

**CERTIFICATE OF AUTHENTICITY OF DEDICATORY INSTRUMENTS
OF FOREST WEST PROPERTY OWNERS ASSOCIATION**

The undersigned certifies that he is the attorney-in-fact for FOREST WEST PROPERTY OWNERS ASSOCIATION (the "Association"). The Association is the property owners' association for FOREST WEST, SECTIONS ONE, TWO and THREE, which is a subdivision in Montgomery County, Texas, according to the maps or plats thereof recorded in Cabinet P, Sheet 156 (Section One), Cabinet T, Sheet 158 (Section Two), and Cabinet Z, Sheet 2134 (Section Three) of the Map Records of Montgomery County, Texas (the "Subdivision").

The Subdivision is subject to certain dedications, covenants, restrictions and easements as set out in the recorded map plat of the Subdivision and as set out in the Declarations of Covenants, Conditions and Restrictions for Forest West, which are of record in the Official Public Records of Real Property of Montgomery County, Texas.

The Association is a Texas non-profit corporation, and a true and correct copy of the Association's Articles of Incorporation is attached hereto as Exhibit "A". Also attached to this Certificate, as Exhibit "B", is a true and correct copy of the Association's current Bylaws.

Signed this 24th day of April, 2013.

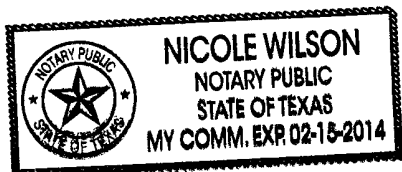
FOREST WEST PROPERTY OWNERS ASSOCIATION

By: [Signature]
Bryan P. Fowler, Attorney-in-Fact

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED to before me on the 24th day of April, 2013, by BRYAN P. FOWLER, Attorney-in-Fact for FOREST WEST PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.

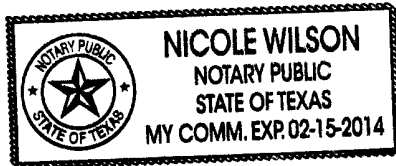


[Signature]
Notary Public – State of Texas

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

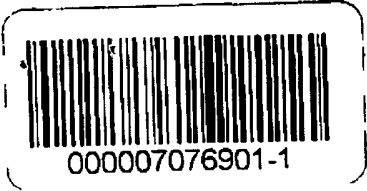
This instrument was acknowledged before me on the 24th day of April, 2013, by BRYAN P. FOWLER, Attorney-in-Fact for FOREST WEST PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.



Nicole Wilson
Notary Public – State of Texas

After Recording Return To:

The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301



FILED
In the Office of the
Secretary of State of Texas

MAR 27 2001

**ARTICLES OF INCORPORATION
OF
FOREST WEST PROPERTY OWNERS ASSOCIATION Corporations Section**

The undersigned natural person of the age of 18 years or more, a citizen of the State of Texas acting as incorporator of a corporation under the Texas Non Profit Corporation Act does hereby adopt the following Articles of Incorporation for such corporation

ARTICLE I

NAME

The name of the corporation is FOREST WEST PROPERTY OWNERS ASSOCIATION (herein referred to as the 'Association')

ARTICLE II

NON-PROFIT CORPORATION

The Association is a non profit corporation Upon dissolution all of the Association's assets shall be distributed to the State of Texas, or a political subdivision thereof, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax

ARTICLE III

DURATION

The period of its duration is perpetual and the Association shall continue until dissolved as provided by law

ARTICLE IV

PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof The general purposes for which it is formed are to provide for the maintenance, repair, preservation upkeep protection and architectural control of the residents lots and common areas within that

EXHIBIT "A"

SECRET
OFFICE

(f) To borrow money mortgage pledge deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred

(g) To dedicate sell transfer or convey all or any part of the common area to any public agency authority, or utility for such purposes and subject to such conditions as may be agreed to by the members,

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or common area as provided for in the Restrictions

(i) To exercise all powers of a property owners' association as provided in Chapters 202 and 204 of the Texas Property Code and

(j) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non Profit Corporation Act of the State of Texas by law may now or hereafter have or exercise but which are consistent with this non profit corporation's claiming and continuing to claim an exemption from federal income and state franchise taxes

The exercise by the Association of the above powers and authority shall be subject to any specific limitations or conditions set out in the Restrictions

ARTICLE V

MEMBERSHIP

Every owner of a lot located in Forest West, or in any additional property brought within the scheme of the Restrictions pursuant to the provisions and authority of said Restrictions including contract purchasers, shall be a member of and entitled to voting rights in the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot

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ARTICLE VI

CLASSES OF VOTING MEMBERSHIP AND VOTING RIGHTS

The Association shall have two classes of voting membership

CLASS A Class A members shall be all Owners with the exception of the Developer/Declarant and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B Class B members shall be Developer/Declarant or its successors or any person or entity that acquires certain lots within the Subdivision for purposes of development and to whom the rights and obligations of Developer/Declarant are specifically assigned in writing by Developer/Declarant or its successors.

Class B members shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (i) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, or (ii) on January 1, 2005. Provided, however, that the Class B membership shall be automatically reinstated whenever additional property is subjected to the jurisdiction of the Association as hereinabove provided, said Class B membership as reinstated being subject to further termination at the time when, once again, the total votes outstanding in Class A membership equals the total votes outstanding in Class B membership.

ARTICLE VII

RESTRICTIONS AND REQUIREMENTS

The Association shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Association shall have no power to take any action prohibited by the Texas Non Profit Corporation Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree that are not in furtherance of the purposes set forth above.

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ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 5750 West Davis Conroe Texas 77304 The name of the initial registered agent at this office is Michael B Stoecker

ARTICLE IX

BOARD OF DIRECTORS

The qualifications manner of selection, duties terms and other matters relating to the Board of Directors (referred to as the Board of Directors') shall be provided in the Bylaws The initial Board of Directors shall consist of three (3) persons The number of directors may be increased or decreased by adoption or amendment of bylaws but no decrease shall have the effect of shortening the term of any incumbent director The number of directors may not be decreased to fewer than three (3) In electing directors members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates The initial Board of Directors shall consist of the following persons at the following addresses

<u>Name of Director</u>	<u>Street Address</u>
Michael B Stoecker	11144 White Oak Manor Drive Conroe Texas 77304
Beth Stoecker	11144 White Oak Manor Drive Conroe, Texas 77302
Terri Norris	5750 West Davis Conroe Texas 77304

ARTICLE X

LIMITATION ON LIABILITY OF DIRECTORS

CONFIDENTIAL

as are incurred by him in connection therewith. The rights of directors and officers set forth in this Article shall not be exclusive of any other right which directors or officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article the terms director and officer shall mean any person who is or was a director or officer of the Association and any person who while a director or officer of the Association is or was serving at the request of the Association as a director officer partner venturer proprietor trustee, employee agent or similar functionary of another foreign or domestic corporation partnership, joint venture sole proprietorship trust employee benefit plan or other enterprise. As used in this Article the term "proceeding" means any threatened, pending or completed action suit or proceeding whether civil, criminal, administrative, arbitrative or investigative any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of members. Upon dissolution of the Association other than incident to a merger or consolidation the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance such assets shall be granted conveyed and assigned to any non profit corporation association trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

AMENDMENTS OF BYLAWS

The Board of Directors of this Association is expressly authorized to alter amend, or repeal the Bylaws of this Association without any action on the part of the members, but the Bylaws made by the Directors and the powers so conferred may be altered or repealed by the members.

ARTICLE XIV
AMENDMENTS TO ARTICLES

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership

ARTICLE XV
CONSTRUCTION

All references in these Articles of Incorporation to statutes regulations or other sources of legal authority shall refer to the authorities cited or their successors as they may be amended from time to time

ARTICLE XVI
FHA/VA APPROVAL

As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration (i) annexation of additional properties into the scheme of the Restrictions or into the jurisdiction of the Association (ii) mergers and consolidations (iii) mortgaging of any common area or community properties of the Subdivision (iv) dissolution of the Association and (v) amendment of these Articles

ARTICLE XVII
INCORPORATOR

The name and street address of the incorporator is

William T Fowler
300 West Davis, Suite 510
Conroe Texas 77301

EXECUTED by the undersigned Incorporator on March 27, 2001

BYLAWS
OF
FOREST WEST
PROPERTY OWNERS ASSOCIATION
(Amended and Restated December 2012)

EXHIBIT "B"

**BYLAWS OF
FOREST WEST PROPERTY OWNERS ASSOCIATION
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ARTICLE 1 OFFICES

1.01 Principal Office. The principal office of the Association shall be located at 5750 West Davis, Conroe, Texas 77304.

1.02 Other Offices. The Association also may have offices at such other places within the State of Texas as the Board of Directors may from time to time determine or the business of the Association may require.

1.03 Change of Location. The Board of Directors may change the location of any office of the Association.

ARTICLE 2 DEFINITIONS

2.01 "Association" shall mean and refer to Forest West Property Owners Association, its successors and assigns.

2.02 "Subdivision" shall mean and refer to that certain real property known as Forest West, Section One as depicted on the map or plat thereof, of record in Cabinet P, Sheets 156 thru 158, Map Records of Montgomery County, Texas, as such map or plat may be amended from time to time, to any future sections of Forest West Subdivision, and to such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.03 "Common Area" shall mean all real property, if any, within the Subdivision, owned by the Association and/or dedicated for the common use and enjoyment of the Owners of property in the Subdivision.

2.04 "Lot" or "Lots" shall mean and refer to the lots as shown on the plat(s) of the Subdivision and any other tracts brought within the jurisdiction of the Association.

2.05 "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 a part of the Subdivision. In the event of an executory contract for installment sale or contract for deed covering any Lot, the "Owner" shall be the purchaser named in the contract. "Owner" does not include those persons or entities having an interest merely as security for the performance of an obligation or those having an interest in the mineral estate only.

2.06 "Declarant" or "Developer" shall mean and refer to Clasteck Developers, Ltd., its successors and assigns, if such successors or assigns should acquire the undeveloped Lots from the Declarant for the purpose of development.

2.07 "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Forest West, Section One, applicable to the Subdivision as filed under Clerk's File

No. 2001-026432, in the Official Public Records of Real Property of Montgomery County, Texas, together with any amendments thereto.

2.08 "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Restrictions and the Articles of Incorporation of the Association.

ARTICLE 3 QUALIFICATIONS FOR MEMBERSHIP

3.01 Membership. The membership of the Association shall consist of all the owners (including contract purchasers) of the Lots within the Subdivision or brought within the scheme of the Restrictions for the Subdivision pursuant to the provisions and authority of said Restrictions. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot,

3.02 Proof of Membership. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed, contract for deed or title insurance policy evidencing ownership of a Lot or Lots in the Subdivision. Such deed, contract for deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed, contract or policy.

3.03 No Additional Qualification. The sole qualification for membership shall be ownership of a Lot or Lots in the Subdivision. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Restrictions.

3.04 Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

ARTICLE 4 VOTING RIGHTS

4.01 Voting. Except with respect to Class B membership, voting shall be on a one vote per Lot basis. That is, the Owner or Owners of each Lot are entitled to one vote for each Lot owned in the Subdivision. If record title to a particular Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association but the voting rights appurtenant to each such Lot may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such Lot so owned at any meeting of the Members and such vote shall be binding and conclusive on all of the other co-owners of said Lot

who are not present; provided, if one of the non-attending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Lot except upon notice of unanimous consent by all such co-owners being given to the Association. In the event more than one vote is cast for a single Lot by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

4.02 Classes of Membership. The Association shall have two classes of voting membership:

CLASS A. Class A members shall be all Owners with the exception of the Developer/Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. Class B members shall be Developer/Declarant or its successors or any person or entity that acquires certain lots within the Subdivision for purposes of development and to whom the rights and obligations of Developer/Declarant are specifically assigned in writing by Developer/Declarant or its successors.

Class B members shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier: (I) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, or (ii) on January 1, 2005. Provided, however, that the Class B membership shall be automatically reinstated whenever additional property is subjected to the jurisdiction of the Association as hereinabove provided, said Class B membership as reinstated being subject to further termination at the time when, once again, the total votes outstanding in Class A membership equals the total votes outstanding in Class B membership.

4.03 Methods of Voting. The voting rights of a Member may be cast or given in person or by proxy at a meeting of the Association, by absentee or mailed ballot, or by electronic ballot by electronic mail or facsimile.

4.04 Signed Ballots. Any vote cast must be in writing and signed by the Member as required by Section 209.0058 of the TEXAS PROPERTY CODE. Electronic votes constitute written and signed ballots.

4.05 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 of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

4.06 Quorum. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least twenty (20%) percent of the total votes of the Association shall constitute a quorum for any action. Absentee, electronic and faxed ballots shall count for purposes of establishing a quorum. In the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot or electronic or faxed ballot. For any purpose other than the election of Directors, in the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not more than fifty (50) days from the meeting date.

4.07 Required Vote. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, and by those voting absentee or by mailed ballot or by electronic or faxed ballot, at a meeting at which a quorum is present shall be the act of the meeting of the Members, unless the vote of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

4.08 Cumulative Voting. Cumulative voting shall not be permitted.

4.09 Election Vote Tabulators. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

4.10 Recount Procedures. An Owner may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

ARTICLE 5 MEETINGS OF MEMBERS

5.01 Annual Meetings. The annual meeting of the Members of the Association shall be held in May of each year, on a date and time set by the Board of Directors.

5.02 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least ten (10%) percent of the total votes entitled to be cast by the Members.

5.03 Place. Meetings of the Members shall be held within the Subdivision or at a convenient meeting place as close thereto as possible as the Board may specify in writing.

5.04 Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by

mailing or personally delivering a copy of such notice at least ten (10) but not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to 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 nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address last appearing on the books of the Association with postage thereon paid.

5.05 Order of Business at Meetings. The order of business at all meetings of the Members shall be as follows:

1. Roll call;
2. Proof of notice of meeting or waiver of notice;
3. Reading of Minutes of preceding meeting;
4. Reports of officers;
5. Reports of committees;
6. Election of directors;
7. Unfinished business; and
8. New business.

5.06 Action without Meeting. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

ARTICLE 6 BOARD OF DIRECTORS

6.01 Number. The affairs of the Association shall be managed by the Board of Directors consisting of no less than three (3) nor more than seven (7) persons. Except for the initial Directors named in the Articles of Incorporation, all Directors must be members of the Association. The number of Directors comprising the Board of Directors may be increased or decreased within these limits by resolution of the Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

6.02 Term. The Directors named in the Articles of Incorporation will hold office until the first annual election of Directors which shall be conducted at an annual meeting of the Members of the Association, and until their successors are elected and qualified. At the meeting of the Members wherein Directors are first elected, five (5) Directors will be elected, who will be divided into three classes. There will be two (2) Directors in the first class, who will hold office until the first annual meeting of Members after their election and until their successors are elected and qualified. There will be two (2) Directors in the second class, who will hold office until the second annual meeting of Members after their election and until their successors are elected and qualified. There will be one (1) Director in the third class, who will hold office until the third annual meeting of Members after his or her election and until his or her successor is elected and qualified. At each annual meeting of

Members thereafter, Directors will be elected for the class whose term of office expires at that meeting, and they will hold office until the third annual meeting of Members after their election and until their successors are elected and qualified.

6.03 Removal. Directors may be removed from office with or without cause by a majority vote of the Members of the Association.

6.04 Vacancies. In the event of a vacancy on the Board caused by the 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 his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

6.05 Director Appointments. Any Board member whose term has expired must be elected by the Members of the Association. A Board member may be appointed by the Board only to fill a vacancy caused by a resignation, death, disability, or removal, as provided in these Bylaws. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

6.06 Compensation. No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses incurred by him in the performance of his duties.

6.07 Powers and Duties. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in these Bylaws or in the Restrictions or as set forth in the Articles of Incorporation of the Association. In addition, the Board of Directors shall have the following powers and duties:

- 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;
- b. supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
as more fully provided in the Restrictions to:
- c.
 1. adjust the amount of the annual maintenance fund assessment against each Lot;
 2. send written notice of each assessment to every Owner subject thereto; and
 3. foreclose the lien against any property for which assessments are not timely paid and/or bring an action at law against each 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, if possible, 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 private roads and streets in the Subdivision to be maintained;
- h. cause the Common Area or Community Properties to be maintained;
- i. cause the Restrictions of the Subdivision to be enforced and administered;
- j. cause the architectural control of the Subdivision as set forth in the Restrictions;
- k. employ such accountants, attorneys, contractors or other persons or entities as the Board deems necessary to manage and administer the affairs of the Association;
- l. manage the affairs of the Association; and
- m. perform all acts and do all things provided for or contemplated to be done by the Association in the Restrictions and/or in Chapters 202 and 204 of the Texas Property Code.

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as Directors of this Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all instances, the Directors shall not take any action that they should reasonably believe would be contrary to the Association's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

6.08 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of

the Board of Directors, a Director who is represented by proxy in a vote is considered present.

ARTICLE 7 NOMINATION OF DIRECTORS

7.01 Nomination and Election of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee as herein set forth.

7.02 Nominating Committee. At a regular meeting of the Board of Directors held no later than March 1st of each year there shall be appointed by the Board a committee of not less than three (3) nor more than five (5) regular Members of the Association, none of whom shall be a member of said Board, as a Nominating Committee. Such Committee shall be charged with the duty of nominating candidates for members of the Board of Directors to be elected at the next annual meeting. No member of the Nominating Committee shall serve consecutive terms on that Committee. No member of the Nominating Committee may be nominated by the Nominating Committee for the position of Board Member while serving on the Nominating Committee. The Board of Directors at said meeting shall fix the time and place of the meeting of such Nominating Committee, but the date fixed for such meeting shall not be less than fifty (50) days prior to the date of the annual election. The Secretary shall immediately notify in writing each of the members of such Nominating Committee of his selection and of the time and place of the meeting of the Committee. The Nominating Committee shall meet at the time and place designated. A majority of the Nominating Committee shall govern the action and determination of the Committee. Each nominee must not be in default of any fees due the Association.

7.03. Required Election of Directors by Members. Notwithstanding any provision to the contrary contained in Sections 7.01 or 7.02 or elsewhere in these Bylaws, the election of Directors shall be subject to the provisions of Tex. Prop. Code §209.00591 (Board Membership) requiring one-third (1/3) of the board members to be elected by the members of the Association (i) on or before the 120th day after the date 75 percent of the Lots are conveyed to owners other than the Declarant, or (ii) if the Declaration does not include the number of Lots that may be created and made subject to the Declaration, then not later than the 10th anniversary of the date the Declaration was recorded in the Real Property Records of Montgomery County, Texas.

7.04 Nomination of Candidates and Posting of Names. The Nominating Committee shall at least forty (40) days before the annual election, mail to the Members the names of the candidates selected by the Nominating Committee to fill the places of outgoing members of the Board of Directors, and shall also immediately file with the Secretary of the Association a list of such nominated Members. No Member shall be nominated who has served more than three consecutive terms next preceding. Other candidates may be nominated to fill said places, or any of them, by petition signed by at least ten (10%) percent of the Members entitled to vote, provided such petition shall be received by the Secretary at least twenty-five (25) days before the annual election and provided any such nominee is a Member not in default on any fees due the Association. Upon receiving such petition, the Secretary shall forthwith cause the same to be added to the list of nominees to the Board of Directors. The names of all candidates nominated by the Committee or by petition, if any, shall be printed on the official ballot used at such election and none of such names

may be withdrawn after the said names have been published on the bulletin board in the manner above stated. All names shall be arranged alphabetically on the ballot. At least fifteen (15) days prior to the annual election, the Secretary shall mail a copy of such official ballot to each Member.

7.05 Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each directorship to be filled, as many votes as they are entitled to exercise under the provisions of the Restrictions. The nominees receiving the highest number of votes shall be elected. No Member may cumulate votes.

ARTICLE 8 MEETINGS OF DIRECTORS

8.01 Regular Meetings. Regular meetings of the Board of Directors shall be held no less often than quarterly at such place and at such time as may be fixed from time to time by resolution of the Board. The first regular meeting of each new Board shall be held within fifteen (15) days after the annual meeting of Members. Notice of the time and place of such meetings shall be mailed or delivered to each member of the Board of Directors not less than seven (7) nor more than twenty (20) days before the date of the meeting.

8.02 Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President or Secretary of the Board of Directors or by any two Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than seven (7) days (except in the case of emergencies), or more than twenty (20) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or telegram to each Director at his address as shown in the records of the Association.

8.03 Meeting Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or by posting the notice on an Internet website maintained by the Association, or (ii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

8.04 Meetings Without Notice. The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special

meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue.

8.05 Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors.

8.06 Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Articles of Incorporation or these Bylaws requires the vote of a greater number.

8.07 Open Board Meetings; Executive Session. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

ARTICLE 9 COMMITTEES

9.01 Appointed by Board of Directors. The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint to such other committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all members of each such committee must be a member of the Association.

9.02 Authority of Committees. The Board of Directors may grant to any committee thus established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

9.03 Discharge of Committees and Committeemen. The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeman appointed to any committee.

ARTICLE 10

OFFICERS

10.01 Enumeration of Officers. The Officers of this Association (who shall at all times be members of the Board of Directors) shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02 Term. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for a term of one year, or until their successors are elected, unless such officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03 Resignation and Removal. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

10.04 Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

10.05 Compensation. Officers shall not receive compensation for services rendered to the Association.

ARTICLE 11 PRESIDENT

11.01 Election. At the first meeting of the Board following the annual meeting of the Members, the Board shall elect one of its members to act as President.

11.02 Duties. The President shall:

- a. Preside over all meetings of the Members and of the Board;
- b. Sign as President all deeds, contracts, and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;
- c. Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than seven (7) days; and
- d. Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

ARTICLE 12
VICE PRESIDENT

12.01 Election. At the first meeting of the Board following the annual meeting of the Members, the Board shall elect one of its members to act as Vice President.

12.02 Duties. The Vice President shall:

- a. Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act; and
- b. Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

ARTICLE 13
SECRETARY

13.01 Election. At the first meeting of the Board following the annual meeting of the Members, the Board shall elect a Secretary. The Secretary need not be a member of the Board.

13.02 Duties. The Secretary shall:

- a. Keep a record of all meetings and proceedings of the Board and of the Members;
- b. Keep the seal of the Association, if any, and affix it on all papers requiring said seal;
- c. Serve such notices of meetings of the Board and the Members required either by law or by these Bylaws;
- d. Keep appropriate current records showing the Members of this Association together with their addresses; and
- e. Sign as Secretary all deeds, contracts, and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

ARTICLE 14
TREASURER

14.01 Election. At the first meeting of the Board following the annual meeting of the members, the Board shall elect a Treasurer. The Treasurer need not be a member of the Board.

14.02 Duties. The Treasurer shall:

- a. Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;
- b. Be responsible for, and supervise the maintenance of, books and records to account for such funds and other Association assets;
- c. Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures; and
- d. Prepare and distribute the financial statements for the Association required by the Restrictions.

**ARTICLE 15
BOOKS AND RECORDS**

15.01 Maintenance. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

15.02 Inspection. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association in accordance with the Association's Records Production Policy.

**ARTICLE 16
AMENDMENTS**

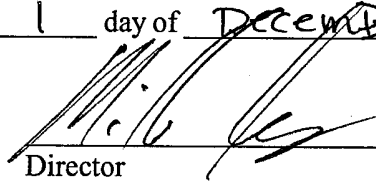
16.01 Amendments. Subject to the provisions of Section 16.02 of these Bylaws, the Board of Directors of this Association is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws of this Association, without any action on the part of the Members; but the Bylaws made by the Directors and the powers so conferred may be altered or repealed or new Bylaws adopted by a majority of the vote of the Members present and voting, in person or by proxy, and those voting absentee or mailed ballot or by electronic or faxed ballot, at any annual or special meeting or election called for that purpose; provided, however, that a statement of the proposed modifications, alterations, amendments, or repeal and proposed new Bylaws shall be signed by either the Board of Directors or by ten percent (10%) or more of the Members entitled to vote and delivered to the Board of Directors at least twenty (20) days before the date of such meeting or election; and it shall be the duty of the Board of Directors to cause a copy of such proposed modifications, alterations, amendments, or repeal and proposed new Bylaws to be mailed to each member of the Association at his last known address as shown on the books of the Association at least ten (10) days before such meeting or election.

16.02 Veto by FHA/VA. Notwithstanding the provisions of Section 16.01 of these Bylaws, at all times that there is a Class B membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto alterations or amendments made by the Directors or Members to these Bylaws.

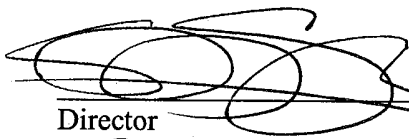
**ARTICLE 17
CONFLICTS**

17.01 Restrictions Govern. In the event of a conflict between the provisions of these Bylaws and the Restrictions, the terms and provisions of the Restrictions shall prevail.

Adopted by the Board of Directors on this 1 day of December, 2012.



Director



Director



Director

FILED FOR RECORD

04/29/2013 3:51PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify 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 Montgomery County, Texas.

04/29/2013



County Clerk
Montgomery County, Texas