

AMENDED AND RESTATED BY-LAWS  
OF  
COLES CROSSING COMMUNITY ASSOCIATION, INC.

*ADOPTED 9/16/13*

THESE AMENDED AND RESTATED BY-LAWS REPLACE ALL BY-LAWS, OR BY-LAWS AMENDMENTS OF COLES CROSSING COMMUNITY ASSOCIATION, INC.

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TABLE OF CONTENTS

	<u>PAGE</u>
I. NAME, PRINCIPAL OFFICE, DEFINITIONS	
A. Name	4
B. Principal Office	4
C. Definitions	4
II. ASSOCIATION: MEMBERSHIP, MEETINGS, QUORUM VOTING, PROXIES	
A. Membership	4
B. Place of Meetings	4
C. Annual Meetings	4
D. Special Meetings	4
E. Notice of Meetings	5
F. Waiver of Notice	5
G. Adjournment of Meetings	5
H. Voting and Proxies	5
I. Majority	5
J. Quorum	6
K. Conduct of Meetings	6
L. Action without a Meeting	6
III. BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS	
A. Composition and Selection	
1. Governing Body; Composition	6
2. Number of Directors	6
3. Term and Election of Directors	6
4. Balloting Procedure	6
5. Removal of Directors and Vacancies	6
B. Meetings	
1. Organizational Meetings	7
2. Regular Meetings	7
3. Quorum of the Board of Directors	7
4. Compensation	7
5. Conduct of Meetings	7
6. Action without a Formal Meeting	8
C. Powers and Duties	
1. Powers	8

2.	Management	9
3.	Accounts and Reports	10
4.	Borrowing	11
5.	Rights of the Association	11
6.	Enforcement	11

IV. OFFICERS

A.	Officers	12
B.	Election, Term of Office, and Vacancies of Officers	12
C.	Removal of Officers	12
D.	Powers and Duties of Officers	12
E.	Resignation of Officers	12
F.	Agreements, Contracts, Deeds, Leases, Checks, Etc.	13

V. COMMITTEES 13

VI. CODE OF CONDUCT 13

A.	Ethical Obligations	13
B.	Confidentiality	14
C.	Prohibitions	14
D.	Duty of Disclosure	15

VII. MISCELLANEOUS

A.	Fiscal Year	15
B.	Parliamentary Rules	15
C.	Conflicts	15
D.	Notices	16
E.	Amendment	16

AMENDED AND RESTATED BY-LAWS

OF

COLES CROSSING COMMUNITY ASSOCIATION, INC.

Article I

Name, Principal Office, Definitions

- A. Name. The name of the Association shall be Coles Crossing Community Association, Inc. (the "Association").
- B. Principal Office. The principal office of the Association shall be located at the Coles Crossing Community Center, 13050 Barker Cypress, Cypress, Texas, 77429, in Harris County.
- C. Definitions. The words used in these By-Laws, which are not defined herein, shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions, and Restrictions dated November 20, 1997 filed under Clerk's File No. S-769157 and recorded in the Official Records of Harris County, Texas, as amended, renewed, or extended from time to time (the "Declaration").

Article II

Association: Membership, Meetings, Quorum, Voting, Proxies

- A. Membership. The Association, originally comprised of two (2) classes of membership, Class "A" (the Members of the Association) and Class "B" (the Declarant, which class ceased upon termination of the Class B control period per Article II, Section 3 (b) of the Declaration), shall have one (1) class of membership, Class "A."
- B. Place of Meetings. Meetings of the Members of the Association shall be held within five (5) miles of the principal office of the Association.
- C. Annual Meetings. Regular annual meetings shall be set by the Board of Directors.
- D. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Members of the Association if so directed by resolution of a majority of the Board of Directors or upon a petition signed by Members representing at least twenty (20%) of the total Class "A" votes of the Association. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof.

- E. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of the Members shall be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than ten (10) but no more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Members, or the directors calling the meeting pursuant to Section D above. Such notice must contain a description of the topics or issues to be discussed.

In the case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Members at his or her address as it appears on the records of the Association, with postage thereon prepaid.

- F. Waiver of Notice. Waiver of notice of a meeting shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver to notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.
- G. Adjournment of Meetings. If any meeting of the Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by alternate, may adjourn the meeting to a time not less than five (5) nor more than sixty (60) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meetings shall be given to the Members in the manner prescribed for regular meetings.
- H. Voting and Proxies. The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. Members may vote (i) in person or by proxy at a meeting of the Association, (ii) by absentee ballot, or by (iii) electronic ballot in a process prescribed by the Board of Directors. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.
- I. Majority. As used in these By-Laws, the term "majority" shall mean those votes, owners, or other groups as the context may indicate totaling more than fifty (50%) percent of the total eligible number.

- J. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence in person or by proxy of Members entitled to cast ten percent (10%) of the votes of the Members shall constitute a quorum at all meetings of the Members. Notwithstanding anything contained herein to the contrary, the quorum requirement for a meeting of the Members, as such meeting pertains to the election of directors, shall be those Members present, in person or by proxy, absentee ballot, electronic ballot or any other method of representative or delegated voting, at such meeting.
- K. Conduct of Meetings. The President or any other officer designated by a majority of the Board of Directors present shall preside over all meetings of the Association.
- L. Action without a Meeting. Any action required by law to be taken at a meeting of the Association or any action that may be taken at a meeting of the Association, may be taken without a meeting if written consent setting forth the action so taken is signed by all of the Members entitled to vote with respect to the subject matter thereof, and any such consent shall have the same force and effect as a unanimous vote of the Members.

### Article III

#### Board of Directors: Number, Powers, Meetings

- A. Composition and Selection.
  - 1. Governing Body: Composition. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote. All directors must be Members and in the case of a Member that is an entity, the person designated in writing to the Secretary of the Association as the representative of such entity shall be eligible to serve as a director.
  - 2. Number of Directors. The number of directors in the Association shall be five (5).
  - 3. Term and Election of Directors. At each annual meeting, the Members shall elect directors to serve expired or vacated terms pursuant to Texas laws. The term of each director shall begin on the date of the annual meeting at which they are elected. Directors shall serve staggered terms from the date they are elected until the date of the third annual meeting following their election. Notwithstanding the foregoing, no term shall be longer than three (3) years and two (2) months.
  - 4. Balloting Procedure. Candidates for election to the Board of Directors shall notify the Board of Directors in writing of their request to appear on the ballot no later than February 1 of each year. Any candidate that intends to withdraw from the election should notify the Board of Directors in writing of such before the annual meeting. If such notice is provided on or before March 1, their name shall be removed from the ballot. If such notice is provided after March 1, their name

shall appear on the ballot. Any votes cast for a candidate who has withdrawn from the election in compliance with this section will be not be counted. All ballots cast will be considered as counting toward achieving quorum. Write-in candidates shall be allowed on all election ballots.

5. Removal of Directors and Vacancies. Any director may be removed, with or without cause, by the Members at a meeting called for such purpose. Any director whose removal is sought by vote of the Members shall be given notice prior to any meeting called for that purpose.

Any director who has three (3) consecutive unexcused absences from meetings of the Board of Directors or who is delinquent in the payment of any assessment of the Association for more than thirty (30) days may be removed by the unanimous vote of the other directors at a regular or special meeting at which a quorum of the Board of Directors is present.

In the event of the death, disability, or resignation of a director the remaining members of the Board of Directors shall appoint a successor for the remainder of that director's term.

B. Meetings.

1. Organizational Meetings. The first meeting of the Board of Directors following each annual meeting of the Members shall be held at such time and place as shall be fixed by the Board of Directors.
2. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors.
3. Quorum of the Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If any meeting of the Board of Directors cannot be held because a quorum is not present, a majority of the directors who are present at such meeting shall be entitled to vote to adjourn the meeting to a time not less than five (5) but no more than thirty (30) days from the date of the original meeting was called. At the reconvened meeting, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted, subject to State law notice requirements.
4. Compensation. No director shall receive any compensation from the Association for acting as such; provided, however, that a director may be reimbursed for expenses incurred on behalf of the Association upon the approval of a majority of the other directors.

5. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings. Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any Member may speak.
6. Action without a Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the directors, subject to the requirements of State law. Such consent shall have the same force and effect as a unanimous vote.

C. Powers and Duties.

1. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of all the Associations' affairs.

The Board of Directors shall delegate to one or more of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the managing agent or manager, if any, that might arise between meetings of the Board of Directors.

In addition to the duties imposed by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to establish policies relating to, and shall be responsible for performing or causing to be performed, the following, in way of explanation, but not limitation:

- (a) preparing and adopting of annual budgets;
- (b) making assessments, establishing the means and methods of collecting such assessments, and establishing the payment schedule for assessments if other than annual;
- (c) providing for the operation, care, upkeep and maintenance of all Common Area, if any;
- (d) designating, hiring, and dismissing the personnel necessary for the operation of the Association and the maintenance, operation, repair, and replacement of its property and the Common Area, if any, and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;



- (e) collecting the assessments, depositing the proceeds thereof in a bank depository that it shall approve, and using the proceeds to operate the Association; provided, any reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;
  - (f) making and amending rules and regulations;
  - (g) opening bank accounts on behalf of the Association and designating the signatories required;
  - (h) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area, if any, in accordance with the other provisions of the Declaration and these By-Laws after damage or destruction by fire and other casualty;
  - (i) enforcing by legal means the provisions of these Declaration, these By-Laws, and the rules and regulations adopted by the Association and bringing any proceedings that may be instituted on behalf of or against the Owners concerning the Association;
  - (j) obtaining and carrying insurance against casualties and liabilities and paying the premium cost thereof;
  - (k) paying the cost of all services rendered to the Association or its Members and not chargeable directly to specific Owners;
  - (l) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred;
  - (m) maintaining a membership register reflecting, in alphabetical order, the names, property addresses and mailing addresses of all Members;
  - (n) making available to any prospective purchaser, any Owner, any Mortgagee, and the holders, insurers, and guarantors of a Mortgage, current copies of the Declaration, the Articles of Incorporation, the By-Laws, rules governing the Properties and all other books, records, and financial statements of the Association; and
  - (o) permitting utility suppliers to use portions of the Common Area, if any, reasonably necessary to the ongoing development or operation of the properties.
2. Management. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the

Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board of Directors' supervision, all of the powers granted to the Board of Directors by these By-Laws, other than the powers set forth in subparagraphs (b), (f), (g), and (i) of Section C(1) of this Article.

3. Accounts and Reports. The following management standards of performance will be followed unless the Board of Directors by resolution specifically determines otherwise:
  - (a) Accrual or cash based accounting, as defined by generally accepted accounting principles, shall be employed.
  - (b) Accounting and controls should conform to generally accepted accounting principles.
  - (c) Cash accounts of the Association shall not be commingled with any other accounts.
  - (d) No remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; anything of value received shall benefit the Association.
  - (e) Any financial or other interest that the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors.
  - (f) Financial reports shall be prepared for the Association at least quarterly containing:
    - (i) an income statement reflecting all income and expense activity for the preceding period on an accrual basis;
    - (ii) a statement reflecting all cash receipts and disbursements for the preceding period;
    - (iii) a variance report reflecting the status of all accounts in an "actual" versus "approved" budget format;
    - (iv) a balance sheet as of the last day of the preceding period; and
    - (v) a delinquency report listing all Owners who are delinquent in paying any assessments at the time of the report and describing the

status of any action to collect such assessments that remain delinquent.

- (g) An annual report consisting of at least the following shall be distributed to all Members within one hundred twenty (120) days after the close of the fiscal year; (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year. The annual report referred to above shall be prepared on an audited or reviewed basis, as determined by the Board of Directors, by an independent public accountant.
4. Borrowing. The Board of Directors shall have the power to borrow money for any purpose without the approval of the Members of the Association. Any vote to borrow money shall require the unanimous approval of the Board of Directors.
5. Rights of the Association. With respect to the Common Area, if any, and in accordance with the Articles of Incorporation and the Declarations, the Association shall have the right to contract with any person or entity for the performance of various duties and functions. Without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other agreements with trusts, condominiums, cooperatives, or other property owner or resident associations, both within and without the Properties. Such agreements shall require the consent of a majority of the total number of directors of the Association.

The Board of Directors shall have the power to authorize and install up to a cumulative amount of fifteen percent (15%) of the total annual assessment in the current year of Capital Improvements in the Common Area, during that 12-month period, without the approval of the Members of the Association. A Capital Improvement shall be defined as any alteration to the Common Area designated as any permanent addition, upgrade, or enhancement that is currently not part of the existing property, facilities, and/or amenities. Prior to any approval by the Board of Directors, the nature and costs of any Capital Improvements must be disclosed to the Members of the Association. In that 12-month period where expenses for Capital Improvements are to exceed a cumulative amount of fifteen percent (15%) of the total annual assessment in the current year, the expenses must be approved by the majority of a quorum either in person or via proxy of the Members of the Association.

6. Enforcement. The Board of Directors shall have the power to impose reasonable fines, which shall constitute a lien upon the property of the violating Owner, and to suspend any person's right to use the Common Area, if any, for violation of any duty imposed under the Declaration, these By-Laws, or any rules and regulations duly adopted by the Association; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot. In addition, the Association shall be entitled to suspend

any services provided by the Association to a Lot in the event that they Owner of such Lot is more than thirty (30) days delinquent in paying any assessment due to the Association. In the event that an occupant, guest or invitee of a Lot violates the Declaration, By-Laws, or a rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board of Directors, the Owner shall pay the fine upon notice from the Association. The failure of the Board of Directors to enforce any provision of the Declaration, By-Laws, or any rule or regulation shall not be deemed a waiver of the right of the Board of Directors to do so thereafter.

Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of the Declaration, these By-Laws, or the rules and regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred, subject to the requirements of State laws.

#### Article IV

##### Officers

- A. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The President shall be a member of the Board of Directors. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.
- B. Election, Term of Office, and Vacancies of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- C. Removal of Officers. Any officer may be removed from his or her position as an officer, with or without cause, by a majority vote of the Board of Directors.
- D. Powers and Duties of Officers. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time specifically be conferred or imposed by the Board of

Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the notification duties to a finance committee, management agent, or both.

- E. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the 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.
- F. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two (2) officers or such other person or persons as may be designated by resolution of the Board of Directors.

#### Article V

##### Committees

The Board of Directors is hereby authorized to establish committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each committee established by the Board of Directors shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee and such rules as are adopted by the Board of Directors. Meetings of committees shall be open to the Members; however, Members other than committee members may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by the committee chair. In such case, the committee chair may limit the time any Member may speak.

#### Article VI

##### Code of Conduct

- A. Ethical Obligations. All directors and officers shall, at all times:
  - 1. Undertake only those responsibilities and assignments that he/she can reasonably expect to perform adequately;
  - 2. Adequately plan for the functions for the Association including review of all materials pertinent to the meetings and other functions of the Board of Directors;
  - 3. Make reasonable effort to attend all meetings of the Board of Directors;

4. Refrain from misrepresenting facts to Members for the sole purpose of advancing a personal cause or to place pressure on the Board of Directors to advance a director's or officer's personal cause;
5. Refrain from seeking to have a contract implemented that has not been duly approved by the Board of Directors;
6. Refrain from impeding or obstructing a contractor implementing a contract in progress. Professional courtesy will include and should not interfere with, among other things, contractual relationships between Association management professionals and contractors. No director or officer will interfere with the duties of any staff member of the Association. All directors and officers will exhibit professional courtesy to all Association staff; and
7. Refrain from contact that may reasonably be interpreted as harassing, threatening, or attempting through any means to control or instill fear in any Member, the community management company, staff, or any contractor.

B. Confidentiality. Directors and officers should not, in the regular course of business, disclose information about the Association's legitimate activities unless the information is already known by the Members or is part of the Association's records. In the normal course of business, a director or officer should treat as confidential all matters involving the Association until there has been general public disclosure or unless the information is a matter of public record (i.e., reported in the minutes) or common knowledge. The individual director is not a spokesperson for the Association and thus disclosure to the public of Association activities should be made only through a process established by the Board of Directors. This presumption of confidential treatment should apply to all current information about legitimate Board of Directors or Association activities. All information learned or discussed at a closed executive session of the Board of Directors is privileged and confidential and is not to be publicly discussed until such information becomes part of the Association's public records.

C. Prohibitions. No individual will use his/her position as a director or officer for personal or private gain by:

1. Soliciting or accepting, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other things of monetary value in excess of twenty five (\$25) dollars from a person who is seeking to obtain or maintain contractual or other business or financial relations with the Association;
2. Giving or accepting a gift or favor of monetary value in excess of twenty five (\$25) dollars with intent of influencing decision or action on any official matter;
3. Giving or receiving any compensation from the Association for acting as such;

4. Enhancing their own financial status through recommendation of vendors, suppliers, or contractors that may pay a gratuity to a director, officer, or employee;
5. Selling goods to or performing services for the Association while serving as a director or officer if such act is likely to result in a perceived or real conflict of interest;
6. Using his/her position in order to achieve any measure of personal gain for him/her, or any affiliated company from which he/she may benefit. All decisions and representations must be made with the best interests of the Association in mind;
7. Using any funds of the Association for personal use; or
8. Accepting any loan made by the Association.

- D. Duty of Disclosure. Any contract, transaction, or other financial relationship between the Association and a director or officer, or between the Association and a party related to a director or officer, or between the Association and an entity in which a director or officer of the Association is a director or officer or has a financial interest, shall be verbally disclosed by that director or officer to the Board of Directors in open session at the first meeting of the Board of Directors at which the interested director or officer is present prior to any discussion or vote on the conflicting interest transaction.

For purposes of the foregoing, a "party related to a director or officer" means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the director or officer, or a party related to a director or officer, has a beneficial interest, or an entity in which a party related to a director or officer is a director or officer or has a financial interest.

After disclosure, the director *may* participate in the discussion but *may not* vote on the matter. The minutes of the meeting shall reflect the disclosure made and the composition of the quorum, and record who voted for and against. As the Association may, from time to time, have officers who are not directors, the participation and voting on a matter is not applicable to those officers who are not directors.

## Article VI

### Miscellaneous

- A. Fiscal Year. The fiscal year of the Association shall be set by resolution of the Board of Directors. In the absence of a resolution the fiscal year shall be the calendar year.
- B. Parliamentary Rules. Except as may be modified by resolution of the Board of Directors, Robert's Rules of Order (current edition) shall govern the conduct of the Association proceedings when not in conflict with Texas law, the Articles of Incorporation, the Declaration, or these By-Laws.

- C. Conflicts. If there are conflicts between the provisions of Texas law, the Articles of Incorporation, the Declaration, and/or these By-Laws, the provision of Texas law, the Declaration, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.
  
- D. Notices. Unless otherwise provided in the By-Laws, all notices, demands, bills, statements, or other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States Mail, first-class postage pre-paid:
  - 1. if to a Member, at the address that the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Lot, Tract of such Member; or
  
  - 2. if to the Association, the Board of Directors, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the Members pursuant to this Section.
  
- F. Amendment. These By-Laws may be amended at any time by majority vote of the Directors at a meeting of the Board of Directors, so long as any amendment is proposed at the meeting preceding the meeting at which the vote to amend the By-Laws shall be held.



CERTIFICATION

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions for Coles Crossing (as supplemented and amended, the "Declaration") dated November 20, 1997, was recorded in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. S769157 and subjects the real property described therein (the "Subdivision") to the covenants, conditions, restrictions, easements, charges and liens set forth in the Declaration; and

WHEREAS, the Coles Crossing Community Association, Inc., a Texas non-profit corporation (the "Association") is the property owners' association for the Subdivision pursuant to the Declaration; and

WHEREAS, the Association has adopted Amended and Restated By-Laws of the Association (the "Bylaws"); and

WHEREAS, Article VI, Section F of the Bylaws provides that the Bylaws may be amended at any time by majority vote of the directors at a meeting of the Board of Directors of the Association (the "Board") so long as any amendment is proposed at the meeting preceding the meeting at which the vote to amend the Bylaws is held; and

WHEREAS, Article III, Section B(3) of the Bylaws provides that at a meeting of the Board, a majority of the directors shall constitute a quorum for the transaction of business; and

WHEREAS, the proposal to amend the Bylaws was proposed to the Board at the meeting of the Board preceding the meeting of the Board on September 16, 2013 (the "Adoption Meeting"); and

WHEREAS, at the Adoption Meeting, the Board voted to amend and restate the Bylaws as set forth in the foregoing Amended and Restated By-Laws of Coles Crossing Community Association, Inc. (the "Amended and Restated Bylaws"); and

NOW, THEREFORE, Ralph Ellis, the Treasurer of the Association does hereby certify that at the Adoption Meeting, at least a majority of the directors were present and that at least a majority of the directors present voted to amend and restate the Bylaws as set forth in the Amended and Restated Bylaws attached hereto.

Effective as of the date first set forth hereinabove.

COLES CROSSING COMMUNITY ASSOCIATION, INC., a Texas non-profit corporation

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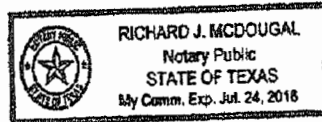
*Ralph Ellis*  
\_\_\_\_\_  
Ralph Ellis, Treasurer

THE STATE OF TEXAS       §  
  §  
COUNTY OF HARRIS       §

This instrument was acknowledged before me on the 20<sup>th</sup> day of September, 2013, by Ralph Ellis, the Treasurer of Coles Crossing Community Association, Inc., a Texas non-profit corporation, on behalf of said corporation.

*Richard J. McDougal*  
\_\_\_\_\_  
NOTARY PUBLIC, State of Texas

AFTER RECORDING, RETURN TO:  
Mark K. Knop  
Hoover Slovacek LLP  
5847 San Felipe, Suite 2200  
Houston, Texas 77057  
File#: 122252-01  
839914v1 MKK 122252-01



ER 049 - 72 - 0448

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# Pages 18  
09/24/2013 11:50:07 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
STAN STANART  
COUNTY CLERK  
Fees 80.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

THE STATE OF TEXAS  
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



*Stan Stanart*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

**HOOVER SLOVACEK LLP**

A REGISTERED LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW  
SAN FELIPE PLAZA  
5847 SAN FELIPE, SUITE 2200  
HOUSTON, TEXAS 77057-3198

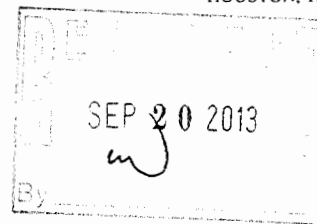
(713) 977-8686  
FAX (713) 977-5395

REPLY TO:  
P.O. BOX 4547  
HOUSTON, TEXAS 77210-4547

MARK K. KNOP

BOARD CERTIFIED COMMERCIAL REAL ESTATE LAW  
BOARD CERTIFIED RESIDENTIAL REAL ESTATE LAW  
TEXAS BOARD OF LEGAL SPECIALIZATION

knop@hooverslovacek.com



September 18, 2013

**SEP 19 2013**

Via Email (rmcdougal@stes.com)  
and Via First Class Mail

Richard McDougal  
Planned Community Management, Inc.  
15995 North Barker's Landing, Suite 162  
Houston, Texas 77079

Re: Coles Crossing Community Association, Inc. (the "Association")

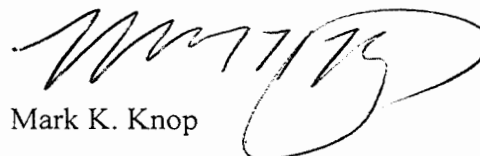
Dear Richard:

Enclosed is an execution version of the Amended and Restated By-Laws for the Association incorporating the amendments which were approved by the Board of Directors. If the Amended and Restated By-Laws are acceptable, please have them signed as therein set out and returned to me for filing in the Real Property Records of Harris County, Texas.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

**HOOVER SLOVACEK LLP**



Mark K. Knop

MKK/tmj:dkw  
Enclosures