

CERTIFICATION

STATE OF TEXAS

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COUNTY OF HARRIS

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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, Inc. a Texas non-profit corporation;
- (2) An Instrument titled: "Amendment to the By-Laws of the Kirkwood Country Homeowners Association Providing for Absentee Ballot Election of Trustees", 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

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

IN WITNESS WHEREOF, I have subscribed my name on this 22nd day of October, 2012.

By: *[Signature]*
Luke P. Tollett, Attorney for Kirkwood Country Homeowners Association, Inc.

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STATE OF TEXAS

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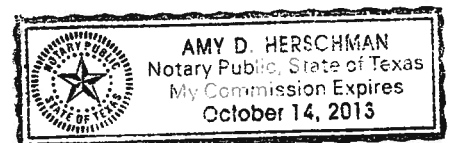
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BEFORE ME, the undersigned authority, on the day personally appeared Luke P. Tollett, Attorney for the Kirkwood Country Homeowners Association, Inc., and known by me to be the person whose name is subscribed to the foregoing document and being by me 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 22nd day of October, 2012.

[Signature]
Notary Public, State of Texas

After recording return to:
HOLT & YOUNG, P.C.
11200 Richmond Ave., Suite 450
Houston, Texas 77082



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Notice
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RP 084-46-0573

**AMENDMENT TO THE BY-LAWS OF THE
KIRKWOOD COUNTRY HOMEOWNERS ASSOCIATION
PROVIDING FOR ABSENTEE BALLOT ELECTION OF TRUSTEES**

WHEREAS, Kirkwood Country Homeowners Association, Inc. (the "Association") is the governing entity for 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 (collectively referred to as the "Subdivision"); and

WHEREAS, this By-law Amendment is applicable to the property located within the Subdivision; and

WHEREAS, this document amends the By-laws of the Kirkwood Country Homeowners Association ("the Association"), executed March 29, 1979, and as amended by, the First Amendment to the By-laws of the Kirkwood Country Homeowners Association filed of record under Harris County, Texas Clerk's File Number L466198, the First Amendment to the By-laws of the Kirkwood Country Homeowners Association filed of record under Harris County, Texas Clerk's File Number L910312, and the Second Amendment to the By-laws of the Kirkwood Country Homeowners Association filed of record under Harris County, Texas Clerk's File Number L910313 (the By-laws"); and

WHEREAS, the Articles of Incorporation of the Association vest the management of the Association in the board of directors and do not reserve the right to amend by-laws to the members; and

WHEREAS, the By-laws were adopted by the initial board of directors of the Association and have never been amended to prevent the bylaws from being amended by the Directors; and

WHEREAS, Chapter 22.102(c) of the Texas Business Organizations Code provides that the board of directors may amend bylaws; and

WHEREAS, Chapter 209.00593(b) of the Texas Property Code provides that a board of a property owners' association may amend the bylaws of the property owners association to provide for elections to be held as required by Section 209.00593(a);

WHEREAS, the Board, due to a historical inability to obtain a quorum of members, desires to add an alternative procedure by which trustees may be elected in by the members in the event a quorum is not attained at a meeting of members; and

WHEREAS, this Amendment to the By-laws has been approved by a majority of the Board as certified by the President of the Kirkwood Country Homeowners Association herein below;

NOW THEREFORE, pursuant to the above recitals, the By-laws are hereby amended by amending Article IV, Section 2 and Article IV, Section 4 of the previously existing By-laws, as follows:

RP 084-46-0574

I. Article IV, Section 2 had previously read:

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, and two trustees for a term of three 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.

Beginning with the 1988 Annual Meeting, all Trustee positions shall be 2 year terms. In order to stagger the positions, the following will occur at the 1987 Annual Meeting.

- Position 1 will be elected to serve until 1989
- Position 2 will be elected to serve until 1989
- Position 3 will be elected to serve until 1989
- Position 4 will not be up for election until 1988
- Position 5 will be elected to serve until 1988

Article IV, Section 2, is hereby amended to read as follows:

Section 2. Term of Office. Beginning with the 1988 Annual Meeting, all Trustee positions shall be 2 year terms. The Trustee's terms shall be staggered so that in even numbered years two Trustees' terms shall expire and in odd numbered years three Trustees' director terms will expire. At each annual meeting the members shall elect that number of trustees equal to the number of trustees whose terms expire. In the event a quorum is not attained at an annual meeting, there shall be an election of trustees by absentee ballot alone ("Absentee Ballot Election"). The procedure for such Absentee Ballot Election shall be as follows:

- i) The annual meeting for which a quorum was not attained shall be adjourned.
- ii) Prior to adjournment of the annual meeting, each person present at the annual meeting will be provided an absentee ballot that may be submitted for the Absentee Ballot Election. Persons holding proxies will not be entitled to submit an absentee ballot on behalf of the person whose proxy they hold.
- iii) Immediately following the adjournment of the annual meeting the sitting board of trustees shall call to order a meeting of the board of trustees to conduct the Absentee Ballot Election and supervise the tabulation of the absentee ballots submitted for the Absentee Ballot Election consistent with the provisions of Chapter 209.00594 of the Texas Property Code.
- iv) The ballots tabulated shall include all absentee ballots properly submitted by members at the adjourned annual meeting, through the mail, by fax, e-mail or other electronic means approved by the Association. The board shall set a deadline for receipt of Absentee Ballots submitted by mail or electronic means at a time prior to the time set for the annual meeting of members.

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034-46-0575

RP 034-46-0576

- v) The notice of the annual meeting sent to each member shall include a notice that in the event a quorum is not attained for the annual meeting, there will be a meeting of the board of trustees immediately following at which the Absentee Ballot Election will be completed.
- vi) Such notice shall also inform the members that a proxy does not constitute an absentee ballot and should the Absentee Ballot Election occur, no vote will be cast on their behalf if they have given their proxy to another member.
- vii) Following tabulation of the ballots the results of the Absentee Ballot Election shall be announced at the board of trustee meeting and in any other manner in which the board of trustees deems appropriate.

II. Article IV, Section 4 had previously read:

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.

Article IV, Section 4, is hereby amended to read as follows:

Section 2. Election. Election to the Board of Trustees shall be by signed written ballot either at an annual meeting of members or by the Absentee Ballot Election procedure. For any election of trustees, the members or their proxies (if at an annual meeting of members) 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.

IN WITNESS HEREOF, this Amendment to the By-laws of the Kirkwood Country Homeowners Association Providing for Absentee Election of Directors has been enacted as recited above and is executed this the 25 day of September, 2012.

KIRKWOOD COUNTRY HOMEOWNERS ASSOCIATION

John Rankin President

By: _____
Print Name: John Rankin
Title: President

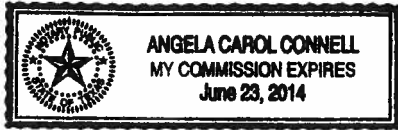
STATE OF TEXAS §
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COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared John Rankin, President of the Kirkwood Country Homeowners Association, a Texas non-profit corporation, known to me to be the person whose name is subscribed to the

foregoing instrument, and acknowledged to me that this instrument was executed for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 25th day of September, 2012.

Notary Public, State of Texas
My commission Expires:



RP 084-46-0577

FILED
2012 OCT 23 AM 9:47
Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR PAGE 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

OCT 23 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS