

BY-LAWS  
OF  
COPPERBROOK  
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Copperbrook Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at Suite 130, 9575 Katy Freeway, Houston, Texas 77024, but meetings of Members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Copperbrook Homeowners Association, Inc., a Texas non-profit corporation, its successors and assigns.

Section 2. "Common Area" shall mean and refer to all properties, real or personal, owned, leased or used by the Association for the common use and enjoyment of the Owners.

Section 3. "Declarant" shall mean and refer to U.S. Home Corporation, a Delaware corporation, and its successors and assigns provided that an assign is designated in writing by U.S. Home Corporation, as an assign of all, or part, of the rights of the Declarant under the Declaration.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section One (1) recorded in the Official Public Records of Real Property of Harris County, Texas, and as the same may be amended from time to time as therein provided.

Section 5. "Lot" shall mean and refer to any of the numbered lots shown on a recorded subdivision map of the Properties intended for the construction of a single family residence, excluding reserve tracts or common area, but including Lots created by a replat of a reserve tract.

Section 6. "Member" shall mean and refer to every person or entity which holds a Membership in the Association.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation or those owning an easement right, a mineral interest, or a royalty interest.

Section 8. "Properties" shall mean and refer to the property which has been platted at Copperbrook, Section One (1), a subdivision of land in Harris County, Texas according to the plat thereof recorded under Film Code No. 366146 of the Map Records of Harris County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III

#### MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year after the date of the

conveyance of the first completed residence in the Properties to a home buyer on a date designated by the Association's Board of Directors, and each subsequent regular annual meeting of the Members shall be held on a date in the same month selected by the Association's Board of Directors, at a time designated 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 upon written request of the Members who are entitled to vote one-third (1/3) of the aggregate votes of the Members.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member 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.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-four (1/4) of the votes of each class of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting,

another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.

Section 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 Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a board of directors containing three (3) members who need not be Members of the Association. The number of directors may be increased at any time by amendment of these By-Laws.

Section 2. Term of Office. At the first annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting of the Members thereafter the Members shall elect the number of directors equal to the number of directors whose terms expire at such time for a term of three years.

Section 3. Removal. The Members may remove any director with or without cause by a majority vote at a meeting called for such purpose. In the event of the 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.

Section 4.     Compensation.     No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.     Action Taken Without a Meeting.     The directors shall have the right to take any action which they could take at a meeting by execution of a written consent instrument signed by all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

Section 1.     Nomination.     Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. 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 shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall 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. Such nominations may be made from among Members or non-Members.

Section 2.     Election.     Election to the Board of Directors shall be by secret written ballot at the annual meeting. 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

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such frequency as the Board from time to time deems necessary.

Section 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 no less than three (3) days notice to each director.

Section 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.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities located thereupon, and the personal conduct of the Members or their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Association's facilities of a Member during any period in which such Member shall be delinquent in the payment of any assessment levied by the Association in excess of 30 days. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties.

Section 2. Duties. It shall 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 thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-third (1/3) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot as set forth in the Declaration;

(2) send written notice of each assessment to every Owner subject thereto as set forth in the Declaration; and

(3) foreclose the lien against any property for which assessments are not paid 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 setting forth 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, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association and, at the option of the Board of Directors, directors and officers liability insurance;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and other areas within or in the vicinity of the Properties to be maintained; and

(h) perform the other duties of the Association set forth in the Declaration.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be Members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 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.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 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.



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 by 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, and unless otherwise specified therein, the acceptance of such resignation shall 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 such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer or president 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) 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 written instruments and shall co-sign all checks and promissory notes.

### Vice-President

(b) 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.

### Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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 may be required by the Board.

### Treasurer

(d) 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; if requested by the Board, shall cause an annual financial review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting.

## ARTICLE IX

### COMMITTEES

The Association shall appoint a Nominating Committee as provided in these By-Laws. The Board of Directors may appoint

other committees as it deems appropriate in carrying out its purposes.

#### ARTICLE X

##### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws 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

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual assessments and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of 12% per annum from the due date and at its option, the Board of Directors may impose a late charge of 15% of the amount of the assessment which is not paid within one hundred and twenty (120) days after the due date. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest as provided above, late charges, if applicable, costs, and reasonable

attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for in the Declaration by nonuse of the Common Area or abandonment of his Lot.

## ARTICLE XII

### AMENDMENTS

Section 1. These By-Laws may be amended at any time by the majority vote of each class of the Members present at a regular or special meeting of the Members; provided, however, as long as there is Class B Membership in the Association, any amendment of these By-Laws must be approved by the U.S. Department of Housing and Urban Development or the Veterans Administration.

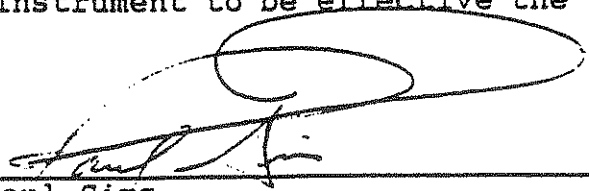
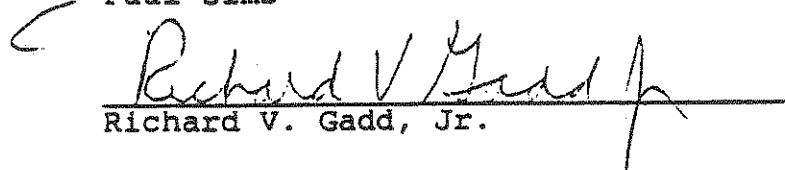

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

## ARTICLE XIII

### MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the Association have executed this instrument to be effective the 29th day of September, 1995.

  
\_\_\_\_\_  
Paul Sims  
  
\_\_\_\_\_  
Richard V. Gadd, Jr.  
  
\_\_\_\_\_  
Sheldon Moore

FILE FOR RECORD  
8:00 AM

FEB 12 2003

  
County Clerk, Harris County, Texas

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE 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 herein by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County, Texas on

FEB 12 2003



  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

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CERT  
J

**CERTIFICATE OF AMENDMENT(S)  
TO  
BYLAWS  
OF  
COPPERBROOK HOMEOWNERS ASSOCIATION, INC.**

The Bylaws amendment(s) which follow are applicable to the Copperbrook Homeowners Association, Inc., a Texas non-profit corporation, which governs and administers the Copperbrook Subdivision, a subdivision in Harris County, Texas according to the map or plats recorded under County Clerk's Film Code Numbers 366146, 393092, 405134, 416095, and 411011 of the Map Records of Harris County Texas.

The undersigned, being the duly acting and qualified Secretary of **COPPERBROOK HOMEOWNERS ASSOCIATION, INC.**, a Texas non-profit corporation (the "Association"), the Association set forth and described in that certain "Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section One", recorded under County Clerk's File No. R596475, that certain "Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section Two", recorded under County Clerk's File No. S896706, that certain "Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section Three", recorded under County Clerk's File No. T346712, that certain "Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section Four", recorded under County Clerk's File No. T716490, and that certain "Declaration of Covenants, Conditions and Restrictions for Copperbrook, Section Five", recorded under County Clerk's File No. T470576 all in the Real Property Records of Harris County, Texas and any and all amendments thereto (said recorded documents and all exhibits and amendments thereto being referred to as the "Declaration"); the undersigned Secretary further being the keeper of the minutes and records of said Association, does hereby certify that the following amendment(s) to the Bylaws of the Association were approved by a majority vote of the members present in person or by proxy at a meeting duly called and held for that purpose on MARCH 29 2012, at which a quorum was at all times present:

(5)  
ll  
ll  
ll  
ll

**AMENDMENTS TO BYLAWS**

**AMENDMENT NO. 1 (Relating to increase of the Board from 3 to 5)**

RESOLVED, that Article IV, Section 1 of the Bylaws shall be amended by deleting the existing Section 1 in its entirety, and replacing same with the following:

" Section 1. Board of Directors. Effective as of the date of the approval of this Amendment to the Bylaws, the Board of Directors consists of three (3) members. Immediately following the approval of this Amendment to the Bylaws at the 2012 Annual Meeting, the Board of Directors shall be increased to five (5) persons, and the Board shall thereafter be managed by a Board of five (5) Directors. The number of Directors may be decreased from time to time by amendment of these Bylaws, provided that the Board shall at all times have not less than three Directors. Unless otherwise expressly required by law or other applicable provision of the Governing Documents, the Board of Directors may exercise and will have all rights, powers, authority and responsibilities of the Association."

FURTHER RESOLVED, that Article IV, Section 2 of the Bylaws shall be amended by deleting the existing Section 2 in its entirety, and replacing same with the following:

"Section 2. Term of Office. As of the date of the 2012 Annual Meeting, the Board of Directors consists of three (3) members. Because there has been no quorum at the annual meetings for the last several years, all three (3) existing Board positions are up

for election at the 2012 Annual Meeting, as follows: (i) Position "1", which position is open for a new full 3 year term; (ii) Position "2", which position is open to fill the 2 years remaining of a 3 year term; and Position "3", which position is open to fill the 1 year remaining of a 3 year term. Immediately following the approval of this Amendment to the Bylaws at the 2012 Annual Meeting, the Board of Directors shall be increased to five (5) persons by the election of two (2) additional directors who shall be elected to fill two (2) new positions to be created by the expansion of the Board from three (3) to five (5) members, to-wit: Position "4" and Position "5". To continue the staggering of the Board, Position 4 shall have an initial term of 3 years, and Position 5 will have an initial term of 2 years. Following such initial terms (as to Position 4 and Position 5), such terms (as to Positions 4 and 5) shall be three (3) year terms.

At the 2012 Annual Meeting, these open seats shall be filled as follows: the candidates receiving the highest number of votes shall be deemed seated in Positions 1 and 4; the candidates receiving the next highest number of votes shall be deemed seated in Positions 2 and 5; and the candidate receiving the next highest votes shall be deemed seated in Position 3.

Except for the initial term as to Position 5, the terms of all Directors shall be set at three (3) years each; such that in any given year, there shall either be one (1) or two (2) Director positions open for election."


**2. AMENDMENT NO. 2 (Relating to lowering the Quorum from 25% to 10%)**

RESOLVED, that Article III, Section 4 of the Bylaws be amended by deleting the existing Section 4 in its entirety and replacing same with the following:

"Section 4. Quorum. The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, of ten percent (10%) of the votes of the members shall constitute a quorum for any

The above described and attached amendment(s) is/are being recorded in the Public Records of Harris County, Texas pursuant to the requirements of Section 202.006 of the Texas Property Code.

The undersigned has hereunto set his/her hand at Houston, Texas this 29<sup>TH</sup> day of MARCH 29, 2012.

  
(signature)  
Samantha Dawn Han  
(name printed)

**SECRETARY,  
COPPERBROOK HOMEOWNERS  
ASSOCIATION, INC. a Texas non-  
Profit Corporation**

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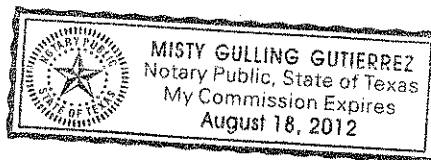
ACKNOWLEDGEMENT

THE STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me on the 29<sup>th</sup> day of March, 2012, by Samantha Dawn Han, Secretary of **Copperbrook Homeowners Association, Inc.**, a Texas non-profit corporation, on behalf of said corporation.

*Misty Gullin Gutierrez*  
Notary Public in and for the State of Texas



FILED FOR RECORD  
8:00 AM

JUN 25 2012

*Star Stewart*  
County Clerk, Harris County, Texas

RECORD AND RETURN TO  
Frank, Elmore, Lievens,  
Chesney & Turet, L.L.P.  
Attn: Richard C. Lievens  
9225 Katy Freeway, Suite 250  
Houston, Texas 77024

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

JUN 25 2012



*Star Stewart*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS