

**BYLAWS
OF
WILLIAMS CREEK LAKE ESTATES OWNERS ASSOCIATION**

**ARTICLE I
Name and Location**

These Bylaws govern the affairs of the **WILLIAMS CREEK LAKE ESTATES OWNERS ASSOCIATION**, a Texas non-profit corporation, hereinafter referred to as the “Lake Estates Association”. The principal office of the Lake Estates Association shall be located at 2269 PR 3221 Voss, Texas 76888, but meetings of Members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

Section 1.1. **Name.** The name of the Association is the Williams Creek Lake Estates Owners Association.

Section 1.2. **Purpose.** The Lake Estates Association shall have all powers of a Texas non-profit corporation, subject only to the limitations upon the exercise of such powers as set forth in the Declaration.

Section 1.3. **Owner Obligation.** All present or future Owners, tenants, or any other person who might use the facilities of the Property in any manner, are subject to the regulations set forth in these Bylaws. The mere acquisition or rental of any of the Property or the mere act of occupancy of any of the Property will signify that these Bylaws are accepted, ratified, and will be strictly followed. No certificates of stock shall be issued by the Lake Estates Association.

Section 1.4. **Registered Office and Registered Agent.** The Lake Estates Association will maintain a registered office and a registered agent in Texas. The registered office may, but need not, be identical with the Lake Estates Association’s principal office in Texas. The Board of Directors may change the registered office and registered agent as permitted in the Texas Business Organizations Code.

**ARTICLE II
Definitions**

Section 2.1. “Lake Estates Association” shall mean and refer to the Williams Creek Lake Estates Owners Association, a Texas non-profit corporation, its successors and assigns.

Section 2.2. “Properties” shall mean and refer to that certain property or properties described in the Declaration of Covenants, Conditions and Restrictions Williams Creek Lake Estates Subdivision Phase 1, recorded in the Official Records of Brazos County, Texas.

Section 2.3. “Lot” shall mean and refer to a plot of land subject to the jurisdiction of the Lake Estates Association and more fully specified in the Declaration of Covenants, Conditions and Restrictions Williams Creek Lake Estates Subdivision Phase 1.

Section 2.4. "Owner" shall mean and refer to the record owner whether one or more persons or entities, of a fee simple title to any lot which is a part of the Properties subject to a maintenance charge assessment by the Lake Estates Association including contract sellers, but excluding those having such interest merely as security for the performance of any obligations.

Section 2.5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions Williams Creek Lake Estates Subdivision Phase 1, recorded in the Official Records of Brazos County, Texas.

Section 2.6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions and Restrictions Williams Creek Lake Estates Subdivision Phase 1.

ARTICLE III Meeting of Members

Section 3.1. **Annual Meeting.** The first annual meeting of the Members of the Lake Estates Association shall be held within one year from the date of formation of the Lake Estates Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter at the hour of 7:00 o'clock p.m. If the day of the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3.2. **Special Meeting.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon the written request of the Members who are entitled to vote one-tenth (1/10th) of all the votes of the membership.

Section 3.3. **Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting, by mailing a copy of such notice (postage prepaid, at least ten, but not more than, sixty days) before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Lake Estates Association or supplied by such Member to the Lake Estates Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

Section 3.4. **Place of Meeting.** Members meetings will be held at any location designated by the Board of Directors.

Section 3.5. **Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, at least fifty-one percent (51%) of the votes shall constitute a quorum for any action except as otherwise provided in the Declaration, these Bylaws or applicable law with such votes being calculated according to the provisions of Section 5.03 of the Declaration. If, however, such quorum shall

not be present or represented at any meetings the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting of the Members and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number or voting by classes is required by the Declaration, these Bylaws or applicable law. Determining if a quorum is present and calculating the number of votes each Member is entitled to cast shall be determined and calculated in accordance with the Declaration.

Section 3.6. **Proxies.** At all meetings of Members, each Member entitled to vote, may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by a member of his or her Lot.

Section 3.7. **Action Taken Without a Meeting.** Any action required by law to be taken at a meeting of the Members or any action that 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 a sufficient number of Members as would be necessary to take that action at a meeting. Any actions so approved shall have the same effect as though taken at a meeting of the Members.

Section 3.8. **Transfer of Membership.** Membership in the Lake Estates Association is not transferrable or assignable unless such transfer is as a result of the sale of a Lot.

Section 3.9. **Vote Rights.** All vote rights and vote calculations for Members as provided herein shall be subject to the provisions of Section 5.03 of the Declaration. No cumulative voting is permitted.

ARTICLE IV Board of Directors

Section 4.1. **Board of Directors.** The affairs of the Lake Estates Association shall be managed by the Board of Directors and composed of not less than three (3) nor more than seven (7) Members; provided, however, until the Transition Date (as defined in Section 5.03 of the Declaration) the directors need not be Members of the Lake Estates Association. The initial Board is composed of the directors appointed in the certificate of formation. The Board of Directors shall be elected by a majority of the Members being at least fifty-one percent (51%) of the votes entitle to be cast in accordance with the Declaration.

Section 4.2. **Term of Office.** The initial directors for the Lake Estates Association set forth in the Certificate of Formation shall hold office until the first annual meeting. The directors shall be elected for one (1) year terms and shall continue to serve until their successors are duly elected and qualified.

Section 4.3. **Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Lake Estates Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor. In the event any director shall be absent from three (3) consecutive regular meetings of the Board of Directors, he may be removed from the Board of Directors.

Section 4.4. **Vacancies.** Any director may resign at any time by giving written notice to the President or Secretary of the Lake Estates Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to be effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected 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 the affirmative vote of a majority of the directors then in office or by an election at the annual meeting or at a special meeting of Members called for that purpose.

Section 4.5. **Quorum of Board.** At all meetings, a majority of the Board of Directors will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board of Directors. If the Board of Directors cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than 3 nor more than 10 days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

Section 4.6. **Compensation.** No director shall receive compensation for any service he may render to the Lake Estates Association; provided, however, any director may be reimbursed for his or her actual expenses incurred in the performance of his duties, and may be paid reasonable compensation for maintaining the corporate records of the Lake Estates Association and performing certain bookkeeping and accounting functions and similar and/or ancillary services thereto for the Lake Estates Association as determined by the Board.

Section 4.7. **Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 4.8. **Powers.** The Board of Directors shall have all powers necessary to administer the affairs of the Lake Estates Association, including but not limited to, the powers and authority described in Article V of the Declaration.

ARTICLE V
Meetings of Directors

Section 5.1. **Regular Meeting.** Regular meetings of the Board of Directors shall be held quarterly with notice as may be required by applicable law at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 5.2. **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Lake Estates Association or by any director after not less than ten (10) days notice to each director or as otherwise allowed by law, which such notice may be waived at or prior to such meeting.

Section 5.3. **Presumption of Assent.** A director of the Lake Estates Association who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered into the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Lake Estates Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.4. **Informal Action by Directors.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors.

Section 5.5. **Meeting by Telephone.** The Board of Directors of the Lake Estates Association may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participation in a conference-call meeting constitutes such person's presence at the meeting.

ARTICLE VI
Powers and Duties of the Board of Directors

Section 6.1. **Powers.** The Board of Directors shall have the power to:

- (a) Suspend the voting rights and right to the use of any facilities or services provided by the Lake Estates Association of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Lake Estates Association, subject to the provisions of Texas Property Code Sections 209.0059 and 209.006, as may be amended. Such rights may also be suspended after notice and hearing, for infraction of published rules and regulations in accordance with applicable law;

- (b) exercise for the Lake Estates Association all powers, duties and authority vested in or delegated to this Lake Estates Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Formation or the Declaration;
- (c) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from four (4) consecutive regular meetings of the Board of Directors;
- (d) exercise such other rights and powers granted to this Lake Estates Association and not reserved to the membership by the Declaration, the Certificate of Formation of the Lake Estates Association or other provisions of these Bylaws;

Section 6.2. **Duties.** It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is required in writing by three-tenths (3/10) of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Lake Estates Association, and to see that their duties are properly performed;
- (c) fix the amount of the annual assessment against Properties subject to the restrictions contained in the Declaration subject to the jurisdiction of the Lake Estates Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Lake Estates Association;
- (e) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

Officers and Their Duties

Section 7.1. **Enumeration of Offices.** The officers of the Lake Estates Association shall be a President, who shall be, at all times, a member of the Board of Directors, a President Elect, a Past President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 7.2. **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 7.3. **Term.** The officers of the Lake Estates Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. The officers shall continue to serve until their successors are duly elected and qualified.

Section 7.4. **Special Appointments.** The Board may elect such other officers as the affairs of the Lake Estates Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. In all cases where the duties of any officer is not prescribed by the Bylaws or by the Board, such officer shall follow the order and instructions of the President.

Section 7.5. **Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7.7. **Multiple Offices.** No person shall simultaneously hold both the offices of president and secretary.

Section 7.8. **Duties.** The duties of the officers of the Lake Estates Association are as follows:

- (a) **President.** The President shall preside at all meetings of the Board of Directors and of the Lake Estates Association; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and may cosign all checks and promissory notes.
- (b) **Past President.** The Past President, if one, shall serve as a member of the Board of Directors of the Lake Estates Association and shall represent the President in their absence.
- (c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Lake Estates Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Lake Estates Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Lake Estates Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Lake Estates Association; keep proper books of account and keep accurate books and records of the fiscal affairs of the Lake Estates Association and make the same available for inspection by Members of the Lake Estates Association during normal business hours.

ARTICLE VIII

Committees

The Board of Directors may appoint any committee as deemed appropriate in carrying out the purposes of the Lake Estates Association.

ARTICLE IX

Books and Records

The books, records and papers of the Lake Estates Association shall at all times, during reasonable business hours, be subject to inspection by any Member, pursuant to the requirements of the Texas Business Organization Code and Section 209.005 of the Texas Property Code. The Lake Estates Association shall also have a document retention policy and a records production and copying policy. The Declaration, the Certificate of Formation and Bylaws of the Lake Estates Association shall be available for inspection by any Member at the principal office of the Lake Estates Association, where copies may be purchased at reasonable cost.

ARTICLE X

Amendments

Section 10.1. **Amendment.** These Bylaws may be altered, amended or repealed by a unanimous vote of the Board of Directors, unless prohibited by law, or at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy. Such amendment shall not be inconsistent with the Declaration.

Section 10.2. **Conflict.** In the case of any conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XI

Fiscal Year

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

ARTICLE XII

Indemnification

Section 12.1. **Indemnification.** To the full extent permitted by applicable law, no Director of this Lake Estates Association shall be liable to this Lake Estates Association or its Members for monetary damages for an act or omission in such Director's capacity as a director of the Lake Estates Association, except that this Article XII does not eliminate or limit the liability of a Director of this Lake Estates Association for:

- (a) a breach of such Director's duty of loyalty to this Lake Estates Association or its Members;
- (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which such Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office;
- (d) an act or omission for which the liability of such Director is expressly provided for by statute; or
- (e) an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or amendment of this Article by the Members of this Lake Estates Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of this Lake Estates Association existing at the time of such repeal or amendment. In addition to the circumstances in which a Director of this Lake Estates Association is not personally liable as set forth in the foregoing provisions of this Article XII, a director shall not be liable to the full extent permitted by any Amendment to the Texas Business Organizations Code hereafter enacted that further limits the liability of a Director.

To the full extent permitted by applicable law, the Lake Estates Association shall indemnify any Director or officer against judgments, penalties (including excise and similar taxes), fines settlements and reasonable expenses (including court costs and attorney's fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer and shall advance to such person such reasonable expenses 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 Lake Estates Association and any person who, while a director or officer of the Lake Estates Association, is or was serving at the request of the Lake Estates Association as a Director, officer, partner, venture, 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, wither civil, criminal administrative, arbitative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

To the extent allowed by Section 8.101 of the Texas Business Organizations Code, the Lake Estates Association indemnifies every officer, director, committee chair, and committee member (for purposes of this Paragraph, "Leaders") of the Lake Estates Association against expenses, including attorney's fees, reasonably incurred by or imposed on the Leader in connection with an action, suit, or proceeding to which the Leader is a party by reason of being or having been a Leader. A Leader is not liable for a mistake of judgment, negligent or otherwise. A Leader is liable for his willful misfeasance, malfeasance, misconduct, or bad faith. This right to indemnification does not exclude any other rights to which present or former Leaders may be entitled. The Association may maintain general liability and directors and officers liability insurance to fund this obligation. Additionally, the Lake Estates Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Lake Estates Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity. Additionally, the Lake Estates Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Lake Estates Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

ARTICLE XIII

Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Lake Estates Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any of the facilities or services provided by the Lake Estates Association or by abandonment of his or her Lot.

ARTICLE XIV

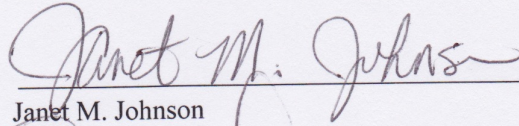
Miscellaneous

Section 14.1. **Waiver of Notice.** Whenever notice is required by law, by the Certificate of Formation, or by these Bylaws, waiver thereof in writing signed by the director, Member or other person entitled to said notice, whether before or after the time stated therein, or his or her appearance at such meeting in person or in the case of a Member's meeting, a vote by proxy shall be equivalent to the waiver of such notice. The presence of a director, Member or other person at any meeting shall constitute a waiver of notice of such meeting except where such person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

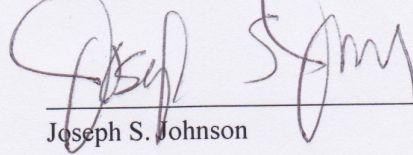
Section 14.2. **Use of Funds.** No part of the net earnings of the Lake Estates Association shall inure to the benefit of or be distributable to its Members, directors or officers, except that the Lake Estates Association shall be authorized and have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Certificate of Formation.

We certify that we are the duly elected and acting initial Directors of **WILLIAMS CREEK LAKE ESTATES OWNERS ASSOCIATION**, a non-profit corporation organized under the laws of the State of Texas, and that we assent to the foregoing Bylaws and hereby adopt them as the Bylaws of the Lake Estates Association.

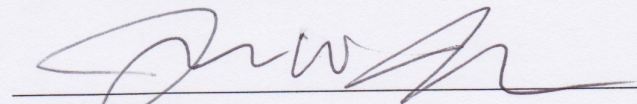
DATED: EFFECTIVE SEPTEMBER 21, 2015



Janet M. Johnson



Joseph S. Johnson



Joseph W. Johnson