

CERTIFICATION

I, the undersigned, pursuant to §202.006 of the Texas Property Code, do hereby certify, as follows:

(1) I am an Agent for Kirkwood Country Homeowners Association, a Texas non-profit corporation;

(2) An Instrument titled: "By-Laws of the Kirkwood Country Homeowners Association", is attached hereto;

(3) The property affected by the said Instrument is described as, to wit:

Kirkwood Country, Sections One and Two, additions in Harris County, Texas, according to the maps or plats thereof, recorded in the Map Records of Harris County, Texas, under Volume 285, Page 1, Clerk's File No. F937697; and Volume 285, Page 10, Clerk's File No. F937698, respectively, along with any amendments, supplements, replats, and annexations

(4) The attached Instrument is a true and correct copy of the original.

IN WITNESS WHEREOF, I have subscribed my name on this 11th day of July, 2019.

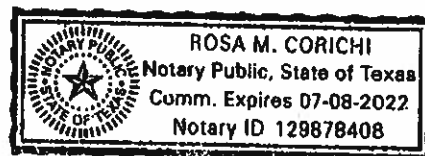
By: [Signature]
James R. Young, Attorney for Kirkwood Country Homeowners Association

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on the day personally appeared James R. Young, Attorney for the Kirkwood Country Homeowners Association, and known by me to be the person whose name is subscribed to the foregoing document and being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity and that the statements contained therein are true and correct.

Given under my hand and seal of office this the 11th day of July, 2019.

[Signature]
Notary Public, State of Texas



RP-2019-299988

KIRKWOOD COUNTRY HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is Kirkwood Country Homeowners Association hereinafter referred to as the "Association." The principal office of the corporation shall be 2600 Southwest Freeway, Suite 375, Houston, Texas 77098, but the meetings of members and Trustees may be held at such places within the State of Texas, County of Harris as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Kirkwood Country Homeowners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declaration of Covenants, Conditions and Restrictions for Kirkwood Country, Section One, a Subdivision in Harris County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the Declaration.

RP-2019-299988



Section 4 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 5. "Declarant": shall mean and refer to Kirkwood Country, Inc., the Declarant in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Kirkwood Country, Section One.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on the third Wednesday on January of each year beginning in 1980, at 10:00 a.m., at the principal office of the corporation. If such date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Trustees, or upon the written request of the members who are entitled to vote one-fourth of all votes of the membership.

RP-2019-299988
second
meeting in Oct
beginning 1980
at 7:30 PM

Section 3. Notice of Meeting. Written notice of a special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least ~~15 days before such meeting at each member~~ entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the voted of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforementioned shall be present or be represented,

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees. The affairs of this Association

RP-2019-299988

shall be managed by a board of not less than five (5) trustees, who need not be members of the Association. The number of Trustees may be increased or decreased from time to time by Amendment to the By-Laws in accordance with Article XII.

Section 2. Term of Office. The initial Trustees for the Association set forth in the Articles of Incorporation shall hold office until the 1980 annual meeting. At the annual meeting of 1980, the members shall elect one trustee for a term of one year, two trustees for a term of two years; at each annual meeting thereafter the members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

Section 3. Nomination. Nomination for election to the Board of Trustees shall be made by Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 4. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many

votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

✓ Section 5. Removal. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No Trustee shall receive compensation for any services he may render to the Association; provided, however, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting. The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

ARTICLE V

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association or by any Trustees after not less than three (3) days notice to each Trustee which such notice may be waived at or prior to such meeting.

Section 3. Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

(a) suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserve to the membership by other provisions of these By-Laws the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees.

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Trustees :

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Class A members who are entitled to vote:

✓ (b) ~~supervise all officers, agents and employees of this Association and see that their duties are properly performed;~~

(c) to fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof.

(d) 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. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment:

(e) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;

(f) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a

and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first annual meeting of the Board of Trustees following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving a written notice to the Board, the president or the secretary. Such resignation 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 such resignation shall not be necessary to make effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except of Vice President, Secretary, Treasurer and/or special offices created pursuant to Section 4 of this Article.

RP-2019-299988

Association are as follows:

President

✓ (a) The president shall preside at all meetings of the Board of Trustees and of the Association; shall see that orders and resolutions of the Board are carried out: shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members: keep the corporate seal of the Association and affix it on all paper requiring said seal: serve notice of meetings of the Board and of the members: keep appropriate current records showing the members of the Association together with their addresses, and shall perform such duties as required by the Board.

Treasurer

✓ (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolutions of the Board of Trustees shall sign all checks and promissory notes of the Association: keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and to make the same available

business hours.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any members. The Declaration, the Articles of Incorporation and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessments is made. Any assessment which are not paid when due shall be delinquent. If the assessments is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association 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,

RP-2019-299988

otherwise escape liability for the assessments provided for herein by non-use of the facilities or service provided by the Association or by abandonment of his Lot.

ARTICLE XI

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendment. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a quorum of members present in person or by proxy.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin the first day of January and end on the 31st day of December of every year except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected and acting secretary of the Kirkwood Country Homeowners Association, a Texas non-profit corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Trustees

hereof, held on the 28 day of March, 1979.

In witness whereof, I have hereunto subscribed my name and affixed the seal of said Association, this 28 day of March, 1979.


Floyd F. Dellinger
Secretary

RP-2019-299988

IN WITNESS WHEREOF, we, being all of the trustees of the
Kirkwood Country Homeowners Association, have hereunto set our
hands this 28 day of March, 1979.

Charles N. Schwarz Jr.
Charles N. Schwarz Jr.

W. Harold Sellers
W. Harold Sellers

Floyd L. Dellinger
Floyd L. Dellinger

Harold C. Wallace
Harold C. Wallace

Henry J. Martyn III
Henry J. Martyn III

RP-2019-299988

RP-2019-299988
Pages 15
07/12/2019 01:06 PM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
DIANE TRAUTMAN
COUNTY CLERK
Fees \$68.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



Diane Trautman

COUNTY CLERK
HARRIS COUNTY, TEXAS

RP-2019-299988