



STATE OF TEXAS §

COUNTY OF TRAVIS §

AMENDMENT TO BYLAWS
OF
ESTATES OF LOMA VISTA HOA, INC.

Document reference. Reference is hereby made to that certain Declaration of Covenants, Conditions and Restrictions for Loma Vista, filed as Document No. 2001162802 in the Official Public Records of Travis County, Texas, (together with all annexation documents and amendments thereto, the “**Declaration**”).
Reference is further made to those certain original “Bylaws of Estates of Loma Vista HOA, Inc.,” attached hereto as Exhibit “A” (the “**Bylaws**”).

WHEREAS the owners of lots subject to the Declaration are automatically made members of the Estates of Loma Vista HOA, Inc. (the “**Association**”);

WHEREAS the Association is a Texas non-profit corporation and is governed in accordance with the Bylaws;

WHEREAS the Association’s board of directors (the “**Board**”) is authorized to amend the Bylaws pursuant to Section 22.102(c) of the Texas Business Organizations Code and desires to put the public on notice of the original Bylaws and a subsequently-approved amendment in compliance with Section 202.006 of the Texas Property Code; and

WHEREAS on July 11, 2011 the Board voted to amend the Bylaws as set forth below;

THEREFORE the Bylaws have been and hereby are amended as follows:

1. **By AMENDING and RESTATING Section 4.2 (“Number and Qualifications”) so that it reads in its entirety as follows:**

“4.2 **Number and Qualifications.** The number of Directors which shall constitute the whole Board shall be five (5). Directors need not be residents of the State of Texas or Members of the Association.”

2. **By AMENDING and RESTATING Section 4.4 (“Election and Vacancies”) so that it reads in its entirety as follows:**

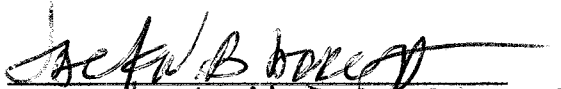
“4.4 **Election and Vacancies.** Directors shall serve three-year terms. Terms shall be staggered. In order to establish and maintain three-year staggered terms, at the first annual meeting of the Members held after July 11, 2011, the Members shall elect three Directors (i.e., for the two newly-created seats and the original seat with a term that naturally expires at such meeting). The two candidates elected with the highest number of votes shall receive full three-year terms. The candidate elected with the fewest votes (i.e., the third-place candidate) shall receive an initial term of two years. At each annual meeting of the Members thereafter, all Directors shall be elected to serve full three-year terms. Unless removed in accordance with the provisions of Paragraph 4.5 of these Bylaws, each Director shall hold office for the term for which they are elected, and until his or her successor shall have been elected, approved, or designated and qualified.

Notwithstanding the foregoing, (i) any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board, and any Director thus elected shall be elected for the unexpired term of his or her predecessor in office, and (ii) any directorship to be filled by reason of an increase in the number of Directors or a removal of a Director in accordance with Paragraph 4.5 shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose."

Subject solely to the amendments provided above, the Bylaws remain in full force and effect.

Executed this 24th day of August, 2011.

ESTATES OF LOMA VISTA HOA, INC.
Acting by and through its Board of Directors

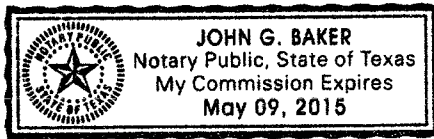

NAME: JACK N. BARRETT
TITLE: President


Acknowledgement

STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on the 24th day of August, 2011, by JACK BARRETT in the capacity stated above.




Notary Public, State of Texas

BYLAWS
OF
ESTATES OF LOMA VISTA HOA, INC.

ARTICLE 1

NAME, DEFINITIONS AND PURPOSES

1.1 **Name.** The name of the corporation is **ESTATES OF LOMA VISTA HOA, INC.** (hereinafter, the "Association").

1.2 **Definitions.** The Association is formed to exercise all the powers and privileges of the "Association" under that certain Declaration of Covenants, Conditions and Restrictions for Loma Vista, to be recorded in the Official Public Records of Travis County, Texas (as amended from time to time, the "Declaration"). All capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Declaration.

1.3 **Purposes.** Subject to the provisions of Article 1396-2.01 of the Texas NonProfit Corporation Act (the "Act"), the Association is organized exclusively to act as an agent for each and every Owner in exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association under the Declaration, as set forth in the Declaration and the Articles. No part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 2

OFFICES

2.1 **Principal Office.** The principal office of the Association shall be located at 1011 N. Lamar Blvd., Austin, Texas 78703, Attn.: Blake J. Magee.

2.2 **Additional Offices.** The Association may also have offices at such other places both within and without the State of Texas as the Board may from time to time determine or the business of the Association may require.

ARTICLE 3

MEMBERS

3.1 **General.** The Association shall have Members. Each and every Owner of a Lot automatically and concurrently with acquiring the Lot, shall become a Member of the Association. Membership shall be appurtenant to and shall run with the ownership of the Lot which qualifies the Owner thereof for membership, and membership may not be severed from the ownership of the Lot, or in any way transferred, pledged, mortgaged, or alienated except together with the title to such Lot.

3.2 **Meetings of Members.** Meetings of Members for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

3.3 **Annual Meetings.** An annual meeting of Members shall be held at such time and place as the Board shall determine. At each annual meeting, the Members shall elect a Board and transact such other business as may be properly brought before the meeting.

3.4 **Special Meetings.** Special meetings of the Members for any purpose or purposes may be called by the President, by the Board, or by Members having not less than one-tenth (1/10) of the votes entitled to be cast at the proposed special meeting. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of Members shall be limited to the purposes described in the notice of the meeting.

3.5 **Notice of Meetings.** Subject to the provisions of Article 1396-2.11B of the Act, written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Association, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile.

3.6 **Quorum of Members.** Except as may otherwise be provided by the Articles, Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business. If a quorum is not represented at any meeting of the Members, the Members entitled to vote thereat, represented in person or by proxy, may adjourn the meeting from time to time, without notice other than

announcement at the meeting, until a quorum is represented. At such adjourned meeting, provided a quorum is represented thereat, any business may be transacted that might have been transacted if the meeting had been held in accordance with the original notice thereof.

3.7 **Record Date for Determining Members Entitled to Notice and Vote.** For the purpose of determining Members entitled to receive notice of or to vote at any meeting of Members, or any adjournment thereof, or in order to make a determination of Members entitled to exercise any rights regarding any other lawful action, the Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days prior to the date of the meeting or action that requires the determination of the Members. When a determination of Members entitled to notice of or to vote at any meeting of Members has been made as provided in this Paragraph 3.7, such determination shall be effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote. The Board must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining Members entitled to notice of the original meeting.

3.8 **Voting Members' List for Meeting.** After fixing a record date for the notice of a meeting, the Association shall prepare an alphabetical list of the names of all its voting Members who are entitled to notice of the meeting. This list must show the address and number of votes each voting Member is entitled to cast at the meeting. The Association shall maintain, through the time of the Members' meeting, a list of Members who are entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting Members.

3.9 **Inspection of Voting Member's List.** Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided by Paragraph 3.8, and continuing through the meeting, the list of voting Members must be available for inspection by any Member entitled to vote at the meeting for the purpose of communication with other Members concerning the meeting at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting Member or voting Member's agent or attorney is entitled on written demand to inspect and, subject to the limitations of Section B, Article 1396-2.23 of the Act, to copy the list at a reasonable time and at the Member's expense during the period it is available for inspection.

3.10 **List of Voting Members Available at Meeting.** The Association shall make the list of voting Members available at the meeting, and any voting Member or voting Member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

3.11 **Majority Vote of Members.** The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present,

shall be the act of the Members' meeting, unless the vote of a greater number is required by law, these Bylaws or by the Articles.

3.12 **Voting**. Subject to applicable provisions, if any, of the Articles or these Bylaws, the right to cast votes and the number of votes which may be cast on all matters to be voted on by the Members, shall be calculated in accordance with Article 6, Section 6.3 of the Declaration. All Members may vote in person or, unless the Articles or these Bylaws otherwise provide, may vote by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Regardless of whether a proxy states it is irrevocable, all proxies will be revoked automatically and concurrently with a Member's conveyance of the Lot to which membership is appurtenant. Where Directors or officers are to be elected by Members, such elections may be conducted in person, by mail, by facsimile transmission, or any combination of the above. Any Lot ownership entitling the Owner thereof to vote as herein provided held jointly or in common by more than one Owner shall require that such Owners thereof designate, in writing, a single Owner who shall be entitled to cast such vote and no other person shall be authorized to vote in behalf of such Lot. A copy of such written designation shall be filed with the Board before any such vote may be cast, and, upon the failure of the Owners thereof to file such designation, such vote shall neither be cast nor counted for any purpose whatsoever.

3.13 **Informal Action by Members**. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of Members as would be necessary to take that action at a meeting at which all of the Members were present and voted. Any such written consent shall be executed, dated, and filed with the Association in the manner required by Article 1396-9.10 of the Act.

3.14 **Attendance by Telephone or Other Remote Communications Technology**. Subject to the provisions of the Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles or these Bylaws, Members may participate in and hold a meeting of such Members by means of either (a) conference or speaker telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or (b) another suitable electronic communications system, including video-conferencing technology or the Internet, but only if (i) each Member entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each Member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this Paragraph 3.14 shall constitute presence in person at such meeting, except where a person participates in the meeting

for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 4

BOARD OF DIRECTORS

4.1 **General Powers.** The affairs of the Association shall be managed by, and the control and disposition of its properties and funds shall be vested in, the Board, which may exercise all powers of the Association and do all such lawful acts and things as are not by law or by the Articles or by these Bylaws directed or required to be done by the Members.

4.2 **Number and Qualifications.** The number of Directors which shall constitute the whole Board shall be three (3). Directors need not be residents of the State of Texas or Members of the Association.

4.3 **Increase or Decrease in Directors.** Unless the Articles provide otherwise, the number of Directors may be increased or decreased from time to time by amendment to these 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).

4.4 **Election and Vacancies.** At the first annual meeting of the Members, the Members shall elect one Director for a term of three (3) years, one Director for a term of two (2) years and one Director for a term of one (1) year. At each annual meeting of the Members thereafter, upon the expiration of the initial term of office of each respective member of the Board, the Members shall elect a successor Director for a term of three (3) years. Unless removed in accordance with the provisions of Paragraph 4.5 of these Bylaws, each Director shall hold office for the term for which they are elected, and until his or her successor shall have been elected, approved, or designated and qualified. Notwithstanding the foregoing, (i) any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board, and any Director thus elected shall be elected for the unexpired term of his or her predecessor in office, and (ii) any directorship to be filled by reason of an increase in the number of Directors or a removal of a Director in accordance with Paragraph 4.5 shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

4.5 **Removal.** Subject to Article 1396-2.15D of the Act, at any meeting of the Members called expressly for that purpose at which a quorum is present, any Director or the entire Board may be removed either for or without cause.

4.6 **Place of Meetings.** Meetings of the Board, regular or special, may be held either within or without the State of Texas.

4.7 **Organizational and First Meetings.** An organizational meeting of the Board named in the Articles shall be held, at the call of the majority of the incorporators, for the purpose of adopting bylaws, electing officers, and for such other purposes that may come before the meeting. The incorporators calling the meeting shall give at least three (3) days notice thereof by mail to each Director named in the Articles, which notice shall state the time and place of the meeting. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the previous Board, and no notice of such meeting shall be necessary to the newly elected Director(s) in order legally to constitute the meeting, provided a quorum shall be present. If the Board fails to fix the time and place of a first meeting, it shall be held without notice immediately following the annual meeting of Members, and at the same place, unless the time or place is changed by the unanimous consent of the Directors then elected and serving.

4.8 **Regular Meetings.** Regular meetings of the Board may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

4.9 **Special Meetings.** Special meetings of the Board may be called by the President and shall be called by the Secretary on the written request of any Director. Notice of each special meeting of the Board shall be given to each Director at least two (2) days before the date of the meeting.

4.10 **Attendance as Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.11 **Voting.** A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months after the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

4.12 **Quorum of Directors; Majority Vote.** At all meetings of the Board, the presence in person (but not by proxy) of a majority of the number of Directors in the manner provided by these Bylaws shall constitute a quorum for the transaction of business, and the act of the majority of the Directors present in person or by proxy at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Articles or these Bylaws. If a

quorum is not present at any meeting of Directors, the Directors present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.13 **Committees.** The Board, by resolution adopted by a majority of the Directors in office, may from time to time designate one or more committees, including an Executive Committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Association. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. Any non-Director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee. Other committees not having and exercising the authority of the Board in the management of the Association may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board. Membership on such committees may, but need not be, limited to Directors.

4.14 **Informal Action by Directors.** Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall have been signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. Any such written consent shall be executed, dated, and filed with the Association in the manner required by Article 1396-9.10 of the Act.

4.15 **Attendance by Telephone or Other Remote Communications Technology.** Subject to the provisions of the Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles or these Bylaws, members of the Board, or members of any committee designated by the Board, may participate in and hold a meeting of such Board or committee by means of either (a) conference or speaker telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or (b) another suitable electronic communications system, including video-conferencing technology or the Internet, but only if (i) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this Paragraph 4.15 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.16 **Powers of Board.** The Board shall have the powers and duties necessary in order to exercise all of the power and privileges, and perform all of the duties and obligations, of the "Association" under the Declaration, including without limitation, maintaining, preserving and providing architectural control for the Property and Common Area, and promoting the health, safety and welfare of the residents of the Property, and in the exercise of these purposes may exercise all powers applicable to non-profit corporations under the Act, including but not limited to, the following actions:

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

(b) suspend the voting rights and right to use of the Common Areas during any period in which such Member shall be in default in the payment of any Assessment levied by the Association, or after notice and hearing, for any period during which an infraction of the Association rules exists;

(c) exercise for the Association all powers, duties and authority vested in or related to the Association and not reserved to the membership by other provisions of the Restrictions;

(d) employ such employees as they deem necessary, and to prescribe their duties;

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

(1) fix the amount of the Assessments against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and

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

(f) 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 and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment); and

(g) perform such other duties, and exercise such other and further powers as provided in the Declaration.

ARTICLE 5

NOTICES

5.1 **Notice to Directors or Members.** Any notice to Directors or Members shall be in writing and shall be either delivered (by personal delivery or by facsimile or overnight delivery service) or mailed to the Directors or Members at their respective addresses appearing on the books of the Association. Notice to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid, or on the day such notice is actually delivered to such address. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile.

5.2 **Waiver of Notice.** Whenever any notice is required to be given to a Director or Member under the provisions of the Act or under the provisions of the Articles or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 6

OFFICERS

6.1 **Officers of the Association.** The officers of the Association shall be elected by the Board and shall consist of a President and Secretary. The Board may also elect or appoint a Chairman of the Board, one or more Vice Presidents, a Treasurer and such other officers and assistant officers as it shall deem necessary. All officers shall hold their offices for such terms (not exceeding three (3) years) and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolutions not inconsistent with these Bylaws. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

6.2 **Qualifications.** No officer need be a Member of the Board. The Board shall have the power to enter into contracts for the employment and reasonable compensation of officers for such terms as the Board deems advisable, subject to Paragraph 6.3 below.

6.3 **Compensation; Restrictions on Loans and Dividends.** The Association may pay compensation in a reasonable amount to its Members, Directors, officers and other agents for services rendered, but only as permitted by the Act and these Bylaws. The salaries and other compensation of all officers and agents of the Association shall be fixed by the Board. Any

compensation paid to any officer of the Association in the form of salary, commission, bonus or otherwise that is determined in whole or in part to be unreasonable by the Internal Revenue Service shall be reimbursed by such officer to the Association, and each officer, by virtue of becoming an officer, agrees to execute and deliver to the Association any and all documents reasonably requested by the Association in order to provide for such reimbursement. No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, Directors or officers. No loan shall be made by the Association to its Directors, officers, or employees.

6.4 **Term of Office and Removal.** Unless otherwise specified by the Board, the term of office for all officers shall be for one (1) year, commencing with the date of the annual Directors' meeting; provided that no such term of office shall exceed three (3) years and provided further that the officers of the Association shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Association by death, resignation, removal or otherwise shall be filled by the Board.

6.5 **Chairman of the Board.** The Chairman of the Board, if one is elected, shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be prescribed by the Board, upon written directions given him pursuant to resolutions duly adopted by the Board.

6.6 **President.** The President shall be the Chief Executive Officer of the Association, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the Members and, in the absence of the Chairman of the Board, at all meetings of the Board.

6.7 **Vice President.** The Vice Presidents in the order of their seniority, unless otherwise determined by the Board, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

6.8 **Secretary.** The Secretary shall attend all meetings of the Board of which, ex officio, he or she shall be the Secretary, and all meetings of Members, and record all of the proceedings of the meetings of the Board and of the Members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members, special meetings of the Board, and (if notice is required) regular meetings of the Board, and shall perform such other duties as may be prescribed

by the Board or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Association (if any) and, when authorized by the Board, shall affix the same (or state that the Association has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by his or her signature or by the signature of an Assistant Secretary or of the Treasurer.

6.9 **Treasurer.** The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board.

6.10 **Duties of Treasurer.** The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render the President and the Board, at its regular meetings, or when the President or Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

6.11 **Bond.** If required by the Board of Directors, the Treasurer shall give the Association a bond of such type, character and amount as the Board may require.

ARTICLE 7

GENERAL PROVISIONS

7.1 **Checks.** All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

7.2 **Fiscal Year.** The fiscal year of the Association shall be the calendar year unless otherwise fixed by resolution of the Board.

7.3 **Seal.** The Board may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4 **Books and Records.** The Association shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Members and Board and committees having any authority of the Board, and shall keep at its registered office or principal place of business in Texas a record of the names and addresses of its Members entitled to vote. A Member of the Association, on written demand stating the purpose of the demand, has the right to

examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the Member.

7.5 **Conveyance of Land.** The Association may convey land by deed, with or without the seal of the Association, signed by an officer or attorney-in-fact of the Association when authorized by appropriate resolution of the Board or Members.

ARTICLE 8

AMENDMENTS

8.1 **Amendment to Bylaws.** The Board may amend or repeal the Association's Bylaws, or adopt new Bylaws, unless the Act reserves the power exclusively to the Members in whole or in part.

ARTICLE 9

INDEMNIFICATION

9.1 **Power to Indemnify and to Purchase Indemnity Insurance.** To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Association shall indemnify any person who is or was a director or officer of the Association against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a director or officer. Further, the Association shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Association may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another Association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A

and other applicable law, as the Board may from time to time determine. The provisions of this Paragraph shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Paragraph shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Association in accordance with the provisions of this Paragraph as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ESTATES OF LOMA VISTA HOA, INC.

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

Pursuant to Article 9.10 of the Texas Business Corporation Act, the undersigned, being all of the directors of **ESTATES OF LOMA VISTA HOA, INC.**, a Texas non-profit corporation (the "Corporation"), and in lieu of an organizational meeting of directors, the call of which is expressly waived, do hereby consent to the adoption of the following resolutions:

Articles of Incorporation

RESOLVED, that the form, terms and provisions of the Articles of Incorporation of the Corporation approved and filed in the Office of the Secretary of State of Texas on the 28th day of February, 2003, are hereby in all respects approved and that the Secretary is hereby instructed to file in the Corporation's minute book the Corporation's Certificate of Incorporation, together with the duly certified duplicate original or copy of the Articles of Incorporation;

Bylaws

RESOLVED, that the bylaws examined by the undersigned are hereby adopted as the bylaws of the Corporation and that the Secretary of the Corporation is hereby instructed to file such bylaws in the Corporation's minute book;

Election of Officers

RESOLVED, that the following persons are hereby elected to the office of the Corporation set before their respective names to serve until their respective successors are chosen and qualify:

President
Secretary

Blake J Magee
Ana M. Stanton

Seal

RESOLVED, that the Corporation shall have no seal;

Bank Account

RESOLVED, that the President and the Secretary are authorized and directed to open accounts in the name of the Corporation with such banks in Austin, Texas, as the President in his sole discretion shall select;

RESOLVED, that the proper officers of the Corporation are authorized and directed to execute such signature cards and other documents in connection with such accounts as may be necessary or advisable and to certify to the adoption of the resolutions relating to such accounts, such resolutions being hereby adopted;

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall end on December 31st of each calendar year;

Declaration of Covenants, Conditions and Restrictions

RESOLVED, that the Corporation consents to act as the "Association" pursuant to the Declaration of Covenants, Conditions and Restrictions for Loma Vista, recorded in the Official Public Records of Travis County, Texas under Document No. 2001162802 (as amended from time to time, the "Declaration"), and to exercise all of the power and privileges, and perform all of the duties and obligations, of the Association as set forth in the Declaration, including without limitation, maintaining, preserving and providing architectural control for the Property and Common Area (as such terms may be defined in the Declaration from time to time), and to promote the health, safety and welfare of the residents of the Property; and

Organization Expenses

RESOLVED, that the proper officers of the Corporation are authorized and directed to pay all reasonable amounts incident to the organization of the Corporation; and

General Authority

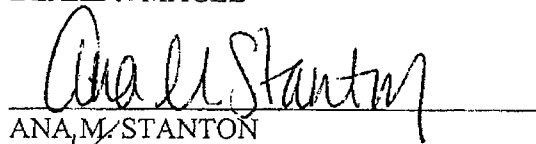
RESOLVED, that the officers of the Corporation are authorized to do or cause to be done any and all such acts and things and execute and deliver any and all documents and papers as they may deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

Dated 3/4, 2003.

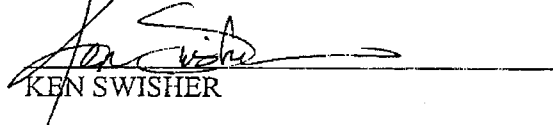
DIRECTORS:



BLAKE J. MAGEE



ANA M. STANTON



KEN SWISHER

After recording, please return to:

Nieman & Heyer, L.L.P.
Attorneys At Law
Westgate Building, Suite 313
1122 Colorado Street
Austin, Texas 78701

Fileserver:CLIENTS:Estates of Loma Vista:BylawsAmendBOD8-11.doc

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

Sep 13, 2011 08:44 AM

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MACHADOP: \$88.00

Dana DeBeauvoir, County Clerk

Travis County TEXAS