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L/T

**BAYOU MAINTENANCE CORPORATION**  
**PRESIDENT'S CERTIFICATE**

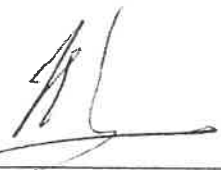
I, the undersigned, do hereby certify:

(1) I am the duly elected and acting president of **BAYOU MAINTENANCE CORPORATION**, a Texas non-profit corporation (the "Corporation"), and,

top  
we

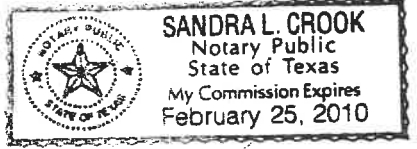
(2) Attached hereto are true and correct copies of the Certificate of Formation of the Corporation and the Bylaws of the Corporation.

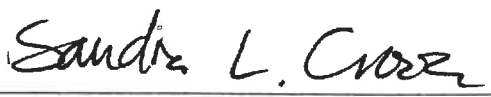
**IN WITNESS WHEREOF**, I have hereunto subscribed my name as of the 25<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
John Hess, President

THE STATE OF TEXAS §  
  §  
COUNTY OF HARRIS §

This instrument was acknowledged on this 25<sup>th</sup> day of May, 2006, by John Hess, President, of **BAYOU MAINTENANCE CORPORATION**, a Texas non-profit corporation, on behalf of said corporation.

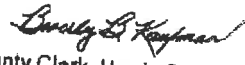


  
\_\_\_\_\_  
Notary Public, State of Texas

**WHEN RECORDED, RETURN TO:**

Mark K. Knop  
Hoover Slovacek LLP  
P. O. Box 4547  
Houston, TX 77210-4547  
HS File No. 122399-02

✓✓

FILED FOR RECORD  
8:00 AM  
SEP - 1 2006  
  
County Clerk, Harris County, Texas

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

**Bayou Maintenance Corporation  
File Number: 800612644**

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law:

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 02/13/2006

Effective: 02/13/2006



Handwritten signature of Roger Williams in black ink.

Roger Williams  
Secretary of State

Phone: (512) 463-5555  
Prepared by: Don Gooding

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709

TTY: 7-1-1  
Document: 117300260002

Form 202  
(Revised 1/06)

This space reserved for office use.

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
Filing Fee: \$25



**Certificate of Formation  
Nonprofit Corporation**

**Article 1 - Entity Name and Type**

The filing entity being formed is a nonprofit corporation. The name of the entity is:

Bayou Maintenance Corporation

**Article 2 - Registered Agent and Registered Office**

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

John Hess  
*First Name M.I. Last Name Suffix*

C. The business address of the registered agent and the registered office address is:

9153 Briar Forest Drive Houston TX 77024  
*Street Address City State Zip Code*

**Article 3 - Management**

The management of the affairs of the corporation is to be vested in the nonprofit corporation's members.

OR

The management of the affairs of the corporation is vested in the board of directors. The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

*A minimum of three directors required.*

Director 1				
First Name	M.I.	Last Name	Suffix	
Street or Mailing Address	City	State	Zip Code	Country

<b>Director 2</b>				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

<b>Director 3</b>				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

**Article 4 - Members**

- The nonprofit corporation shall have members.
- The nonprofit corporation will have no members.

**Article 5 - Purpose**

This nonprofit corporation is formed for any lawful purpose or purposes not expressly prohibited under chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by section 2.002 of the Code.

**Article 6 - Manner of Distribution**

The corporation is authorized on its winding up to distribute the nonprofit corporation's assets in a manner other than as provided by section 22.304 of the Code. The manner of distribution is as follows or as set forth in the attached addendum which is incorporated herein by reference:

--

**Supplemental Provisions Information**

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

[Empty text area for supplemental provisions information]

**Organizer**

The name and address of the organizer:

David A. McDougald

Name

2700 Post Oak Boulevard, Suite 900

Houston

TX

77056

Street or Mailing Address

City

State

Zip Code

**Effectiveness of this instrument**

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

\_\_\_\_\_  
\_\_\_\_\_

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: January 13, 2006

  
 \_\_\_\_\_  
 Signature of organizer

**BYLAWS  
OF  
BAYOU MAINTENANCE CORPORATION**

ARTICLE I

GENERAL PROVISIONS:  
REFERENCES AND DEFINITIONS

Section 1.1. References. Reference is made for all purposes to the Declaration of Covenants, Conditions and Restrictions for Bayou Maintenance Corporation recorded in the office of the County Clerk of Harris County, Texas (said Declaration and any amendments or Supplemental Declarations thereto being herein collectively called the "Declaration").

Section 1.2. Corporation. This corporation is the identical corporation which is referred to as the "Corporation" or the "Association" in the Declaration. This corporation (hereinafter, the "Corporation") shall have all the rights, powers, privileges, and authority vested in it under the Declaration and shall carry out all the functions and responsibilities therein assigned and those which may hereafter be assigned to the Corporation under the Declaration or otherwise.

Section 1.3. Definitions. Except as otherwise defined in these Bylaws, all terms which are defined in the Declaration shall, when used herein, have the same meaning as that set forth in the Declaration.

ARTICLE II

FUNCTIONS OF THE CORPORATION

Section 2.1. Purposes. The purposes for which the Corporation is formed are to promote maintenance, administration and preservation of the Retaining Wall and the Common Areas; to exercise the duties and prerogatives provided for the Corporation in the Declaration; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Business Organizations Code of the State of Texas may now or hereafter have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Declaration and these Bylaws. To carry out said purposes properly, the Corporation shall, to the extent permitted or required by the Declaration, at the discretion of its Board of Directors, perform the following functions, and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the Certificate of Formation and the Declaration:

(a) Accept conveyances of, own, sell, and encumber Common Area, subject to the terms of the Declaration and these Bylaws.

(b) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration and Certificate of Formation and pay all expenses incidental thereto.

(c) Enforce the decisions and ruling of the Corporation.

(d) Enforce all restrictions, covenants, easements, and liens provided in the Declaration, and pay all of the expenses in connection therewith.

(e) Lease, provide, control, maintain, and operate the Common Area.

(f) Do all things necessary for the upkeep, repair, and maintenance of the Retaining Wall, the Common Area and the placement of improvements, fixtures, and equipment thereon, including the replacement of obsolete or damaged improvements, fixtures, and equipment.

(g) Pay legal and other expenses incurred in connection with the enforcement of all recorded charges, covenants, restrictions, and conditions affecting property to which the Assessments apply.

(h) Fix, levy, collect, and enforce payment by any lawful means, of all charges and assessments (including, but not limited to, the Assessments) pursuant to the terms of the Declaration, including, but not limited to, the right to foreclose the lien against any Lot(s); pay all expenses in connection therewith and all administrative and other expenses incident to conducting the business of the Corporation, including all licenses, taxes, assessments, or other governmental charges levied or imposed against the properties of the Corporation.

(i) Do all other things necessary or desirable in the opinion of the Corporation to keep the Retaining Wall and the Common Area in neat and good order, or which it considers of general benefit to the Owners of the Lots, it being understood that the judgment of the Corporation with respect to the expenditure of said funds shall be final and conclusive so long as such judgment is exercised in good faith.

(j) Set and establish the amount of the Assessments or charges which may be imposed by the Corporation pursuant to the Declaration, and hold and administer the funds generated by such Assessments and other charges in the manner and for the purposes contemplated by and in accordance with the terms and provisions of the Declaration and these Bylaws.

(k) Acquire by gift, purchase, or otherwise own, hold, improve upon, build, enjoy, operate, maintain, convey, sell, lease, transfer, mortgage, dedicate for public use, or

otherwise dispose of, real or personal property in connection with the business of the Corporation, subject to the terms of the Declaration and these Bylaws.

(l) Borrow money in the name of the Corporation for the purpose of carrying out the corporate affairs, with the consent (either by written instrument or by voting at a meeting duly called for such purpose) of a majority of the Board of Directors. However, in no event may the Corporation lend, contract for a loan, or issue evidences of indebtedness to any member of the Board of Directors, officers, or Disqualified Persons (as that term is defined in Section 4946[a] of the Internal Revenue Code of 1986 [the "Code"] or any amendment or successor thereto). Moreover, the Board of Directors of the Corporation who vote for or assent to the making of a loan to a member of the Board or officer of the Corporation or to such Disqualified Person and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the full repayment thereof.

(m) Participate in mergers and consolidations with other non-profit Corporations organized for the same purposes.

(n) Exercise jurisdiction and control over any property made subject to the jurisdiction of the Corporation in accordance with the terms of the Declaration.

Section 2.2. Area. The activities of the Corporation shall be limited to (i) the Properties, and (ii) such other areas as may hereafter voluntarily or through the operation of conditions, covenants, restrictions, Supplemental Declaration, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of the Corporation.

### ARTICLE III

#### MEMBERSHIP

Section 3.1. Membership. Every Owner of a Lot shall be a Member of the Corporation. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lot is held by more than one person or by a legal entity which is not a natural person, all such Owners shall be Members of the Corporation, however, the voting rights of such Members shall be limited to one (1) vote for each Lot owned and shall be exercised as they among themselves shall determine.

Section 3.2. Suspension of Membership. A Member must be current in the payment of the Assessments and any duly adopted special assessment to validate the Membership and entitle the Member to all rights and privileges of same. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Corporation, the voting rights and right to use of the recreational facilities of such Member may be suspended by the Board of Directors until such assessment has been paid. Such other rights of a Member may also be suspended pursuant to the Declaration, for a period not to exceed sixty (60) days, for a single



violation, or for a longer period in the case of any continuing violation, of the Declaration, these Bylaws, or the Rules and Regulations of the Corporation.

#### ARTICLE IV

##### VOTING RIGHTS AND MEMBERSHIP CATEGORIES

Section 4.1. Voting Rights and Membership Categories. The Corporation shall have one (1) class of voting Membership – Class A Membership. Class A Membership shall include all Owners.

#### ARTICLE V

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 5.1. Number. The affairs of the Corporation shall be managed by a Board of at least 3 but no more than 5 directors, who must be Members of the Corporation. The initial Board of Directors shall consist of 3 persons.

Section 5.2. Election Term. The initial directors are as set forth in the Certificate of Formation. At the first meeting of the Members, the Members shall elect one (1) director for a term of one (1) year; one (1) director for a term of two (2) years; and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the Members shall elect a director for a term of three (3) years to fill each expiring term.

Section 5.3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation. In the event of death, resignation, or removal of a director, his successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5.4. Compensation. No director shall receive compensation for any service he may render to the Corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE VI

##### MEETINGS OF DIRECTORS

Section 6.1. Regular Meetings. Meetings of the Board of Directors shall be held at such intervals, place, and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, that meeting shall be held at the same time on the next day which is not a legal holiday. Any such meeting, whether regular or special, may be held by conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and participation in the meeting in such manner shall constitute presence in person at such meeting.

Section 6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Corporation, or by any two directors, after not less than three (3) days notice to each director.

Section 6.3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 6.4. 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 6.5. Meeting Organization. At each meeting of the Board, the president, or if he or she is absent therefrom, the vice president, or if he or she is absent therefrom, a director chosen by a majority of the directors present, shall act as Chair and preside over such meeting. The secretary, or if he or she is absent, the person whom the Chair of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

## ARTICLE VII

### NOMINATION AND ELECTION OF DIRECTORS; RESIGNATIONS OR VACANCIES

Section 7.1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 7.2. Election. Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 7.3. Resignations. Any director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignations shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the president or the secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.4. Vacancies on the Board.

(a) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen shall hold office until the next election of directors when his or her successor is elected and qualified. Any newly created directorship shall be deemed a vacancy. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, vote on the vacancy to take effect when such resignation becomes effective. If by reason of death, resignation, or otherwise, the Corporation has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

(b) Should an elected director fail to assume office by reason of death, disability, declination prior to the beginning date of the term to which elected, then the unsuccessful candidate in such election receiving the next highest number of votes shall be deemed elected in his or her stead.

## ARTICLE VIII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1. Powers. The Board of Directors shall have the power:

(a) To take the appropriate action in furtherance of those powers of the Corporation enumerated in Article II of these Bylaws;

(b) To adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties and fines for the infraction thereof;

(c) To exercise for the Corporation all power, duties, and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws and the Certificate of Formation;

(d) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without just cause having been furnished to and accepted by the Board;

(e) To establish, disburse, and maintain such petty cash fund as necessary for efficiently carrying on the business of the Corporation; and

(f) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation, and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate, or perform all or any part of the affairs and business of the Corporation.

Section 8.2. Duties. It shall be the duty of the Board of Directors:

(a) To 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 requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) To supervise all officers, agents, and employees of this Corporation, and to see that their duties are properly performed;

(c) To establish annually a budget and membership fees or assessments;

(d) To procure and maintain adequate liability and hazard insurance on property owned by the Corporation;

(e) To cause all officers, employees, or agents, having fiscal responsibility to be bonded, as it may deem appropriate; and

(f) Perform such other duties as may be established by the Membership from time to time or set forth in these Bylaws, the Certificate of Formation, or the Declaration.

## ARTICLE IX

### MEETINGS OF MEMBERS

Section 9.1. Annual Meetings. The first annual meeting of the Members shall be held in the year 2007 at a time to be designated by the Board of Directors, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, the place and time to be provided by the Board of Directors by giving written notice to the Members in accordance with the Texas Non-Profit Corporation Act. If the day for 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. The annual Membership meeting shall, among other things, be used for the purpose of electing directors and conducting other official business of the Corporation.

Section 9.2. Special Meetings. Special meetings of the Members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 9.3. Notice of Meetings. Except as otherwise provided in the Certificate of Formation, or these ByLaws, written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member designating an alternate address to the Corporation 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.

Section 9.4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast at least fifty percent (50%) of the votes, shall constitute a quorum. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat 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.

Section 9.5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon cessation of membership or restriction of the Member's voting rights.

Section 9.6. Canvas in Lieu of Meeting. In the event that a quorum of Members is not achieved at any scheduled meeting, the Board of Directors may authorize a door-to-door canvas of all Members whose votes shall be duly recorded, and any action so taken shall have the same force and effect as if taken at a meeting at which a quorum of Members was present. Any such canvas must be completed within 30 days of the Board's decree.

Section 9.7. Majority Vote: Withdrawal of Quorum. When a quorum is present at any meeting of the Members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall be sufficient to take action and decide any question validly brought before such meeting unless the question is one upon which by express provision of the statutes, the Certificate of Formation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9.8. Voting.

(a) Voice Vote. A voice or standing vote or show of hands of Members shall prevail on all matters of business, except the following items which require a ballot vote:

(i) The election of all directors.

(ii) When a majority of the Board of Directors requests a ballot vote.

(iii) When a ballot is requested by a majority vote of the eligible Members of the Corporation attending the meeting.

(b) Ballot Vote. When a ballot vote is required the following will apply:

(i) Voting shall proceed under the supervision of the Board of Directors.

(ii) At least two (2) of the Board of Directors and/or agents for the Corporation shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots, and witness the casting of the ballots.

(iii) Ballots shall be opened and tabulated in the presence of at least three (3) Members of the Board of Directors and/or agents for the Corporation. Upon completion of the tabulation of ballots, the results shall be certified by the Board of Directors and kept at the offices of the Corporation.

(iv) Any Member may be present as an observer at the tabulation of votes.

(c) Mail Vote.

(i) A majority of the Board of Directors may authorize use and implementation of a mail-in ballot on any election or issue it deems appropriate, including the election of directors.

(ii) When mail-in ballots are authorized by the Board, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the date of the election, the date set for the tabulation of the ballots shall be stated on the ballot. Ballots received on or after the date set for tabulation of the ballots shall not be counted.

(iii) The determination of eligibility and tabulation of votes shall proceed under the supervision of the Board of Directors and/or its agent, manager, etc.

(iv) Following tabulation, all ballots will be sealed and stored for a period of thirty (30) days in the custody of the Board of Directors or in the office where the records of the Corporation are maintained.

(d) Tie Votes. Except for the votes in connection with the election of directors, a tie vote shall be decided by lot. In the event of a tie vote in the election of directors, the director candidates receiving the same number of votes (unless such tie vote does not affect the outcome

of the election) shall be submitted to a second ballot vote. If a tie vote occurs at the second ballot vote (unless such tie vote does not affect the outcome of the election), the election of such director candidates receiving the same number of votes will be decided by lot.

## ARTICLE X

### OFFICERS AND THEIR DUTIES

Section 10.1. Enumeration of Officers. The officers of this Corporation shall be a president and vice-president, who shall at all times be Members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. The treasurer need not be a Member of the Corporation.

Section 10.2. 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 10.3. Term. The officers of this Corporation shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 10.4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation 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.

Section 10.5. 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 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; the acceptance of such resignation shall not be necessary to make it effective. The Board may declare an office vacant in the event three (3) meetings in a row are missed.

Section 10.6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election of officers. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 10.7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 10.8. Duties. The duties of the officers are as follows:

### President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out, shall sign all easements, contracts, leases, mortgages, deeds, and other written instruments; and shall co-sign all checks and promissory notes.

### Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

### Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members.

## ARTICLE XI

### ASSESSMENTS

Section 11.1. Assessments in Accordance with the Declaration. The Declaration sets forth the obligation of each Member to pay to the Corporation Assessments. The payment of such Assessments is secured by a lien upon each Member's Lot against which the Assessment is made, and the Corporation's rights pertaining to such lien may be enforced in the manner provided for in the Declaration. No Owner may exempt himself from payment of Assessments by waiver of the use or enjoyment of all or any portion of the Common Area or abandonment of his Lot.



ARTICLE XII

BOOKS AND RECORDS

The books, records, and papers of the Corporation shall, during normal business hours, be subject to inspection by any Member upon reasonable notice to the Corporation, but in no event sooner than one (1) business days' notice to the Corporation. The Certificate of Formation and the Bylaws of the Corporation shall be available for inspection by any Members at the principal office of the Corporation, during normal business hours, where copies may be purchased at reasonable cost.

ARTICLE XIII

FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIV

AMENDMENTS

Section 15.1. These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of a majority of a quorum of the Board.

Section 15.2. In case of any conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation shall control. In case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

GENDER AND GRAMMAR

The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

ARTICLE XVI


INDEMNIFICATION OF OFFICERS AND DIRECTORS

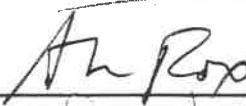
The Corporation shall indemnify its officers and directors to the maximum extent allowable pursuant to Sections 8.101 and 8.102 of the Texas Business Organizations Code, as the same now exists or may be hereafter amended.

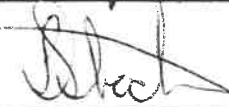
ARTICLE XVII

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned Directors, being all of the Directors of Bayou Maintenance Corporation, hereby certify that these Bylaws are the true and correct Bylaws of the Corporation voted upon and adopted at the Organizational Meeting of the Board of Directors duly held on the 13<sup>th</sup> day of February, 2006.

  
\_\_\_\_\_  
John Hess

  
\_\_\_\_\_  
Alan Fox

  
\_\_\_\_\_  
Ian Strecker

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 the number Sequence on the date and at the stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

SEP - 1 2006



  
COUNTY CLERK  
HARRIS COUNTY, TEXAS