

**BYLAWS OF
OAK LAKE POINTE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I.

Name and Location. The name of the corporation is OAK LAKE POINTE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 9444 Old Katy Road, Suite 116, Houston, Texas 77055, but meetings of members and directors may be held at such place within the State of Texas, as may be designated by the Board of Directors.

ARTICLE II.

Section 1. "Association" shall mean and refer to OAK LAKE POINTE HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property in Harris County, Texas, which is more particularly described as:

All of OAK LAKE POINTE, an addition in Harris County, Texas, according to the map or plat thereof recorded at Film Code No. 401089 of the Map Records of Harris County, Texas;

Section 3. "Lot" shall mean and refer to the individual lots and the improvements located thereon, which lots are described in the plat of the Property filed of record in the Map Records of Harris County, Texas at Film Code No. 401089.

Section 4. "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 Property, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Restrictions" shall mean and refer to the Deed Restrictions, Oak Lake Pointe, applicable to the Property, recorded in the office of the County Clerk of Harris County, Texas under Clerk's File No. T066316, as same may be amended from time to time.

Section 6. "Member" shall mean and refer to every person or entity who is an owner.

**ARTICLE III.
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within three (3) years from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at

the hour of 7:30 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, Saturday or Sunday, the meeting will be held at the same hour on the first day following which is not a legal holiday, Saturday or Sunday.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivering a copy of such notice or mailing a copy of such notice, postage prepaid, at least ten (10), but not more than thirty (30) days before such meeting to each Member entitled to vote thereat, 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 special meeting, the purpose of the meeting.

Section 4. Quorum. Except as otherwise stated in the Restrictions, the presence at the meeting of Members entitled to cast, or of proxies entitled to cast, fifty percent (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have 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 be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary at least one (1) day in advance of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot; provided, however, in no event shall any proxy be valid for a period in excess of sixty (60) days from the date of such proxy.

ARTICLE IV. **BOARD OF DIRECTORS**

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of directors may be changed by amendment of these Bylaws.

Section 2. Term of office. At the first annual meeting, the Members shall elect three (3) Directors for a term of one (1) year each, and at each annual meeting thereafter, Directors shall be elected for terms of one (1) year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or

removal of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could taken at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors 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 Chairperson, who shall be a member of the Board of Directors, and two (2) other 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 from the close of such annual meeting until the close of the next 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 not less than the number of vacancies that are to be filled.

Section 2. Election. Election of the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI. MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-annually, with or without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present

at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. Each Director shall have the right to have his vote recorded as his act and kept in the minutes of the Corporation.

**ARTICLE VII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use the facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infractions of published rules and regulations;

(c) Exercise for the Association all powers, 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, or the Restrictions;

(d) 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; and

(e) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors 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 where such statement is requested in writing by one-third (33.333%) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are promptly performed;

(c) As more fully provided in the Restrictions to:

(1) Fix the amount of the annual assessment against each Lot or Unit at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of the amount of the assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) File a notice assessment lien, or foreclose a lien, against any Lot (and all improvements thereon) for which assessments are not paid within thirty (30) days after due date, or bring an action at law against the owner personally obligated to pay the same;

(4) 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(5) Procure and maintain adequate insurance on Property owned by the Association, as more particularly set forth in the Restrictions;

(6) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(7) Cause the Common Area to be maintained.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, who may or may not be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability and refusal to act, and shall exercise and discharge all such other duties as may be required by the Board of Directors.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; serve notice of meetings of the Board of Directors 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 required by the Board of Directors.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX.
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Restrictions, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X.
BOOKS AND RECORDS

The books, records and papers of the Association shall during reasonable business hours and upon reasonable notice, be subject to inspection by any Member. The Restrictions, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI.
ASSESSMENTS

As more fully provided in the Restrictions, each Member is obligated to pay to the Association all assessments including special assessments, all of which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest legal rate permitted under applicable law, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot.

ARTICLE XII.
AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the Members by vote of a majority of the votes of the Members present in person or by proxy.

Section 2. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Restrictions and these Bylaws, the Restrictions shall control.

ARTICLE XIII.
FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

**AMENDMENT TO BYLAWS OF
OAK LAKE POINTE HOMEOWNERS ASSOCIATION, INC.
SEPTEMBER 26, 2000**

Article IV, Section 1, is amended to read as follows:

Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be member of the Association, the number of directors may be changed by the amendment of these Bylaws.