

BYLAWS
OF
HUNTERS LANDING
PROPERTY OWNERS ASSOCIATION, INC.
(Amended and Restated March, 2012)

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ARTICLE 1
OFFICE

1.01. Principal Office and Registered Agent

The principal office of the Association shall be located at:

11057 First Light
Montgomery, Texas 77356

The name and address of the Registered Agent of the Corporation as set forth in the Statement of Change filed on August 6, 2006 is:

Fred Seale
11106 Hunters Landing
Montgomery, TX 77356

1.02. Other Offices. The corporation also may have offices at such other places within Montgomery County, Texas, as the Board of Directors may from time to time determine or the business of the Association may require.

1.03. Change of Location. The Board of Directors may change the location of any office of the Association.

ARTICLE 2
DEFINITIONS

2.01. "Association" shall mean and refer to Hunters Landing Property Owners Association, Inc., its successors and assigns.

2.02. "Subdivision" shall mean and refer to that certain real property known as Hunters Landing, Section One, as depicted on the map or plat thereof, of record in Cabinet P, Sheet 54, of the Map Records of Montgomery County, Texas, and Hunters Landing, Section Two, as depicted on the map or plat thereof, of record in Cabinet W, Sheets 156 and 157, of the Map Records of Montgomery County, Texas, as such maps or plats may be amended from time to time, and such additions thereto as may hereafter be brought within the scheme of development of Hunters Landing Subdivision and the jurisdiction of the Association, including future sections, if any, of Hunters Landing.

2.03. "Common Area" shall mean all real property, if any, within the Subdivision, owned by the Association and dedicated for the common use and enjoyment of the Owners of property in the Subdivision.

2.04. "Lot" or "Lots" shall mean and refer to the numbered lots as shown on the plats of the Subdivision, any lot or tract resulting from the subdivision or re-subdivision of any Lot and any other tracts brought within the jurisdiction of the Association.

2.05. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Subdivision. In the event of an executory contract for installment sale or contract for deed covering any Lot, the "Owner" shall be the purchaser named in the contract. "Owner" does not include those persons or entities having an interest merely as security for the performance of an obligation, persons or entities who own only an easement, or those having an interest in the mineral estate only.

2.06. "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Hunters Landing, Section One, as filed in the Official Public Records of Real Property of Montgomery County, Texas, under Clerk's File No.2004-065106, together with any amendments or supplements thereto, and to any similar declaration applicable to other properties that may hereafter be brought within the scheme of development of Hunters Landing Subdivision and subjected to the jurisdiction of the Association.

2.07. "Member" shall mean and refer to those persons entitled to membership in the Association.

ARTICLE 3 QUALIFICATIONS FOR MEMBERSHIP

3.01. **Membership.** The membership of the Association shall consist of all the Owners of the Lots within the Subdivision or brought within the jurisdiction of the Association pursuant to the provisions and authority of said Restrictions, including contract purchasers. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation, persons or entities who own only an easement, or those having an interest in the mineral estate only. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

3.02. **Proof of Membership.** The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed, contract for deed or title insurance policy evidencing ownership of a Lot or Lots in the Subdivision. Such deed, contract for deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed, contract or policy.

3.03. **No Additional Qualification.** The sole qualification for membership shall be ownership of a Lot or Lots in the Subdivision. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Restrictions.

3.04. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the principal office of the Association.

ARTICLE 4 VOTING RIGHTS

4.01. Voting. Voting shall be on a one vote per Lot basis. The Owner or Owners of each Lot are entitled to one vote for each Lot owned in the Subdivision. If record title to a particular Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association but the voting rights appurtenant to each such Lot may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such Lot so owned at any meeting of the Members and such vote shall be binding and conclusive on all of the other co-owners of said Lot who are not present; provided, if one of the nonattending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Lot except upon notice of unanimous consent by all such co-owners being given to the Association. In the event more than one vote is cast for a single Lot by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void. No Member shall be eligible to vote on any matter, including the election of Directors, if such Member is in default in the payment of any fees, assessments or fines due the Association.

4.02. Classes of Membership. The Association shall have one (1) class of voting membership:

CLASS A. Class A Members shall be all Owners and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. 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.

4.03. Methods of Voting. The voting rights of a Member may be cast or given in person or by proxy at a meeting of the Association, by absentee or mailed ballot, or by electronic ballot by electronic mail or facsimile.

Any vote cast must be in writing and signed by the Member as required by Section 209.0058 of the TEXAS PROPERTY CODE. Electronic votes constitute written and signed ballots.

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.

4.04. Proxies. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such

Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

4.05. Quorum. The presence, either in person or by proxy, and those voting by any means provided in Section 4.03, at any meeting of Members entitled to cast at least twenty (20%) percent of the total eligible votes of the Association shall constitute a quorum for any action. Absentee, electronic and faxed ballots shall count for purposes of establishing 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 or mailed ballot or electronic or faxed ballot. For any purpose other than the election of Directors, if at any meeting of Members, the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (½) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than (60) days following the preceding meeting.

4.06. Required Vote. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, and those voting by absentee or mailed ballot or by electronic or faxed ballot, at a meeting at which a quorum is present shall be the act of the meeting of the Members, unless the vote of a greater number is required by statute, the Restrictions, the Articles of Incorporation or these Bylaws.

4.07. Cumulative Voting. Cumulative voting shall not be permitted.

4.08. 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.

4.09. Recount Procedures. An Owner 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.

ARTICLE 5 MEETINGS OF MEMBERS

5.01. Annual Meetings. The time, place, and date of the annual meeting of the Members of the Corporation, for the purpose of electing Directors and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors.. If the day fixed for the annual meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall use the election to be held at a special meeting of the Members as soon thereafter as possible.

5.02. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least ten (10%) percent of the total votes entitled to be cast by the Members.

5.03. Place. Meetings of the Members shall be held within the Subdivision or at a convenient meeting place as close thereto as possible as the Board may specify in writing.

5.04. Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing, personally delivering a copy of such notice or by other means at least ten (10) but not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting, 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, in the case of a special meeting, the nature of the business to be undertaken. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address last appearing on the books of the Association with postage thereon paid.

5.05. Action without Meeting. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

ARTICLE 6 BOARD OF DIRECTORS

6.01. Number. The affairs of the Association shall be managed by the Board of Directors consisting of no less than three (3) nor more than seven (7) persons. All Directors must be Members of the Association. The number of Directors comprising the Board of Directors may be increased or decreased within these limits by resolution of the Board. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

6.02. Term. Each Director shall serve a one (1) year term, or until his successor is elected and qualified.

6.03. Removal. Directors may be removed from office with or without cause by a majority of all of the votes entitled to be cast by the Members of the Association.

6.04. Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

6.05. Director Appointments. Any Board member whose term has expired must be elected by the Members of the Association. A Board member may be appointed by the Board only to fill a vacancy

caused by a resignation, death, or removal, as provided in these Bylaws. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

6.06. Compensation. No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses necessarily incurred by him in the performance of his duties.

6.07. Powers and Duties. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in these Bylaws or in the Restrictions or as set forth in the Articles of incorporation of the Association. In addition, the Board of Directors shall have the following powers and duties:

- 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;
- b. supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- c. as more fully provided in the Restrictions to:
 - (i) adjust the amount of the annual maintenance fund assessment against each lot;
 - (ii) send written notice of each assessment to every Owner subject thereto; and
 - (iii) foreclose the lien against any property for which assessments are not timely paid and/or bring an action at law against each Owner personally obligated to pay the same;
- d. issue, or to cause an appropriate office 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 conclusive evidence of such payment;
- e. procure and maintain, if possible, adequate liability and hazard insurance on property owned by the Association;
- f. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. cause the private roads and streets in the Subdivision to be maintained;

- h. cause the Common Area to be maintained;
- I. cause the Restrictions of the Subdivision to be enforced and administered;
- j. cause the architectural control of the Subdivision as set forth in the Restrictions;
- k. employ such accountants, attorneys, contractors or other persons or entities as the Board deems necessary to manage and administer the affairs of the Association;
- l. manage the affairs of the Association; and
- m. perform all acts and do all things provided for or contemplated to be done by the Association in the Restrictions and the Articles of Incorporation.

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as directors of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all instances, the directors shall not take any action that they should reasonably believe would be contrary to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

6.08. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote is considered present.

ARTICLE 7 NOMINATION AND ELECTION OF DIRECTORS

7.01. Nomination of Directors. Candidates for the Board of Directors of the Association may be nominated (i) by petition signed by eligible Members entitled to cast at least two (2) votes, provided such petition shall be received by the Secretary at least five (5) days before the annual meeting, or (ii) at the annual meeting by motion and second of eligible Members.

7.02. Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, and those voting by absentee or mailed ballot or by electronic or faxed ballot, may cast, in respect to each directorship to be filled, as many votes as they are entitled to

exercise under the provisions of the Restrictions. The nominees receiving the highest number of votes shall be elected. No Member may cumulate votes.

7.03. Rules and Procedures. The Board of Directors may adopt rules and procedures for the conduct of annual elections of Directors, provided that such rules and procedures are not inconsistent with these Bylaws.

ARTICLE 8 MEETINGS OF DIRECTORS

8.01. Regular Meetings. Regular meetings of the Board of Directors shall be held no less often than quarterly at such place and at such time as may be fixed from time to time by resolution of the Board. The first regular meeting of each new Board shall be held within twenty (20) days after the annual meeting of Members. Notice of the time and place of such meeting shall be mailed or delivered to each member of the Board of Directors not less than five (5) nor more than fifteen (15) days before the date of the meeting. No notice of regular meetings of the Board of Directors (except for first regular meeting of each new Board) shall be required.

8.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President and Secretary of the Board of Directors or by any two Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than five (5) days (except in the case of emergencies), or more than fifteen (15) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or telegram to each Director at his address as shown in the records of the Association.

8.03. Meeting 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 by posting the notice on an Internet website maintained by the Association, and (ii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

8.04. Meetings Without Notice. 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.

8.05. Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors as fixed by these Bylaws.

8.06. Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Articles of Incorporation or these Bylaws requires the vote of a greater number.

8.07. Open Board Meetings; Executive Session. 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.

ARTICLE 9 COMMITTEES

9.01. Appointed by Board of Directors. The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint to such other committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all Members of each such committee must be a Member of the Association.

9.02. Authority of Committees, The Board of Directors may grant to any committee thus established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

9.03. Discharge of Committees and Committeemen. The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeman appointed to any committee.

ARTICLE 10 OFFICERS

10.01. Enumeration of Officers. The Officers of the Association (who, except for the Treasurer, shall at all times be members of the Board of Directors) shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02. Term. The Officers of this Association shall be elected annually by the Board of Directors and each shall hold office for a term of one year, unless such officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03. Resignation and Removal. Any Officer may resign at any time by giving written notice to the 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. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

10.04. Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

10.05. Compensation. No Officer, except for the Treasurer, shall receive any compensation for services rendered to the Association. An Officer may, however, be reimbursed by the Board of Directors for actual expenses necessarily incurred by such Officer in the performance of his duties.

ARTICLE 11 PRESIDENT

11.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members to act as President.

11.02. Duties. The President shall:

- a. Preside over all meetings of the Members 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 on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than five (5) days; and

- d. Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

**ARTICLE 12
VICE PRESIDENT**

12.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its members to act as Vice President.

12.02. Duties. The Vice President shall:

- a. Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act; and
- 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 13
SECRETARY**

13.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary. The Secretary need not be a member of the Board.

13.02. Duties. The Secretary shall:

- a. Keep a record of all meetings and proceedings of the Board and of the Members;
- b. Keep the seal of the Association, if any, and affix it on all papers requiring said seal;
- c. Serve such notices of meetings of the Board and the Members required either by law or by these Bylaws;
- d. Keep appropriate current records showing the members of this Association together with their addresses; and
- 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 Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

**ARTICLE 14
TREASURER**

14.01. Election. At the first meeting of the Board immediately following the annual meeting of the members, the Board shall elect a Treasurer. The Treasurer need not be a member of the Board. The Treasurer may be paid reasonable compensation, as determined by the Board of Directors, for the performance of his duties as Treasurer.

14.02. Duties. The Treasurer shall:

- a. Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;
- b. Be responsible for, and supervise the maintenance of, books and records to account for such funds and other Association assets;
- c. Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures; and
- d. Prepare and distribute the financial statements for the Association required by the Restrictions.

**ARTICLE 15
LIMITATION OF LIABILITY OF DIRECTORS
AND OFFICERS AND INDEMNIFICATION**

To the full extent permitted by applicable law, no Director or Officer of the Association shall be liable to the Association or its Members for monetary damages for an act or omission in such Director's capacity as a Director or Officer of the Association, except that this Article 15 does not eliminate or limit the liability of a Director or Officer of the Association for:

- a. A breach of such Director's or Officer's duty of loyalty to the Association or its members;
- b. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- c. A transaction from which such Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such Director's or Officer's office; or
- d. An act or omission for which the liability of such Director or Officer is expressly provided for by statute.

Any repeal or amendment of this Article by the members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer

of the Association existing at the time of such repeal or amendment. In addition to the circumstances in which a Director or Officer of this Association is not personally liable as set forth in the foregoing provisions of this Article 15, a Director or Officer shall not be liable to the full extent permitted by an amendment to the Texas Business Organizations Code or other statute hereafter enacted that further limits the liability of a Director or Officer. To the full extent permitted by applicable law, the Associations shall indemnify any Director or Officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorney fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or Officer and shall advance to such person such reasonable expenses as are incurred by him to connection therewith. The rights of Directors and Officers set forth in this Article shall not be exclusive of any other right which Directors or Officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article, the terms "Director and "Officer" shall mean any persona who is or was a Director or Officer of the Association and any person who, while a Director or Officer of the Association, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE 16 BOOKS AND RECORDS

16.01. Maintenance. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

16.02. Inspection. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

ARTICLE 17 AMENDMENTS

17.01. Amendments. The Board of Directors may alter, amend or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall be given in or before notice of the first Members' meeting following their adoption.

**ARTICLE 18
CONFLICTS**

18.01. Restrictions Govern. In the event of a conflict between the provisions of these Bylaws and the Restrictions, the terms and provisions of the Restrictions shall prevail.

ATTESTATION

Adopted by the Board of Directors on this _____ day of March, 2012.

Director

Director

Director

Director

Director

ATTEST:

Secretary