

*Mary Louise Garcia* Mary Louise Garcia

NOTICE OF FILING OF DEDICATORY INSTRUMENTS  
FOR  
Mustang Pointe Homeowners Association

STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

THIS NOTICE OF FILING OF DEDICATORY INSTRUMENT FOR Mustang Pointe Homeowners Association Inc. is made this 25 day of September, 2018, by Mustang Pointe Homeowners Association.

WITNESSETH:

WHEREAS, Mustang Pointe Homeowners Association prepared and recorded an instrument entitled "Declaration of Covenants, Conditions and Restrictions" dated on or about May 15, 2006, Volume     , Page     , Real Records of Tarrant County, Texas, together with any other filings of records (if any).

WHEREAS, the Association is the property owners' association created by the Declarant to manage or regulate the planned development covered by the Declaration, as stated and recorded above; and

WHEREAS, Section 202.006 of the Texas Property Code provides that a property owners' association must file each dedicatory instrument governing the association that has not been previously recorded in the real property records of the county in which the planned development is located; and

WHEREAS, the Association desires to record the attached dedicatory instrument in the real property records of Tarrant County, Texas, pursuant to and accordance with Section 202.006 of the Texas Property Code.

NOW, THEREFORE, the dedicatory instrument attached hereto as Exhibit "A" is true and correct copies of the originals and are hereby filed of record in the real property records of Tarrant County, Texas, in accordance with the requirements of Section 202.006 of the Texas Property Code.

IN WITNESS WHEREOF, the Association has caused this Notice to be executed by its duly authorized agent as of the date first above written.

Mustang Pointe Homeowners Association

*Christine Black*  
Duly Authorized Agent

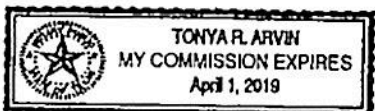
ACKNOWLEDGMENT

STATE OF TEXAS )

COUNTY OF TARRANT )

BEFORE ME, the undersigned authority, on this day personally appeared CHRISTINE BLACK the duly authorized agent of Mustang Pointe Homeowners Association known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that she executed the same for the purposes and consideration therein expressed on behalf of said corporation.

Subscribed and sworn to before me on this 25 day of SEPT., 2018.



*[Signature]*  
Notary Public

BYLAWS  
OF  
MUSTANG POINTE HOMEOWNERS ASSOCIATION, INC.  
(a Texas non-profit corporation)

These Bylaws govern the affairs of MUSTANG POINTE HOMEOWNERS ASSOCIATION, INC., a Texas nonprofit corporation (the "Corporation").

ARTICLE ONE - OFFICES

1.01. Principal Office. The Corporation's principal office in Texas will be located at 7065 Confederate Park Road, Suite 100, Fort Worth, Texas 76108. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

ARTICLE TWO - MEMBERS

2.01. Class of Members. The Corporation will have one class of voting members, and such other classes may be established by the Board.

2.02. Membership. Every person or entity who is a record owner of a fee interest in any Lot shall be a member. The term "Lot" shall be defined as set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements duly recorded in the Real Property Records, Tarrant County, Texas (the "Declaration").

2.03. Membership Fees and Dues. The Board may set and change the amount of an initiation fee, if any, and the dues payable to the Corporation by members. Dues are payable monthly or at such time as the Board otherwise determines. The dues for a new member will be prorated from the day the member is admitted to membership through the end of the month or other applicable payment period.

2.04. Control by Declarant. Notwithstanding any provisions of these Bylaws to the contrary, as long as Declarant owns at least one (1) Lot, Declarant shall, at Declarant's discretion, have exclusive control of the Association by being the sole voting member. At such time as Declarant shall deliver control of the Association to the Members or at the point that Declarant owns less than one (1) Lot, Declarant will no longer have exclusive control as the sole voting member.

2.05. Voting Rights. Subject to paragraph 2.04 above, each member is entitled to one vote on each matter submitted to a vote of the members. When more than one person holds a membership interest with respect to any Lot, the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

2.06. Resolving Disputes. In any dispute between members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Civil Practice and Remedies Code Section 171.001 only if the parties have met together with a mediator. This paragraph will apply to a dispute involving the Corporation as a party relating to the sanctioning, suspending, or expelling of a member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

2.07. Transferring Membership. Membership in the Corporation is transferable or assignable only to the new fee simple owner(s) of a Lot upon sale. Membership terminates when the member sells his Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

### ARTICLE THREE - MEETINGS OF MEMBERS

3.01. Annual Meeting. Beginning in 2007, the Board will hold an annual members' meeting at seven o'clock p.m. on the first Monday of January each year or at another time that the Board designates. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in Texas, the meeting will be held on the next business day. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

3.02. Special Meetings. Special Meetings of the members may be called by the President, the Board, or not less than 20% of the voting members.

3.03. Place of Meeting. The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

3.04. Notice of Meetings. Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10, nor more than 60, days before the date of the meeting. After fixing the record date, the Board will cause to be prepared a list of all members entitled to receive notice of any meeting of members. The list will be available for inspection at the principal office of the corporation from two business days after notice is given until the meeting is held. Any member entitled to vote at the meeting is entitled to access to the list for the purpose of communicating with other members. The member or the member's agent or attorney may make the inspection on written demand and copy the list at a reasonable time and at the member's expense. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

3.05. Eligibility to Vote at Members' Meetings. Subject to Section 2.04, a member in good standing is entitled to vote at a meeting of the members of the Corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. The list of members entitled to receive notice will indicate also which members are entitled to vote and which are not by virtue of their status as being in good standing or not in good standing.

3.06 Quorum. Members holding 20% of the votes that may be cast at a meeting who attend the meeting in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a super-majority of 80% of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a super-majority of 80% of the members who are present may adjourn and reconvene the meeting once without further notice.

3.07. Actions of Membership. The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a super-majority of 80% of the voting members in good standing, present and entitled to vote at a

meeting at which a quorum is present, is enough to constitute the act of the membership unless law, the Declaration, or the Bylaws require a greater number. Voting will be by ballot or voice, except that any election of directors will be by ballot if demanded by any voting member at the meeting before the voting begins.

3.08. Proxies. A member entitled to vote at a meeting of members of the Corporation may vote by proxy. All proxies must be in writing, bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future or if they purport to be valid more than one year from their date of execution.

3.09. Voting by Mail. The Board may authorize members to vote by mail on the election of directors and officers or on any other matter that the members may vote on.

#### ARTICLE FOUR - BOARD OF DIRECTORS

4.01. Management of Corporation. The Board will manage corporate affairs.

4.02. Number, Qualifications, and Tenure of Directors. The number of Directors will be a number determined by the Board that is not less than three and not greater than nine. Directors must be Texas residents. Directors will be members of the Corporation. Each director will serve for a term of three years. The directors' terms will be staggered.

4.03. Nominating Directors. At any meeting at which the election of a director is held, a voting member in good standing may nominate a person with the second of any other voting member.

4.04. Electing Directors. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the membership. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as director. Directors will be elected at the annual meeting of the members.

4.05. Vacancies. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.



4.06. Annual Meeting. The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held on the first Monday of January of each year at a place and time selected by the president.

4.07. Regular Meetings. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.08. Special Meetings. Special Board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board may fix any Lot or any place within the City of Fort Worth, Tarrant County, Texas, as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

4.09. Notice. Written or printed notice of any special meeting of the Board will be delivered to each director not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day and time of the meeting; who called it; and the purpose or purposes for which it is called.

4.10. Quorum. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

4.11. Duties of Directors. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of

persons, including officers of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation.

4.12. Delegating Duties. Directors may select advisors and delegate duties and responsibilities to them, such as the full power to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

4.13. Interested Directors. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction. This section does not apply to the period during which the Declarant is in control of the property or any part thereof.

4.14. Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of 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 Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

4.15. Proxies. A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after three (3) months from the date of its execution.

4.16. Compensation. Directors may not receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

4.17. Removing Directors. The members may vote to remove a director at any time, without cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the members of the Corporation. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by the affirmative vote of a super-majority of 80% of the members present and entitled to vote at a properly called meeting.

## ARTICLE FIVE - OFFICER POSITIONS

5.01. Officer Positions. The Corporation's officers will be president, vice president, treasurer, and secretary. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

5.02. Election and Term of Office. The Corporation's officers will be elected annually by the Board at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself or herself in the same office.

5.03. Removal. Any officer elected by the Board may be removed by the Board without cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.



5.04. Vacancies. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

5.05. President. The president is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

5.06. Vice President. When the president is absent, cannot act, or refuses to act, the vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of and is subject to all the restrictions on the president. The vice president will perform other duties as assigned by the president or Board.

5.07. Treasurer. The treasurer will:

(a) Have charge and custody of and be responsible for all the Corporation's funds and securities.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.

(d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$200.00 without the signature of the president or vice president in addition to that of the treasurer. This limitation on the treasurer's duties does not apply during the period in which the Declarant is in control of the property or any part thereof.

(e) Maintain the Corporation's financial books and records.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the president or the Board.

(h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.

(i) Perform all of the duties incident to the office of treasurer.

5.08. Secretary. The secretary will:

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and seal.

(d) Affix the corporate seal to all documents as authorized.

(e) Keep a register of the mailing address of each member, director, and officer of the Corporation.

(f) Perform duties as assigned by the president or the Board.

(g) Perform all duties incident to the office of secretary.

#### ARTICLE SIX - COMMITTEES

6.01. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the authority of the Board to:

(a) Amend the Certificate of Formation.

(b) Adopt a plan of merger or of consolidation with another corporation.

- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04 below.
- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter requiring membership approval.

6.02. Authorization of Specific Committees. The following committees are authorized: Membership, Nominating, and Program Committees. The Board will define the activities and scope of authority of each committee by resolution.

6.03 Term of Office. Each committee member will continue to serve on the committee until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

6.04. Chair and Vice-Chair. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of and is subject to all the restrictions on the chair.

6.05. Notice of Meetings. Written or printed notice of a committee meeting will be delivered to each member or a committee not less than seven nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

6.06. Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

6.07. Actions of Committees. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.08. Proxies. A committee member may not vote by proxy.

6.09. Compensation. Committee members may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

6.10. Rules. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## ARTICLE SEVEN - TRANSACTIONS OF CORPORATION

7.01. Contracts. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

7.03. Potential Conflicts of Interest. The Corporation may not make any loan to a director or officer of the Corporation. A member may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the Certificate of Formation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is memorialized in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the corporation without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

7.04. Prohibited Acts. As long as the Corporation exists, and except with the Board's prior approval, or as otherwise authorized by the Declaration, no director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property.
- (g) Use the Corporation's name, except on behalf of the Corporation in the ordinary course of its business.



(h) Disclose any of the Corporation's business practices or any other information not generally known to the business community to any person not authorized to receive it.

## ARTICLE EIGHT - BOOKS AND RECORDS

8.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the certificate of formation, and any amendment of the certificate of formation, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.

(c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.

(d) A list of the names and addressees of the members, directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.

(f) A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's three most recent tax years.

8.02. Inspection and Copying. Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized

representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed ten cents per page. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

8.03. Audits. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

#### ARTICLE NINE - FISCAL YEAR

9.01. Fiscal Year. The Corporation's fiscal year will begin on the first day of January and end of the last day in December in each year.

#### ARTICLE TEN - INDEMNIFICATION

10.01. When Indemnification is Required, Permitted and Prohibited. (a) The Corporation will indemnify a director, officer, member, committee member, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, or other enterprise.

(b) The Corporation will indemnify any person not described in (b) above only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may hereafter choose to indemnify a director, officer, member, committee member, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a) above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c) below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other wilful or intentional misconduct.

10.02. Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.03. Procedures Relating to Indemnification Payments. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding;

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors,

consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(iv) Super-majority vote of 80% of the members, excluding directors or other members who are named defendants or respondents in the proceeding.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii) above, governing selection of special legal counsel. A provision contained in the Certificate of Formation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 10.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a) above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report

will be sent within the 12-month period immediately following the date of the indemnification or advance.

#### ARTICLE ELEVEN - NOTICES

11.01. Notice by Mail or Telegram. Any notice required or permitted by these Bylaws to be given to a member, director, officer or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

11.02. Signed Waiver of Notice. Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

11.03. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE TWELVE - SPECIAL PROCEDURES CONCERNING MEETINGS

12.01. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the members, or Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

12.02. Proxy Voting. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy



filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

#### ARTICLE THIRTEEN - AMENDING BYLAWS

13.01. Amending Bylaws. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted either by the membership or the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

The following types of bylaw amendments may be adopted only by the members:

- (a) Setting or changing the authorized number of directors.
- (b) Changing from a fixed number to a variable number of directors or vice versa.
- (c) Increasing or extending the directors' terms.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the members' proxy rights.
- (f) Authorizing or prohibiting cumulative voting.

#### ARTICLE FOURTEEN - MISCELLANEOUS PROVISIONS

14.01. Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision. To the extent of any conflict between these Bylaws and the Declaration, the Declaration shall control.

14.03. Headings. The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

14.04. Number. All singular words include the plural, and all plural words include the singular.

14.05. Seal. The Board of Directors may, but shall not be obligated to, provide for a corporate seal.

14.06. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

14.07. Parties Bound. The Bylaws will bind and inure to the benefit of the members, directors, officers, committee members, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.