

**SECRETARY'S CERTIFICATE OF  
POST OAK LANE TOWNHOMES OWNERS ASSOCIATION, PHASE II**

THE STATE OF TEXAS       §  
  §  
COUNTY OF HARRIS       §

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, being the duly elected, qualified, and acting Secretary of Post Oak Lane Townhomes Owners Association, Phase II, a Texas non-profit corporation (the "Association"), the corporation set forth and described in that certain "Declaration of Covenants, Conditions and Restrictions for Post Oak Lane Townhomes, Phase II" recorded in Volume 16, Page 15 in the Condominium Records of Harris County, Texas and any and all amendments thereto (said recorded documents and all exhibits and amendments thereto being referred to as "Declaration"), the undersigned Secretary further being the keeper of the minutes and records of said corporation, does hereby certify that the following are true, correct and genuine copies of the following described original documents attached hereto as indicated herein below:

1.     *Articles of Incorporation* attached hereto as Exhibit "A";
2.     *By-Laws* attached hereto as Exhibit "B";
3.     *Amendment to the By-Laws* attached hereto as Exhibit "C";
4.     *Rules and Regulations* attached hereto as Exhibit "D"; and
5.     *Policy Statements (Property Insurance Policy/Guidelines; Responsibilities of the Association and the Residents with regard to maintenance of the Property; Maintenance; Alteration of the Common Elements; Landscaping of the Common Elements; Cable Television; Pool Rules)* attached hereto as Exhibit "E".

**FILED FOR RECORD  
8:00 AM**

**FEB 17 2006**

*Barbara J. Kuykendall*  
County Clerk, Harris County, Texas

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and at

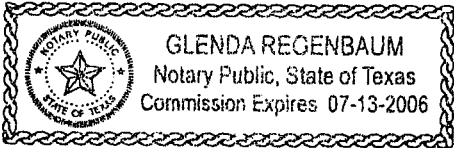
Houston, Texas, this 9 day of Feb., 2006.

Leigh Ann Wilson  
Leigh Ann Wilson, Secretary of  
Post Oak Lane Townhomes Owners Association,  
Phase II, a Texas non-profit corporation

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

This instrument was acknowledged, before me on the 9th day of February, 2006, by Leigh Ann Wilson, Secretary of Post Oak Lane Townhomes Owners Association, Phase II, a Texas non-profit corporation, on behalf of said corporation.

Glenda Regenbaum  
Notary Public in and for the State of Texas



# EXHIBIT "B"

OFFICE OF  
BEVERLY B. KAUFMAN  
COUNTY CLERK, HARRIS COUNTY, TEXAS

CONDOMINIUM RECORDS OF COUNTY CLERK

194177

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POST OAK TOWNHOMES OWNERS  
ASSOCIATION PHASE II -  
SECRETARYS CERTIFICATE

THIS IS PAGE 2 OF 15 PAGES

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**POST OAK LANE TOWNHOME OWNERS ASSOCIATION - PHASE II**

363-567 North Post Oak Lane, Houston, Texas 77024

**BY-LAWS**

**POST OAK LANE TOWNHOME OWNERS ASSOCIATION, PHASE II**

363-567 North Post Oak Lane, Houston, Texas 77024

**THE FOLLOWING BY-LAWS OF THIS ASSOCIATION  
REPRESENT A COMPLETE RE-WRITING OF THE  
ORIGINAL BY-LAWS PREPARED BY L.B. NELSON  
IN 1973. THE NEW DOCUMENT WAS APPROVED BY  
THE COUNCIL OF CO-OWNERS ON FEBRUARY 20,  
1990, AND WAS REAFFIRMED BY THE BOARD OF  
GOVERNORS ON MARCH 20, 1990, AND TOTALLY  
SUPERCEDES THE ORIGINAL VERSION.**

OFFICE OF  
BEVERLY B. KAUFMAN  
COUNTY CLERK, HARRIS COUNTY, TEXAS  
CONDOMINIUM RECORDS OF COUNTY CLERK

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THIS IS PAGE 3 OF 15 PAGES  
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BY-LAWS

OF

POST OAK LANE TOWNHOME OWNERS ASSOCIATION, PHASE II

ARTICLE I

DEFINITIONS

Section 1. Articles. The term "the Articles" shall mean and refer to the Articles of Incorporation of the Post Oak Lane Townhome Owners Association, Phase II, a Texas non-profit corporation.

Section 2. Declaration. Terms used herein shall have the meaning given to them in that certain Declaration of Covenants, Conditions and Restrictions for Post Oak Lane Townhomes Owners Association Phase II dated November 30, 1973 (hereinafter called "the Declaration"), as the same may be amended from time to time.

ARTICLE II

QUALIFICATIONS FOR MEMBERSHIP

Section 1. Proof of Co-Ownership. No person or persons shall exercise the rights of a Co-Owner until satisfactory proof has been furnished to the Secretary of the Board of Governors of qualification as a Co-Owner or agent of a Co-Owner pursuant to the terms of the Declaration and the Articles. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy showing said person or the person nominating him qualified in accordance therewith, which deed or policy shall be deemed conclusive in the absence of a conflicting claim based upon a later deed or policy.

Section 2. No Additional Qualifications. No initiation fees, costs or dues shall be assessed against any person as a condition upon his exercise of the rights of a Co-Owner except such assessments, levies and charges as are specifically authorized under the Articles or the Declaration.

### ARTICLE III

#### VOTING RIGHTS

##### Section 1. Voting Rights.

(a) The Council of Co-Owners shall have only one class of membership as follows:

Each Co-Owner shall be a voting member. Each member shall be entitled to one (1) vote for each Townhome owned by him. Where there is more than one record Co-Owner of a Townhome, any or all of such persons may attend any meeting of the Council of Co-Owners, but such record Co-Owners of such Townhome shall only be entitled to cast one (1) vote and it shall be necessary for such record Co-Owners to act unanimously in order to cast the vote to which they are entitled. Any designation of an agent to act for such record Co-Owners must be signed by all of such record Co-Owners.

(b) Any Co-Owner may attend and vote at any meeting in person, or by an agent duly appointed by a proxy in writing signed by the Co-Owner and filed with the Board or the Manager. All proxies must be filed with the Board prior to the commencement of the meeting

being convened as a result of a quorum being attained. Any Co-Owner or appointed agent of a Co-Owner arriving late must notify the registrar in order to vote. Any designation of an agent to act for a Co-Owner may be revoked at any time by written notice to the Board or Manager, and shall be deemed revoked when the Board or the Manager shall receive actual notice of the death or judicially declared incompetence of such Co-Owner or of the conveyance by such Co-Owner of his Townhome. The right to vote may not be severed or separated from any Townhome and any sale (including a foreclosure sale), transfer or conveyance of any Townhome to a new Co-Owner shall operate to transfer the appurtenant vote without the requirement of express reference thereto.

#### ARTICLE IV

##### MEETINGS OF MEMBERS

Section 1. Quorum. The presence, either in person or by proxy, at any meeting of the Council of Co-Owners of Co-Owners having a majority of the total votes shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Council of Co-Owners where there is a quorum upon the affirmative vote of a majority of the total votes represented at such meeting. If any meeting cannot be held because a quorum is not present, the Co-Owners present, either in person or by proxy, may, as otherwise provided by law, adjourn the meeting to a time



not less than 48 hours nor more than 30 days from the time the original meeting was called. Notice in writing shall be given to all Co-Owners advising time and place of the resumed meeting. The quorum requirements for the resumed meeting shall be at least 25% of total votes.

Section 2. Annual Meeting. There shall be a meeting of the Council of Co-Owners on the third Tuesday of February of each year at 7:30 P.M. upon the Property or at such other reasonable place or time (not more than sixty [60] days before or after such date) as may be designated by written notice of the Board delivered to the Co-Owners not more than sixty (60) days nor less than ten (10) days prior to the date fixed for said meeting.

Section 3. Special Meetings. Special meetings of the Council of Co-Owners may be called at any time for the purpose of considering matters which, by the terms of the Articles, these By-Laws or the Declaration, require the approval of all or some of the Co-Owners, or for any other reasonable purpose. Said meetings shall be called by the President or by the Co-Owners having one-third (1/3) of the total votes and notice delivered not less than fifteen (15) days prior to the date fixed for said meeting. Said notice shall specify the date, time and place of the meeting and the matters to be considered thereat.

## ARTICLE V

### NOTICES

Section 1. Method for Giving Notice. Any notice permitted or required to be delivered as provided herein may be delivered either

personally or by mail. If delivery is made by mail, it shall be deemed to have been delivered seventy-two (72) hours after a copy of the same has been deposited in the United States mail, postage prepaid, addressed (a) to a Co-Owner at the address given by such Co-Owner to the Secretary of the Board for the purposes of service of such notice or (b) to the Townhome of such Co-Owner if no address has been given to the Secretary. Any address may be changed from time to time by notice in writing to the Secretary.

## ARTICLE VI

### POWERS

Section 1. Exercise of Powers. The corporate powers of the Council of Co-Owners shall be vested in, exercised by and under the authority of, a Board of Governors consisting of five (5) persons. The affairs of the Council of Co-Owners shall be controlled, managed and administered by said Board. The Board members shall be Co-Owners.

## ARTICLE VII

### ELECTION, TENURE AND PROCEEDINGS OF BOARD OF GOVERNORS

Section 1. Election. At the first annual meeting, the Co-Owners shall elect a Board of Governors, consisting of five (5) co-owners. Thereafter at each annual meeting, the Co-Owners shall elect members of the Board in the following manner: two members one year and three members the following year alternately. Each Co-Owner entitled to vote at any election may cumulate his votes and give one candidate a number of votes equal to the number of members of the Board to be elected, multiplied by the number of votes to

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ASSOCIATION PHASE II -  
SECRETARYS CERTIFICATE

THIS IS PAGE 4 OF 15 PAGES

REDUCTION 16X CAMERA DESIGNATION MRC1

which such Co-Owner is otherwise entitled, or distribute his/her votes on the same principle among as many candidates as he/she thinks fit. The candidates receiving the highest number of votes up to the number of members of the Board to be elected shall be deemed elected. All votes shall be cast by written ballot or by acclamation without objection. Board nominations may be made by a Nominating Committee or from the floor by any Co-Owner in attendance. A Co-Owner nominated from the floor must be in attendance and indicate a willingness to serve.

Section 2. Term and Removal. Board members shall serve for a term of two (2) years commencing on the first day of the month following the meeting at which they are elected or until their respective successors are elected, or until their death, resignation or removal, whichever is earlier; provided that if any Board member ceases to be a Co-Owner, his/her Board membership shall thereupon terminate. A Board member may not serve more than two (2) consecutive two (2) year terms and may not be eligible to rejoin the Board either as an elected or appointed member for one (1) year. Members appointed to complete an unexpired term of more than one (1) year shall be deemed to be eligible for election or appointment to serve only one (1) additional two (2) year term. Any Board member may resign at any time by giving written notice to the Secretary, and any Board member may be removed from office by vote of the Co-Owners; provided, that unless the entire Board is removed, an individual Board member shall not be removed if the number of votes cast against his/her

removal exceeds twelve and one-half percent (12-1/2%) of the total votes cast.

Section 3. Vacancies. Vacancies on the Board shall be filled by a majority of the remaining Board members though less than a quorum, and each Board member so elected shall hold office until a successor is elected by the Co-Owners. Upon tender of a resignation by a Board member, the Board shall have the power to elect a successor to take office at such time as the resignation becomes effective. The board member who has resigned may not participate in the election of a successor.

Section 4. Conduct of Business. Three (3) members of the Board shall constitute a quorum and, if a quorum is present, the decision of a majority of those present shall be the act of the Board. All actions taken by the Board must be recorded in the official minutes of the meeting. Meetings of the Board may be called, held and conducted in accordance with such regulations as the Board may adopt. The Board may also act without a meeting by unanimous written consent of the Board members.

#### ARTICLE VIII

##### POWERS AND DUTIES OF BOARD OF GOVERNORS

Section 1. Powers and Duties Set Forth in Declaration. The Board shall have the exclusive right and responsibility to perform diligently all of the obligations and functions of the Council of Co-Owners and the Board as set forth in the Declaration and shall

have all rights of the Council of Co-Owners in connection therewith.

Section 2. Accounting for Maintenance Fund. At the annual meeting, the Board shall present to the Council of Co-Owners a certified audit of the Maintenance Fund itemizing receipts and disbursements for the preceding calendar year, the allocation thereof to each Co-Owner, and the estimated maintenance for the coming calendar year. Within thirty (30) days after the annual meeting, said statement shall be mailed to each Co-Owner in the manner provided for giving notices hereunder. The Board shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Council of Co-Owners in a manner consistent with generally accepted accounting principles. The Board shall prepare a long term plan of facility replacement and provide for the orderly accumulation and maintenance of a reserve cash fund to defray costs of these replacements as needed.

Section 3. Other Books and Records. The Board shall cause to be maintained a complete record of all their minutes and acts and of the proceedings of the Council of Co-Owners. Such records and documents shall be kept and maintained in a manner consistent with reasonably prudent practice which would be applicable to a business for profit.

Section 4. Appointment and Removal of Officers. The Board shall appoint and remove at pleasure all officers, agents and employees of the Council of Co-Owners, prescribing their duties, fixing their compensation and requiring from them security or a fidelity bond for faithful performance of the duties to be prescribed

for them to the extent deemed reasonably necessary by the Board or required by the Declaration.

Section 5. Supervision of Officers. The Board shall supervise all officers, agents and employees of the Council of Co-Owners and see that their duties are properly performed.

## ARTICLE IX

### OFFICERS

Section 1. Enumeration of Officers. The officers of the Board of Governors shall be a President and Vice President, who shall at all times be members of the Board, and a Secretary, and a Treasurer, and such other officers as the Board may from time to time create by resolution.

Section 2. Term. The officers of the Board of Governors, except such officers as may be appointed in accordance with Sections 3 or 5 of this Article, shall be chosen annually by the Board and each shall hold his office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 3. Special Appointments. The Board may appoint such other officers as the affairs of the Council of Co-Owners may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office either with or without cause by the Board. Any officer may resign at any time by giving written notice to the

MRG1

Board, the President or the Secretary. Such resignation shall take effect at 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.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause may be filled in the manner prescribed in the By-Laws for regular appointment to such office. The appointee to such vacated office shall serve the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of Secretary or Assistant Secretary and Treasurer may be held by the same person. No person shall be appointed to more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

## ARTICLE X

### PRESIDENT

Section 1. Election. At their first meeting, the Board shall elect one of their number to act as President.

Section 2. Duties. The President shall:

- (a) preside over all meetings of the Co-Owners and of the Board;
- (b) sign as President all deeds, contracts and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;
- (c) call meetings of the Board whenever he deems it necessary

in accordance with rules and upon notice agreed upon by the Board. The notice period shall, with the exception of emergencies, in no event be less than three (3) days;

(d) have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Council of Co-Owners and discharge such other duties as may be required of him by the Board.

#### ARTICLE XI

##### VICE PRESIDENT

Section 1. Election. At its first meeting, the Board shall elect one of its members to act as Vice President.

Section 2. Duties. The Vice President shall:

- (a) act in the place and stead of the President in the event of his absence, inability or refusal to act;
- (b) exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

#### ARTICLE XII

##### SECRETARY AND ASSISTANT SECRETARY

Section 1. Election. At its first meeting, the Board shall elect a Secretary.

Section 2. Duties. The Secretary shall:

- (a) keep a record of all meetings and proceedings of the Board and of the members;
- (b) keep the corporate seal of the Council of Co-Owners and affix it on all documents requiring said seal;



- (c) serve or cause to be served such notices of meetings of the Board and the Council of Co-Owners required either by law or by these By-Laws;
- (d) keep or cause to be kept appropriate current records showing the Co-Owners together with their addresses;
- (e) sign as Secretary all deeds, contracts and other instruments in writing which have been first approved by the Board if said instruments require a second signature unless the Board has authorized another officer to sign in the place and stead of the Secretary by duly adopted resolution.

Section 3. Appointment and Duties of the Assistant Secretary.

The Board may, in its discretion, appoint an Assistant Secretary, who, in the case of absence, inability or refusal to act on the part of the Secretary, shall perform the duties thereof. The Assistant Secretary shall also perform such other duties as may be required by the Board.

ARTICLE XIII

TREASURER

Section 1. Election. At its first meeting, the Board shall elect a Treasurer.

Section 2. Duties. The Treasurer shall:

- (a) supervise the handling of receipts and deposit in such bank or banks as the Board may from time to time direct,

- all of the funds of the Council of Co-Owners;
- (b) be responsible for and shall supervise the maintenance of books and records to account for such funds and other assets of the Council of Co-Owners;
- (c) disburse and withdraw said funds as the Board may from time to time direct and in accordance with prescribed procedures.

#### ARTICLE XIV

##### SUBORDINATE OFFICERS

Section 1. Appointment. The Board may appoint such subordinate officers as it deems desirable from time to time.

Section 2. Duties. Such subordinate officers shall have duties that the Board may from time to time prescribe, including the right to act in the place and stead of such officers, other than the President, as the Board may designate.

#### ARTICLE XV

##### MISCELLANEOUS

Section 1. Inspection of Books and Records. The books, records and such papers as may be placed on file by the members of the Board shall, at all times during reasonable business hours, be open to the inspection of any Co-Owner.

Any Co-Owner may at any time at his own expense cause an audit or inspection to be made of the books and records of the Board. The Board, at the expense of the Maintenance Fund, shall obtain a certified audit of all books and records pertaining to the project

at no greater than annual intervals and furnish copies thereof to the co-owners within thirty (30) days of completion of said audit.

Section 2. Corporate Seal. The Council of Co-Owners shall have a seal in circular form having within its circumference the words "POST OAK LANE TOWNHOME OWNERS ASSOCIATION, PHASE II".

Section 3. Amendment of These By-Laws. By-Laws may be adopted, amended or repealed by the vote of a majority of a quorum present at a meeting of the Council of Co-Owners.

Section 4. Consent of Waiver of Notice. The transactions at any meeting of the Council of Co-Owners, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, in person or by proxy, if either before or after the meeting, each Co-Owner entitled to vote but not present thereat signs written waiver of notice, or a consent to the holding of such meeting or approval of the true and correct minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

OFFICE OF  
BEVERLY B. KAUFMAN  
COUNTY CLERK, HARRIS COUNTY, TEXAS  
CONDOMINIUM RECORDS OF COUNTY CLERK

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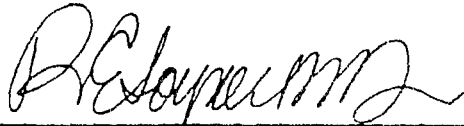
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ASSOCIATION PHASE II -  
SECRETARYS CERTIFICATE

THIS IS PAGE 6 OF 15 PAGES  
REDUCTION 16X CAMERA DESIGNATION MRG1

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS THAT:

The undersigned, Secretary of the Texas non-profit corporation known as POST OAK LANE TOWNHOME OWNERS ASSOCIATION, PHASE II, does hereby certify that the above and foregoing By-Laws were duly approved by the Council of Co-owners on 20 day of Feb., ~~1989~~ <sup>1990</sup> ~~1989~~, and reaffirmed by the Board of Governors of said Association on the 20 day of Mar, 1990, and that they now constitute said By-Laws.



Secretary

**EXHIBIT "C"**

AMENDMENT TO  
BY-LAWS  
FOR  
POST OAK LANE TOWNHOMES, PHASE II

WHEREAS, Post Oak Lane Townhomes, Phase II desires to amend its By-Laws to provide more effective management of the townhome owners association,

NOW THEREFORE, Post Oak Lane Townhomes, Phase II does hereby take the following action in accordance with procedures set out in the above referenced By-Laws:

ARTICLE VIII

Section 2, Accounting for Maintenance Fund is amended by adding the following sentence.

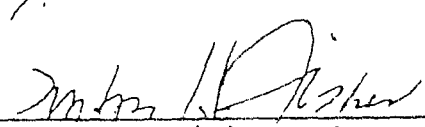
"Concurrent with the distribution to the Co-Owners of each coming year's annual budget, a Major Repairs Reserve Fund Plan and a revised five (5) year Schedule of Estimated Repairs shall be provided to all Co-Owners for their information."

This amendment shall be effective when adopted by the vote of a majority of a quorum present at a meeting of the Council of Co-Owners.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS THAT:

The undersigned, Secretary of the Texas non-profit corporation known as POST OAK LANE TOWNHOME OWNERS ASSOCIATION, PHASE II, does certify that the above and foregoing AMENDMENT TO BY-LAWS was duly approved by the Council of Co-Owners on the 19th day of February, 1991, and reaffirmed by the Board of Governors of said Association on the 27th day of February, 1991.

  
\_\_\_\_\_  
Burton H. Fisher, Secretary