

FAIRMONT PARK HOMES ASSOCIATION, INC.

B Y - L A W S

ARTICLE I

Name of Corporation

Section 1. Name. This ~~non-profit~~ corporation shall be known as "Fairmont Park Homes Association, Inc."

ARTICLE II

Purposes and Objects

Section 1. Purposes and Objects. This corporation is organized for the purpose of supporting a benevolent undertaking, namely conducting safety campaigns and health campaigns for the residents of all sections of Fairmont Park Addition, an addition in Harris County, Texas (the term "Fairmont Park Addition" as used herein, shall include ³ ~~all~~ sections of Fairmont Park ~~and of~~ Fairmont Park West), ^{HERE AFTER KNOWN AS "FAIRMONT PARK ADDITION"} in furtherance of which this corporation may engage in the following activities, which shall be deemed to be within the scope of the purpose for which it was chartered:

INSERT BOUNDRIES

(a) This corporation may care for vacant, unimproved and unkempt lots in Fairmont Park Addition and remove therefrom and destroy grass, weeds, rodents and any unsightly and obnoxious thing and do any other thing or cause such labor to be performed as may be deemed necessary or desirable to keep the property within Fairmont Park Addition and the land contiguous and adjacent

thereto neat and in good order. ^{OTHERWISE BRING INTO COMPLIANCE WITH DEED & CODES AS WELL AS COLLECT ALL MONIES FOR COST OF THIS ENDORSE.}

(b) ~~This corporation may assess and collect charges and enforce or~~ aid in the enforcement of restrictions, conditions and covenants existing upon and created for the benefit of any and/or all of the real property situated in Fairmont Park Addition over which this corporation has or may acquire jurisdiction and pay all expenses incidental thereto, and may make decisions and rulings regarding the use and improvement of such real property and enforce such decisions and rulings and pay all expenses in connection therewith.

(c) This corporation may make provision for garbage and rubbish collection and disposal within all sections of Fairmont Park Addition.

(d) This corporation may make provision for police protection within all sections of Fairmont Park Addition.

(e) This corporation may make provision for street lighting within

all sections of Fairmont Park Addition.

(f) This corporation may make necessary arrangements for city bus service for Fairmont Park Addition, even to the extent of subsidizing such service.

The activities of this corporation shall be limited to all areas presently within Fairmont Park Addition and to such other areas as may, through the operation of conditions, covenants, restrictions, easements and reservations, hereafter be incorporated in Fairmont Park Addition and placed under or submitted to the jurisdiction of this corporation and be accepted by this corporation as within the jurisdiction of this corporation.

ARTICLE III

Membership of Corporation

Section 1. Membership. From and after the effective date of these bylaws, the members of this corporation shall be all owners of record of improved and unimproved building sites as shown on the maps or plats of all sections of Fairmont Park Addition heretofore or which may hereafter be filed for record in the office of the County Clerk of Harris County, Texas, and as defined in any declaration of conditions, covenants, restrictions, easements or reservations affecting real property situated in Fairmont Park Addition. It shall be incumbent upon all members to establish their rights to membership in this corporation.

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? Section 2. Membership Fees. No membership fees shall be charged by this corporation, but this corporation shall assess and collect annually the maintenance charges affecting real property situated in Fairmont Park Addition, ~~and may~~ will ~~and may~~ annually solicit from members voluntary contributions to its operating funds.

ARTICLE IV

Meetings of Membership

Section 1. Place of Meetings. The annual meeting and all other meetings of the members of this corporation shall be held at such place in the City of La Porte, County of Harris, State of Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meeting. The annual meeting of the members of this corporation shall be held on the first Monday in December of each year (commencing on December 6, 1971), if not a legal holiday, and if a legal holiday, then on the

next calendar day following which is not a legal holiday, at 7:30 o'clock p.m., at which time they shall elect directors and transact such other business as may be properly brought before the meeting.

Section 3. Special Meeting. Special meetings of the members of this corporation for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation of this corporation, may be called by the president, the Board of Directors, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meetings. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.

Section 4. Notice of Meetings. Written or printed notice of all meetings of members of this corporation, stating the place, day and hour thereof, and, in the case of a special meeting, 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 date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the members calling the meeting, to each member 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 on the records of this corporation, with postage thereon paid.

Section 5. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at all meetings of the members of this corporation for the transaction of business, except as otherwise provided by statute, by the articles of incorporation of this corporation, or by these bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote ~~thereat,~~ present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum 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.

Section 6. Voting. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, 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 of this corporation, or these bylaws.

Section 7. Number of Votes. Each member of this corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of members, except that those members owning of record more than one improved and/or unimproved building site in Fairmont Park Addition shall be entitled to an additional vote for each such additional building site owned of record. If two or more members own a building site of record, such owners, collectively, shall be entitled to only one vote for such building site so owned.

Section 8. Proxies. A member of this corporation may vote in person or, unless the articles of incorporation of this corporation or these bylaws otherwise provide, may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly stated therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months.

Section 9. Voting at Election for Directors. At each election for Directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election he has a right to vote.

Section 10. Waiver of Notice. Whenever any notice is required to be given to any member of this corporation under the law or under the provisions of the articles of incorporation of this corporation or these bylaws, 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 11. Action Without Meeting. Any action required by any provision of statute or of the articles of incorporation of this corporation or these bylaws to be taken at a meeting of the members of this corporation, or any action which may be taken at a meeting of the members of this corporation, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the members.

ARTICLE V

Board of Directors

Section 1. Number and Qualifications. The affairs of this corporation shall be managed by a board of directors. The number of directors of this corporation shall be nine (9), divided into three classes as hereinafter provided, all of whom shall be members of this corporation. The number of directors may be increased or decreased from time to time by amendment to these bylaws in the manner provided for amendment thereof, subject, however, to the limitation that the number of directors of this corporation shall not be less than three (3). Any directorship to be filled by reason of an increase in the number of directors shall not be considered a vacancy to be filled in accordance with Section 5 of this Article, but shall be filled by election at an annual meeting or at a special meeting of the members of this corporation called for that purpose. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 2. Election and Term of Office. The nine (9) directors of this corporation shall be divided into three classes of three (3) directors each. The term of office of those directors of the first class shall expire at the first annual meeting of the members of this corporation after their election, being the annual meeting of the members of this corporation to be held on the first Monday in December, 1971, or upon the election and qualification of their successors. The term of office of those directors of the second class shall expire at the second annual meeting of the members of this corporation after their election, being the annual meeting of the members of this corporation to be held on the first Monday in December, 1972, or upon the election and qualification of their successors. The term of office of those directors of the third class shall expire at the third annual meeting of the members of this corporation after their election, being the annual meeting of the members of this corporation to be held on the first Monday in December, 1973, or upon the election and qualification of their successors. At the annual meeting of the members of this corporation to be held on the first Monday in December, 1971, three (3) directors shall be elected as directors of the first class to succeed those directors whose terms then expire and the term of such successor directors shall expire at the third annual meeting of the members of this corporation after their election or upon the election and qualification of their successors. At the

annual meeting of the members of this corporation to be held on the first Monday in December, 1972, three (3) directors shall be elected as directors of the second class to succeed those directors whose terms then expire and the term of such successor directors shall expire at the third annual meeting of the members of this corporation after their election or upon the election and qualification of their successors. At the annual meeting of the members of this corporation to be held on the first Monday in December, 1973, three (3) directors shall be elected as directors of the third class to succeed those directors whose terms then expire and the term of such successor directors shall expire at the third annual meeting of the members of this corporation after their election or upon the election and qualification of their successors. Thereafter, at each subsequent annual meeting of the members of this corporation, the three (3) directors elected thereat to succeed those directors whose terms then expire shall be elected for a term of office to expire at the third annual meeting of the members of this corporation after their election or upon the election and qualification of their successors.

Section 3. Resignation. Any director may resign at any time by giving written notice to the president or secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any director may be removed at any time either with or without cause and another person may be elected to serve for the remainder of his term at any special meeting of the members called for the purpose by a vote of a majority of the members entitled to vote. In case any vacancy so created shall not be filled by the members at such meeting, such vacancy may be filled by the board of directors as provided in Section 5 of this Article.

Section 5. Vacancies. If any vacancy shall occur in the board of directors, such vacancy may, subject to the provisions of Sections 1 and 4 of this Article, be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office or until his successor shall be elected and shall qualify.

Section 6. General Powers. In addition to the powers and authorities

expressly conferred upon it by these bylaws, the board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by the articles of incorporation of this corporation or by these bylaws directed or required to be exercised or done by the members of this corporation.

Section 7. Compensation. Directors as such shall not receive any compensation, in the form of salary or expenses of attendance, for their services, provided that nothing herein shall be construed to preclude any director from serving this corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Meeting of the Board

Section 1. Place of Meetings. The directors of this corporation may hold their meetings, both regular and special, in the City of La Porte, County of Harris, State of Texas.

Section 2. Annual Meeting. The first meeting of the board following each annual meeting of the members of this corporation (commencing December 6, 1971) shall be held at such time and place as shall be fixed by vote of the members of this corporation at the annual meeting and no notice of such meeting shall be necessary in order legally to constitute the meeting, provided a quorum shall be present, or the board may meet at such time and place as shall be fixed by the consent in writing of all the directors.

Section 3. Regular Meetings. Regular meetings of the board may be held without notice at such time and place as shall from time to time be determined by the board.

Section 4. Special Meetings. Special meetings of the board may be called by the president of this corporation on ~~two (2) days of notice~~ to each director either personally or by mail or by telegram. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) directors. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the board need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum and Action. At all meetings of the board, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors at any meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law, the articles of incorporation of this corporation or these bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 6. Presumption of Assent to Action. A director who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of this corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Waiver of Notice. Whenever any notice is required to be given to any director of this corporation under the law or under the provisions of the articles of incorporation of this corporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 8. Action Without a Meeting. Any action required by law to be taken at a meeting of the directors of this corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the directors, and such consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE VII

Committees and Boards

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees of directors, each of which committees shall consist of two (2)

or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of this corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees and Special Boards. Other committees and special boards, including an advisory board, not having and exercising the authority of the board of directors in the management of this corporation, may be designated and appointed by a resolution adopted by a majority of the directors at a meeting of the board of directors at which a quorum is present, or by the president thereunto authorized by a like resolution of the board of directors. Membership on such committees and special boards need not be limited to directors, but must be limited to members of this corporation.

Section 3. Minutes of Meetings of Committees. Each designated committee having and exercising the authority of the board of directors shall keep regular minutes of its proceedings and report the same to the board of directors when required.

Section 4. Vacancies in and Dissolution of Committees and Special Boards. The board of directors shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any or all committees or special boards designated pursuant to these bylaws.

Section 5. Action Without Meeting. Any action which may be taken at a meeting of any committee or special board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members of such committee or special board, and such consent shall have the same force and effect as a unanimous vote of the members of the committee or special board.

ARTICLE VIII

Officers

Section 1. Officers. The officers of this corporation shall be a president, a vice president, a secretary and a treasurer. The board of directors may also choose additional vice presidents and one or more assistant secretaries and assistant treasurers. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election, Term of Office and Qualification. The officers of this corporation shall be elected annually by the board of directors at its first meeting after the annual meeting of the members of this corporation, commencing with the annual meeting to be held on December 6, 1971. The board shall elect a president, one or more vice presidents, a secretary, and a treasurer, all of whom shall be members of the board. Each officer so elected shall hold office until his successor shall have been duly chosen and qualified, or until his death or his resignation or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Subordinate Officers. The board of directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such term, have such authority and perform such duties as the board of directors may from time to time determine. The board of directors may delegate to any committee of directors or officer the power to appoint any such subordinate officer or agent. Appointment of any subordinate officer or agent shall not of itself create contract rights.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice thereof to the board of directors or to the president or secretary of this corporation. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Officers. Any officer elected or appointed by the board of directors may be removed by the board at any time with or without cause. Any other officer may be removed at any time with or without cause, by the board of directors or by any committee or superior officer upon whom such power of removal may be conferred by the board of directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies. Any vacancy in any office shall be filled for the unexpired portion of the term by the board of directors, but in case of a vacancy occurring in an office filled in accordance with the provisions of Section 3 of this Article, such vacancy may be filled by any committee or superior officer upon whom such power may be conferred by the board of directors.

Section 7. The President. The president shall be the chief executive

officer of the corporation. He shall preside at all meetings of the members and directors; shall be ex officio member of all committees of directors and other committees and special boards; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts and other documents except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 8. The Vice Presidents. The vice presidents shall perform the duties as are give to them by these bylaws and as may from time to time be assigned to them by the board of directors or by the president. At the request of the president or in his absence or disability, the vice president designated by the president (or in the absence of such designation, the senior vice president) shall perform the duties and exercise the powers of the president.

Section 9. The Secretary. The secretary shall attend all sessions of the board of directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees having any authority of the board of directors, and, when required by the board of directors, for any committee or special board. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors; have charge of the membership and all other records of this corporation and perform such other duties as may by prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, if any be adopted by the board of directors, and, when authorized by the board of directors, affix the same to any instrument requiring it, which shall then be attested by his signature or by the signature of the treasurer or an assistant secretary.

Section 10. Assistant Secretaries. The assistant secretaries shall perform the duties as are given to them by these bylaws or as may from time to time be assigned to them by the board of directors or by the secretary. At the request of the secretary or in his absence or disability, the assistant secretary designated by the secretary (or in the absence of such designation, the senior assistant secretary) shall perform the duties and exercise the powers of the

secretary.

Section 11. The Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 12. Assistant Treasurers. The assistant treasurers shall perform the duties as are given to them by these bylaws, or as may from time to time be assigned to them by the board of directors or by the treasurer. At the request of the treasurer, or in his absence or disability, the assistant treasurer designated by the treasurer (or in the absence of such designation, the senior assistant treasurer) shall perform the duties and exercise the powers of the treasurer.

Section 13. Treasurer's Bond. If required by the board of directors, the treasurer and any assistant treasurer shall give this corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The cost of such bond shall be borne by this corporation.

Section 14. Salaries. No salaries or other compensation shall be paid to the officers of this corporation for the performance of their duties. However, nothing herein shall be construed to prevent any officer from being reimbursed out-of-pocket expenses or from serving this corporation in any other capacity and receiving compensation therefor.

ARTICLE IX

General Provisions

Section 1. Books and Records. This corporation shall keep correct and

complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees having any authority of the board of directors, and shall keep at its registered office or principal office in the State of Texas a record of the names and addresses of its members entitled to vote.

Section 2. Inspection of Books and Records. Books and records of this corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Section 3. Dividends Prohibited. No dividends shall be paid and no part of the income of this corporation shall be distributed to any member, director or officer except as compensation in a reasonable amount for services rendered in some capacity other than as a director or officer.

Section 4. Checks, Notes, Etc. All checks or demands for money and notes of this corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 5. Corporate Seal. This corporation shall have a corporate seal in circular form having within its circumference the words

"Fairmont Park Homes Association, Inc.

Houston, Texas"

Section 6. Fiscal Year. The fiscal year of this corporation shall be fixed by resolution of the board of directors.

Section 7. Robert's Rules of Order Revised. Unless otherwise provided in these bylaws, the proceedings at all meetings of the membership and/or board of directors of this corporation shall be governed by Robert's Rules of Order Revised.

ARTICLE X

Amendments

Section 1. Amendments by Members. The power to alter, amend or repeal these bylaws or to adopt new bylaws shall be vested in the members of this corporation and such action may be taken at any annual meeting or any special meeting provided notice thereof is included in the notice of such special meeting.

Section 2. Delegation of Powers. The power to alter, amend or repeal these bylaws or to adopt new bylaws may be delegated by the members of this corporation to the board of directors at any annual meeting or at any special meeting provided notice of such proposed action is included in the notice of such special meeting.