

**ADOPTION OF AMENDED AND RESTATED BYLAWS
OF
INWOOD FOREST COMMUNITY IMPROVEMENT
ASSOCIATION**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS §

WHEREAS, the Inwood Forest Community Improvement Association, a Texas non-profit corporation (the "Association") has adopted By-Laws of Inwood Forest Community Improvement Association (the "Bylaws"); and

WHEREAS, Article X of the Bylaws provides that the Bylaws may be amended by the affirmative vote of a majority of the members of the Association (the "Members") at any annual or special meeting of the Members, at which a quorum is present; and

WHEREAS, Article IV, Section 3 of the Bylaws provides that the Members holding 50 votes of the Association constitutes a quorum; and

WHEREAS, 209.00592(a) of the Texas Property Code provides that the voting rights of an owner may be cast or given in person, by proxy, by absentee ballot or by electronic ballot; and

WHEREAS, Section 209.00592(f) of the Texas Property Code provides that Section 209.00592 of the Texas Property Code supersedes any contrary provision in a dedicatory instrument of the property owners' association; and

WHEREAS, it is proposed that the Bylaws be amended and restated as described hereinbelow; and

WHEREAS, a duly constituted regular meeting of the Association was held on January 23, 2014 (the "Meeting"), for, among other purposes, the purpose of amending and restating the Bylaws as described hereinbelow; and

WHEREAS, Members holding at least 50 votes of the Association were present at the Meeting or submitted their proxies or absentee ballots, and a majority of those Members in person, by proxy or by absentee ballot approved of amending and restating the Bylaws as described hereinbelow;

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, Julie Grothues, as President of the Association, hereby certifies that Members holding at least 50 votes of the Association were present at the Meeting or submitted their

proxies or absentee ballots and that a majority of the Members at the Meeting, in person, by proxy or absentee ballot, approved of amending and restating Bylaws as set forth in the Amended and Restated Bylaws of Inwood Forest Community Improvement Association attached hereto effective as of the Meeting.

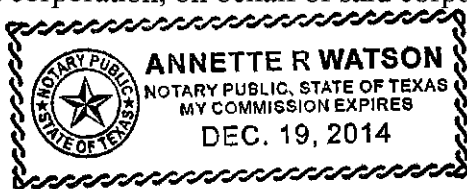
EXECUTED as of the date of the hereinbelow set forth acknowledgment, to evidence the certification set forth hereinabove.

**INWOOD FOREST COMMUNITY
IMPROVEMENT ASSOCIATION, a**
Texas non-profit corporation

By: Julie Grothues
Julie Grothues, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 21st day of February, 2014, by Julie Grothues, President of Inwood Forest Community Improvement Association, a Texas non-profit corporation, on behalf of said corporation.



Annette R. Watson
Notary Public, State of Texas

WHEN RECORDED, RETURN TO:

Mark K. Knop
Hoover Slovacek LLP
P. O. Box 4547
Houston, TX 77210-4547

**AMENDED AND RESTATED BYLAWS
OF
INWOOD FOREST COMMUNITY IMPROVEMENT
ASSOCIATION**

**ARTICLE I
Definitions**

Section 1. Property: The word "property" or "Inwood Forest Subdivision" as used in these Amended and Restated Bylaws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

All of that certain subdivision known as Inwood Forest in Harris County, Texas, according to the maps or plats on file in the office of the County Clerk of Harris County, Texas, as of January 1, 2014.

Together with any and all other real property which may, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this corporation and be accepted as within the jurisdiction of this corporation by resolution of the Board of Directors of this corporation.

Section 2. Residence Homesite. The words "single residence homesite" wherever used in these Amended and Restated Bylaws shall be deemed to mean a lot or lots on which a single family house is constructed. "Single residence homesite" shall not be extended to include townhouses, apartments or other multifamily building sites or structures, as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property on which the building site is located, or as used in any restrictive covenants touching or concerning any property in the Inwood Forest Subdivision.

**ARTICLE II
Functions of the Corporation**

Section 1. Purposes. The purposes for which the corporation is formed are civic and social for the benefit and betterment of the residents and property owners in the Inwood Forest Subdivision. To carry out such purposes properly, the corporation may, 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 corporation charter:

(a) The corporation may care for all un-kept lots in said development, remove and destroy grass, weeds, and rodents therefrom and do any other things, and perform any

labor necessary or desirable in the judgment of this corporation to keep the property, and the land contiguous and adjacent thereto, neat and in good order.

(b) The corporation may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this corporation has jurisdiction; the corporation may pay all expenses incidental thereto; the corporation may enforce the decisions and rulings of this corporation having the jurisdiction over any of said property; the corporation may pay all of the expenses in connection therewith; and may pay for the costs and expenses incurred or paid by it in connection with the enforcement of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any declaration.

(c) The corporation may perform any and all lawful things and acts which this corporation at any time and from time to time, shall, in its discretion, deem to be in the best interest of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection thereon.

(d) Any powers and duties exercised by said corporation relating to maintenance, operation, construction of any facilities provided for herein may be contracted for with any qualified contractor as agent.

(e) The corporation may provide for garbage and rubbish collection and mosquito control and patrol services.

(f) The corporation may expend the funds collected by it from assessments, maintenance charges and all other moneys received by the corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this corporation in carrying out any or all of the purposes for which the corporation is formed.

Section 2. Area. The activities of the corporation shall be limited to the Inwood Forest Subdivision.

ARTICLE III Offices

The principal office of the corporation shall be located in the County of Harris, State of Texas. The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV
Meetings and Membership

Section 1. Annual Meeting. The annual meeting of the members shall be held on the 4th Thursday of January in each year at 7:30 o'clock P.M. if not a legal holiday, and if a legal holiday, then on the next succeeding business day, or the annual meeting may be held on a different day if the Board of Directors shall give written notice of a change of time for such meeting, such notice to be deposited in the U.S. Mail at least three (3) days prior to the 4th Thursday of January, for the purpose of electing directors and for the transaction of any and all such other business which may be brought before or submitted to the meeting. All annual meetings of the members shall be held at a place to be determined by the Board of Directors of the corporation in Harris County, Texas. Notice of all annual meetings shall be given to all members of the corporation setting forth the time and place of such meeting at least ten (10) days, but not more than sixty (60) days, prior to the date of such meeting.

Section 2. Special Meeting. Special meetings of the corporation shall be held at the office of the corporation in Harris County, Texas, or at such other places as may be designated in the notice or waiver or waivers of notice of the respective meetings. Special meetings of the members may be called by the president, or by a vice president or by a majority of the Board of Directors, or by holders of one-fifth of the voters of the corporation. Written notice of each special meeting of the members, stating the date, time and place thereof and indicating briefly the purpose or purposes thereof, shall be given by the secretary, or in the event of his or her absence or failure, refusal, inability or omission to so do, by the president or a vice president or any assistant secretary, to each of the members of the corporation at their respective property addresses, as shown by the records of the corporation, at least (10) days, but not more than sixty (60) days, prior to the date of the special meeting.

Section 3. Delivery of Notice and Meetings. Notices of meetings may be delivered either personally or by mail, facsimile or email to a member at the address given to the Board of Directors by the member for such purpose. In the event a member does not give the Board of Directors an address for the delivery by mail, facsimile or email of notices of meetings, the notice of meetings will be sent by regular U.S. Mail to the member's address within the Inwood Forest Subdivision.

Section 4. Quorum. The members holding 50 votes of the corporation present in person, proxy, absentee ballot, electronic ballot or other method of representative or delegated voting (as determined by the Board of Directors in its sole discretion) shall constitute a quorum for all purposes at any meeting of the members. If the number of votes necessary to constitute a quorum at any annual, or special meeting of the members fail to attend in person, the members present in person may adjourn any such meeting from time to time without notice other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such

adjourned meeting at which a quorum may be present in person, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 5. Organization. The president of the corporation and in the event of his or her absence, a vice president of the corporation, shall call meetings of the members to order and shall act as chairman of such meetings. In the absence of the president and a vice president of the corporation, the members present may appoint a chairman. The secretary of the corporation, or in his absence an assistant secretary, shall act as secretary of all meetings of the members but in the absence of the secretary and an assistant secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 6. Qualification of Members. The corporation shall have one class of members. Members shall qualify as a voter upon his or her acquiring title to any real property in the Inwood Forest Subdivision.

Section 7. Voting Rights. Each owner of a lot in the Inwood Forest Subdivision shall be a member and each such member shall be entitled to one (1) vote for each lot owned by such member on any matter submitted to a vote of the members. When more than one person owns a fee interest in any lot, all such persons shall be members, and the single vote for such lot shall be exercised by any of such members but in no event shall more than one (1) vote be cast with regard to any lot. In the event the owners of a lot cast differing votes or dispute the vote cast by a co-owner of the lot, then the vote for such lot shall be void unless prior to the voting deadline, the owners of the lot exercise mutually agreeable votes or all owners of the lot agree in writing, to allow one (1) of such owners to exercise the voting rights for the lot with respect to the vote in question.

Section 8. Transfer of Membership. Upon the sale by any member of real property in the Inwood Forest Subdivision which entitled a member to a vote, the sale by such member shall automatically transfer such voting membership to the purchaser of said property. Membership in this corporation is not transferable or assignable except as provided in this section.

Section 9. Voting. Any vote cast in an election or vote by a member must be in writing and signed by the member. Electronic votes (if allowed by the Board of Directors) constitute written and signed ballots. Written and signed ballots are not required for uncontested races.

Section 10. Proxies. Votes may be cast in person or by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution. All proxies must be filed with the secretary of the corporation before the appointed time of such meeting.

ARTICLE V
Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Each director shall be a member (or, if a member of the corporation is a trustee of a trust, a director may be a beneficiary of such trust, and if a member of the corporation or such beneficiary is a corporation or partnership, a director may be an officer, partner or employee of such member of the corporation or beneficiary). If a director shall cease to meet such qualifications during his or her term, he or she shall thereupon cease to be a director and be deemed to have resigned and his or her place on the Board of Directors shall be deemed vacant.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be seven (7). Each director shall be elected to a position on the Board of Directors as follows: All directors shall be elected to two (2) year terms of office with overlapping terms. Elections for three (3) directors shall be held in each odd numbered year, and elections for four (4) directors shall be held in each even numbered year. A written survey of the membership seeking candidates for director positions must be: (i) sent by email by November 15 of each year to all members for whom the Association has a current email address, and (ii) included in the Association's mailout of the annual invoice. Members whose candidate application is received by December 31 of each year will be placed on the printed ballot. Nominations for write-in candidates will also be taken from the floor of the annual meeting.

Section 3. Removal of Directors. Any director elected by the members may be removed by the members whenever, in their judgment, the best interest of the corporation would be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the director so removed. Removal shall be by a majority of those votes present and voting, and shall be at a meeting of the members at which a quorum of votes is present and for which notice to the members was sent that removal will be sought at such meeting. If removed, then a replacement shall be elected as director at such annual or special meeting by majority vote of members entitled to vote, after nomination from the floor.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held within ten (10) days following the regular annual meeting of the members of the corporation. Thereafter, a regular annual meeting of the Board of Directors shall be held at such time and place in Harris County, Texas, as shall be designated by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in Harris County, Texas, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice of Board of Directors Meetings. Members shall be given notice of the date, hour, place, and general subject of a regular or special meetings of the Board of Directors including a general description of any matter to be brought up for deliberation in execution session. The notice shall be:

- (1) mailed to each member not later than the 10th day or earlier than the 60th day before the date of the meeting; or
- (2) provided at least 72 hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to the members:
 - (i) in a place located on the corporation's common property or, with the property owner's consent, on other conspicuously located privately owned property within the Inwood Forest Subdivision; or
 - (ii) on any Internet website maintained by the corporation or other Internet media; and
 - (B) sending the notice by e-mail to each member who has registered an e-mail address with the corporation.

It is the member's duty to keep an updated e-mail address registered with the corporation.

If the Board of Directors recesses a regular or special Board of Directors meeting to continue the following regular business day, the Board of Directors is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent the notice requirements herein. If a regular or special Board of Directors meeting is continued to the following regular business day, and on that following day the Board of Directors continues the meeting to another day, the Board of Directors shall give notice of the continuation in at least one (1) manner prescribed above within two (2) hours after adjourning the meeting being continued.

The Board of Directors may meet by any method of communication, including electronic and telephonic, without prior notice to the members if each director may hear and be heard by every other director, or the Board of Directors may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board of Directors action. Any action taken without notice to the members as set forth above must be summarized orally, including an explanation of any known, actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special meeting of the Board of Directors. The Board of Directors may not, without prior notice to the members as set forth above, consider or vote on:

- (1) fines;
- (2) damage assessments;
- (3) initiation of foreclosure actions;

- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval; or
- (8) a suspension of a right of a particular member before the member has an opportunity to attend a Board of Directors meeting to present the member's position, including any defense, on the issue.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of directors; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Amended and Restated Bylaws.

Section 9. Vacancies. Any vacancy occurring on the Board caused by death, disability or resignation shall be filled by majority vote of the remaining directors thereof, even though they may constitute less than a quorum. Any director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the director whom he or she succeeds.

Section 10. Compensation. Directors shall not receive any compensation for their services.

Section 11. Powers and Duties. The Board of Directors shall have the following powers and duties:

- (1) to elect and remove the officers of the corporation as hereinafter provided;
- (2) to administer the affairs of the corporation and the Inwood Forest Subdivision;
- (3) to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and to engage or contract for the services of others, and to delegate any such powers to a managing agent (and any such employees or other personnel who may be the employees of a managing agent);
- (4) to collect all assessments, fees and charges provided for in any covenants and restrictions imposed in the Inwood Forest Subdivision and to use the proceeds therefrom for the purposes set forth in such covenants and restrictions encumbering the Inwood Forest Subdivision.

(5) to establish bank accounts which are interest bearing or non-interest bearing, and to otherwise invest the funds of the corporation, as may be deemed advisable by the Board of Directors;

(6) to borrow money, execute and deliver promissory notes and execute and deliver any and all other documentation necessary to properly document such borrowing;

(7) to enter such contracts and agreements relating to the providing of maintenance, management and operational services as the Board of Directors may deem advisable;

(8) to enter such leases and easements of property, or portions of property, owned by the corporation as the Board of Directors may deem advisable; and

(9) in general, to carry on the administration of the corporation and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the corporation.

Section 12. Non-Delegation. Nothing in this Article or elsewhere in these Amended and Restated Bylaws shall be considered to grant to the Board of Directors, the corporation or to the officers of the corporation any powers or duties which, by law, have been delegated to the members.

Section 13. Telephone Attendance. At any meeting of the Board of Directors, a director may attend by telephone, radio, television or other similar means of communication, provided the means permit the director personally to participate in the meeting such that all directors can hear and be heard. A director so attending shall be deemed to be present at the meeting for all purposes, including a determination as to whether a quorum is present.

ARTICLE VI Officers

Section 1. Officers. The officers of the corporation shall be a president, a first vice president, a second vice president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The president, first vice president, second vice president, secretary and treasurer shall be Directors of the corporation. All other officers must be members of the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the directors at the first meeting of the Board of Directors after the annual meeting of the members of this corporation. New offices may be created and

filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Election shall be by a majority of those present and voting.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby. Removal shall be by a majority of those votes present and voting, at a meeting at which a quorum is present.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary and/or any proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Amended and Restated Bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. In the absence of the president or in the event of the president's inability or refusal to act, the first vice president or the second vice president, in that order, will perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or the Board of Directors.

Section 7. Treasurer. The treasurer shall have custody of all the funds and securities of the corporation, which come into the treasurer's hands. When necessary or proper, the treasurer may endorse, on behalf of the corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors; the treasurer may sign all receipts and vouchers for payments made to the corporation, either alone or jointly with such officer as is designated by the Board of Directors; whenever required by the Board of Directors, the treasurer shall render a statement of the treasurer's cash account; the treasurer shall enter or cause to be entered regularly on the books of the corporation to be kept by the treasurer for that purpose full and accurate accounts of all moneys received and paid out on account of the corporation; the treasurer shall at all reasonable times exhibit the treasurer's books and accounts to any director of the corporation during business hours; the treasurer shall perform all acts incident to the position of treasurer subject to the control of the Board of Directors; the

treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of the treasurer's duties in such form as the Board of Directors may require.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by law to be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Amended and Restated Bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers. If required by the Board of Director, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretary, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE VII Committees

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting where a quorum is present may designate and appoint one (1) or more committees, each of which shall consist of two (2) or more members, which committees, to the extent provided in said resolution, shall have and exercise the duties assigned to them. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation. Each committee shall be assigned at least one (1) director who shall act as liaison with the Board of Directors. The assigned liaison or the president of the corporation may appoint the members thereof, with the concurrence of the majority of the Board of Directors, or may provide for election by the members to certain committees. Any members thereof may be removed by the person or persons authorized to appoint or elect such committees whenever in their judgment the best interests of the corporation shall be served by such removal. Where appointment was made subject to concurrence of the Board of Directors, the removal must also be concurred in by a majority of the Board of Directors.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments or elections made in the same manner as provided in the case of the original appointments or elections.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

Contracts, Checks, Drafts and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Amended and Restated Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by any other member of the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall begin January 1 and end on December 31 of each year.

Section 2. Seal. The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given under the provisions of these by-laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, postpaid wrapper addressed to the person entitled thereto at his property address, as it appears on the books of the corporation, and such notice shall be deemed to have been given on the day of such

mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Notice may be given by leaving same at the property address of any member.

ARTICLE X
Amendment or Repeal of the Amended and Restated Bylaws

These Amended and Restated Bylaws may be supplemented, altered, amended, or repealed by the affirmative vote of a majority of the members of the corporation at any annual or special meeting at which a quorum is present.

ARTICLE XI
Use of Roberts Rules of Order

All meetings of the membership or of the Board of Directors will be conducted in accordance with Roberts Rules of Order. The presiding officer at each meeting of the members of the corporation or of the Board of Directors will designate a parliamentarian to ensure compliance with the rules of procedure.

ARTICLE XII
Indemnity of Directors and Officers

Section 1. Indemnification. Subject to the exceptions and limitations contained in Section 2 below:

(1) Every person who is, or has been a director or officer of the corporation shall be indemnified by the corporation to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any demand, claim, action, suit (or threat thereof) or proceeding in which he or she becomes involved as a party or otherwise by virtue of his being or having been a director or officer and against amounts paid or incurred by him in the settlement thereof;

(2) The words "claim", "action", "suit" or "proceeding" shall apply to all claims, actions, suits, or proceedings (civil, criminal or other, including appeals), actual or threatened, made or commenced subsequent to the incorporation of the corporation; and the words "liability" and "expenses" shall include, without limitation, attorney's fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

Section 2. Exceptions. No indemnification shall be provided hereunder to a director or officer or any other individual:

(1) Against any liability to the corporation by reason of willful malfeasance, bad faith, gross negligence, breach of fiduciary duty,

criminal misconduct or reckless disregard of the duties involved in the conduct of his office;

(2) With respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation;

(3) In the event of a settlement unless there has been a determination that such director or officer did not engage in willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office:

(i) By the court or other body approving the settlement; or

(ii) By vote of a majority of the directors who are not themselves involved in the claim, action, suit or proceeding; or

(iii) By written opinion of independent counsel.

Section 3. Insurance. The right of indemnification herein provided may be insured against by policies maintained by the corporation, shall be severable, shall not affect any other rights to which any director or officer may now or hereafter be entitled, shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 4. Expenses. Expenses in connection with the preparation and presentation of a defense to any claim, action, suit and or proceeding of the character described in Section (a); hereof may be advanced by the corporation prior to final disposition thereof upon receipt of an undertaking by or on behalf of the director or officers, secured by a surety bond or other suitable insurance issued by a company authorized to conduct such business in the State of Texas, to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Article XII.

Section 5. Applicability. The provisions of this Article XII shall apply to each and every director and members of committees established by the Board of Directors as if such persons were directors or officers.

20140082599
Pages 16
03/03/2014 11:33:37 AM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
STAN STANART
COUNTY CLERK
Fees 72.00

RECORDERS MEMORANDUM

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

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

THE STATE OF TEXAS

COUNTY OF HARRIS

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



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS