

BY-LAWS
OF
THE WOODLANDS PROPERTY OWNERS
ASSOCIATION, INC.

THE WOODLANDS PROPERTY OWNERS ASSOCIATION, INC., a Louisiana non-profit corporation (hereinafter referred to as "Association"), being the governing body of the property now or hereafter submitted to the provisions of the Deed Restrictions and Covenants for this subdivision (hereinafter called "Restrictions and Covenants") does hereby adopt the following initial By-Laws which shall govern the operation and administration of said Subdivision, as provided for in compliance with said Restrictions and Covenants.

All present and future owners, tenants, and their agents and guests, or any other person who might use the facilities of the Subdivision in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition, rental or occupancy of any of the lots and/or improvements thereon in the Subdivision will signify and constitute a ratification and acceptance of these By-Laws by any such owner or other person.

ARTICLE 1

NAME

This association is known as THE WOODLANDS PROPERTY OWNERS ASSOCIATION, INC. and has been incorporated by Articles of Incorporation previously filed with the Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

1. Association members shall be all the owners of all the lots in the Subdivision.
2. The annual members' meeting shall be held at such location as the notice shall indicate in the month of September of each calendar year when the first Board of Directors is elected, for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided. Failure to hold such an annual meeting shall not invalidate the association, and officers and directors previously elected shall continue to serve until replaced.
3. Special members meetings shall be held whenever and wherever called by the President or by fifty-one percent (51%) of the members of the Board of Directors. A special meeting must be called by such officers upon receipt of a written request from fifty-one percent (51%) of the entire membership.
4. Notice of all members' meetings stating the time and place and purposes for which the meeting is called shall be given by an Officer of the Association or by a manager employed by the Association, to all lot owners. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed first class mail not less than ten (10) days and not more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving notice. Notice of meeting may be waived in writing before, during or after meeting. Alternatively, notice of membership meetings may be given by placing a conspicuous

sign at each entrance of the subdivision no fewer than ten (10) days preceding the meeting announcing the time and location of the meeting, and shall refer the membership to the Association's published internet website (www.woodlandshoa.com) for the purpose which the meeting is called.

5. A quorum of a membership meeting shall consist of any persons (or proxy) entitled to cast at least twenty percent (20%) of the members' vote of the corporation.
6. Vote required to transact business: When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall decide any questions brought before the meeting, unless the question is one upon which, by provision of the Restrictions and Covenants, or the Articles of Incorporation, a different vote or different method of voting is required, in which case such provision shall govern and control the decision of such question.
7. In any meeting of members each lot shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.
 - (a) If a lot is owned by one person his right to vote shall be established by the record title to his lot. If the lot is owned by more than one person, and more than one person attempts to vote on behalf of said lot, the only person who shall be entitled to vote for such lot shall be the person designated by a written certificate of designation signed by all of the co-owners of the lot and filed with the Secretary of the Association. Such certificate of designation shall be valid and irrevocable until superseded by a subsequent valid certificate, or until the ownership of a lot changes. Votes cast by more than one co-owner of a lot and neither having a valid certificate of designation shall not be counted.
 - (b) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary before the appointed time of the meeting.
8. Approval or disapproval of any matter by a lot owner, whether or not the subject of an Association meeting, shall be by the same person set forth in the certificate of designation to cast the vote for such lot if in an Association meeting.
9. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
10. The order of business at the annual members' meetings and, as may be applicable, at all other members' meetings, shall be:
 - (a) Election of chairman of the meeting (first meeting when Developer control is relinquished only).
 - (b) Calling of the roll and certifying proxies, to determine if a quorum is present.
 - (c) Proof of notice of meeting or waiver of notice.
 - (d) Reading and disposing of any unapproved minutes.
 - (e) Report of Officers.
 - (f) Election of Directors.

- (g) Unfinished Business.
- (h) New Business.
- (i) Adjournment.

ARTICLE 3
DIRECTORS

1. Number of Directors. The first Board of Directors shall consist of at least five (5) persons, which number may be increased to any number up to nine (9) as determined by the members. The original Board of Directors appointed by Developer in the Articles of Incorporation or as thereafter replaced by Developer shall serve until a new Board is elected or the Developer appointed Board resigns. The first membership meeting shall be called after 90% of the lots in all phases of the subdivision (current and future) have been sold by Developer or sooner at Developer's option. The Board of Directors shall have such duties and powers as are set forth in the Restrictions and Covenants, the Articles of Incorporation and these By-Laws.
2. Election of Directors.
 - (a) Subject to the provisions of the Articles, election of directors shall be conducted at the annual members' meeting. Nomination for directorships and directors shall be made from the floor. Only members (or in the case of a non-natural person member, member representatives) may be nominated. The election shall be by secret ballot (unless dispensed with by unanimous consent or unless the nominations equal the vacancies), counted and verified by the current secretary (or at the first meeting by the temporary chairman). Each member voting is entitled to cast one vote for each vacancy to be filled. The nominees receiving the greatest votes shall be deemed elected to fill the vacancies.
 - (b) Except as to vacancies occurring by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be appointed by the remaining directors.
 - (c) Any director may be removed by concurrence of fifty-one percent (51%) of the votes of the total voting power present at a special meeting of the members called for that purpose and attended by a quorum. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
 - (d) The term of each director's service shall be one year or until the next annual meeting of the members, and thereafter until his successor is duly elected and qualified or until the director is removed in the manner elsewhere provided.
Directors duly elected take office immediately at the first meeting to organize.
3. Directors' Meetings Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of meetings shall be given to each director, personally or by mail, e-mail, fax or telephone. Directors Meetings may also be held electronically, and conducted via phone and internet conferencing or through a collaborative exchange of electronic messages such as email.

4. Powers and Duties of the Board of Directors. Except as otherwise specifically provided in the Restrictions and Covenants, all of the powers and duties of the Association shall be exercised by the Board of Directors by a majority vote, including those existing under the law and statutes, and the Restrictions and Covenants, as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Restrictions and Covenants which governs the use of the Subdivision property and shall include but shall not be limited to the following
- (a) To make and collect assessments against members to defray the costs of the Subdivision.
 - (b) To use the proceeds of assessments in the exercise of its powers and duties.
 - (c) The maintenance, repair, replacement and operation of the Subdivision property.
 - (d) The reconstruction or improvements after casualty and the further improvement of property.
 - (e) To make and amend Rules and Regulations respecting the use of the property, subject to the provisions of the Articles.
 - (f) To enforce by legal means the provision of the Restrictions and Covenants, the Articles, the By-Laws of the Association, and any Rules and Regulations for the use of the property hereafter adopted.
 - (g) To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same provided any such contract for the management and performance of services is timed so that it terminates at the next annual meeting of the Association.
 - (h) To carry insurance for the protection of the lot owners and the Association against casualty and liabilities relating to any common areas, and to carry directors and officers liability insurance

ARTICLE 4

OFFICERS

1. The executive officers of the Board of Directors of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom must be directors. The Board of Directors may from time to time designate and elect such officers, and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.
2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meetings.
3. The Secretary shall keep the minute book where the resolutions of all proceedings of the directors and the members shall be recorded. He shall attend to the giving and serving of

all notices to the members and directors and other notices required by law. He shall keep the records of the Association, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

4. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the association in accordance with good accounting practice, and he shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to board approval.
5. The compensation of all employees of the Association shall be contracted for and fixed by the directors.
6. Any of the duties of said officers with the approval of the Board of Directors, may be delegated to a manager or management company chosen by the Board of Directors, provided that the Board remains responsible for the oversight and supervision of the faithful performance of these duties.

ARTICLE 5

FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Restrictions and Covenants and Articles of Incorporation shall be supplemented by the following provisions:

1. Assessment Roll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates & amounts in which the assessments come due, the amounts paid upon the account and the balance due on assessments.
2. Budget.
 - (a) Developer, through the original Board of Directors, shall adopt and present the initial and any subsequent budget to serve until the end of the calendar year in which it is presented. Beginning at the first of the year after it is elected, the member elected Board of Directors shall thereafter adopt a budget for each calendar year which shall contain the estimated funds required to defray common expenses of the Association (which may include such reserve accounts as the Board of Directors may in their discretion establish), including, but not limited to, the following items:
 - (1) Common Expense Budget:
 - (i) Maintenance, repair and operation of Common areas and property owned by the association.
 - (ii) Landscaping, if any.
 - (iii) Casualty insurance.
 - (iv) Liability insurance.
 - (v) Administrative and operating costs including, professional services contracts.

- (vi) All taxes and charges, other than those assessed against an individual lot in the subdivision.
 - (vii) Reserves and for contingencies.
- (2) Number of lots included under the budget expenses.
- (b) Copies of the proposed budget and the proposed assessments shall be transmitted to each lot on or before December 31 of the year preceding the year for which the budget is made.

3. Assessments.

- (a) Assessments against the lot owners for their respective percentage of shares of the annual budget shall be made on or before December 31 of the year preceding the year for which assessments are made. Such assessments shall be due in advance in twelve (12) monthly, quarterly or annual installments as approved by the Board of Directors. As provided, if an annual assessment is not timely made as required, the assessment shall be presumed to have been made in the amount of the last prior annual assessment. In the event the prior annual assessment in fact proves to be insufficient, the deficit may be collected by a supplemental assessment approved at any time by the Board of Directors.
- (b) Assessments for common expenses to defray the costs of special assessments which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need therefore to the lot owners. After such notice and upon approval in writing by persons entitled to cast more than fifty-one percent (51%) of the vote of the members, the assessment shall become effective, and it shall be due after thirty (30) days notice thereof in such manner as the Board of Directors may require.
- (c) The Board of Directors may directly make special assessments without a fifty-one percent (51%) vote of the membership to defray or recover the remediation expenses caused by emergencies or accidents, natural disasters or acts of god, where such an event severely limits or makes impossible the ability of board to solicit the membership to cast a vote, or in the event where remediation from such an event is done to prevent additional expense, damage or liabilities from being incurred.
- (d) The depository of the Association shall be such banks as shall be designated from time to time by the directors and in which the monies of the Association shall all be deposited. Withdrawal of monies from such accounts shall be only by checks signed by persons as are authorized by the directors.
- (e) The collection of assessments may be delegated to a professional company if it is deemed appropriate by the Board of Directors.

ARTICLE 6

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictions and Covenants, Articles of these By-Laws or the laws of the State of Louisiana.

ARTICLE 7
AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the lots representing fifty-one percent (51%) of the total voting power of the Association.
3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.
4. Effective dates: An amendment when adopted as set forth above shall become effective only after being recorded in the corporate minute book and certified by the corporate secretary having been adopted.
5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Restrictions and Covenants.
6. No amendment shall change the voting rights or assessment responsibilities of any member

ARTICLE 8
ARBITRATION

The Association through its Board of Directors will act as an arbitrator in any dispute between or among the property owners arising out of the operation or administration of the subdivision property, Should any owner contest the decision reached by the Association then the parties to the dispute may elect alternative legal means of dispute resolution or, the Association, through its Directors, shall select an arbitrator, and the matter or matters in dispute shall be submitted to the arbitrator for arbitration in accordance with the rules adopted by the American Arbitration Association. The decision of the arbitrator shall be binding on all lot owners and the Association. All costs of any such arbitration shall be borne equally by the lot owners involved on a pro-rata basis unless the award of the arbitrators is entirely against one lot owner, in which case said lot owner shall be solely responsible for all costs of said arbitration.

ARTICLE 9
ARCHITECTURAL CONTROL COMMITTEE

1. The Association through its Board of Directors shall establish The Woodlands Architectural Control Committee (TWACC) consisting of five members to be chosen on an annual basis:
 - a) Three of which are chosen by the Board of Directors and shall consist of two Officers of the Board of Directors, and one member of the Board of Directors who is not an officer.
 - b) Two of which are nominated from the general membership of the association, and elected by a 51% vote of the quorum during the annual meeting.

2. Any position vacated on the TWACC will be temporarily replaced by the choice of the Board of Directors of the Association until the position is permanently filled by the means which TWACC membership is filled on an annual basis.

3. The duties, authorities and actions of the TWACC shall be governed by the Covenants and Restrictions of the Subdivision.

The foregoing were adopted as the By-Laws of this corporation, a corporation not for profit organized under the laws of the State of Louisiana.

Dated this day _____ of _____, 2006.

The undersigned appointed directors do hereby consent to and adopt the above By-Laws.

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