

ADDITIONAL DEDICATORY INSTRUMENTS
for
BELLA VITA HOMEOWNERS ASSOCIATION, INC.

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

BEFORE ME, the undersigned authority, on this day personally appeared **Trisha Taylor Farine**, who, being by me first duly sworn, states on oath the following:

"My name is **Trisha Taylor Farine**, I am over twenty-one (21) years of age, of sound mind, capable of making this affidavit, authorized to make this affidavit, and personally acquainted with the facts herein stated:

"I am the attorney/agent of BELLA VITA HOMEOWNERS ASSOCIATION, INC. Pursuant with Section 202.006 of the Texas Property Code, the following documents are copies of the original official documents from the Association's files:

Amended and Restated By-Laws

DATED this 3rd day of February 2017.

BELLA VITA HOMEOWNERS
ASSOCIATION, INC.

Trisha Taylor Farine
Trisha Taylor Farine
Attorney/agent

SUBSCRIBED AND SWORN TO BEFORE ME by the said **Trisha Taylor Farine**, on this the 3rd day of February, 2017.

[Signature]

NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording return to:

DAUGHTRY & JORDAN, P.C.
17044 El Camino Real
Houston, Texas 77058



**AMENDED AND RESTATED
BYLAWS**

OF

**BELLA VITA HOMEOWNERS ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION**

WHEREAS, the Bylaws of Bella Vita Homeowners Association, Inc., dated December 2012, are recorded under Montgomery County Clerk's File No. 2013017324 (hereinafter "Original Bylaws");

WHEREAS, Article VI, Section F of the Original Bylaws provides that said document can be amended at any time by the majority vote of the Board of Directors; and

WHEREAS, at a duly noticed meeting of the Board of Directors, a majority of a quorum of Board members present voted to amend and restate the Original Bylaws;

NOW THEREFORE, the following Amended and Restated Bylaws of Bella Vita Homeowners Association, Inc. does hereby completely replace any previously recorded Bylaws or amendments thereto.

ARTICLE I

Name, Principal Office and Definitions

- A. Name. The name of the Association shall be Bella Vita Homeowners Association, Inc. (hereinafter sometimes referred to as the "Association").
- B. Principal Office. The principal office of the Association shall be located in either Montgomery County or Harris County, Texas.
- C. Definitions. The words used in these Bylaws which are not defined herein shall have the same meanings as set forth in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bella Vita, recorded in the Official Records of Montgomery County, Texas (said Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration").

ARTICLE II

Membership, Meetings, Quorum, Voting and Proxies

- A. Membership. Members of the Association shall only consist of Class "A" members, as set forth in the Declaration.

- B. Place of Meetings. Meetings of the Members of the Association shall be held at such suitable place as may be designated by the Board of Directors.
- 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 a resolution of a majority of a quorum of the Board of Directors, or upon a petition signed by Members representing at least twenty percent (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) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. 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 Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
- F. Quorum. (a) The presence at any meeting of Members (in person or by proxy) of ten percent (10%) or more of the votes of the membership shall constitute a quorum at any such meeting of Members for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, another meeting may, but is not required to be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.
- (b) If quorum is not present or represented at any meeting or subsequent meeting, the meeting may be adjourned without notice other than announcement at the meeting, and immediately reconvened for the sole purpose of election of directors. At the reconvened meeting, quorum shall be all those members counted as present whether in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting. Directors shall be elected by a majority of those votes.
- G. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep (or direct to be kept) the minutes of the meeting.

ARTICLE III

Board of Directors: Number, Powers and Meetings

A. Composition and Section.

Section 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. Directors are required to be Members of the Association.

Section 2. Number of Directors. The number of directors in the Association shall be three (3).

Section 3. Appointment and Election of Directors. At the first annual meeting of the Members after the expiration of the Class B Control Period, the Members shall elect three (3) directors, one to serve a one-year term, one to serve a two-year term and the third to serve a three-year term. At each annual meeting thereafter, the Members shall elect one (1) director to serve a term of three (3) years.

Section 4. 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 may be removed, with cause, by unanimous vote of the remaining members of the Board of Directors. Any director whose removal is sought by the Members or the Board shall be given notice prior to any meeting called for that purpose. If removed by vote of the membership, the successor shall be elected by the Members. If removed by vote of the Board, the successor shall be appointed by the Board to serve the remainder of the unexpired term.

In the event of death, disability or resignation of a director, the remaining members of the board shall appoint a successor to serve the remainder of the unexpired term.

B. Meetings.

Section 1. 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, subject to any statutory notice requirements.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) directors, subject to any statutory notice requirements.

Section 3. Quorum of 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 directors present at a meeting at which quorum is present shall constitute the decision of the Board of Directors.

Section 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 approval of a majority of the other directors.

Section 5. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Directors.

C. Powers and Duties.

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

In addition to the duties imposed by these Bylaws 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 the 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 collection such assessments, establishing the payment schedule for assessments if other than annual, and charging a reasonable transfer fee each time record title to a lot is transferred from one owner to another;
- (c) Providing for the operation, care, upkeep and maintenance of all Common Area;
- (d) Designating, hiring and dismissing personnel necessary for the operation of the Association and the maintenance, operation, repair and replacement of its property and the Common Area 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 and Architectural Review Committee Guidelines;
- (g) Opening of 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, in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;
- (i) Enforcing by legal means the provisions of the Declaration, these Bylaws and the rules and regulations and Architectural Review Committee Guidelines adopted by the Association and bringing, or settling, 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 costs 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 and records of the Association; and
- (m) Permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties.

Section 2. Accounts and Reports. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- (a) Cash 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 anything otherwise of value.
- (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) Commencing at the end of each year, financial reports shall be prepared for the Association containing:
 - (i) An income statement reflecting all income and expense activity for the preceding period on a cash basis;
 - (ii) A statement reflecting all cash receipts and disbursements for the preceding period; and
 - (iii) A balance sheet as of the last day of the preceding period.
- (g) An annual report consisting of at least the following shall either be distributed to all Members or made available for inspection by any Member during normal business hours within 120 days after the close of the fiscal year: (1) a balance sheet; an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year. Such information shall also be made on the Association's website. Such annual report shall be prepared on an audited or reviewed basis, as determined by the Board, by an independent public accountant.

Section 3. Borrowing. The Board of Directors shall have the power to borrow money for any purpose without the approval of the Members of the Association except as may otherwise be specified in the Certificate of Formation or the Declaration.

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. The Board of Directors may

appoint such other officers as it shall deem desirable. Any two (2) or more offices may be held by the same person, with the exception of President.

- B. Election, Term of Office and Vacancies. The offices of the Association shall be elected annually by the Board of Directors. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.
- C. Removal. Any officer may be removed from their office (but not from the Board), with our without cause, by a majority vote of the remaining Board of Directors.
- D. Powers and Duties. 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 Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent or both.

ARTICLE V Committees

The Board of Directors is hereby authorized to establish (and dissolve) 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 designating the committee and such rules as are adopted by the Board of Directors.

ARTICLE VI Miscellaneous

- A. Fiscal Year. The fiscal year of the Association shall be the calendar year.
- B. Conflicts. If there are conflicts between the Certificate of Formation, the Declaration and/or these Bylaws, then the provisions of the Declaration, the Certificate of Formation and Bylaws (in that order) shall prevail.
- C. Amendments. These Bylaws may be amended at any time by the majority vote of the Board of Directors.

CERTIFICATION

The undersigned represents a majority of a quorum of the Board of Directors of BELLA VITA HOMEOWNERS ASSOCIATION, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing Amended and Restated Bylaws of Bella Vita Homeowners Association, Inc. was properly adopted as of the 31 day of January, 2017, that same do now constitute the complete restated Bylaws of said corporation.

IN WITNESS WHEREOF, the following, representing a majority of a quorum of the members of the Board of Directors of Bella Vita Homeowners Association, Inc. have executed this Amended and Restated Bylaws to be effective as of the 31 day of January, 2017.

Stephen E. Ratcliff
(Signature)

Stephen E. Ratcliff
(Print Name)

President
(Title)

Renee M. Fauria
(Signature)

Renee M. Fauria
(Print Name)

Vice President
(Title)

Mickey Tucker
(Signature)

Mickey Tucker
(Print Name)

Treasurer
(Title)

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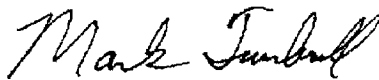


COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was filed in the file number
sequence on the date and time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas. .

02/10/2017



County Clerk
Montgomery County, Texas