

BY-LAWS

OF

PARADISE POINT COMMUNITY IMPROVEMENT ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the association shall be PARADISE POINT COMMUNITY IMPROVEMENT ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 3 Paradise Point Drive, Willis, TX 77378, but meetings of the Association may be held at such places within the State of Texas, County of Montgomery, as may be designated by the Officers.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to PARADISE POINT COMMUNITY IMPROVEMENT ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described as a parcel of land containing 77.413 acres more or less out of the William Weir Survey, Abstract 42, Montgomery County, Texas and more fully described in plat recorded in Plat Cabinet C, Sheet 176-B, of the Map Records of Montgomery County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to a plot of land, as shown upon the Subdivision Plat, subject to the jurisdiction of the Association and restricted to use for single-family residential dwellings as specified in the Declaration.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title or contract for deed to any Lot which is part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation and those having only an interest in the mineral estate.

Section 5. "Annual Assessment" shall refer to the annual maintenance charge and assessment, established for the purpose of creating a fund to be designated and known as the "maintenance fund" as provided in Article VI of the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Paradise Point.

Section 7. "Member" shall mean and refer to every person or entity who is an Owner of any of the Properties which are subject to maintenance charge assessment by the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation or those having only an interest in the mineral estate. Membership shall be appurtenant to and may not be separated from ownership of the land which is subject to assessment by the Association. Ownership of such land shall be the sole qualification for membership.

Section 8. "Voting Rights" Members shall be entitled to one vote for each Lot in which they hold interest. When more than one person holds such interest in any Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members of the Association shall be held at 3:00 P.M. on the first Sunday in November of each year at the Willis community building, 109 W. Mink. The primary purpose of the annual meeting shall be to elect four (4) Officers and three (3) Members at Large to serve as the Board of Directors and the Architectural Control Committee for the upcoming year. Results of these elections and the announcement of the next year's Regular Meeting schedule will be sent to all members not in physical attendance at the meeting. AMENDS

Section 2. Regular Meetings. Monthly meetings of the Board of Directors and Committees will be held on the first Sunday of each month. The President Elect will designate a meeting place and time for the regular meetings.

Section 3. Special Meetings. From time to time Special meetings of the Members may be called by the Officers or upon the written request of 1/4 of the Members in good standing, eligible to vote.

Section 4. Notice of Meetings. Written notice of each special meeting of the Members shall be given by, or at the direction of, the Secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least 21 days but not more than 35 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 5. Quorum. The presence in person or by proxy of a majority of the Members in good standing, eligible to vote, shall

constitute a quorum for voting on amendments to these By-Laws, the Articles of Incorporation or the Declaration. Notice of a forthcoming vote on amending the By-Laws, Articles of Incorporation or the Declaration will be sent, as required for Special Meetings, to Members in good standing entitled to vote along with a proxy. Any Lot which does not have a Voting Member present and has not returned a proxy for that Lot will be counted as a vote with the majority. The presence in person or by proxy of ten percent (10%) of the Members in good standing, eligible to vote, shall constitute a quorum for any other purpose.

Section 6. 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 conveyance by the Member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of seven (7) Directors. These directors will consist of the four (4) Officers and (3) Members at Large of the Association. Election will be by secret written ballot. To implement this provision nominations will be taken for (4) officers and (3) Members at Large whose terms will end December 31, 1994. The Election will be during an organizational meeting held on April 24, 1994.

Section 2. Term of Office. The term of the Board of Directors is for one calendar year. Any Director may be elected to any position for the next calendar year.

Section 3. 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 Association. The Nominating Committee shall be appointed by the Board of Directors when it may become necessary or at least one month prior to the annual meeting of the Members and serve till the close of the annual meeting. The Nominating Committee shall make as many nominations for election as it shall in its discretion determine as appropriate.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot at the annual meeting. For each position, the person receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Resignation and Removal. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from the Board, with or without cause, by a majority vote of the members in good standing eligible to vote, whether in person or by proxy at any annual or special meeting, provided that a "majority" quorum is present. Such vote shall be by secret written ballot.

Section 6. Vacancies. In the event of the death, resignation, or removal of a Director, a successor shall be elected at any meeting of the Association and shall serve for the unexpired term of the predecessor. Voting shall be by secret written ballot. The person receiving the largest number of votes shall be elected.

AMEND

Section 7. Compensation. No Director shall receive compensation for his services to the Association however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties. Expenses over \$25.00 or total expenses to a Director exceeding \$150.00 in that calendar year must be approved by resolution at any regular or special meeting. Nothing contained herein shall be construed to preclude any Director from serving in any other capacity and receiving approved compensation therefor.

Section 8. Action Taken without a meeting. The Directors shall have the right to take action in the absence of a meeting when the necessity was unknown at the last meeting of the Association and an action must be taken before the next scheduled Regular Meeting or before a Special Meeting could be called. Any action taken without a meeting requires the written approval of five of the Directors, must be for the good of the majority of the property owners and cannot conflict with the Articles of Incorporation or the Declaration. Any such action must be presented at the next possible meeting of the Association for approval.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. Powers. The Board of Directors shall have the power to:
- (a) suspend the voting rights and right to the use of any facilities or services provided by the Association during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
 - (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
 - (c) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties and the terms of employment or services.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members in good standing, eligible to vote;
- (b) Supervise all officers, agents, and employees of the Association and see that their duties are properly performed;
- (c) to fix the amount of the annual assessment against Properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be prima facie evidence of such payment;
- (e) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;
- (f) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President; a Vice-President; a Secretary; and a Treasurer.

Section 2. Duties. The duties of the officers of the Association are as follows:

- (a) The President shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Association are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) The Vice-President shall perform the duties of the President when the President is absent, is unable to act, or refuses to act and shall perform such other duties as required by the Board.
- (c) The Secretary shall record the minutes, including the votes cast, at meetings of the Association; retain the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of special meetings of the Members; retain appropriate, current records listing the names, addresses, and telephone numbers of the Association Members; and shall perform such other duties as required by the Board.

NOTE: It is the responsibility of the Members to be sure that the Association has current names, addresses, and telephone numbers.

- (d) The Treasurer shall receive and deposit all monies of the Association in bank accounts approved by the Board and shall sign checks and disburse such funds as directed by the Board taking proper vouchers for such disbursements; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by Members of the Association when requested. Arrangements may be made to inspect the books and records at an Association meeting or other reasonably arranged times.

ARTICLE VII

INDEMNIFICATION

The Association shall indemnify a director, officer, or agent of the Association who was, is, or may be named defendant or respondent in any legal proceeding as a result of his actions or omissions within the scope of his official capacity in the Association. The Association shall indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Association's best interests. The Association may purchase director/officer/agent liability insurance.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Association shall elect three persons to serve on the Architectural Control Committee. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. AMENIC

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member of the Association. Copies may be purchased at reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days

after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of any of the facilities or services provided by the Association or by abandonment of his Lot. The rate at which each Lot will be assessed will be reviewed annually, and may be adjusted from year to year by the Association as the needs of the subdivision, may in the judgment of the Association, require; provided that such, assessment will be uniform.

ARTICLE XI

CORPORATE SEAL

The Association shall, if one is adopted, have a corporate seal which will include thereon the name of the Corporation and the word "Texas" in such form as may be approved by the Association. Said seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced.

ARTICLE XII

AMENDMENTS

Section 1. Amendment. Notice, as per Article III Section 4, of a forthcoming vote on amending the By-Laws will be sent to members in good standing entitled to vote along with a proxy. These By-Laws may be amended, at any meeting of the Members when notice has been given and where a majority quorum of Members is present in person or by proxy. A majority vote of those at such a meeting in person or by proxy, is needed to pass an amendment. Any Lot which does not have a Voting Member present and has not returned a proxy for that Lot will be counted as a vote with the majority.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association 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.

**AMENDMENTS TO THE BY-LAWS
OF
PARADISE POINT COMMUNITY IMPROVEMENT ASSOCIATION, INC.**

APPROVED BY THE GENERAL ASSOCIATION ON NOVEMBER 5, 1995

ARTICLE III - Section 1. Annual Meeting:

The original second sentence of this section reads: The primary purpose of the annual meeting shall be to elect four (4) Officers and three (3) Members at Large to serve as the Board of Directors and the Architectural Control Committee for the upcoming year.

This sentence has been amended to now read: The primary purpose of the annual meeting shall be to elect four (4) Officers and three (3) Members at Large to serve as the Board of Directors for the upcoming year.

ARTICLE IV - Section 6 - Vacancies:

The original section reads: In the event of the death, resignation, or removal of a Director, a successor shall be elected at any meeting of the Association and shall serve for the unexpired term of the predecessor. Voting shall be by secret written ballot. The person receiving the largest number of votes shall be elected.

This section has been amended to now read: In the event of the death, resignation, or removal of a Board Member, a successor shall be appointed by the Board of Directors to serve for the unexpired term of the predecessor.

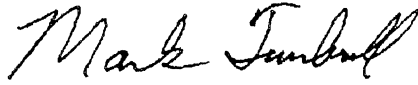
ARTICLE VIII - Committees:

The original section reads: The Association shall appoint a Nominating Committee, as provided in these By-Laws. The Association shall elect three persons to serve on the Architectural Control committee. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

This section has been amended to read: The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. The Board of Directors shall appoint three members of the Association to serve on the Architectural Control Committee for a term of five (5) years. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. The Board of Directors can dissolve any committee and/or remove any committee member with or without cause, and appoint replacement members by two-thirds vote of the Board of Directors.

FILED FOR RECORD

06/03/2010 2:21PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

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

06/03/2010



County Clerk
Montgomery County, Texas