants and Restrictions contains matters pertaining to the affairs, rights and obligations of the Association including, but not limited to, definitions, property, members, voting rights, assessments, architectural control committee, covenants, and right of the Association to purchase property. The Association is a designated representative of the owners of real property in a residential subdivision called The Greene, more particularly described in Article II of the Declaration of Covenants and Restrictions.

Conflicts in Covenants and By-Laws

2.2. In the event of any conflict between any of the provisions of the Declaration of Covenants and Restrictions and any of the provisions of these bylaws, the provisions contained in the Declaration of Covenants and Restrictions shall govern and control.

3. ARTICLE 3-MEETINGS OF MEMBERS

Annual Meeting

3.01. An annual meeting of the members shall be held at the hour of 7:00 PM on a day in the second full week of September, for the purpose of electing directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors, or members, shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meetings

3.02. Special meetings of the members may be called by the president, the board of directors, or by members holding one-tenth or more of the votes entitled to be cast at such meeting.

Place of Meeting

3.03. Any annual or special meeting of members may be held at any place within Dallas County or an adjacent county. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Texas.

Notice of Meetings

3.04. Written or printed notice stating the place, day and hour of any meeting of members shall be given to each member entitled to vote at such meeting, not less ten (10) nor more than sixty (60) days before the date of such meeting; except that notice of any meeting called for the purpose of approving any special assessment for capital improvement or any increase in the maximum annual assessment shall be given at least thirty (30) days in advance, as specified in Article V, Sections 4 and 5 of the Declaration of Covenants and Restrictions. Notice shall be delivered by or at the direction of the president, the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for

which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the members may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06. The members holding one-tenth of the votes shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a later date without further notice.

Proxies

3.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact; provided, however, that no more than one proxy shall be given per lot. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy of a member shall cease and terminate with transfer of ownership of said property. In the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon conveyance of the member's lot, or upon receipt by the secretary of the association of notice of the death or judicially declared incompetence of such member.

Voting by Mail

3.08. Owners may vote by absentee or electronic ballots. Ballots shall contain the names of all candidates who have been nominated or have declared their intent to run for the board and/or a description of any other matter being addressed in the voting. Any vote cast in an election or by a member in another type of vote of an association must be in writing and signed by the member. Electronic votes cast constitute written and signed ballots. In an association wide election, written and signed ballots are not required for uncontested races. In the event that an absentee ballot and a proxy are returned via mail, nothing shall allow for the proxy to be used to cast a vote in conflict with the absentee ballot.

Nomination Committee

3.09. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and three or more Members or representative of Members of the Association. The nominating Committee shall be appointed by the Board of Directors not less than sixty (60) days prior to each annual meeting of the members to serve until the close of the annual meeting. Nominations must be submitted to the committee at least 45 days before the annual meeting. The nominating committee shall make as many nominations for the election to the Board of Directors as it shall in its discretion determine but in no event less than the number of positions to be filled. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

Ballots

3.10. Any vote cast in an election or vote by a member of a property owners' association must be in writing and signed by the member. (Texas Property Code 209.0058)

4. ARTICLE 4-BOARD OF DIRECTORS

General Powers and Qualifications

4.01. The affairs of the Association shall be managed by a board of directors. The board of directors shall be elected by members of the Association and shall be members of the Association. An officer of a corporation that is a member of the Association by virtue of its ownership of one or more lots is eligible to serve as a Director, provided that the numbers of such officers serving as Directors not exceed the number of lots owned by that corporation.

Number and Tenure

4.02. The number of directors shall be six (6). There shall be elected three (3) directors, each of whom shall serve a two-year term. Each director shall hold office from the first regular meeting in of November of the year in which such directors is elected until the regular meeting in November of the second year following election ("term").

Meetings

4.3. Meetings of the board shall be held in the County of Dallas or in an adjacent county, except as provided in Section 4.12.

Minutes

4.4. The board shall keep a record of each regular or special board meeting in the form of written minutes of the meeting. The board shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request.

Open Meetings

4.5. Regular and special board meetings shall be open to members, subject to the right of the board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

Removal of Directors

4.6. Failure of a director to attend three (3) or more regular or special meetings of the Board within a twelve (12) month period shall constitute such director's resignation from the board; except that the president may excuse any such absence for cause.

Notice of Meetings

4.7. Notice of any regular or special meeting of the board of directors shall be given to Directors and to all members of the Association, specifying the date, hour, place, and general subject to be considered, as well as a general description of any matter to be brought up for deliberation in executive session; except that such notice to members of the Association shall not required for emergency meetings as described in §4.08.

Delivery of Notice of Meeting

4.8. Notice shall be given in one or more of the following ways: (1) at least ten (10) days and not more than sixty (60) days prior to the meeting, by United States mail to each member at his or her address as it appears in the records of the Association; or (2) at least seventy- two (72) hours before the beginning of the meeting, by posting notice of the meeting in a conspicuous manner in the common property of the Greene or on a website accessible to directors and members of the Association, and also by electronic mail to each director and member of the Association who has registered an email address with the secretary of the Association.

Recess into Regular or Special Board Meetings

4.09. If the board recesses a regular or special board meeting to continue the following regular business day, the board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent applicable law. If a regular or special board meeting is continued to the following regular business day, and on that following day the board continues the meeting to another day, the board shall give notice of the continuation by electronic mail and also by posting notice physically or on a website accessible to members of the Association, within two hours after adjourning the meeting being continued.

Action Taken Without A Meeting

4.10. Any action required by law to be taken at a meeting of the board of directors, may be taken without a meeting if consent is received in writing setting forth the action so taken shall be signed by all of the directors.

Special Meetings

4.11. Special meetings of the board of directors may be called by or at the request of the president or any two directors.

Emergency Meetings

4.12. The board may convene an emergency meeting to consider routine and administrative matters that require immediate board action, or to consider a reasonably unforeseen emergency or urgent necessity that requires immediate board action, without notice to members of the Association as specified in Section 4.06. Any such action taken at an emergency meeting must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting. The board may meet for such emergency meetings in person or by any method of communication, including electronic and telephonic, so long as each director may hear and be heard by every other director; or the board may take action by unanimous written consent. The board may not without prior notice consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue; or any other matter prohibited by law from consideration at such a meeting.

Quorum

4.13. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

Manner of Acting

4.14. The director who is serving as the president shall not be authorized to vote on any matter before the board, except that the president shall vote on any matter to decide a tie vote by the directors present at a meeting at which a quorum has been properly announced. The act of a majority of the directors, including the president in the event of a tie vote, present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.15. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the members by election at an annual meeting or at a special meeting of members called for that purpose.

Compensation

4.16. No director shall receive any compensation from the Association for acting as such unless approved by the members holding a majority of the votes of the Association at a regular or special meeting of the Association; provided that any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other directors.

5. ARTICLE 5-OFFICERS

Officers

5.01. The officers of the Association shall be a president; one or more vice presidents (the number thereof to be determined by the board of directors); a secretary; a treasurer; and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary. New offices may be created and filled at any meeting of the board of directors.

Election and Term of Office

5.02. The officers of the Association shall be elected annually by the board of directors at the November regular meeting of the board of directors. The first order of business shall be for the incoming and continuing members of the board to elect the officers of the organization. The President shall be elected from among the members of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be

without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

President

5.05. The president shall be elected from among the board of directors. The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The president shall preside at all meetings of the members and of the board of directors; however, the president shall not be authorized to cast a vote on any matter, except in the event of a tie vote of the board, in which case he or she shall cast a vote. The president may sign, with the secretary or any other proper officer of the Association authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Association; and in, general shall perform all duties incident to the office of president, and such other duties as may be prescribed by the board of directors.

Vice President

5.06. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.07. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association from any trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his duties, in such sum and with such surety or sureties as the Board of Directors shall determine.

Secretary

5.08. The secretary shall keep the minutes of the meeting of the members and of the board of directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association; affix the seal of the Association to all documents, the execution of which on behalf of the Association under it is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the secretary by each member; and, in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Assistant Treasurer and Assistant Secretaries

5.09. The assistant treasurers and assistant secretaries, if any, shall in general perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors. If required by the board of directors, the assistant treasurer shall give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the board of directors shall determine.

6. ARTICLE 6-COMMITTEES

Committees of Directors

6.01. The board of directors may by resolution designate and appoint one or more committees, each of which shall consist of two or more Directors. Such committees, to the extent provided in the resolutions authorizing them, shall have and exercise the authority of the board of directors in the management of the Association. However, no such committee shall have the authority of the board of directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member or any such committee or any director or officer of the Association; amending the Declaration of Restrictions and Covenants; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the board of directors or any individual directors of any responsibility imposed on it or him by law. The board of directors may remove any member thereof whenever in their judgment the best interest of the Association shall be served by such removal.

Other Committees

6.02. The board of directors may by resolution designate and appoint other committees not having or exercising the authority of the board of directors in the management of the Association. Except as otherwise provided in the resolutions authorizing such committees, the president of the Association shall appoint members of each committee from among the members of the Association and the residents of the Greene. The president may remove any member thereof whenever in his or her judgment the best interest of the Association shall be served by such removal.

Term of Office

6.03. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.04. One member of each committee may be appointed chairman by the person or persons authorized to appoint members thereof.

Vacancies

6.05. Vacancies in the membership or any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Committee Rules

6.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

7. ARTICLE 7-CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Association.

Deposits

7.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

7.04. The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

8. ARTICLE 8-RECORD KEEPING

Books and Records

8.01. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. Records are open to review and reasonably available for examination by an owner, or a person designated in a writing signed by the owner as the owner's agent, attorney, or certified public accountant, in accordance with state law.

9. ARTICLE 9-FISCAL YEAR

Fiscal Year

9.01. The fiscal year of the Association shall begin on the first day of January and end on the 31st day in December in each year.

10. ARTICLE 10-PAYMENT OF ASSESSMENT & FEES

Assessments and Initiation Fees

10.01. The board of directors may determine from time to time the amount of the initiation fee, if any, and the annual assessments and special assessments, if any, payable to the Association by members, subject to the provisions of Article V of the Declaration of Covenants and Restrictions regarding any increase in the maximum amount of annual assessments and the setting of special assessments.

Payment of Assessments and Initiation Fees

10.02. Annual assessments shall be payable in twelve equal installments, with the payments to become due on the first day of each month as stipulated in Article V, Section 7 of the Declaration of Covenants and Bylaws. The initiation fee, if any, of a new member shall be payable upon his or her acceptance of a deed for any property within the Greene; at which time the annual assessment, prorated from the first day of the month in which he or she becomes a member of the Association, shall also be payable.

11. ARTICLE 11-SEAL

Seal

11.01. The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

12. ARTICLE 12-NOTICE WAIVER

Waiver of Notice

12.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

13. ARTICLE 13-EARNINGS

Net Earnings

13.01. The Association is a non-profit corporation, no part of the income of which is distributable to any member, director or officer. No part of the net earnings of the Association shall inure to the benefit of any member or individual.

14. ARTICLE 14-AMENDMENTS

Amending By-Laws

14.01. Any alteration, amendment or repeal of these bylaws, and any adoption of new bylaws, shall be made by the members by resolution at a regular or special meeting of the Association.

Delivery of Proposed Amendments

14.02. Written copies of the proposed amendment shall be made available to the members of the Association at least thirty (30) days prior to any meeting at which amendments to these bylaws shall be considered. Any alterations or additions to these bylaws shall take effect thirty (30) days after written notice of such alterations or additions shall have been delivered to the members of the Association.

15. ARTICLE 15-INVALIDATION & SEVERABILITY

Invalidation of Provisions of By-Laws

15.01. Invalidation of any provision of these bylaws or retractions by judgment or court order shall in no way affect any other provisions, which shall remain in full force and effect.

Laws of the State of Texas

15.02. The Laws of the State of Texas govern, the validity, interpretation, performance, and enforcement of these by-laws. Provisions of these bylaws, which become invalid due to changes in state law shall in no way affect other provisions, which shall remain in full force and effect.

Ratified and Adopted on this the _____ day of _____, 2016.