

DIETER MOB OFFICE CONDOMINIUM
OWNERS' ASSOCIATION, INC.

Texas Non Profit Corporation

TAB 1

CERTIFICATE OF FILING



Office of the Secretary of State

CERTIFICATE OF FILING OF

DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.
File Number: 803942862

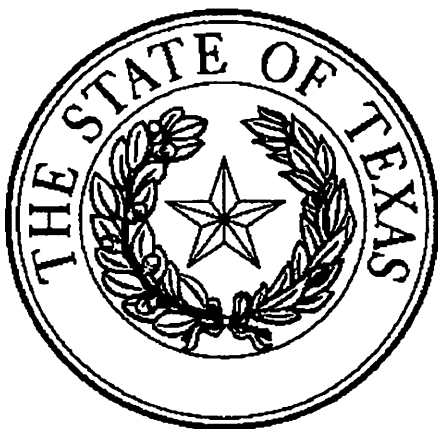
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 02/11/2021

Effective: 02/11/2021



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

TAB 2

CERTIFICATE OF FORMATION

**CERTIFICATE OF FORMATION OF
DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.**

ARTICLE ONE: NAME

1. The name of the corporation is "DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC."

ARTICLE TWO: NON-PROFIT

2. The corporation is a nonprofit corporation. The purposes for which the non-profit corporation is formed is to act as the condominium association for DIETER MOB OFFICE CONDOMINIUMS, including those purposes set forth in Section 82.102 of the Texas Uniform Condominium Act.

ARTICLE THREE: DURATION

3. The period of its duration is perpetual.

ARTICLE FOUR: PURPOSES

4. The purposes for which the Association is organized are to represent the interests of members of DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.

ARTICLE FIVE: MEMBERSHIP

5. The corporation shall be a membership corporation. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members. No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE SIX: REGISTERED AGENT AND OFFICE

6. The name of its initial registered agent is George M. Dipp, and the street address of the initial registered office of the corporation is 320 Texas Ave. Second Floor, El Paso, Texas 79901

ARTICLE SEVEN: BOARD OF DIRECTORS

7. The business and affairs of the corporation shall be managed by a Board of Directors in which shall reside all rights, powers, authority and responsibility with respect to the management and affairs of the corporation. The initial Board who shall serve as directors of the corporation until their successors are duly elected and qualified are:

- (1) **George M. Dipp**, whose address is 320 Texas Ave. 2nd. Floor, El Paso, Texas 79901;
- (2) **William C. Collins**, whose address is 505 Mallory Lane, El Paso, Texas 79912; and
- (3) **Robert A. Moreno**, whose address is 2121 St. Vrain, El Paso, Texas 79902.

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws may fix. Until changed by the bylaws the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation.

ARTICLE EIGHT: INDEMNIFICATION

8. The corporation shall indemnify any director or officer or former director or officer of the corporation for expenses and cost (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against the director or officer, by action in court or otherwise, by reason of being or having been the director or officer, except in relation to matters as to which the officer or director is guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought.

ARTICLE NINE: LIMITED LIABILITY

9. No director shall be liable to the corporation or its members for monetary damages for an act or omission in the directors' capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (1) a breach of the director's duty of loyalty to the corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

- (3) a transaction from which the director received 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 by an applicable statute.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE TEN: DISSOLUTION

10. Upon the dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, the property of the corporation shall be applied and distributed by the Board of Directors, pursuant to a plan of distribution, to the members of the corporation at the time of such winding up and termination on a pro rata basis consistent with the requirements of the Texas Business Organizations Code and the Texas Uniform Condominium Act.

ARTICLE ELEVEN: ORGANIZER

The name and street address of the sole organizer is George M. Dipp, 320 Texas Ave, Second Floor, El Paso, Texas 79901.

Dated: November 14th 2020.

**DIETER MOB LAND PARTNERS LLC, a
Texas limited liability company through its
Manager DIETER MOB PROPERTY
MANAGER, LLC**



GEORGE M. DIPP, Manager

TAB 3

BYLAWS

**BYLAWS OF
DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.**

ARTICLE I. NAME AND LOCATION

1.1 Name. The name of the Association is "Dieter MOB Office Condominium Owners' Association, Inc.," hereinafter referred to as the "Association."

ARTICLE II. DEFINITIONS

2.1 Definitions. The definitions of all terms herein shall be the same as those in the Declaration of Covenants, Conditions and Restrictions for Dieter MOB Office Condominiums, A Condominium, in EL Paso County, Texas.

ARTICLE III. MEETING OF MEMBERS

3.1 Annual Meetings. The annual meeting of the members shall be held each year between September 1st and December 31st at a place designated by the Board.

3.2 Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, upon written request of any member, or upon the request of one member of the Board of Directors where a change in the exterior of a Building or condominium unit is requested by anyone, or by members of the Association owning at least one (1) Unit in the Association. The place of the meeting shall be as stated in the notice.

3.3 Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the discretion of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each member entitled to vote, addressed to the member's address or email address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as set out above with return receipt requested or via electronic mail with delivery receipt requested. Upon request, notice of such meeting shall also be mailed to First Mortgagees.

3.4 Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, the votes of 50% of the Units shall constitute a quorum for any action except as otherwise provided by the Certificate of Formation, the Declaration, or these Bylaws. If a quorum is not present at any meeting of the Association for which proper notice was given, members representing at least a majority of the votes present at the meeting, although not constituting a

quorum, may vote to recess the meeting for not more than 24 hours in order to attain a quorum, provided the place of the meeting remains as stated in the notice. If the meeting is adjourned without attainment of a quorum, notice of a new meeting for the same purposes within 15 to 30 days may be given to an owner of each Unit, at which recalled meeting the quorum requirement is lowered to half the number of Units required for the first call of the meeting.

3.5 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 Unit.

36. Place of Meeting. Meetings of the Association may be held at the Property or at a suitable place convenient to the members, as determined by the board.

3.6 Voting. The vote of members representing at least a majority of the votes cast at any meeting at which a quorum is present binds all members for all purposes, except when a higher percentage is required by these Bylaws, the Declaration, or by applicable law. Cumulative voting is prohibited. Secret ballots shall be utilized upon the request of any member.

3.7 Impasse. In the event of an impasse when the presence at the meeting of members entitled to cast, or of proxies entitled to cast, the votes of 100% of the Units have been present at the meeting said impasse will be resolved by majority vote of members in accordance with their respective percentage Interest in the Common Interest.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Number. The affairs of this Association shall be managed by a Board of at least 3 directors, who need not be members of the Association and who are elected annually. The number may be increased upon a majority vote of the Association membership.

4.2 Term of Office. The members shall elect all directors for a term of 1 year, beginning from the date of their election to the date of the election of their successor.

4.3 Removal; Resignations. 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, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.4 Compensation. No director shall receive compensation for any service he may render to the Association in his capacity as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.5 Action Taken Without a Meeting. Subject to Section 6.4 below, the directors 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 the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

4.6 Voting. Secret ballots shall be utilized upon request of any Board member.

4.7 Limited Liability and Indemnification. The directors shall be entitled to the limited liability and indemnification provisions contained in the Declaration.

ARTICLE V. ELECTION OF DIRECTORS

5.1 Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. If appointed, the Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee may be appointed by the Board of Directors prior to each annual meeting of the members; and if appointed, such appointment shall be announced to the membership at least 30 days prior to the annual meeting. The Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members or non-members of the Association may be nominated for the Board of Directors.

5.2 Election. Election to the Board of Directors shall be by secret written ballot if requested by any member. At such 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 shall be elected. Cumulative voting is not permitted.

ARTICLE VI. MEETINGS OF DIRECTORS

6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held annually at such place and hour as may be fixed from time to time by the Board. Any member desiring to attend monthly meetings shall contact the President or the Association's management company who shall in return notify such member of the time and place of the next monthly meeting.

6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than 3 days' notice to each director.

6.3 Quorum. A majority of the number of directors shall 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 shall be regarded as the act of the Board.

6.4 Open Meetings. All members of the Association shall receive at least 5 days prior notice of the Regular Meetings of the Board of Directors and the same amount of notice of the Special Meetings of the Board of Directors as is received by the members of the Board of Directors. Every member of the Association shall have the right to attend both Regular Meetings and Special Meetings of the Board of Directors. The Board of Directors shall have the right to adjourn a meeting, whether Regular or Special, of the Board of Directors and reconvene in closed executive session to consider actions involving personnel, pending litigation, contract negotiations, enforcement actions, matters involving the invasion of privacy of members of the Association, or matters that are to remain confidential by request of the affected parties and agreement of the Board of Directors, provided the general nature of any business to be considered in an executive session shall first be announced at such meeting.

6.5 Electronic or Telephonic Meeting. A meeting of the Board of Directors may be held by any method of communication, including electronic and telephonic, provided:

- (a) **Notice.** Notice of the meeting has been given in accordance with subparagraph 6.5(d) below;
- (b) **Audible Attendance.** Each director may hear and be heard by every other Director;
- (c) **Excluded Purposes.** The meeting does not involve voting on a fine, damage assessment, appeal from denial of architectural control approval, or suspension of a right of a particular Association member before the member has an opportunity to attend a board meeting to present the member's position, including any defense, on the issue;
- (d) **Agenda.** Notice of such proposed meeting, which must include the general nature of the purpose of such meeting, is given to each member of the Association at least 24 hours in advance thereof; and
- (e) **Minutes.** A record of the Board action taken at such meeting is filed with the minutes of Board meetings.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD

7.1 Powers. The Board of Directors shall have power to exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved expressly and exclusively to the membership by other provisions of these Bylaws, the Certificate of Formation, or the Declaration.

7.2 Duties. It shall be the duty of the Board:

(a) **Minutes.** To cause to be kept a complete record of all its acts and corporate affairs and to present a report thereof to the members at the annual meeting of the members, or at any special meeting when such report is requested in writing by the owners of at least 2 Units;

(b) **Supervision.** To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) **Assessments.** To (1) fix the amount of the Common Assessment for each Unit pursuant to the procedure in the Declaration; (2) send written notice of Common Assessments to every Owner; and (3) collect Common Assessments and enforce Common Assessments, all pursuant to procedures and limitations as set forth in the Declaration;

(d) **Certificates.** To issue resale certificates, loan eligibility certificates, and verification certificates setting forth whether or not any Common Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates and other written documents provided by the Association. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) **Insurance.** To procure and maintain adequate liability and hazard insurance on Buildings, Common Elements and on property owned by the Association; cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;

(f) **Maintenance.** To cause the Common Elements to be maintained; and

(g) **General.** To carry out all other duties of the Association or Board under the Declaration.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

8.1 **Enumeration of Offices.** The Officers of this Association shall be a President and a Vice President each of whom shall at all times be members of the Board of Directors, together with a Secretary and a Treasurer.

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

8.3 **Term.** Each officer of this Association shall be elected annually by the Board and each shall hold office for approximately one year until the election of his successor, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 **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.

8.5 **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. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.6 **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 he replaces.

8.7 **Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4 of this Article.

8.8 **Duties.** The duties of the officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other legal instruments.

(b) **Vice-President.** 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.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, as well as other records of the Association; 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 other duties as required by the Board. These duties, with approval of the Board, may be delegated to the Association management company.

(d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall 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 or CPA at the completion of each fiscal year; and shall prepare an annual budget for the forthcoming year and a statement of income and expenditures for the previous year, to be presented to the membership at its regular annual meeting. The Treasurer shall also be responsible for supervising billings. These duties, with approval of the Board, may be delegated to the Association management company.

ARTICLE IX. COMMITTEES

9.01 The Association shall appoint any committees required by the Declaration or these Bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out the purposes of the Association.

ARTICLE X. BOOKS AND RECORDS

10.01 Records. The books, records and papers of the Association shall at all times be subject to inspection by any member during reasonable business hours. The Declaration, the Certificate of Formation and the Bylaws 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 cost.

ARTICLE XI. ASSESSMENTS

11.01 Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association Common Assessments which are secured to the full extent provided by law, by a continuing lien upon the property against which the assessment is made. The collection and enforcement procedures shall be as set forth in the Declaration.

ARTICLE XII. CORPORATE SEAL

12.01 Seal. The issuance of a corporate seal shall be unnecessary and is not required under Texas law.

ARTICLE XIII. AMENDMENTS

13.01 Amendments and Modifications. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of 67% of the votes which members present in person or by proxy are entitled to cast. Thirty days advance written notice to members is required for Bylaws changes. Changes in the Declaration shall be pursuant to the procedures set forth therein.

ARTICLE XIV. MISCELLANEOUS

14.01 Fiscal Year. The fiscal year of the Association shall be the calendar year.

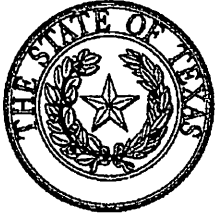


George M. Dipp, President of the Association

December 29, 2020 (Date of Adoption)

TAB 4

**CONSENT TO SERVE AS
REGISTERED AGENT**



**Acceptance of Appointment
and
Consent to Serve as Registered Agent
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

Acceptance of Appointment and Consent to Serve as Registered Agent

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for
DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.

Name of represented entity

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

X:

Signature of registered agent

George M. Dipp

Printed name of registered agent

December 29, 2020

Date (mm/dd/yyyy)

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

Acceptance of Appointment and Consent to Serve as Registered Agent

I am authorized to act on behalf of _____

Name of organization designated as registered agent

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

Name of represented entity

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

X:

Signature of person authorized to act on behalf of organization

Printed name of authorized person

Date (mm/dd/yyyy)

TAB 5

**UNANIMOUS WRITTEN
CONSENT IN LIEU OF
ORGANIZATIONAL MEETING**

**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS OF
DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC.
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the initial Board of Directors of DIETER MOB OFFICE CONDOMINIUM OWNERS' ASSOCIATION, INC., named in the Corporation's Certificate of Formation filed with the Secretary of State of Texas, pursuant to section 6.201 of the Texas Business Organizations Code, adopt the following resolutions in lieu of holding an Organizational Meeting of the Board of Directors.

ARTICLES OF INCORPORATION

RESOLVED, that the Acknowledgment of Filing issued by the Secretary of State of Texas and the certified copy of the Certificate of Formation of the Corporation filed with the Secretary of State of Texas on December 29, 2020, are approved, and the Secretary of the Corporation is instructed to place same in the minute book of the Corporation.

BYLAWS

RESOLVED, that the Bylaws submitted to the undersigned are approved and adopted as the Bylaws of the Corporation and the Secretary of the Corporation is instructed to place same or a certified copy thereof in the minute book of the Corporation.

PRINCIPAL OFFICE

RESOLVED, that the Corporation's principal office be located and maintained at 320 Texas Avenue, Second Floor, El Paso, Texas 79901, and that meetings of the Board of Directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

MINUTE BOOK AND CORPORATE RECORDS

RESOLVED, that the corporate record book is adopted as the record book of the corporation, and further,

RESOLVED, that the Corporation maintain appropriate corporate records in the corporate record book, including but not limited to originals, copies or certified copies of the Corporation's original and any amended, corrected or restated, Acknowledgment of Filing, Certificate of Formation, Bylaws, minutes of meetings, and written consents.

OFFICERS

RESOLVED, that the following persons are elected to the offices set forth opposite their names to serve as such at the pleasure of the Board of Directors or pursuant to the terms of any written employment agreement executed by the Corporation and the respective officer:

<u>Office</u>	<u>Name</u>
President	George M. Dipp
Secretary	William C. Collins
Vice President	William C. Collins
Treasurer	Robert A. Moreno

BANK ACCOUNT

RESOLVED, that the Corporation establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions, and that the officers of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

ORGANIZATIONAL COSTS

RESOLVED, that the attorney's fees, filing fees and other expenses and charges incurred and that may be incurred by the Corporation or persons acting on behalf of the Corporation in connection with the formation of the Corporation are reasonable and shall be paid or reimbursed by the Corporation.

FURTHER INSTRUCTIONS TO OFFICERS

RESOLVED, that the officers of the Corporation are authorized to do all things and take all action necessary and helpful to carry out the above resolutions and all acts of the officers and any persons acting for the Corporation which are consistent with the above resolutions are ratified and adopted as the acts of the Corporation.

DATE: December 29, 2020.



George M. Dipp



William C. Collins



Robert A. Moreno

TAB 6

MEETINGS

RESERVED FOR FUTURE MEETING MINUTES.

