

**BYLAWS OF
LA FLORESTA PHASE II HOA, INC.
A NONPROFIT CORPORATION**

Article I. NAME AND LOCATION

The name of the corporation is **La Floresta Phase II HOA, Inc.** ("Association").

The principal office of the corporation will be located at 5508 N. Cynthia, McAllen, Texas 78504, but meetings of members and directors may be held at the places within Hidalgo County, Texas, as designated by the Board of Directors.

Article II. DEFINITIONS

Section 1.

The term "Association" refers to La Floresta Phase II HOA, Inc., its successors and assigns.

Section 2.

The term "Properties" refers to the real property described in the Declaration of Covenants, Conditions and Restrictions ("Declaration"), and any additions to the Declaration as may be brought within the jurisdiction of the Association.

Section 3.

The term "Common Area" means all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4.

The term "Lot" refers to any plot of land shown on any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5.

The term "Owner" refers 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, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 6.

The term "Declarant" refers to Gauchos Investments, LLC, and its successors and assigns, if the successors or assigns acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7.

The term "Declaration" refers to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in Document Number 2727691 of the Real Property Records of Hidalgo County, Texas.

Section 8.

The term "Member" refers to those persons entitled to membership as provided in the Declaration.

Article III. MEETING OF MEMBERS

Section 1.

Annual Meetings. The first annual meeting of the members will be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members will be held on the same day of the same month of each year after that, at the hour of determined by the Board of Directors. If the day 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 Directors, or on the written request of the members who are entitled to vote fifty percent (50%) of all of the votes of the Class A membership.

Section 3.

Notice of Meetings. Written notice of each meeting of the members will be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen (15) days before the meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by the member to the Association for the purpose of notice. Notice must specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4.

Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty five percent (25%) of the votes of each class of membership will constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If a quorum is not present or represented at a meeting, the members entitled to vote will have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 5.

Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies must be in writing and filed with the secretary. Every proxy will be revocable and will automatically cease on conveyance by the member of his or her Lot.

Article IV. BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1.

Number. The affairs of this Association will be managed by a Board of three (3) directors, who, other than the initial directors described in the Certificate of Formation of the Association, must be members of the Association.

Section 2.

Term of Office. At the first annual meeting the members will elect three directors for a term of up to three years. The members may choose to elect the directors to staggered terms.

Section 3.

Removal. Any director 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 director, a successor will be selected by the remaining members of the Board and will serve for the unexpired term of the predecessor.

Section 4.

Compensation. No director may receive compensation for any service he or she renders to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

Section 5.

Action Taken Without a Meeting. The directors will 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 the directors. Any action so approved will have the same effect as though taken at a meeting of the directors.

Article V. NOMINATION AND ELECTION OF DIRECTORS

Section 1.

Nomination. Nomination for election to the Board of Directors will be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee will consist of a Chairman, who will be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee will be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of the annual meeting until the close of the next annual meeting, and that appointment will be announced at each annual meeting. The Nominating Committee will make as many nominations for election to the Board of Directors as it determines, but not less than the number of vacancies that are to be filled. Nominations may be made from among members or non-members.

Section 2.

Election. Election to the Board of Directors will be by secret written ballot. At the election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

Article VI. MEETINGS OF DIRECTORS

Section 1.

Regular Meetings. Regular meetings of the Board of Directors will be held monthly without notice, at the place and hour as fixed by resolution of the Board. If a meeting falls on a legal holiday, then that meeting will 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 Directors will be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3.

Quorum. A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held

meeting at which a quorum is present will be regarded as the act of the Board.

Article VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.

Powers. The Board of Directors will have power to:

(a)

Adopt and publish rules and regulations governing the use of the Common Area and facilities, and to establish penalties for the infraction of those rules;

(b)

Suspend the voting rights and right to use the recreational facilities of a member during any period in which the member is in default in the payment of any assessment levied by the Association. These rights may also be suspended after notice and hearing, for a period not to exceed *[specify time period]* for infraction of published rules and regulations;

(c)

Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Formation, or the Declaration;

(d)

Declare the office of a member of the Board of Directors to be vacant in the event the member is absent from three consecutive regular meetings of the Board of Directors; and

(e)

Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties.

Section 2.

Duties. It will be the duty of the Board of Directors to:

(a)

Cause to be kept a complete record of all its acts and corporate affairs and to present a statement to the members at the annual meeting of the members, or at any special meeting when a statement is requested in writing by fifty percent (50%) of the Class A members who are entitled to vote;

(b)

Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c)

As more fully provided in the Declaration and subject to the provisions of the Declaration, to:

(1)

fix the amount of the annual assessment against each Lot at least sixty (60) days in advance of each annual assessment period;

(2)

send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3)

foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d)

Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate stating 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, the certificate will be conclusive evidence of payment;

(e)

Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f)

Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g)

Cause the Common Area to be maintained; and

(h)

Cause the exterior of the dwellings to be maintained.

(i)

Cause the provisions of the Declaration, including, but not limited to, the architectural restrictions and requirements, to be followed.

Article VIII. OFFICERS AND THEIR DUTIES

Section 1.

Enumeration of Offices. The officers of this Association will be a president and vice-president, who will at all times be members of the Board of Directors, a secretary, and a treasurer, and any other officers that the Board by resolution creates.

Section 2.

Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3.

Term. The officers of this Association will be elected annually by the Board and each will hold office for one (1) year unless he or she resigns, or is removed, or is otherwise disqualified to serve.

Section 4.

Special Appointments. The Board may elect other officers as the affairs of the Association may require, each of whom will hold office for the period, have the authority, and perform the duties as

the Board determines.

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 giving written notice to the Board, the president or the secretary. A resignation will take effect on the date of receipt of the notice or at any later time specified, and unless otherwise specified, the acceptance of the resignation will not be necessary to make it effective.

Section 6.

Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill the vacancy will serve for the remainder of the term of the officer he or she replaces.

Section 7.

Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person may simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8.

Duties. The duties of the officers are as follows:

President

(a)

The president will preside at all meetings of the Board of Directors; will see that orders and resolutions of the Board are carried out; will sign all leases, mortgages, deeds and other written instruments and will co-sign all checks and promissory notes.

Vice-President

(b)

The vice-president will act for the president in the event of his or her absence, inability or refusal to act, and will exercise and discharge other duties as required by the Board.

Secretary

(c)

The secretary will 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 papers requiring a 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 perform other duties as required by the Board.

Treasurer

(d)

The treasurer will receive and deposit in appropriate bank accounts all monies of the Association and disburse funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and

ARTICLE XV

SIGNATURE REQUIREMENTS

Any requirement for a signature under the association documents may be satisfied by a digital signature meeting the requirements of applicable law.

ARTICLE XVI

USE OF NEW TECHNOLOGY

Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted by law now or in the future:

- (1) any notice or proxy required to be sent, received, or filed;
- (2) any signature, vote, consent, proxy, or approval required to be obtained; or
- (3) any payment required to be made,

under the association documents may be accomplished using the most advanced technology available at that time if such use is a generally accepted business practice.

ARTICLE XVII

ACCELERATION

In the event that any member's assessment, charge, or fee provided for in the declaration or in these bylaws, or any monthly or other installment thereof remains unpaid for more than 30 days of the due date thereof, the board of directors may, in its discretion, and in addition to any other remedies that may exist with respect to such delinquency, declare the entire remaining balance of such member's annual assessment for that fiscal year immediately due and payable upon 30 days' written notice to the member to that effect.

Executed this 23 day of May, 2016.

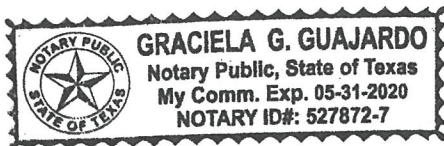


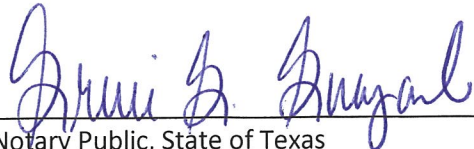
Ruben D. Pechero, President

STATE OF TEXAS)

COUNTY OF HIDALGO)

This instrument was acknowledged before me on May 23, 2016, by Ruben D. Pechero, President of La Floresta Phase II HOA, Inc, a Texas nonprofit corporation, on behalf of said corporation.





Notary Public, State of Texas

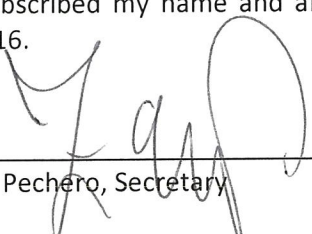
CERTIFICATION

I, the undersigned, certify:

That I am the duly elected and acting secretary of the La Floresta Phase II HOA, Inc, a Texas nonprofit corporation; and

That the foregoing bylaws constitute the original Bylaws of the Association, as duly adopted at a meeting of the Board of Directors held on the 23 day of May, 2016.

In witness, I have subscribed my name and affixed the seal of the Association this 23rd day of May, 2016.



Maria Cristina Zanelli Pechero, Secretary

LA FLORESTA PHASE II HOA, INC.
A Texas Non-Profit Corporation

SECRETARY'S CERTIFICATE
OF
RESOLUTIONS

June 18, 2021

STATE OF TEXAS

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COUNTY OF HIDALGO

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I, **CLAUDIA MARISCAL**, am the duly qualified and acting Secretary of **LA FLORESTA PHASE II HOA, INC., a Texas non-profit corporation** (the "Corporation"), and as such, swear and declare that the following statements are within my knowledge and are true and correct:

1. Authority. The Corporation is operating under the laws of Texas; the Bylaws of the Corporation do not limit the power of the Board of Directors to pass the resolutions set forth herein; the resolutions adopted herein are in conformity with the Corporation's governing documents; the Secretary keeps the records and minutes of the proceedings of the Board of Directors of the Corporation; and the Secretary is authorized to make and sign a certificate of these resolutions as necessary:

2. The following persons are the currently serving, duly elected Directors of the Corporation:

MARIA CRISTINA ZANELLI PECHERO
OSCAR HERNANDEZ

3. That pursuant to a meeting of the members of the Corporation at which a quorum was present, the following resolutions of the Corporation were passed:

RESOLVED that the following persons were elected as Officers and Directors of the Corporation until the next annual meeting of the members of the Corporation:

STANLEY SMITH (President)
SHAWN JACKSON (Vice-President)
EDUARDO MARISCAL (Vice-President)
CLAUDIA MARISCAL (Secretary)
NORMA CARRIZALES (Assistant Secretary)
JOYCE HERNANDEZ (Treasurer)
MICHAEL JACKSON (Assistant Treasurer)

RESOLVED FURTHER, that the following officers of the Corporation are hereby empowered and authorized to sign checks and otherwise transact business on the Corporation's account with the depository banking institution selected by the Directors of the Corporation and to execute all documents and instruments required by such bank that are reasonable and necessary to effectuate the resolutions contained herein:

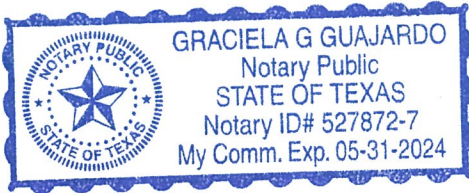
STANLEY SMITH (President)
JOYCE HERNANDEZ (Treasurer)

MICHAEL JACKSON (Assistant Treasurer)

This **Secretary's Certificate of Corporate Resolutions** is executed and effective on the date indicated.

Claudia Mariscal
CLAUDIA MARISCAL, Secretary
Date Executed: June 25, 2021

SWORN AND SUBSCRIBED BEFORE ME ON June 25,
2021 by **CLAUDIA MARISCAL**, Secretary of **LA FLORESTA PHASE II HOA, INC.**, a **Texas non-profit corporation**, on its behalf in said capacity.



Graciela G. Guajardo
Notary Public, State of Texas

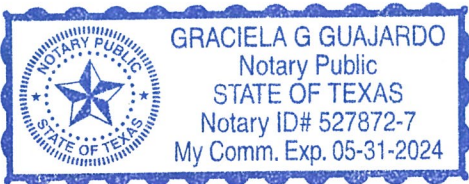
(acknowledgment)

STATE OF TEXAS

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COUNTY OF HIDALGO

BEFORE ME, personally appeared **CLAUDIA MARISCAL**, acknowledged the foregoing document and subscribed her name thereto on behalf of **LA FLORESTA PHASE II HOA, INC.**, a **Texas non-profit corporation**, in her capacity as Secretary, as the act and deed of said organization, for the purposes expressed therein on June 25, 2021.



Graciela G. Guajardo
Notary Public, State of Texas