



1303

CERTIFICATE OF SECRETARY
of
QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.
regarding
AMENDED AND RESTATED BYLAWS OF
QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.

The undersigned, being the duly elected, qualified and acting Secretary of Quail Valley Patio Homes Association, Inc., a Texas non-profit corporation ("Association"), does hereby certify the Bylaws of the Association were amended and restated in the foregoing "Amended and Restated Bylaws of Quail Valley Patio Homes Association, Inc." by a majority of the members of the Association present in person or by proxy at the 2013 Annual Meeting of the members of the Association held on the 15th day of January, 2013, at which the requisite quorum was present.

TO CERTIFY WHICH WITNESS my hand on this 20th day of February, 2013.

QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.




JEWEL K. HILL, Secretary

THE STATE OF TEXAS

COUNTY OF FORT BEND

BEFORE ME, the undersigned notary public, on this 20th day of February, 2013, personally appeared Jewel K. Hill, Secretary of Quail Valley Patio Homes Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.



Notary Public in and for the State of Texas



**AMENDED AND RESTATED BYLAWS OF
QUAIL VALLEY PATIO HOMES ASSOCIATION, INC.**

**ARTICLE I
Definitions**

SECTION 1.1 Articles of Incorporation – The Articles of Incorporation of Quail Valley Patio Homes Association, Inc.

SECTION 1.2 Board. The Board of Trustees of Quail Valley Patio Homes Association, Inc.

SECTION 1.3 Bylaws – These Bylaws of the Quail Valley Patio Homes Association, Inc.

SECTION 1.4 Corporation - Quail Valley Patio Homes Association, Inc. a Texas non-profit corporation.

SECTION 1.5 Lot(s) – Each of the Lots in the Properties.

SECTION 1.6 Members – All Owners

SECTION 1.7 Owner(s) – Any person or persons, firm, corporation or other entity or any combination thereof that is the record owner of fee simple title to a Lot, including contract sellers, but excluding those having an interest merely as a security for the performance of an obligation.

SECTION 1.8 Plat(s) – The recorded plats of the Properties.

SECTION 1.9 Properties – Shall mean and refer to Section 1 and Section II subdivisions under the jurisdiction of the Quail Valley Patio Homes Association, Inc. as reflected in the Management Certificate required by Section 209.004 of the Texas Property Code and filed of record in the Official Public Records of Real Property of Fort Bend County, Texas, under County Clerk's File No. 2012148117 and as amended from time to time.

**ARTICLE II
Offices and Agent**

The principal office of the Corporation in the State of Texas shall be located in Fort Bend County, Texas. The registered office of the Corporation required by Texas Business Organizations Code may be but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees. The registered agent of the Corporation may be changed from time to time by the Board of Trustees.

ARTICLE III Members

SECTION 3.1 Membership Qualification. The Members of the Corporation shall be the Owners of the Lots in the Properties.

SECTION 3.2 Annual Meeting. The annual meeting of the membership shall be held on the third Tuesday in January each year beginning with the year of 2011 at the hour of 7 P.M. with the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a holiday in the State of Texas, such meeting shall be held on the next succeeding business day.

SECTION 3.3 Special Meetings. Special meetings of the membership for any purpose or purposes, unless otherwise prescribed by statute, may be called by three (3) Trustees, or by a petition signed by the Members holding ten percent (10%) of the votes in the Corporation. Such special meeting must be held within forty-five (45) days of receiving the petition signed by the requisite number of Trustees or Members.

SECTION 3.4 Place of Meeting. The Board of Trustees may designate any place within Missouri City, Texas, as the place of meeting for any annual meeting or any special meeting called by the Board of Trustees.

SECTION 3.5 Notice of Meeting. Written or printed notice stating the place, day and hour of the annual meeting and in the case of special meetings 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 officer or persons 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 the address as it appears on the membership roll of the Corporation, with postage thereon prepaid. Attendance by a Member, whether in person or by proxy, at a membership meeting shall constitute a waiver of notice of such meeting of which he had no notice. All meetings will be advertised by meeting notice signs placed in the common area in Section I and on two property Owners Lots in Section II at least seventy-two (72) hours before the meeting. Email notices will be sent to owners who have registered their address with the Corporation at least ten (10) days before the meeting. It is the Owners responsibility to keep an updated email address registered with the Corporation.

SECTION 3.6 Date for Determining Members. For the purpose of determining Members entitled to notice of or to vote at any meeting of the membership or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Trustees of the Corporation shall by resolution fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than fifty (50) days, and in case of a meeting of the membership, not less than fifteen (15) days prior to the date on which the particular action requiring such determination of the Members is to be taken. When

a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment.

SECTION 3.7 Membership Roll. After setting the record date for notice of the meeting of the Members, the Secretary or other designated Officer of the Corporation shall prepare a complete list of the Members entitled to vote at such meeting or adjournment thereof arranged in alphabetical order, which list must contain the Members who are entitled to notice and the addresses of each Member. Not later than the second business day after the date notice of the meeting is given and continuing through the date of the meeting, the list must be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and opened at the time and place of the meeting and shall be subject to the inspection by any Member during the whole time of the meeting.

SECTION 3.8 Quorum. At least ten percent (10%) of the Members of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Members. If less than ten percent (10%) of the Members are represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 3.9 Proxies. At all meetings of Members (excluding the election of Trustees) a Member may vote by proxy executed in writing by the Member or by a duly authorized attorney in fact. In order to be valid, such proxy must be filed with the Secretary of the Corporation before the meeting is called to order or such other person or time designated by the Board in the notice of the meeting. Proxies will be valid for only one (1) meeting and any adjournment or continuation thereof, and need to be signed by only one (1) of the Members (Owners) of a Lot. The Board may designate an official proxy form, which form must be used in order to vote by proxy. To be valid, a proxy must include (1) the printed name of the Member; (2) the Member's address; (3) the Members signature; and (4) the date of execution.

SECTION 3.10 Voting. Each Lot in the Properties shall be entitled to one (1) vote; and the Owner or Owners of such Lot shall cast vote as a unit. All voting by the Members of the Corporation shall be per Lot, with only one (1) vote being cast by such Lot. The full vote of any Lot standing in the name of the Owners of record may be cast by any of them in person or by proxy duly signed by one of them. The full vote of any Lot standing in the name of a business entity may be voted by such officer, agent or proxy as the Bylaws of such a business entity may prescribe. The vote of any Lot standing on the name of an administrator, executor or guardian may be voted by such administrator, executor or guardian so long as such Lot is in his or her possession and forms a part of the estate being served by him or her, either in person or by proxy. Voting may be conducted by mail, facsimile transmission, electronic message or any combination thereof as authorized by the Board from time to time.

ARTICLE IV
Board of Trustees

SECTION 4.1 General Power. The business affairs of the Corporation shall be handled by the Board of Trustees.

SECTION 4.2 Number, Tenure and Qualification. The Board of Trustees shall be comprised of 4 or 5 Trustees or such other number as the Board of Trustees decide by a majority vote of the Board are necessary to conduct the business of the subdivisions. The Board shall consist of at least one Trustee from each of the subdivisions. All Trustees must be an Owner of a residential Lot in the Quail Valley Patio Homes subdivisions. All Trustees are elected for a three (3) year term.

SECTION 4.3 Election

a) Nominations of Trustees. Nominations for candidates running for Trustee positions must be made in writing by a Member submitted to the Corporation's office prior to the close of business on the third (3rd) Friday in December. Thereafter, nominations shall be closed. Nominations need not be seconded and a Member may nominate himself or herself. The names of all candidates that have been properly nominated and, have accepted the nomination, shall appear on the official ballot for the election, which will be mailed with the notice of the annual meeting.

b) Election of Trustees. The election of Trustees will be conducted each year by ballot, either by mail, electric message, or casting of same at the annual meeting, in such format as determined by the Board. If by mail, the ballots must be prepared in such a format that the person casting the ballot cannot be identified on the ballot itself. The ballots must be sent to an independent third party (someone not currently an employee of the corporation or a Member of the Corporation) retained for such function. Provided, however, if after the record date established for notice of the annual meeting in accordance with Section 3.7 of these Bylaws someone purchases a Lot, such Member may cast their vote at the annual meeting. The candidates receiving the most votes will be elected to office. No minimum number of votes will be required for a candidate to be properly elected and a quorum of Members at the annual meeting will not be required to announce the results of the election. Ties shall be determined by drawing Lots under the direction of the then President of the Corporation. Newly elected Trustees shall take office immediately upon announcement of the election of the annual meeting.

SECTION 4.4 Regular Meetings. The Board of Trustees may provide by resolution the time and place within Missouri City, Texas for the holding of additional regular meetings without other notice than such resolution.

SECTION 4.5 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any three (3) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place within Missouri City, Texas,

as the place for holding any special meeting of the Board of Trustees called by them.

SECTION 4.6 Notice. Notice of any special meeting shall be given at least five (5) days prior thereto by a written notice delivered personally, mailed or by electronic means to each Trustee at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Trustees must be specified in the notice of such meeting.

SECTION 4.7 Quorum. A majority of the number of Trustees fixed by Section 4.2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

SECTION 4.8 Vacancies. Any vacancy occurring in the Board of Trustees will be filled by an appointment by the Board of Trustees until the next election of Trustees in accordance with Section 4.3. If a vacancy occurs within four (4) months of the next annual meeting the position shall not be filled by the Board of Trustees and will remain vacant until the election of Trustees in accordance with Section 4.3. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the Trustee's predecessor in office. A vacancy shall be deemed to exist by reason of the death, resignation, failure, refusal to act by the person elected or documented evidence that a Trustee has been convicted of a felony or crime involving "moral turpitude."

SECTION 4.9 Removal. The entire Board of Trustees or any individual Trustee maybe removed from office by the vote of a majority of all Members of the Corporation (with one (1) vote per Lot). In case the entire Board or any one (1) of more of the Trustees are so removed or vacancies occur, new Trustees may be elected at the same Meeting for the unexpired term of the Trustee or Trustees so removed.

SECTION 4.10 Compensation. All Trustees will serve as volunteers and will not receive any compensation, except that they may be reimbursed for expenses incurred in carrying out their function as Trustees, as approved by the Board.

ARTICLE V Officers

SECTION 5.1 Officers. The officers of the Corporation shall be the President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 5.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Trustees annually at a meeting of the Board of Trustees held as soon as conveniently possible after each annual meeting of the Members. Each officer shall hold office until the Trustee's successor shall have been duly elected and shall have qualified or until the Trustee's death or until the Trustee shall resign or shall have been removed in the manner hereinafter provided.

SECTION 5.3 Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Corporation would be served thereby.

SECTION 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION 5.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the activities and affairs of the Corporation. The President shall, when present, preside at all meetings of the Members and of the Board of Trustees. The President may sign with the Secretary or any other proper officer of the Corporation thereunto duly authorized by the Board of Trustees, any notes, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 5.6 Vice-President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may from time to time be assigned to the Vice-President by the President or by the Board of Trustees. If the President resigns or in the event of a death, the Vice-President will automatically assume the position of President and a new Vice-President will be elected by the Board of Trustees.

SECTION 5.7 Secretary. The Secretary shall be responsible as follows: (a) keep the minutes of the meetings of the Members and of the Board of Trustees in one (1) or more books provided for such purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep a membership roll of the Members of the Corporation; (e) sign with the President or Vice-President any instrument as authorized by resolution of the Board of Trustees; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Vice-President by the President or by the Board.

SECTION 5.8 Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties

as the Board of Trustees shall determine. If required, such bond shall be paid for by the Corporation. The Treasurer shall: (a) have charge and custody and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees.

SECTION 5.9 Compensation. All officers will serve as volunteers and will not receive any compensation, except they will be reimbursed for expenses incurred in carrying out their function of their duties, as approved by the Board.

ARTICLE VI Contracts, Loans, Checks and Deposits

SECTION 6.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 6.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

SECTION 6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE VII Procedure

Meetings of the Members and of the Board of Trustees shall be conducted in accordance with the procedure as contained in Robert's Rules of Order to the extent applicable.

ARTICLE VII Amendments

Amendments to these Bylaws shall be adopted at an annual or special meeting of the Members of the Corporation who are present in person or by proxy voting in the meeting.

RETURNED AT COUNTER TO:

MARY RUTH SMITH
2802 CYPRESS POINT
MISSOURI CITY, TX 77459

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

Dianne Wilson, County Clerk
Fort Bend County, Texas

March 27, 2013 04:00:42 PM

FEE: \$39.00 CDC
CERT

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