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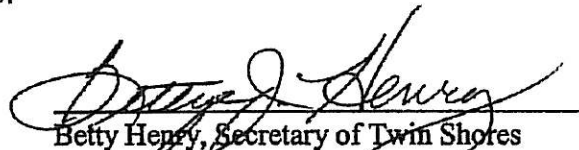
CORPORATE SECRETARY'S CERTIFICATE
TWIN SHORES PROPERTY OWNERS ASSOCIATION, INC.

The undersigned certifies that she is the duly appointed and acting Secretary of Twin Shores Property Owners Association, Inc., (the "Association"). The Association is the property owners' association for Twin Shores Subdivision, Section One and Twin Shores Subdivision, Section Two, both of which are subdivisions in Montgomery County, Texas, according to the map or plat thereof of record in Volume 9, Page 103 of the Map Records of Montgomery County, Texas and Volume 9, Page 104 of the Map Records of Montgomery County, Texas, respectively (the "Subdivision").

The Subdivision is subject to certain dedications, covenants and restrictions (the "Restrictions") set out in the recorded plat of the subdivisions and as set out in the Restrictions and Covenants applicable to Twin Shores Subdivision, Sections One and Two, dated March 23, 1972, of record in Volume 768, Page 432 of the Deed Records of Montgomery County, Texas.

The Association is a Texas non-profit corporation, and a true and correct copy of the Association's current By-Laws is attached to this certificate as Exhibit "A". Also attached to this Certificate, as Exhibit "B" is a true and correct copy of the Association's Architectural Control Committee Guidelines/Subdivision Construction Site Requirements.

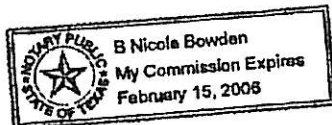
Signed this 30th day of ^{December} ~~November~~, 2003.

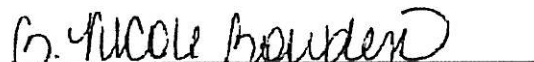

Betty Henry, Secretary of Twin Shores
Property Owner's Association, Inc.

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

Sworn to and subscribed to before me on the 30th day of ^{December} ~~November~~, 2003, by Betty Henry.

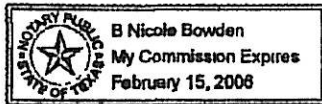



Notary Public in and for the State of Texas

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 3rd day of ^{December}~~November~~, 2003, by Betty Henry, Secretary of Twin Shores Property Owner's Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



B. Nicole Bowden
Notary Public in and for the State of Texas

BYLAWS

OF

TWIN SHORES PROPERTY OWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is TWIN SHORES PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the "Association."

The principal office of the Association shall be located at 3056 W. Shore Drive, Willis, Texas 77378, but meetings of the members and directors may be held at such places within the State of Texas, County of Montgomery, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for TWIN SHORES SUBDIVISION, Sections 1 and 2.

Section 2. "Association" shall mean and refer to TWIN SHORES PROPERTY OWNERS ASSOCIATION, a Texas non-profit corporation, its successors and assigns.

Section 3. "The Subdivision" shall mean and refer to TWIN SHORES SUBDIVISION, Section 1 and Section 2, according to the map and/or plat of said Subdivision, Montgomery County, Texas.

EXHIBIT "A"

Section 4. "Lot" shall mean and refer to any portion of the Properties in the Subdivision which is deemed to be a Lot under the terms of the Declaration or any Supplemental Declaration.

Section 5. "Owner" and "Owners in the Subdivision" shall mean and refer to those persons and entities deemed to be Owners under the terms of the Declaration and all Supplemental Declarations.

Section 6. "Members" and/or "Member" shall mean and refer to all property Owners in the Subdivision.

ARTICLE III

MEETING OF MEMBERS

Section 1. Place of Meetings. All meetings of members shall be held at the principal office of the Association, or at such other place within Montgomery County, Texas as may be designated by the Board of Directors or officer or member(s) calling the meeting.

* Section 2. Annual Meetings. The first regular meeting of the members of the Association shall be held on the first Monday in May of each year beginning in 1983, at 6:00 p.m. at the principal office of the Association. If such

date for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. The Board of Directors may postpone the time of holding the annual meeting of members for such period not exceeding ninety (90) days as they deem advisable (and an annual meeting which is so postponed or for any other reason not held on the date provided above (or on the first day following which is not a legal holiday) is herein referred to as a "delayed annual meeting"). Failure to hold the annual meeting at the designated time shall not work a dissolution of the Association nor impair the powers, rights, and duties of the Association's officers and directors.

* Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors. Special meetings of members may also be called by the Secretary upon written request of the members who are entitled to vote one-fifth (1/5) of all of the votes to be cast at such meeting. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on thereat.

* Section 4. Notice of Meeting. No notice of the annual or regular meeting of the members is required. Written notice of all special meetings stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the meeting to the then members of record entitled to vote at such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the Association, with postage thereon prepaid. If, at any time, there are more than one-thousand (1,000) members of the Association, the notice of all special meetings and delayed annual meetings may be provided by publication in a newspaper of general circulation in Montgomery County, Texas, or in the County where the principal office of the Association is located. The notice shall state the day, place and hour of the meeting and the purpose or purposes for which the meeting is called.

Section 5. Quorum. The presence at the meeting of members entitled to vote or represented by proxy of one-fifth (1/5) or more of the votes of the membership shall constitute a quorum at a meeting of members for any action. If a quorum is not present or represented, a majority in interest of the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The vote of the members holding a majority of the votes entitled to be cast and thus represented at a meeting at which a quorum is present shall

be the act of the members' meeting unless the vote of a greater number is required by law, the Articles of Incorporation, the Declaration, or these bylaws.

Section 6. Proxies. At all meetings of members, each member who is entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease should membership in the Association cease.

Section 7. Voting Rights. Members shall be entitled to one vote for each Lot in the³ Subdivision in which they hold the interest required for membership by the Declaration or the Supplemental Declaration which includes such Lot as a part of the Properties described therein. When more than one person holds such interest in any Lot, all such persons shall be Members, and 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 each Lot.

Section 8. Officers at Meetings. Meetings of the Members shall be presided over by the President or, if he is not present, by any one of the Vice Presidents. The Secretary shall act as the Secretary of the meeting, if present.

ARTICLE IV

BOARD OF DIRECTORS

* Section 1. Board of Directors. The business and property of the Association shall be managed and controlled by a Board of Directors consisting of five (5) members. Such number may be increased or decreased by amendment of these

bylaws, provided that no decrease shall effect the shortening of the term of any incumbent director. Unless sooner removed in accordance with these bylaws or until the Association has received a written resignation, members of the Board of Directors shall hold office until the next annual election occurring after their respective terms of office expire, and until their successors have been elected and qualified.

Section 2. Qualifications. Directors must be Members of the Association. No more than one member of a household shall serve as a director at the same time. (amended 2-4-98)

Section 3. Vacancies. Any vacancies occurring in the Board of Directors, including vacancies resulting from any increase in the number of directors, may be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the entire Board, and the Directors so elected shall hold office until the next annual election occurring after their respective terms of office expire and until their successors are elected and have qualified.

Section 4. Term of Office. The Directors shall be classified with respect to the time for which they hold office by dividing them into five (5) positions. Each position shall consist of one (1) Director, and each Director shall hold office until his successor shall be elected and shall qualify.

The Directors for Positions One (1) and Two (2) shall be elected for a term of three (3) years; the Director for Position Three (3) shall be elected for a term of two (2) years; and the Directors for Positions Four (4) and Five (5) shall be elected for a term of one (1) year. At each annual meeting of the members of the Association occurring thereafter, the members shall elect the successors to the Directors' positions whose terms(s) shall expire that year, such Directors to serve for the terms designated. Any director who has served for three consecutive years will be required to wait one year in order to be eligible to run for another term.

Section 5. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting.

* Section 6. Election. Election of members of the Board of Directors will be at the annual meeting of the members and may be by secret written ballot or by such other manner as may be approved by the Board of Directors. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of Article III, Section 7. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 7. Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Texas, at whatever place is specified by the officer or Director calling a meeting. In the absence of specific designation, the meeting shall be held at the principal office of the Association.

Section 8. Regular Meetings. The Board of Directors shall meet each year immediately following the annual meeting of the Members, at the place of such meeting, for the transaction of such business as may be properly brought before it. No notice of annual meetings need be given to either old or new members of the Board of Directors. Regular meetings may be held at such other times as shall be designated by the Board of Directors.

* Section 9. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President, or any two Directors. Notice shall be sent by mail or telegram to the last known address of each Director at least seven (7) days before the meeting. Oral notice may be substituted for such written notice if given not later than one (1) day before the meeting. Notice of the time, place, and purpose of such meeting may be waived in writing before or after such meeting, and shall be equivalent to the giving of notice. Attendance of a Director at such meeting shall also constitute a waiver of notice thereof, except where he attends for the announced purpose of objecting to the transaction of any business on

the grounds that the meeting is not lawfully called or convened. Except as otherwise provided, neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

* Section 10. Quorum. A majority of the number of Directors fixed by these bylaws as from time to time amended shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Removal. Any Director may be removed, either for or without cause, at any special meeting of Members by a majority affirmative vote of the Members. The notice calling such meeting shall give notice of the intention to act upon such matter, and if the notice so provides, the vacancy caused by such removal may be filled at such meeting by a majority vote of the Members. For cause, a Director may be removed at any meeting of Directors by the affirmative vote of a majority of the Directors then in office.

~~*~~ Section 12. Power of the Board of Directors. The Board shall have the power to:

(a) suspend the voting rights and right to the use of any facilities or services provided by the Association for a member during any period in which such member shall be in default in the payment of any assessment, including the regular annual maintenance charge, and special assessments (if any), levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for infraction of rules governing use of the amenities and regulations adopted and published by the Board;

(b) exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration or any Supplemental Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board; and

(d) employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe

their duties and the terms of employment or services.

Section 13. Duties of the Board of Directors. It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) levy the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

(d) adopt rules and regulations governing the use of the recreational facilities;

(e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid; a reasonable charge may be made by the Board for the issuance

of these certificates; if a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and

(g) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE V

OFFICERS AND THEIR DUTIES

* Section 1. Officers. The officers of this Association shall be a President, who at all times shall be a member of the Board of Directors; a Vice President or Vice Presidents; a Secretary; and a Treasurer, and such other officers as the Board may from time to time by resolution create, all of whom shall hold office for one year and until their successors are elected and qualified. Two or more offices may be held by the same person, except that no person may simultaneously hold both the office of President and the office of Secretary, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Articles of Incorporation, the Declaration or these bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each meeting of the members.

Section 3. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Association, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

* Section 5. President. It shall be the duty of the President to preside at all meetings of the members and all meetings of the Board of Directors of the Association; to sign all deeds, conveyances, releases, mortgages; and, to co-sign all checks and promissory notes.

Section 6. Vice President. The Vice President shall assist the President in the discharge of his duties and in the absence of the President preside at meetings of the Members of the Board. The Vice President may perform the usual and customary duties that pertain to such office (but not

unusual or extraordinary duties or powers conferred by the Board of Directors upon the President), and, under the direction and subject to the control of the Board of Directors, to co-sign all checks and promissory notes, and such other duties as may be assigned to him.

* Section 7. Secretary. It shall be the duty of the Secretary to attend all meetings of the Members and Board of Directors and record correctly the proceedings had at such meetings in a book suitable for that purpose. It shall also be the duty of the Secretary to keep the corporate seal of the Association and affix it to all papers requiring said seal, serve notice of meetings of the Board and of the Members; keep appropriate current records showing the members of the Association together with their addresses; and, shall perform such other duties as may be designated by the Board. The duties of the Secretary may also be performed by any assistant Secretary. In the absence of the appointment of a Treasurer for the Association, the Secretary shall perform the duties of the Treasurer.

Section 8. Treasurer. The Treasurer shall keep such monies of the Association as may be entrusted to his keeping and account for the same. He shall co-sign all checks and promissory notes. He shall be prepared at all times to give information as to the condition of the Association and shall

make a detailed annual report of the entire business and financial condition of the association. The person holding the office of Treasurer shall also perform, under the direction and subject to the control of the Board of Directors, such other duties as may be assigned to him. The duties of the Treasurer may also be performed by any Assistant Treasurer.

Section 9. Delegation of Authority. In the case of any absence of any officer of the Association, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of such officer or to any other officer or to any Director, employee, member, or agent for whatever period of time seems desirable, providing that a majority of the entire Board concurs therein.

ARTICLE VI

MISCELLANEOUS PROVISIONS

~~*~~ Section 1. Amendments. These bylaws may be altered or repealed at any regular meeting of the members or at any special meeting of the members at which a quorum is present or represented, provided notice of the proposed alteration or repeal be contained in the notice of such special meeting, by the affirmative vote of a majority of the votes entitled to be cast at such meeting and present or represented thereat, or by the affirmative vote of a majority of the Board of Directors

Association any regular meeting of the Board or at any special meeting of the Board if notice of proposed alteration or repeal be contained in the notice of such special meeting, except that the Trustees shall not alter, amend, or repeal any bylaw, or enact any bylaw in conflict with a bylaw, adopted by the members after the original adoption of these bylaws.

Section 2. Waiver. Whenever, under the provisions of any law, the Articles of Incorporation or amendments thereto, the Restrictions, or these bylaws, any notice is required to be given to any member, Director, or committee member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Offices. The principal office of the Association shall be designated by resolution of the Board of Directors. The Association may also have offices at such other places as the Board of Directors may, from time to time designate or as its business may require.

Section 4. Resignations. Any Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Association. The acceptance of a resignation shall not be

necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Seal. The Association shall adopt a seal for its use with the name of the Association impressed thereon.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members or Directors 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 or Directors, as the case may be, who are entitled to vote on the matter, and such consent shall have the same force and effect as a unanimous vote thereon. The signed consent shall be placed in the minute book.

Section 7. Books and Records. The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member or Director. The Restrictions, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member or Director at the principal office of the Association, where copies may be purchased at reasonable cost.

Section 8. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 9. Fiscal Year. The fiscal year of the Association shall be determined and established by the Board of Directors by appropriate resolution.

EXECUTED this 7th day of April, 1983, by all of


the Directors of TWIN SHORES PROPERTY OWNERS ASSOCIATION.


Mr. Ronald R. Bolian


Mr. Wylie J. Dawson


Mrs. Nora Even


Mr. Cliff Golden


Mr. Hal Hope



RECORDS MEMORANDUM
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or ink copy, discolored paper, etc. All blackouts, deletions and changes were present at the time instrument was filed and recorded