

BY-LAWS  
OF  
DILSTON HOUSE ASSOCIATION

ARTICLE I  
DEFINITIONS

Certain terms as used in these By-laws shall be defined as follows:

1. The "Act" shall mean and refer to the Texas Condominium Act, Article 1301a of the Texas Revised Civil Statutes.
2. "Declaration and Master Deed" shall mean and refer to the instrument dated November 1, 1977, recorded in the Condominium Records of Harris County, Texas establishing DILSTON HOUSE CONDOMINIUMS as a Condominium Project.
3. DILSTON HOUSE CONDOMINIUMS consists of eighteen (18) residential buildings and two (2) maintenance buildings containing a total of one hundred thirteen (113) units therein and certain other improvements located thereon all as more particularly described in the Declaration and Master Deed.
4. "Condominium Project" shall mean and refer to DILSTON HOUSE CONDOMINIUMS as a condominium project established by the Declaration and Master Deed in conformance with the provisions of the Act.
5. "Unit" shall mean and refer to an enclosed space consisting of one or more rooms occupying all or part of one or more floors in a building in the Condominium Project having direct access to a thoroughfare as such space may be further described and delimited in the Declaration and Master Deed.
6. "Owner" shall mean and refer to a person, firm, corporation, partnership, association, trust or other legal entity or any combination thereof, who or which is the record owner of fee simple title to one or more Units in the Condominium Project.

7. "Condominium By-laws" shall mean and refer to the by-laws attached to the Declaration and Master Deed as Exhibit "A".

8. "Developer" shall mean and refer to AMERICAN CONDOMINIUM CONSTRUCTION CORPORATION, a Texas corporation.

## ARTICLE II

### OFFICES

Section 1. The registered office of the corporation shall be at 1200 S. Post Oak Road, Suite 308, Houston, Texas 77056, and the name of the registered agent of the corporation at such address is Charles G. Nickson.

Section 2. The corporation may also have offices at such other places, both within and without the State of Texas, as the board of directors may from time to time determine or the business of the corporation may require.

## ARTICLE III

### MEMBERS

Each Owner shall be a member of the corporation and no other person or entity shall be entitled to membership. No member shall be required to pay any consideration whatsoever for his membership in the corporation.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Meetings of the members of the corporation may be held at such time and place, within Harris County, Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. The first annual meeting of the members of the corporation shall be held within ninety (90) days after conveyance by Developer of more than eighty percent (80%) in number of the Units in the Condominium project. Thereafter, an annual meeting of the members of the corporation shall be held in each succeeding year during the month of June at which time the members shall elect a board of directors, and shall transact such other business as may properly be brought before the meeting. A minimum of two weeks notice shall be given for such meetings.

legal holiday, and if a legal holiday, then on the next secular day following, at 7:00 p.m. at which time the members shall elect a board of directors, and shall transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, the articles of incorporation, these by-laws, the Declaration and Master Deed or the Condominium By-laws, may be called by the president, the board of directors, or by members having not less than ten percent (10%) of the total percentage of values assigned to those members transacted at all special meetings shall be confined to the objects stated in the notice of such meeting.

Section 4. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each member of the corporation entitled to vote at such meeting.

Section 5. Except as provided by statute, the Declaration and Master Deed or the Condominium By-laws, the presence in person or by proxy, of sixty percent (60%) of the percentage values assigned to the members shall constitute a quorum at all meetings of the members for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. When a quorum is present at any meeting, the vote of the holders of fifty-one percent (51%) or more of the percentage of values assigned to those members qualified to vote and present in person or by proxy shall decide

any question brought before such meeting, unless the question is one upon which by express provision of any statute, the articles of incorporation of the corporation, these by-laws, the Declaration and Master Deed or the condominium By-laws, a different vote is required, in which case such express provision shall govern and control the decision 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 7. Each member shall be entitled to a vote, the value of which shall equal the total of the percentage of value assigned to the Units owned by such member as set forth in the Declaration and Master Deed. No member, other than Developer, shall be entitled to vote at any meeting of the corporation until such member has presented evidence of ownership of a Unit in the Condominium Project to the board of directors. The vote of each member may only be cast by such member or by proxy given by such member to his or her spouse or to another member or to his duly authorized representative bearing a date nor more than eleven months prior to such meeting. Such proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. If title to a Unit shall be in the name of two or more persons as Owners, all of such persons shall be members of the corporation and are referred to herein as "Joint-Owners". Any one of such Joint-Owners may vote at any meeting of the members of the corporation and such vote shall be binding upon such other Joint-Owners who are not present at such meeting until written notice to the contrary has been received by the board of directors in which case the unanimous vote of all such Joint-Owners (in person or by proxy) shall be required to cast their vote as members. If two or more of such Joint-Owners are present at any meeting, their unanimous action shall also be required to cast their vote as members of the corporation.

Section 8. At all meetings of the members of the corporation cumulative voting shall not be permitted.

## ARTICLE V

### DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by its board of directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the articles of incorporation, these by-laws, the Declaration and Master Deed or the Condominium By-laws directed or required to be exercised or done by the members.

Section 2. The initial board of directors designated in the articles of incorporation shall consist of three (3) directors, none of whom need be members of the corporation or residents of the State of Texas. If a vacancy occurs in the initial board of directors prior to the first meeting of the members, such vacancy shall be filled by a person designated and appointed by Developer. At the first annual meeting of the members, the members shall elect five (5) directors and at such meeting and subsequent annual meetings the board of directors shall consist of five (5) directors, all of whom shall be members of the corporation, maintaining their permanent residences in the Condominium Project. The directors shall be elected at the annual meeting of the members, except as hereinafter provided, and the three (3) persons receiving the most votes shall hold office for a term of two (2) years and the remaining two (2) persons receiving the least votes shall hold office for a term of one (1) year until the next annual meeting of the members following the election. Thereafter directors shall be elected and shall qualify and hold office for a term of two (2) years. The directors shall serve without compensation.

Section 3. Any director may be removed either for or without cause at any special meeting of the members of the corporation by the affirmative vote of at least fifty-one percent (51%) of the percentage values represented in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall be given in the notice called such a meeting. If any vacancy occurs in the board of directors, caused by the death, resignation, retirement, disqualification or removal from office of any director or otherwise, a successor or successors may be chosen by the affirmative vote of a majority of the remaining directors, and each successor director so chosen shall

be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

#### MEETING OF THE BOARD OF DIRECTORS

Section 4. The directors of the corporation shall hold their meetings, both regular and special, within Harris County, Texas. The board shall keep regular minutes of their meetings. All board meeting minutes from June, 1979 forward, shall be open for inspection by any owner and/or mortgagee during reasonable working hours on weekdays.

Section 5. The first meeting of each newly elected board shall be held without further notice immediately following the annual meeting of members of the corporation, and at the same place, unless by unanimous consent of the directors then elected and serving such time or place shall be changed.

Section 6. Regular meeting of the board of directors may be held without notice at such time and place as shall from time to time be determined by the board.

Section 7. Special meetings of the board of directors may be called by the president on three (3) days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Except as may be otherwise expressly provided by statute, the articles of incorporation, these by-laws, the Declaration and Master Deed or the Condominium By-laws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 8. At all meetings of the board of directors the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors, when present at any meeting at which there is a quorum, shall be the act of the board of directors, except as may be otherwise specifically provided by statute, the articles of incorporation, these by-laws, the Declaration and Master Deed of the Condominium By-laws. If a quorum shall not be present at any meeting of directors the directors present there-

at may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

#### COMMITTEES AND MANAGING AGENTS

Section 9. The board of directors may, by resolution passed by a majority of the whole board, designate one (1) or more committees, to consist of two (2) or more of the directors of the corporation. Any such committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the board of directors in the management of the business and affairs of the corporation, except where action of the full board of directors is required by statute, the articles of incorporation, the Declaration and Master Deed or the Condominium By-laws.

Section 10. Other committees not having and exercising the authority of the board of directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, or by the present thereunder authorized by a like resolution of the board of directors. Membership on such committees may, but need not be, limited to directors or members of the corporation.

Section 11. All committees shall keep regular minutes of their proceedings and shall report the same to the board when requested to do so.

Section 12. The board of directors may employ for the corporation a management agent at a compensation established by the board of directors and such management agent shall perform such duties and services with respect to the Condominium Project as the board of directors shall authorize, and the board of directors may delegate to such management agent such duties with respect to management, repair and maintenance of the Condominium Project which are not be statute, the articles of incorporation, these by-laws, the Declaration and Master Deed or the Condominium By-laws required to be performed by or have the approval of the board of directors or the members of the corporation.

Section 13. Any action required or permitted to be taken at a meeting of the board of directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the board of directors or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Section 14. Subject to the provisions required or permitted by statute or the articles of incorporation for notice of meetings, members of the board of directors, or members of any committee designated by the board, may participate in and hold a meeting of the board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE VI

### NOTICES

Section 1. Whenever under the provisions of any statute, the articles of incorporation, these by-laws, the Declaration and Master Deed or the Condominium By-laws, notice is required to be given to any director or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or member at such address as appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States Mail.

Section 2. Whenever any notice is required to be given to any member or director of the corporation under the provisions of any statute, the articles of incorporation, these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.



## ARTICLE VII

### OFFICERS

Section 1. The officers of the corporation shall be elected by the directors from among the members of the board of directors and shall be a president, a secretary and a treasurer. The board of directors may also choose one (1) or more vice-presidents, and one (1) or more assistant secretaries and assistant treasurers. Any two (2) or more offices may be held by the same person except that the offices of president and secretary shall not be held by the same person.

Section 2. The board of directors at its first meeting after each annual meeting of members shall choose a president, a secretary, and a treasurer, all of whom shall be members of the board. The board of directors may also elect such vice-presidents from among its members as it may determine.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. Each officer of the corporation shall hold office until the annual meeting of the board of directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the board of directors.

### THE PRESIDENT

Section 5. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and the board of directors, shall have general and active management of the business and affairs of

the corporation shall see that all orders and resolutions of the board are carried into effect, and shall perform such other duties as the board of directors shall prescribe.

#### VICE PRESIDENTS

Section 6. Each vice-president shall have such powers and perform such duties as the board of directors may from time to time prescribe or as to the president may from time to time delegate to him.

#### THE SECRETARY AND ASSISTANT SECRETARIES

Section 7. The Secretary shall attend all sessions of the board of directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be.

Section 8. Each assistant secretary shall have such powers and perform such duties as the board of directors may from time to time prescribe or as the president may from time to time delegate to him.

#### THE TREASURER AND ASSISTANT TREASURERS

Section 9. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 10. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the board of directors may prescribe.

CERTIFICATION OF AMENDMENT OF  
BY-LAWS OF DILSTON HOUSE CONDOMINIUMS

STATE OF TEXAS    )  
                          )  
COUNTY OF HARRIS )

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, on or about November 1, 1977, American Condominium Corporation of Texas, a Texas Corporation, executed a Declaration and Master Deed (hereinafter referred to as "Declaration") pursuant to the provisions of the Texas Condominium Act, Article 1301a of the Texas Revised Civil Statutes, which Declaration was filed for record in Volume 66, Page 1 of the Condominium Records of Harris County, Texas, thereby subjecting certain real property described therein to a condominium regime to be known as Dilston House Condominiums; and

WHEREAS, said Declaration provides for organization of a non-profit corporation to be known as Dilston House Condominium Association for the purposes of administration, operation and management of the condominium project, which non-profit corporation was incorporated on or about April 26, 1978; and

WHEREAS, By-laws were adopted for said Dilston House Condominium Association which provide that all Owners of units of Dilston House Condominiums are the members of the Association and further provide in Article 1, Section 3, Paragraph F that the presence in person or by proxy of 60% of the percentage of values of the Owners of Dilston House Condominiums qualified to vote shall constitute a quorum for holding any meeting of the members of the Association; and

WHEREAS, Article IX of said By-laws provides for amendment of said By-laws by approval of a majority of the percentage of values assigned to the Owners and further provides for evidencing such amendment by an instrument in writing signed and acknowledged by the President and Secretary of the Association certifying that such amendment has been approved by the vote or written consent of a majority of the percentage of values assigned to the Owners in the condominium project; and

WHEREAS, the Board of Directors heretofore proposed to the members of the Association that Article 1, Section 3, Paragraph F of the By-laws be amended to provide that the presence in person or by proxy of 30% of the percentage of values of the Owners of Dilston House Condominiums

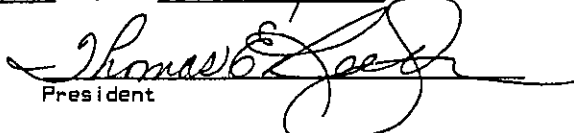
qualified to vote shall constitute a quorum for holding any meeting of the members of the Association rather than the 60% requirement described herein above.

THEREFORE, the undersigned duly elected President and Secretary of the Dilston House Condominium Association hereby certify that a majority of the percentage of values assigned to the Owners of units in Dilston House Condominiums gave their written consent to the amendment of Article 1, Section 3, Paragraph F of the By-laws of Dilston House Condominium Association to provide that the presence in person or by proxy of 30% of the percentage of values of the Owners qualified to vote shall constitute a quorum for holding any meeting of the members of the Dilston House Condominium Association.

The undersigned further certify that a majority of the percentage of values assigned to the Owners of units in Dilston House Condominiums gave their written consent to adoption of the following resolution:

RESOLVED, that Article 1, Section 3, Paragraph F of the By-laws of Dilston House Condominium Association be amended to read as follows: "Except as otherwise provided by statute, or these By-laws, the presence in person or by proxy of thirty per cent (30%) of the percentage of values of the Owners qualified to vote shall constitute a quorum for holding any meeting of the members of Association. If, however, such quorum shall not be present or represented at any meeting of Owners, the Owners present in person or represented by proxy shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. If a quorum shall be present or represented by proxy at such meeting held in lieu of the adjourned meeting(s), any business may be transacted at such meeting as originally notified."

WITNESS OUR HANDS this 13th day of JANUARY, 1986.

  
President

  
Secretary

ACKNOWLEDGEMENT

STATE OF TEXAS     )  
COUNTY OF HARRIS   )

BEFORE ME, the undersigned authority, on this day personally appeared THOMAS E. REED, JR., President of Dilston House Condominium Association, and SMITH S. TOLIVER, Secretary of Dilston House Condominium Association, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that same was the act of said Dilston House Condominium Association and that they executed the same as the act of said Dilston House Condominium Association, for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 13th day of JANUARY, 1986.

Mary E. Dozard  
Notary Public in and for the State  
of Texas

(S E A L)

Type or print name:  
MARY E. DOZARD

My commission expires:  
3/22/86

AMENDMENT TO BY-LAWS  
DILSTON HOUSE CONDOMINIUM ASSOCIATION

This Amendment to the Declaration and Master Deed is made and executed this 26th day of May, 1981, by Dilston House Condominium Association, a Texas corporation, hereinafter referred to as "Association", pursuant to the provisions of the Texas Condominium Act, Article 1301a of the Texas Revised Civil Statutes, for the purpose of amending the condominium regime.

W I T N E S S E T H:

WHEREAS, at a duly held annual meeting of the Dilston House Condominiums homeowners on June 9, 1980, the Board of Directors of the Association submitted a proposed amendment to the By-Laws of the Association filed November 1, 1977 and recorded March 22, 1978 in Volume 66, of the Harris County Records; and

WHEREAS, 51% of the eligible homeowners approved the proposed amendment at said annual meeting

NOW, THEREFORE, the Association does, upon the recording hereof, amend their By-Laws as follows;

1. Pursuant to Article IV, Section 2, the Association hereby deletes the section and replaces it with the following:

Section 2. The first annual meeting of the members of the corporation shall be held within ninety (90) days after conveyance by Developer of more than eighty percent (80%) in number of the Units in the Condominium project. Thereafter, an annual meeting of the members of the corporation shall be held in each succeeding year during the month of June at which time the members shall elect a board of directors, and shall transact such other business as may properly be brought before the meeting. A minimum of two weeks notice shall be given for such meetings.

2. Pursuant to Article IV, Section 4, the Association hereby deletes the section and replaces it with the following:

Section 4. The directors of the corporation shall hold their meetings, both regular and special, within Harris County, Texas. The board shall keep regular minutes of their meetings. All board meeting minutes from June, 1979 forward, shall be open for inspection by any owner and/or mortgagee during reasonable working hours on weekdays.

IN WITNESS WHEREOF, the Association has caused this Amendment to be executed the day and year first above written.

FILED

DILSTON HOUSE  
CONDOMINIUM ASSOCIATION

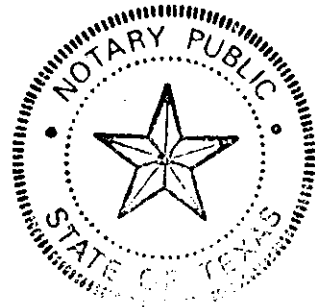
JUN 10 1 17 PM 1981

By Ron Giusti, Pres.  
Ron Giusti, President

Quita Sacchecauer  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

ATTEST:

Monica Coppinger  
Monica Coppinger, Secretary

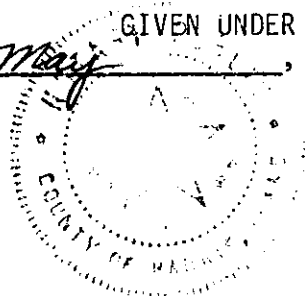


EMILY HARRISON  
Commission Expires 11-6-84

STATE OF TEXAS |  
COUNTY OF HARRIS |

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared, Ron Giusti, President of Dilston House Condominium Association, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 28th day of May, 1981.



Emily Harrison  
Notary Public in and for Harris County,  
Texas