

Nancy E. Rister

Nancy E. Rister, County Clerk

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Williamson County Texas

STATE OF TEXAS §
COUNTY OF WILLIAMSON §

AMENDED AND RESTATED BYLAWS
OF
DURHAM PARK ASSOCIATION

Document reference. Reference is hereby made to those certain Restrictions filed at Vol. 537, Pg. 173, at Vol. 1027, Pg. 528, and at Vol. 1027, Pg. 536, all in the Official Records of Williamson County, Texas (the "Restriction Instruments").

Reference is further made to that certain First Amendment to the By-Laws of Durham Park Association, filed as Document No. 2011070478 in the Official Public Records of Williamson County, Texas (the "First Bylaws Amendment").


WHEREAS the Restriction Instruments require that owners of lots subject to such Restriction Instruments pay assessments to Durham Park Association (f/k/a Durham Park Social and Recreational Association) (the "Association");

WHEREAS the board of trustees (the "Board") for the Association is authorized to adopt and amend bylaws for the Association (the "Bylaws"), and has previously filed of record the First Bylaws Amendment; and

WHEREAS the Board has voted to amend and restate the Bylaws so that they read in their entirety as provided on Exhibit "A" attached hereto;

THEREFORE the Bylaws have been, and by these presents are, AMENDED and RESTATED as provided on Exhibit "A", which document supersedes and replaces all prior versions of the Bylaws, including the First Bylaws Amendment.

DURHAM PARK ASSOCIATION



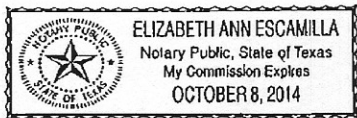
By: William M. Heyer
Title: Attorney-in-Fact

Exhibit "A": Amended and Restated Bylaws

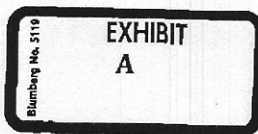
Acknowledgement

STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 31 day of July, 2013, by William M. Heyer in the capacity stated above.



Elizabeth A. Escamilla
Notary Public, State of Texas



**BYLAWS OF
DURHAM PARK ASSOCIATION**

ARTICLE 1. NAME & OFFICES

1.01 NAME: The name of the Corporation is **DURHAM PARK ASSOCIATION** (the "Association"), a non-profit Corporation organized and existing under and by virtue of the laws of the State of Texas for the benefit of the property owners in the Durham Park subdivision, Williamson County, Texas. The Association is successor to and the nominee for the Durham Park Social and Recreational Association (DPSRA), as DPSRA is referenced in the Restrictions filed of record in Vol. 1027 Page 536 of the Official Public Records of Williamson County, Texas (together with all amendments, the "Restrictions" or "Declaration").

1.02 PRINCIPAL OFFICE: The principal office of the Association shall be located at 800 Glasscock Road, Liberty Hill, Texas in Williamson County. The Corporation may have other offices as the affairs of the Association may require from time to time, as the Board of Directors may determine.

1.03 REGISTERED OFFICE AND REGISTERED AGENT: The Association shall have and continuously maintain in the State of Texas a 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 registered agent and address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2. DEFINITIONS

2.01 MEMBER: *membership in the Association is not mandatory and is open to all owners of real property in the Durham Park subdivision (as further described in the Restrictions), in Williamson County, Texas (other than the common area owner - the Association, who pays no assessments and has no voting interest). All owners shall be deemed members and entitled to vote in Association matters unless a signed opt-out form is received by the Association.*

Owners who opt-out:

- 1) are not entitled to vote in any Association matter or election, and
- 2) are legally liable for the Association Regular assessment payments, per the terms of the Restrictions, and
- 3) are not legally liable for any Association Special assessment payments, and
- 4) may not use the community pool or the community building, and
- 5) are still governed by all of the terms of the Restrictions.

Owners desiring to opt-out:

- 1) must provide a signed written notice of opt-out to the Association, in care of its registered agent, and
- 2) must declare the calendar year of the opt-out period on the written notice, and
- 3) must provide the written notice to the Association by December 31 of the calendar year prior to the start of opt-out period; notice of opt-out will be valid for the calendar year that follows the date that the opt-out notice was provided. A separate opt-out notice must be given each year should the owner wish to continue to opt-out, and
- 4) may not vote in any Association matter and then declare the same year as an opt-out period.

2.02 LOT: defined by the Williamson County, Texas Appraisal District in the Legal Description of each property in the Durham Park subdivision. Lots are used to determine the number of assessments and voting rights per property, per the Restrictions and these Bylaws.

2.03 GOOD STANDING: a Member is in good standing in the Association only when the Member has all applicable Assessments paid, all fines and late charges paid, and no legal action in process on behalf of the Association.

2.04 COMMON AREAS: real property within the Durham Park subdivision that is owned by the Association for the benefit of all Members in good standing. Common areas include the bridle paths, street entrance areas to the subdivision, and the community park and community buildings located at 800 Glasscock Road.

2.05 COMMUNITY SWIMMING POOL: the swimming pool located at 800 Glasscock Road. The community swimming pool is available only to Members who have paid the required Pool Fee. Only Pool Fees are used to maintain the pool; no part of other Assessments shall be used to maintain the pool. Only Members in good standing as to all Assessments (Regular, Special) are entitled to use the pool.

2.06 CUMULATIVE VOTING: a method of voting that allows a Member to cast multiple votes for a single candidate in an election. This method of voting is prohibited in the election of the Board of Directors.

2.07 DESIGNATED AGENT: a person selected by a majority vote of the Board of Director to act on behalf of the Association to perform specific duties.

2.08 WRITTEN NOTICE: a notice by US Mail, e-mail, electronic text, fax, or personal delivery of printed material. Prior consent is required for written notice by e-mail, electronic text, or fax.

ARTICLE 3. MEMBERSHIP AND VOTING RIGHTS

3.01 MEMBERSHIP: The Association shall have only one class of voting membership which shall be the record owner of the fee simple title to any Lot within Durham Park, including

a contract seller, but excluding one having an interest in a Lot merely as security for the performance of an obligation. See also Section 2.01.

Lot owners must pay assessments to the Association, but membership in the Association is not mandatory. All Lot owners who desire to use the pool must be a member of the Association and pay all applicable pool fees.

3.02 TERMINATION OF MEMBERSHIP: Upon the sale, transfer, assignment or other disposition of all the interest of a person or entity in all Lots within Durham Park, such person's or entity's membership in the Association shall immediately and automatically cease and terminate without any further action being required by the Association, its Board of Directors or Members.

3.03 VOTING: The relative rights, preferences and limitations on the voting rights of Members shall be as follows:

- A. Each Member shall be entitled to one (1) vote per Lot owned on those matters as to which such Member may be entitled to vote. If more than one person or entity owns a single Lot, such joint owners shall file a written appointment with the Association, naming the individual who shall cast the vote for said joint owners in accordance with the deed restrictions and the Bylaws of the Association. If only one of the joint owners of a single Lot votes, it shall be unnecessary for them to file a written appointment.
- B. No Member shall be entitled to vote at any meeting or upon any matter unless such Member is in good standing with the Association.

3.04 PERCENTAGE OF VOTE ON DESIGNATED MATTERS:

To amend the Articles of Incorporation, the percentage required as provided by the Texas Non-Profit Corporation Act.

To levy a Special Assessment for capital improvements, the assent of at least the majority of the votes entitled to be cast by Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of all Members, unless the vote of a greater number is required by law or by these Bylaws. Special Assessment for capital improvements means an assessment, charge, fee, or dues, other than the Regular Assessment, that each Lot owner is required to pay for (A) defraying, in whole or in part, the cost, whether incurred before or after the assessment, of any construction or reconstruction, unexpected repair, or replacement of a capital improvement in Common Areas owned by the Association; (B) maintenance and improvement of Common Areas owned by the Association; or (C) other purposes of the Association as stated in its Articles of Incorporation or the deed restrictions.

Special Assessments shall be due and payable in a manner determined by the Board. Special Assessments shall be collectible in the same manner as Regular Assessments under the Restrictions, including the Association having a power of sale in conjunction with the lien described in the Restrictions per applicable law.

To dedicate or transfer any portion of the Common Area (including the 18.49 acres at 800 Glasscock Road), the assent of at least seventy-five percent (75%) of all Members shall be required.

3.05 MAJORITY VOTE: The vote of the majority of the votes entitled to be cast by Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the Members, unless the vote of a greater or less number is required by law or by these Bylaws.

ARTICLE 4. MEETINGS OF ASSOCIATION MEMBERS

4.01 ANNUAL MEETING: The annual meeting of the Members shall be held at the Principal Office of the Corporation in January of each year for the purpose of electing Directors and for transacting such other business as may properly come before the meeting. Written notice must be given to all Members at least ten (10) days prior to the meeting. If the election of Directors shall not be held during January as a result of emergency, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon thereafter as possible, but no later than February 15.

4.02 SPECIAL MEETING: Special meetings of the Members may be called by the President; a majority vote of the Board of Directors; or upon written request to the Board of Directors of at least twenty percent (20%) of the Members.

4.03 PLACE OF MEETING: Durham Park at 800 Glasscock Rd. is hereby designated as the meeting place for all annual and special meetings of Members.

4.04 NOTICE OF MEETINGS: Written notice of annual and special meetings with at least ten (10) days notice shall be required. Notice of special meetings of Members shall be given as provided by the Texas Non-Profit Corporation Act.

4.05 ACTIONS BY UNANIMOUS WRITTEN CONSENT: Members may take action by unanimous written consent as provided by the Texas Non-Profit Corporation Act.

4.06 QUORUM: The presence of Members in person or by proxy, holding at least twenty five percent (25%) of the votes entitled to be cast, shall constitute a quorum.

4.07 PROXIES: At any meeting of the Members, a Member entitled to vote may vote by designated proxy executed in writing by the Member or by his duly authorized attorney-in-fact and filed with the Secretary. No proxy shall be valid after eleven (11) months from the date of its execution; every proxy shall be revocable. Proxies must contain the signature and printed name of the Lot owner. The Board shall promulgate the form of the proxy; no other form shall be accepted.

ARTICLE 5. BOARD OF DIRECTORS

5.01 GENERAL POWERS: The affairs of the Association shall be managed by its Board of Directors. Directors shall be Members in good standing of the Association. The Board of Directors or a Designated Agent shall manage and maintain all common areas and the community swimming pool located at 800 Glasscock Road.

The Board shall establish or cause to be established (see Section 5.17(B)) a budget sufficient to enable the Association to carry out functions required by the Restrictions, and shall cause to be levied Assessments per the Restrictions on all Lots ("Regular Assessments"). The Board shall also establish or cause to be established (see Section 5.17(B)) a budget for the pool maintenance, repair, and improvement, and shall levy pool fees ("Pool Fees") on all Members who elect to have access to the pool. Both Pool Fees and Regular Assessments shall be due and payable in a manner determined by the Board. The Board may establish a deadline by which Pool Fees are due, and any owner not paying Pool Fees by the time of the deadline may in the Board's discretion be denied pool use rights, or may be assessed a late fee and/or administrative fee as further condition of pool use rights. Those owners paying Pool Fees are automatically members of the Association for the calendar year during which the Pool Fee is paid.

Only Members of the Association who are in good standing and who have paid Pool Fees for the calendar year may have use of the pool.

The Board may from time to time adopt rules regarding usage of the common areas, including the park and pool area, applicable to all Members.

5.02 NUMBER: The number of Directors shall be seven. However, the Association at its annual meeting may by resolution change the number of Directors for the following year to five or nine.

5.03 COMPOSITION AND TENURE: The Directors shall hold office for a period of three years until the next annual meeting of the Members following the end of their term, and until their successors shall be duly elected and qualified. In the event of a vacancy on the Board caused by death, resignation or removal of a Director, the remaining Directors shall by majority vote elect a successor who shall serve for the unexpired term of the predecessor. In the event an additional Director is added, the position shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

5.04 METHOD OF NOMINATION: Members in good standing shall be entitled to notify the Board in writing of their decision to be added to the ballot for the upcoming election. Only one Member from each household at a time will be considered for nomination or appointment to hold office. Notification of nomination must be received by the Board of Directors no later than thirty (30) days prior to the Election date. Acceptance of nominations will be closed thirty (30) days prior to the Election date.

5.05 METHOD OF ELECTION: Directors shall be elected at the annual meeting by Members voting in person, by authorized proxy, or by absentee ballot. The procedure for voting by absentee ballot shall include the following: 1) Ballots sent via U.S. mail or placed in the drop box at 800 Glasscock Rd. prior to the start of the annual meeting located at 800 Glasscock Rd. must be received no later than 6:00 pm on the meeting date 2) Ballots delivered in person must be received prior to the start of the meeting 3) Ballots will not be accepted by fax or email 4) Ballots counted must be original with signature of the Lot owner 5) Ballots will be confirmable but not identifiable. In the event of a tie, election will be decided by the flip of a coin or by one candidate's concession. Each Member may cast one vote per Lot owned for each vacancy to be filled at the meeting. Those candidates receiving the largest number of votes shall be deemed elected to the vacancies to be filled at such meeting. Cumulative voting of Directors shall not be permitted. In the event there are no nominees for an open position, the Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, shall designate a Member in good standing to the open position. If there is only one nominee for each open position on the Board of Directors, then voting may be done in person by Members for the uncontested nominees; voting by authorized proxy or by absentee ballot is not required.

5.06 REGULAR MEETINGS: The regular meetings of the Board of Directors shall be held quarterly at 800 Glasscock Road in Durham Park. Except as otherwise provided in these Bylaws, notice of all Regular and Special Board meetings will be given by posting notice at each entrance to the community at least three days in advance. The notice shall contain the date, hour, and place of the meeting.

5.07 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President or any two Directors.

5.08 NOTICE OF SPECIAL MEETINGS: Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or by written notice or phone to each Director at his address as shown on the records of the Association. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver or notice of such meeting, except where a Director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.09 WORK SESSION: An informal gathering of the Board to work on the day to day affairs of the Association. Voting on Association matters is prohibited at work sessions. The Board may work with Members or other agents to manage the affairs of the Association.

5.10 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, the meeting may be adjourned with no further notice.

5.11 VOTE REQUIRED: The act of a majority of the Directors 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 these Bylaws. Proxy voting by Directors shall not be permitted.

5.12 RESIGNATION AND REMOVAL: Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the remaining Directors or by the assent of at least the majority of the votes entitled to be cast by Members present, or represented by proxy at a meeting at which a quorum of Members is present. Any Director to be removed shall be entitled to address the Board or Members, as appropriate, at any meeting at which a vote for removal is to take place. The agenda for any such meeting shall specify that a vote to remove one or more directors shall be taken. Upon resignation or removal, former Directors must immediately return to the Board all property belonging to the Association and any information relating to their position.

5.13 VACANCIES: Any vacancy occurring on the Board of Directors may be filled with a Member in good standing by a majority vote of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Director to be elected to fill a vacancy created because of an increase in the number of directorships shall be elected at an annual or special meeting of the members called for that purpose.

5.14 COMPENSATION: No Director shall receive compensation for services rendered to the Association in such capacity. A Director may be reimbursed for his actual expenses incurred in performance of his duties as a Director if approved by majority vote.

5.15 EXCEPTION TO REQUIRED NOTICE: The notice and open meetings requirements described in Section 5.06 do not apply if 1) the Board meets by telephone, email or any alternate manner whereby Directors speak their opinion and are heard by all other Directors.

5.16 EXECUTIVE SESSIONS: Regular and special meetings of the Board shall be open to the Members; provided the President may call the Board of Directors into executive session for deliberations on infractions of published rules and regulations, personnel or any other matters when the President shall determine the best interest of the Association will be served thereby.

5.17 COMMITTEES: The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, shall designate the committees required under the deed restrictions and, in addition, may designate and appoint such other committee or committees as the Board of Directors may deem necessary or desirable. Each committee so established shall consist of two (2) or more Members in good standing, a majority of whom are Directors of the Association. The chairperson shall notify the Board of Directors as to committee member names, and report committee actions taken to the Board on at least a monthly basis. To the extent provided in the resolution establishing such committee or the deed restrictions, each such committee shall have and exercise the authority given provided always that no committee shall have or exercise the power of the Board of Directors to amend, alter or repeal the Articles of Incorporation or these Bylaws or any part thereof; elect, appoint or remove any member of any committee, and Director or officer of the Association; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or part of the property and/or assets of the Association; adopt a plan for the distribution of assets of the Association; authorize the voluntary dissolution of the Association or revoke proceedings therefore; adopt a plan for the distribution of assets of the Association; or amend, alter or repeal

any resolutions of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, may remove any member of any committee. Two of the committees that shall be formed and whose members shall serve at the pleasure of the Board are:

A. ARCHITECTURAL CONTROL COMMITTEE (ACC): The purpose of the ACC is to administer the applicable deed restrictions in accordance with the authority given to the ACC by the deed restrictions. The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, shall designate the chairperson and all members of the ACC. The chairperson of the ACC shall be a Director. The ACC shall consist of two (2) or more Members in good standing, a majority of who are Directors. The chairperson shall report all committee activity to the Board on at least a monthly basis. The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, may remove any member of the ACC.

B: ASSESSMENT COMMITTEE: The purpose of the Assessment Committee is to set all Regular and Special Assessments and Pool Fees in accordance with the Restrictions and these Bylaws. The Treasurer of the Board shall be the chairperson of the Assessment Committee. The Assessment Committee shall consist of two (2) or more Members in good standing, a majority of who are Directors. The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, shall designate all members, other than the Treasurer, of the Assessment Committee. The chairperson shall report all committee activity to the Board on at least a monthly basis. The Board of Directors, by resolution adopted by a majority of the Directors then elected and serving, may remove any member of the Assessment Committee. All Regular Assessments for the following calendar year shall be adopted on or before December 15 of the previous year.

In the event that the Committee determines that Assessments are insufficient to cover the expenses for the calendar year, the Committee may issue a revised budget and the Assessment(s) for the duration of the year shall be adjusted accordingly.

Regular Assessments are payable yearly or quarterly, with late payments accruing interest at 10% per the declaration. Payment of the Regular Assessment may be secured by a lien on the property to which the charge applies per applicable law. Owners will be charged for the actual costs of all legal and filing fees of liens.

5.18 ACCOUNTING/BOOKKEEPING/MANAGEMENT: The Board of Directors may contract with a Designated Agent to perform the day-to-day bookkeeping/accounting functions of the Association pertaining to the administration, maintenance, and financial functions. This contract shall set forth the terms, duties and compensation of said individual/firm, and be renewable on an annual basis. The Board may establish criteria for bonding and insuring of the Designated Agent as it deems appropriate.

5.19 POWERS AND DUTIES: In addition to other powers, rights and duties of the Board of Directors in the management of the affairs of the Association as granted in the Articles of Incorporation, these Bylaws and the deed restrictions, the Board of Directors shall exercise such rights, privileges, powers and authorities as given and shall be subject to such duties as prescribed by directors of non-profit corporations under the laws of the State of Texas. Specifically, the Board shall have the power to promulgate rules and regulations applicable to all Members, including rules regarding use of the pool and other common areas.

5.20 ACTIONS BY UNANIMOUS WRITTEN CONSENT: The Board of Directors may take action by unanimous written consent as provided by the Texas Non-Profit Corporation Act.

ARTICLE 6. OFFICERS

6.01 OFFICERS: The officers of the Association shall be President, one or more Vice Presidents (the number, designation and rank thereof to be determined by the Board of Directors), Secretary, Treasurer, and such other officers as may be determined by the Board of Directors, each to be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it may deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

6.02 ELECTION AND TERM OF OFFICE: The officers of the Association shall be elected at the first meeting of the Board of Directors after the annual meeting of Members at which the Board is elected, or as soon as possible following. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified unless the officer has resigned or has been removed.

6.03 REMOVAL OF OFFICERS: Any officer elected or appointed by the Board of Directors may be removed from the office, with or without cause, or whenever in its judgment the best interest of the Association would be served thereby, by a majority vote of the remaining Directors. Any officer to be removed shall be entitled to speak at any meeting at which a removal vote is taken. Upon removal, former officers must immediately return to the Board all property belonging to the Association and any information relating to their position.

6.04 RESIGNATION: Any officer may resign at any time by giving written notice to the Board of Directors, 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 it effective.

6.05 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.06 PRESIDENT: The President shall be the principal executive officer of the Association and shall in general supervise and preside at all meetings of the Members and the Board of

Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have 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 he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President has the same rights and privileges as other members of the voting body, including the right to make motions, to speak in debate, and to vote on all matters.

6.07 VICE PRESIDENT: 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 the order of rank), 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. Each Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

6.08 TREASURER: The Treasurer, on behalf of the Board of Directors, and with the assistance of the Accountant/Bookkeeper/Manager (if applicable), will prepare an annual budget for the Association, which will be presented to the Board for its approval, and to the Members for their information at the annual meeting. The Treasurer will maintain a continuing counseling relationship with the Accountant/Bookkeeper/Manager in the conduct of that person's contractual responsibility for the custody and expenditures involved in the Association's funds. The Treasurer will make an annual accounting of the Association's books as maintained by the Accountant/Bookkeeper/Manager or select another person to do so. The Treasurer will ensure that the Association follows the budget and report financial information to the Board on a monthly basis.

6.09 SECRETARY: The Secretary shall keep or supervise the keeping of the minutes of the meetings of the Members and 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 the Board or the law; be custodian of the corporate records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the position by the President or Board of Directors.

ARTICLE 7. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in lieu of or in addition to the officer 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.

7.02 CHECKS AND DRAFTS: 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 two (2) Officers, or by one (1) Officer and a Designated Agent of the Association and in such manner as authorized by the Board of Directors or as provided for in these Bylaws.

7.03 DEPOSITS: All funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the Board of Directors may authorize.

7.04 GIFTS: The Board of Directors may, but shall never be required to, accept on behalf of the Association any contribution, gift, donation, bequest or devise for general purposes, or any special purpose of the Association.

ARTICLE 8. BOOKS AND RECORDS

8.01 BOOKS AND RECORDS: The Association shall cause to be kept accurate and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, committees having any authority of the Board of Directors, and all other committees designated in these Bylaws, and shall keep at the registered office a record of the names and addresses of Members of the Association. All books and records of the Association may be examined or copied by any Member or his agents or attorney on written demand stating the scope and purpose of the demand, for any proper purpose at an agreed upon date and time, with at least two (2) weeks written notice to the Association, at the expense of the Member.

8.02 CALENDAR YEAR: For accounting purposes, the books and records of the Association shall be kept on a calendar year basis.

8.03 FINANCIAL AUDIT: The Board shall cause an outside audit by a CPA to be made of the financial books of the Association at least every three years unless directed otherwise by a majority vote of the Board of Directors.

ARTICLE 9. INDEMNIFICATION AND LIMITED LIABILITY OF OFFICERS AND DIRECTORS

9.01 INDEMNIFICATION: Each Director, Officer, employee, and/or agent of the Association in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a part by reason of being or having been a Director, Officer, employee or agent of the Association except in relation to matters as to which the person seeking such indemnification shall have been guilty of gross negligence or willful misconduct in respect to the matter in which indemnification is sought, as determined at a special meeting of the Members called for such

purpose. This right of indemnification shall not be exclusive of any other rights to which the Director, Officer or person may be entitled by law, agreement, vote of members or otherwise.

9.02 LIMITED LIABILITY: The members of the Board of Directors and Officers of the Corporation shall not be liable to any Owner or any person claiming by or through any Owner for any act or omission of such Director or Officer in the performance of their duties unless such act or omission is 1) a breach of the Director's duty of loyalty to the Corporation or its members, 2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law, 3) a transaction from which a Director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or 4) an act or omission for which the liability of the Director is expressly provided for by a statute. The Corporation shall indemnify all such Directors and Officers from all claims, demands, actions and proceedings and any expenses in connection therewith, except if such Director or Officer has acted in violation of the foregoing. The Board may purchase Directors and Officers Liability Insurance. Such insurance and any indemnification payments shall be treated as a common expense.

ARTICLE 10. MISCELLANEOUS

10.01 AMENDMENTS TO BYLAWS: All proposed alterations, amendments and repeals of the Bylaws shall be adopted by a majority vote of the duly elected and acting Directors at any open meeting of the Directors or by the assent of at least the majority of the votes entitled to be cast by Members present, or represented by proxy at a meeting of the Association at which a quorum is present. All changes to the Bylaws must be made in accordance with all applicable laws.

10.02 SEAL: The Board of Directors may provide a seal for use by the Association in such form and containing such words and/or designs as the Board of Directors may determine.

10.03 WAIVER OF NOTICE: 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 these Bylaws, a waiver before or after the time stated therein shall be deemed equivalent to the giving of such notice.

10.04 CONFLICT BETWEEN DOCUMENTS: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

10.05 CHANGE OF ADDRESS: Each Member, Director and Officer shall notify the Secretary immediately of any change of address; failure to do so shall constitute a waiver of any notice required to be given to such member, Director or Officer.

10.06 ANNUAL STATEMENT: The Treasurer with the approval of the Board of Directors shall present at each annual meeting of the Members a full and clear statement of the financial condition of the Association, including a reasonably detailed balance sheet and expense

statement, all in such form and manner as the Board of Directors may determine or as may otherwise be required.

10.07 INVALID PROVISIONS: If any part of these Bylaws shall be held invalid or inoperative for any reason, then, so far as possible and reasonable, the remaining part shall be valid and operative; and effect shall be given to the fullest extent permitted by law to the intent manifested by the part held invalid or inoperative.

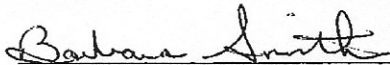
10.08 PRONOUNS: In every case where a masculine pronoun has been used in these Bylaws, it shall be deemed to include the feminine, and no person shall be disqualified from service as an Officer, Director, employee, agent, or in any other capacity for the Association because of sex.

10.09 TABLE OF CONTENTS: The table of contents and headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be used in interpretation and/or construction of any provision thereof.

10.10 PARLIAMENTARY AUTHORITY: The Board of Directors may in its discretion invoke from time to time Robert's Rules of Order to be applicable to any meeting.

These Bylaws were duly adopted by the Board of Directors of the Durham Park Association in Liberty Hill, Texas on the 15 day of JULY, 2013.

Attest:


Secretary of the Association

Durham Park Association

By: 

President

After recording, please return to:
Niemann & Niemann, L.L.P.
Attorneys At Law
Westgate Building, Suite 313
1122 Colorado Street
Austin, Texas 78701

Fileserver:CLIENTS:Durham Park:A&RBylaws7-2013.doc