

BYLAWS

OF

**PROPERTY OWNERS ASSOCIATION OF
PARK PLACE SUBDIVISION, INC.**

(Amended and Restated November 2011)

BYLAWS OF
PROPERTY OWNERS ASSOCIATION OF
PARK PLACE SUBDIVISION, INC.
(Amended and Restated November 2011)

TABLE OF CONTENTS

ARTICLE 1

Offices

- 1.01 Principal Office
- 1.02 Other Offices
- 1.03 Change of Location

ARTICLE 2

Definitions

ARTICLE 3

Membership

ARTICLE 4

Voting Rights

- 4.01 Voting
- 4.02 Methods of Voting
- 4.03 Proxies
- 4.04 Quorum
- 4.05 Required Vote
- 4.06 Cumulative Voting

ARTICLE 5

Meetings of Members

- 5.01 Annual Meetings
- 5.02 Special Meetings

- 5.03 Place
- 5.04 Notice of Meetings
- 5.05 Order of Business at Meetings

ARTICLE 6

Board of Directors

- 6.01 Number
- 6.02 Term
- 6.03 Election Vote Tabulators
- 6.04 Recount Procedures
- 6.05 Removal
- 6.06 Vacancies
- 6.07 Compensation
- 6.08 Powers and Duties
- 6.09 Actions of Board of Directors

ARTICLE 7

Nomination and Election of Directors

- 7.01 Nomination of Directors
- 7.02 Election
- 7.03 Rules and Procedures

ARTICLE 8

Meetings of Directors

- 8.01 Regular Meetings
- 8.02 Special Meetings
- 8.03 Notice of Meetings to Members
- 8.04 Meetings without Notice to Members
- 8.05 Quorum
- 8.06 Voting Requirement
- 8.07 Open Meetings

ARTICLE 9

Committees

- 9.01 Committees

- 9.02 Authority of Committees
- 9.03 Discharge of Committees and Committeepersons

ARTICLE 10

Officers and Their Duties

- 10.01 Enumeration of Officers
- 10.02 Term
- 10.03 Resignations and Removal
- 10.04 Multiple Offices
- 10.05 Compensation
- 10.06 Duties

ARTICLE 11

Books and Records

- 11.01 Maintenance
- 11.02 Inspection

ARTICLE 12

Amendments

ARTICLE 13

Conflicts

ARTICLE 1

OFFICES

1.01. Principal Office. The principal office of the Association shall be located at 592 Stonewall Jackson Bend, Conroe, Texas 77302-3094.

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 Property Owners Association of Park Place Subdivision, Inc., its successors and assigns.

2.02. "Subdivision" shall mean and refer to that certain residential subdivision known as Property Owners Association of Park Place Subdivision, Inc., Section 1, in Montgomery County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, including future sections, if any, of Property Owners Association of Park Place Subdivision, Inc.

2.03. "Common Area" shall mean all real property 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, any consolidation of two (2) or more lots or tracts or portions of two (2) or more lots or tracts which have been combined to form one (1) building site, 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 seller 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 restrictions applicable to the Subdivision recorded in Office of the County Clerk, Montgomery County, Texas, under file number and film code No. 9404830 (945-01-0390) of the Official Public Records of Montgomery County, Texas, and any amendments thereafter or such other restrictions created by additional properties dedicated to the subdivision by the developer.

2.07. "Member" shall mean and refer to those persons entitled to membership in the Association as set out in the Articles of Incorporation of the Association.

ARTICLE 3

MEMBERSHIP

Membership. Each and every Owner of a fee or fee interest in a residential lot in the Subdivision and all additions or annexations thereto shall automatically, upon becoming such an Owner, be a Member of the Association and shall remain a Member thereof until his ownership ceases for any reason at which time his membership in the Association shall automatically cease as provided in these bylaws, whichever shall occur earlier. The foregoing is not intended to include persons or entities who own an interest merely as security for the performance of an obligation. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of each residential Lot and may not be separated from such ownership.

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 non-attending 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.

4.02. Methods of Voting. At all meetings of Members, 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. Any vote cast must be in writing and sign 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.

4.03. Proxies. All proxies shall be utilized by any Member in accordance with the Resolution of the Board of Directors of Property Owners Association of Park Place Subdivision, Inc. regarding Members' Use of Membership Proxies at Membership Meetings.

4.04. Quorum. The presence, either in person, or by proxy, at any meeting, of eligible Members entitled to cast at least twenty (20%) percent of the total eligible votes of the Association shall constitute a quorum for any action. An absentee or electronic ballot shall be counted as an Owner present and voting for the purpose of establishing a quorum for items appearing on the ballot. 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.

4.05. Required Vote. The vote of the majority of the votes entitled to be cast by the Members, at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by statute, the Restrictions, the Articles of Incorporation or these Bylaws.

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

ARTICLE 5

MEETINGS OF MEMBERS

5.01. Annual Meetings. The annual meeting of the Members of the Association shall be

held at the hour of 10:00 a.m. on the second (2nd) Saturday in January of each year. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the following Saturday.

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 forty (40%) percent of all the Members entitled to vote.

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 or personally delivering a copy of such notice at least ten (10) but not more than sixty (60) 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. Order of Business at Meetings. The order of business at all meetings of the Members shall be as follows:

- (1) Roll call;
- (2) Proof of notice of meeting or waiver of notice;
- (3) Reading of Minutes of preceding meeting;
- (4) Reports of officers;
- (5) Reports of committees;
- (6) Election of directors;
- (7) Unfinished business; and
- (8) New business.

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) persons. The number of Directors comprising the Board of Directors may be increased by resolution of the Board.

6.02. Term. At each annual meeting of Members, Directors will be elected for the position whose term of office expires at that meeting, and they will hold office until the second annual meeting of Members after their election and until their successors are elected and qualified.

6.03. 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.

6.04. Recount Procedures. Members 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.

6.05. 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 eligible Members of the Association.

6.06. 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.

6.07. 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 incurred by him in the performance of his duties.

6.08. 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. regarding the Annual Maintenance Charge and any other authorized assessments provided for in the Restrictions, to:

- (1) adjust the amount of the Annual Maintenance Charge and assessments against each lot as and to the extent permitted by the Restrictions;
 - (2) send written notice of each assessment to every Owner subject thereto; and
 - (3) foreclose the lien against any property for which Annual Maintenance Charges or 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 Common Area to be maintained;
- h. cause the Restrictions of the Subdivision to be enforced and administered;
- i. cause the architectural control of the Subdivision as set forth in the Restrictions to be enforced and administered;
- j. adopt and publish rules, regulations, and operating guidelines, and make residents aware of City Codes which will govern and guide the actions of the Board, committees and residents of the Subdivision;
- k. exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictions;
- l. 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 of Directors;
- m. borrow money, without personal liability on the part of the Directors, for the purposes of the Association, including giving as security liens or deed of trust on personal or

real property, including funds thereon in the future paid into the Association. However, granting such liens or deeds of trust requires consent of two thirds (2/3) of the Members eligible to vote;

- n. employ such accountants, attorneys, contractors or other persons or entities as the Board deems necessary to manage and administer the affairs of the Association;
- o. generally manage the affairs of the Association;
- p. exercise all powers and authority granted to property owners association by Section 204.010 of the TEXAS PROPERTY CODE; and
- q. perform all acts and do all things provided for or contemplated to be done by the Association in the Restrictions and/or 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.

6.09. 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. Nomination for election to the Board of Directors of the Association shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual

meeting of the Members to serve for one year and announced at the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but no less than the number of vacancies that are to be filled.

7.02. Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, 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.

8.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President 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 three (3) days (except in the case of emergencies).

8.03. Notice of Meetings 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 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.

8.04. 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.

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 Meetings. Regular and special Board meetings shall be open to Members, provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion and 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 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. Committees. The Members of the Association shall appoint an Architectural Control Committee, as provided in the Restrictions. The Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Directors 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 Committeepersons. The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeperson appointed to any committee.

ARTICLE 10

OFFICERS AND THEIR DUTIES

10.01. Enumeration of Officers. The Officers of the Association (who 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 office of President.

10.05. Compensation. Officers shall not receive compensation for services rendered to the Association.

10.06. Duties. The duties of the officers are as follows:

a) 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 three (3) 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 as authorized by the Texas Non-Profit Corporation Act.

b) 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.

c) 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.

d) 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 11

BOOKS AND RECORDS

11.01. 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.

11.02. Inspection. The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, all rules and regulations promulgated by the Board of Directors, 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, in accordance with the Association Records Production Policy.

ARTICLE 12

AMENDMENTS

Amendments. These bylaws may be amended by majority vote of the Board of Directors, or at a regular or special meeting of the Members by a majority of the votes of a quorum of votes present in person or by proxy.

ARTICLE 13

CONFLICTS

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

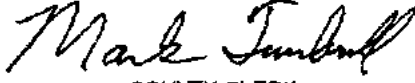
Adopted by the Board of Directors on this 15th day of November, 2011.

**PROPERTY OWNERS ASSOCIATION OF
PARK PLACE SUBDIVISION, INC.**

By: Chrissie West
CHRISSIE WEST, President

FILED FOR RECORD

01/09/2012 10:24AM



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.

01/09/2012



County Clerk
Montgomery County, Texas