

**CORPORATE CERTIFICATE
DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned certifies that he is the Attorney-in-Fact for Del Lago Section III Property Owners Association, Inc. (the "Association"). The Association is the property owners' association for del Lago Section Three, a subdivision in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the **Bylaws of Del Lago Section III Property Owners Association, Inc.**

Signed this 4 day of February, 2015.

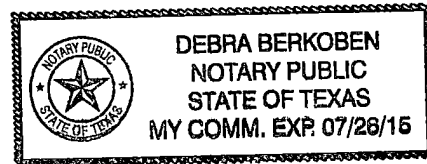
**DEL LAGO SECTION III PROPERTY OWNERS
ASSOCIATION, INC.**

By: *William P. Hamlin*
WILLIAM P. HAMLIN, President

STATE OF TEXAS §
COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED BEFORE ME on the 4 day of February, 2015, by WILLIAM T. HAMLIN, President of DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

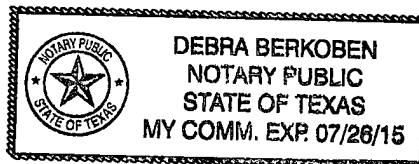
Debra Berkoben
NOTARY PUBLIC, State of Texas



THE STATE OF TEXAS §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 4 day of February, 2015, by WILLIAM T. HAMLIN, President of DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

Debra Berkoben
NOTARY PUBLIC, State of Texas



AFTER RECORDING RETURN TO:
The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301

BYLAWS OF
DEL LAGO SECTION III
PROPERTY OWNERS ASSOCIATION, INC.
A Texas Non-Profit Corporation
(Amended January 2015)

ARTICLE I

GENERAL

1. **APPLICABILITY.** These Bylaws provide for the governance of Del Lago Section III, a subdivision recorded in the Real Property Records of the County Clerk of Montgomery County.

2. **NAME.** The name of the corporation, which is the Association referred to in the Declaration of Covenants, Conditions, Assessments, Charges, Servitude's, Liens, Reservations, and Easements as filed in the Real Property Records of the County Clerk's office of Montgomery County, County Clerk's file number 8257208 (hereinafter referred to as the "Declaration"), and 8305387 as amended, and 8353871 as amended, and as may from time to time be further amended, is Del Lago Section III Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

OFFICES

1. **PRINCIPAL OFFICE.** The principal office of the corporation in the State of Texas shall be located in Montgomery County, Texas.

2. **REGISTERED OFFICE.** The registered office of the corporation in the State of Texas may be, but need not be the same as the principal office, and the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

1. **MEMBERSHIP.** Each person who is an owner as that term is defined in the Declaration, shall be a member of the Association. A member shall remain a member for the entire period of ownership. If title to the property of the owner is held by more than one person, the membership shall be shared in the same proportion as the title, provided this shall not create multiple memberships for one person. Membership does not include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate membership. Membership shall be appurtenant to ownership of a lot or reserve area in the Property and may be transferred only in connection with the transfer of title.

2. VOTING. Each member shall be entitled to one vote for each lot owned. Each member owning a reserve or a portion of a reserve shall be entitled to one vote for each assessment allocated to that reserve by the Board of Directors. Only one vote may be cast for each lot in the property even if a lot is owned by more than one person or entity. In the case of Time Interval Interest, the vote for each unit will be cast by an agent so registered with the Board.

3. PURPOSE. The Association shall have the responsibility of administering the affairs of the common areas of the property, establishing the means and methods of collecting the contributions to the common expenses, arranging for the management of the property, and performing all of the other acts that may be required by the Declaration. Except as provided in the Declaration, the administration of the foregoing acts shall be performed by the Board of Directors or committees appointed by the Board.

ARTICLE IV

DEFINITIONS

Unless the context otherwise states, the terms used herein shall have the same meanings as those terms defined in the Declaration. Additionally, the following terms shall have the following meanings:

"Eligible votes" shall mean those votes represented by the sum of all owners of lots and reserve areas.

"Total votes" shall mean those votes represented by the sum of owners of all lots and reserve areas.

"Officer" shall mean an individual who is elected by the Board of Directors to serve as President, Vice President, Secretary, Treasurer, or such other subordinate offices as the Board may determine necessary.

"Director" shall mean an individual who is elected by the members to serve as a member of the Board of Directors of the Association.

ARTICLE V

MEETINGS OF MEMBERS

1. ANNUAL MEETING. The regular meeting of the members shall be held once each year at a time and place set by the Board of Directors.

2. SPECIAL MEETINGS. Special meetings of the members for any purpose may be called by the President, or Secretary, or by the request of at least 10% of the members of the Association.

3. NOTICE OF MEETINGS. It shall be the responsibility of the Secretary to mail to each member of the Association a notice of each meeting or special meeting at least 10 but not more than 45 days in advance of the meeting. The notice shall state the purpose of the meeting as

well as the time and place of the meeting. Notices may be delivered personally or mailed to each member of record at his or her last known address; as such address appears on the books of the Association. It shall be the responsibility of each member to ensure that the Association has the correct address on file.

4. METHODS OF VOTING. The voting rights of a Member may be cast or given:
 - (1) in person or by proxy at a meeting of the Association;
 - (2) by absentee ballot; or
 - (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the Texas Property Code. All ballots shall be in writing and signed by the member, except for uncontested elections (e.g., one candidate to fill one director seat). Electronic ballots shall be considered valid if they originate from the person's email address on file with the Association and the person's name is typed in the email.

5. QUORUM. Except as provided elsewhere, the presence of members entitled to cast twenty-five percent (25%) of the eligible votes of the Association, in person, shall constitute a quorum. In the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

6. ELECTION VOTE TABULATORS. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the Texas Government Code, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

7. RECOUNT PROCEDURES. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the Texas Property Code.

8. ADJOURNMENT. Any meeting of the members may be adjourned from time to time by a majority vote of the members at such meeting, regardless of whether a quorum is

present. Any business transacted at such session shall be deemed valid as if such business was transacted at the original session.

9. CONDUCT OF MEETINGS. ROBERTS RULES OF ORDER shall govern conduct of all meetings of the members when not in conflict with the Declaration, these Bylaws, or Resolutions of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

1. BOARD OF DIRECTORS. The affairs of the Association shall be governed by a Board of Directors. The Board shall consist of not less than three (3) persons, nor more than an amount equal to 10% of the total members of the Association. No owner and his or her spouse may serve on the Board at the same time. Where a corporation or other entity owns a lot, such entity may be represented by any person so designated by proper proxy. Where a person or entity is the owner of more than one lot or reserve area, such person or entity may hold as many seats on the Board as number of lots or reserve areas owned. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve.

2. TERM OF OFFICE. Directors shall be elected for a term of three (3) years. The expiration of the term shall be fixed by the Board so that not more than 1/2 of the terms will expire in any one year.

3. REMOVAL OF DIRECTORS. At any regular or special meeting of the members duly called, any one or more of the members of the Board of Directors may be removed with or without cause by a majority vote of the members present at such meeting, and a successor may then and there be elected to fill the vacancy being created.

4. VACANCIES. Vacancies on the Board of Directors other than a vacancy created by paragraph 3 herein shall be filled by the appointment by the remaining members of the Board of Directors. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

5. COMPENSATION. Directors may not be compensated for their performance as a Director; however, Directors may be reimbursed for expenses actually incurred and approved by a majority of the remaining members of the Board.

6. OPEN BOARD MEETINGS. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of

individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

7. **MEETINGS WITH NOTICE TO MEMBERS.** Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

8. **MEETINGS WITHOUT NOTICE TO MEMBERS.** The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board 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 attention. The action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue.

9. **CONDUCT OF MEETINGS.** The president shall preside over all meetings of the Board and the Secretary shall keep a record of all business transacted at all meetings. A majority of directors shall constitute a quorum for the transaction of all business. A decision of the Board shall be by a majority of those directors present.

10. **POWERS AND DUTIES.** The Board of Directors shall manage the affairs of the Association and shall have all the powers necessary for the administration of the Association.

11. **COMMITTEES.** The Board may establish committees and designate authority to such committee as it deems necessary; provided however, a committee may not be formed for the purpose of architectural control. Architectural control shall be only administered by the Board of Directors.

ARTICLE VII

OFFICERS

1. DESIGNATION. The principal officers of the corporation shall be the President, Secretary, and Treasurer all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint a vice-president or other such subordinate officers as in its judgment may be necessary. No person may hold more than one office.

2. ELECTION OF OFFICERS. The officers shall be elected on the first regular meeting of the Board following the annual meeting and shall hold office until a successor is elected.

3. PRESIDENT. The president shall be the chief executive officer of the Association and shall preside at all meetings of the Association and Board of Directors. The president shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Texas Non-Profit Corporations Act, including, but not limited to, the power to appoint committees from and among the members from time to time as he in his discretion decide is appropriate to assist in the conduct of the affairs of the corporation.

4. VICE-PRESIDENT. The vice-president, if any, shall act in the absence of the president and shall have all powers, duties, and responsibilities provided for the president when so acting.

5. SECRETARY. The secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct.

6. TREASURER. The treasurer shall have such responsibilities as the Board may resolve. The treasurer will be responsible for collecting dues and fees, paying the Association's bills, filing federal and state financial reports, and, in consultation with the Board, prepare the proposed budget and dues assessments for the ensuing fiscal year. The treasurer will provide a written financial report to the membership at the first regular meeting following the end of the fiscal year and will advise the Board of fiscal balances and other financial matters at Board meetings.

7. AGREEMENTS, CONTRACTS, DEEDS, ETC. Except as otherwise provided herein all Agreements, Contracts, Deeds, and other such documents shall be executed by at least two (2) Board members of the Association. Disbursements of funds from the Association's Banking and any Savings accounts require the signatures of two (2) Board members on each check issued.

8. On an annual basis, the Board shall appoint two members of the Association, from two separate families, who are not currently an officer or Board member nor a person related to a current Association Board member within the third degree by consanguinity or affinity, as determined under Chapter 573 of the Texas Government Code, to audit the books of

the Association for the preceding fiscal year. The audit committee will report its findings to the Board upon completion and to the membership at the next regular or called meeting of the Association.

ARTICLE VIII

MISCELLANEOUS

1. OPERATING BUDGET. It shall be the duty of the Board of Directors to compute an operating budget in accordance with the Declaration and to make such budget available to the members at least 30 days prior to the effective date of such budget. The budget shall become effective unless within 30 days following the effective date of the budget at least 25% of the members sign a petition to convene a meeting to vote on the budget.

2. FINANCIAL INSTITUTIONS. All funds of the Association shall be maintained in one or more accounts in a financial institution which shall be insured by the Federal Government to the extent of the funds deposited in such institution.

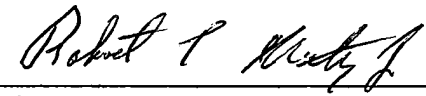
3. AMENDMENTS. The Board of Directors is expressly authorized to amend these Bylaws. In addition, these Bylaws may be amended by the affirmative vote, written consent, or any combination thereof, of the members holding a majority of the total vote of the Association. Notice of any meeting where an amendment to these Bylaws is proposed shall state that fact and the subject matter of the proposed amendment.

Executed this 4th day of February, 2015.

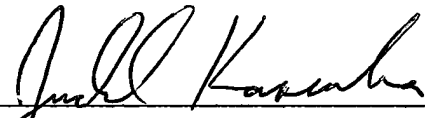
DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC.



Director



Director



Director

**RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS
OF
DEL LAGO SECTION III
PROPERTY OWNERS ASSOCIATION, INC.
REGARDING BYLAWS**

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

We the undersigned, being a majority of the members of the Board of Directors of Del Lago Section III Property Owners Association, Inc., a Texas non-profit corporation (the "Association") organized under the Texas Non-Profit Corporation Act, do by this writing approve the following resolution:

WHEREAS, Section 22.102 of the Texas Business Organizations Code provides as follows:

- A. The initial bylaws of a corporation shall be adopted by its board of directors or, if the management of the corporation is vested in its members, by the members.
- B. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the certificate of formation.
- C. A corporation's board of directors may amend or repeal the corporation's bylaws, or adopt new bylaws, unless:
 - (1) the certificate of formation or the Code reserves the power exclusively to the members in whole or in part;
 - (2) the management of the corporation is vested in its members; or
 - (3) the members in amending, repealing, or adopting a particular bylaw expressly provide that the board of directors may not amend or repeal that bylaw.

WHEREAS, the current Board of Directors desire to amend the bylaws for the Association.

NOW THEREFORE, the undersigned Board of Directors of the Association does hereby adopt the above and foregoing Bylaws to which this resolution is attached as the Bylaws of the Association.

This Resolution may be executed in multiple counterparts, which, when placed together shall constitute the fully executed original instrument.

Board of Directors

**DEL LAGO SECTION III PROPERTY
OWNERS ASSOCIATION, INC.**

Date: 2-4-15

[Signature]

Date: 2-4-15

[Signature]

Date: 2-4-15

[Signature]

ATTEST:

[Signature]
Secretary

FILED FOR RECORD

02/10/2015 10:51AM



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.

02/10/2015



County Clerk
Montgomery County, Texas