

**CORPORATE CERTIFICATE
RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION**

The undersigned certifies that he is the Attorney-in-Fact for River Park Country Homeowners Association (the "Association"). The Association is the property owners' association for Ranch Crest, Section Two, a subdivision in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas.

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the **BYLAWS OF RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION (Amended 2015)**.

Signed this 17th day of November, 2015.

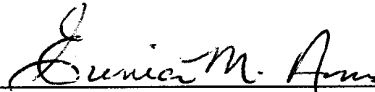


BRYAN P. FOWLER, *Attorney-in-Fact for the Association*

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED BEFORE ME on the 17th day of November, 2015, by **BRYAN P. FOWLER**, Attorney-in-Fact for RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION, a Texas non-profit corporation.



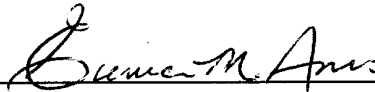
NOTARY PUBLIC, State of Texas

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §



This instrument was acknowledged before me on the 17th day of November, 2015, by **BRYAN P. FOWLER**, Attorney-in-Fact for RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.



NOTARY PUBLIC, State of Texas

AFTER RECORDING RETURN TO:

The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301



BYLAWS OF
RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION
(Amended 2015)

These Bylaws of River Park Country Homeowners Association (Amended 2015) (the "Bylaws") amend and replace the document entitled "First Amended By-laws of Ranch Crest Section two, (site built homes section)," recorded under Clerk's File No. 2010012010, in the Official Public Records of Montgomery County, Texas. The Bylaws govern the affairs of River Park Country Homeowners Association, a non-profit corporation organized under the Texas Non-Profit Corporation Act. (the "Association").

ARTICLE 1
OFFICES

1.1 The principal office of The Association in the state of Texas shall be located at the residence of the current association president. The association may have other such offices in Texas as the Board of Directors may determine. The Board of Directors may change the location of any office of the association. Meetings of members and the Board of Directors may be held at such places within Montgomery County, Texas as may be designated by the Board of Directors.

ARTICLE 2
DEFINITIONS

2.1 "**Association**" shall mean and refer to River Park Country Homeowners Association, its successors and assigns.

2.2 "**Common Areas**" shall mean and refer to all real property and improvements owned or leased by the Association for the common use and enjoyment of the members.

2.3 "**Members**" shall mean and refer to all persons who are record property owners in the Subdivision.

2.4 "**Owner**" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot defined in section 2.6 herein, located in the Subdivision, whether hereinbefore or hereinafter platted, but excluding those having such interest merely as a security for the performance of an obligation.

2.5 "**Developer**" shall mean and refer to White Oak Developers, Inc.

2.6 "**Lot**" shall mean and refer to Block 1, Lots 24 through 88; Block 4, Lots 11 through 67; Block 5, Lots 1 through 12 of that certain real property commonly known as River Park Country situated in Ranch Crest, Section Two Subdivision, as described in the declaration of restrictions and

covenants, recorded under Clerk's File No. 2006-1000067 in the Official Public Records of Real Property of Montgomery Country, Texas as same may be amended from time to time, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.7 "**Assessments**" shall mean and refer to the Annual and Special Assessments or dues approved by the Board of Directors of the Association.

2.8 "**Restrictions**" shall mean and refer to the declaration of covenants, conditions and restrictions applicable to the subdivision as recorded under Clerk's File No. 2006-1000067 in the Official Public Records of Real Property of Montgomery Country, Texas, as same may be amended from time to time.

2.9 "**Subdivision**" shall mean and refer to Ranch Crest, Section Two, a subdivision situated in Montgomery County Texas, recorded in Cabinet T, Sheets 188--196, of the Map Records of Montgomery County, Texas.

ARTICLE 3

MEMBERSHIP IN ASSOCIATION

3.1 All Owners are required to be members in the Association. Such membership shall terminate without any formal Association action whenever such person ceases to own a Lot, but such termination shall not relieve or release any such former Member from any liability or obligation incurred under or any way connected with the properties during the period of such ownership and membership in the Association, or impair any rights or remedies which the Board of Directors of the Association or others may have against such former owner and member arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident thereto. Any owner leasing his property to another will retain his obligation to adhere to the Association Bylaws and shall pay the Annual Assessment and any Special Assessment. Said Owner leasing his property to another will be subject to the same provisions set out in these Bylaws.

3.2 All Owners shall pay the Annual Assessment and any Special Assessment as set out in the Restrictions, and as set out herein. Assessments shall start accruing upon the first day of the month following the month in which the Owner becomes a member. And those assessments shall be due and payable on said commencement date.

3.3 The Annual Assessment shall be \$150.00 per lot per year.

(a) The Annual Assessment may be increased each year not more than 10% of the previous year's Annual Assessment, when approved by an affirmative vote of the Members voting at a duly called Membership meeting.

(b) In addition to the Annual assessments authorized above, the Association may have a Special Assessment applicable to that year only for the purpose, in whole or in part, for additional expenses as may be incurred or needed by the Association.

- (c) Written notice of any meeting called for the purpose of taking any action authorized under this Article shall be sent to all Members not less than ten (10) days or more than thirty (30) days in advance of the meeting. At such meeting, the presence of Members, or of proxies, entitled to cast ten percent (10%) of all votes of the membership shall constitute a quorum.
- (d) All Annual Assessments must be fixed at the same rate for all Members on an annual basis.
- (e) Assessments shall be paid directly to the Association on either a semi-annual or annual basis to be determined by the Board of Directors.
- (f) The Board of Directors shall give written notice of the Annual Assessment to every Owner at least ten (10) days in advance of each Annual Assessment period.
- (g) Any installment of the Annual or Special Assessment not paid within sixty (60) days after the due date shall accumulate late fees in an amount set by the Board of Directors. The Association may bring legal action against the Member personally obligated to pay the same. No member may waive or otherwise escape liability for the Assessments by the non-use of the common areas or abandonment of his lot once he has become a member.
- (h) The Association shall be entitled to collect from each Owner the costs of the Association for the collection of any past due assessments or charges, including a reasonable fee for the preparation, recordation or release of any notice, and reasonable attorney's fees incurred in the collection of the account and any court costs and fees.
- (i) Any money received will initially be credited against any outstanding debt the Member may have with the Association.

ARTICLE 4

MEETING OF THE MEMBERS

4.1 **Annual Meeting.** There shall be at least one annual meeting of the membership in April of each year, at which time directors shall be elected and other business outlined as necessary.

4.2 **Bi-Annual Meeting.** The meeting shall be at a time and place designated by the Board of Directors each year in October.

4.3 **Special Meetings.** Special meetings may be called as necessary by the Board of Directors provided at least ten (10) days notice has been given to the membership.

Special meetings may be called by the membership provided written notice containing the signatures of ten percent (10%) of the qualified voting members is provided requesting such a meeting. The request must be presented to the Board of Directors at least fourteen (14) days prior to the date of the requested special meeting.

4.4 **Notice of Meetings.** Written notice of all meetings of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting by mailing a copy of such notice at least ten (10) days and not more than sixty (60) days before such meeting to each member entitled to vote, 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 notices. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting.

4.5 **Voting.** 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 nonattending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for the 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.

4.6 **Methods of Voting.** 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.

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.

4.7 **Quorum.** A quorum represents ten percent (10%) of the Members entitled to cast, or of proxies entitled to vote, for any action except as otherwise provided in the articles of these Bylaws. Absentee and electronic ballots shall constitute the Member's presence at the meeting for items appearing on the ballot. If, however, any such quorum shall not be present or

represented at any meeting, the Members entitled to vote shall have the power to ask that the meeting be adjourned at that time. In the absence of a quorum at a meeting of Members, the meeting may nevertheless be convened 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.

4.8 **Recount Procedures.** A Member 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.

4.9 **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.

4.10 **Proxies.** All proxies will be in writing, signed by the member giving the proxy and filed with the Secretary. A proxy shall be revocable and shall automatically cease upon termination of the Member's membership in the Association. No proxy shall be valid for a period in excess of thirty days from the date of such proxy.

4.11 **Leasing.** An owner leasing his Lot to another may designate his Lessee to vote his proxy, however the owner must inform the Board of Directors by written letter and signed proxy. An owner giving his proxy or voting rights to his Lessee may sign a proxy that is valid for a period of up to one (1) year.

ARTICLE 5 **BOARD OF DIRECTORS**

5.1 A Board consisting of five (5) Directors, who must be Members of the Association, shall manage the affairs of the Association.

5.2 **Term of Office.** All Directors shall serve two (2) year terms and until their successors are elected and qualified.

5.3 **Removal.** Any Director may be removed from the Board, with or without cause, by a two thirds (66%) majority vote of the Members of the Association.

5.4 **Vacancies.** A Board member may be appointed by the Board to fill a vacancy caused by any vacancy, including a resignation, death or disability, as provided in these Bylaws. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

5.5 **Compensation.** No Director shall receive compensation for any service rendered to the Association. However, a Director may be reimbursed for his actual expenses incurred in the performance of his duties with prior approval of the Board.

5.6 **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee as herein set forth. The Board shall select the nominating committee. This committee shall be composed of at least one current Board member and up to four (4) other Members of the Association. This Nominating Committee will meet no less than thirty-one (31) days prior to the date of the Annual Election. Each nominee must receive a minimum of three (3) affirmative votes to be nominated. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve.

Not less than ten (10) days before the election, the Nominating Committee shall mail to the Members the names of the candidates selected. The Nominating Committee will also notify the Secretary, in writing, with a list of the candidates nominated for election to the Board.

5.7 **Indemnification.** The Association shall indemnify (insure) every Director, manager, or officer, his heirs, executors, administrators, personal representatives, successors, and assigns against all loss, costs and expense including counsel fees to the fullest extent permitted by Texas Civil Law as it exists on the date of these Bylaws. The Association shall be entitled to procure insurance to cover the entire Associations obligation of indemnification.

5.8 **Notification to members.** The Secretary or authorized person will notify by mail all members of the Association no later than ten (10) days prior to the Annual Election the names of all candidates nominated by the Nominating Committee. These names will be printed on the official ballot used at the Annual Election.

5.9 **Election.** Election to the Board of Directors will be by signed, written ballot. Members or their written proxies may cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Actual vote count will be recorded in the minutes of the meeting. Election results will be mailed within 10 days of election to all members of the association.

ARTICLE 6

MEETING OF DIRECTORS

6.1 **Regular Meetings.** Board of Directors meetings shall be held at a date and time determined by the President each month.

6.2 **Special Meetings.** Special meetings may be called as necessary by the Board of Directors provided at least three (3) days notice has been given to the Directors.

6.3 **Quorum.** The majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

6.4 **Open Board Meetings.** Regular and special Board meetings shall be open to Members, 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 property 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.

6.5 **Meeting Notice.** 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 (i) 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 (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

6.6 **Meetings Without Notice.** 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.

ARTICLE 7

POWERS AND DUTIES OF BOARD OF DIRECTORS

7.1 **Powers.** The Board of Directors shall have the power to adopt and publish rules and regulations governing the use of the Association Common Areas and the personal conduct of the members and their guests and to establish penalties for the infractions thereof. The Board may:

- (a) Suspend the right to use the Common Areas of a member during any period in which such Member shall be in default in the payment of the Annual or Special Assessments.
- (b) Exercise all powers, duties and authority delegated to this Association and not reserved to the membership by other provisions of the Bylaws or the Articles of Incorporation.
- (c) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (d) Enter into management agreements and shall keep a complete record of all its acts and corporate affairs and to present a statement to the Members at the annual meeting of the Members.
- (e) Foreclose the lien against any property for which Annual Assessments are not paid within one year (365) days after the due date, or bring legal action in a court of competent jurisdiction against the owner personally obligated to pay the same.
- (f) Enforce and administer the Restrictions of the Subdivision.
- (g) Employ such accountants, attorneys, contractors, or other persons or entities, as they deem necessary to manage and administer the affairs of the Association.
- (h) Supervise all officers, agents, and employees of the Association and to see that their duties are properly performed.

ARTICLE 8

OFFICERS AND THEIR DUTIES

8.1 **Officers.** The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and shall be selected each year by the board of Directors to serve one (1) year terms.

8.2 **Election of Officers.** Officer appointments shall take place at the first Board of Directors meeting following the Board elections.

8.3 **Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period as required, have such authority, and perform such duties as the Board may determine.

8.4 **Resignation and Removal.** The Board may remove any officer from office with or without cause.

Any officer may resign at any time by giving written notice to the Board, The President, or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. All resignations shall be kept on file for a period of (5) years.

8.5 A vacancy in any office may be filled by Appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer that he or she replaces.

8.6 The duties of the officers shall be as follows.

- (a) **President.** The President shall preside at all meetings of the Board of Directors and of the Members, and shall see that orders and resolutions of the Board are carried out. The President shall sign all leases, mortgages, deeds and other written instruments, and shall sign all checks and promissory notes.
- (b) **Vice President.** The Vice President shall act in place and instead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) **Secretary.** The Secretary shall record the votes and keep the Minutes of all the meetings and proceedings of the Board and of the members, serve notice of meetings of the Board and of the members, keep appropriate current records showing the Members of the Association, together with their addresses, and shall perform such other duties as required by the Board.
- (d) **Treasurer.** The Treasurer shall receive and deposit in the Association's bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors. The Treasurer may have the right to sign all checks and promissory notes of the Association if so directed in writing by the President. The Treasurer must keep proper books of accounts and perform an audit or review of the Associations books as requested by a quorum of the Members or a majority of the Board, no more than once a year. All records are to be approved by a public accountant at the completion of each year. The Treasurer shall prepare an annual budget and 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 at that time.

ARTICLE 9 **COMMITTEES**

The Board of Directors shall appoint those committees deemed appropriate in carrying out its purposes.

9.1 The Board of Directors shall appoint such committees as are required by the Restrictions. The chairman of each committee must be a Board Member. 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 purpose and function of such committee.

9.2 The Board of Directors may discharge any committee established by the Board and may remove or replace any committeemen appointed to any committee. The designation of any committee and the delegation of authority shall not operate to relieve the Board of Directors or any member of any responsibility imposed by law.

ARTICLE 10 **BOOKS AND RECORDS**

The books, records, and papers of the Association and 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 a reasonable cost, in accordance with the Association's Records Production Policy.

ARTICLE 11 **CORPORATE SEAL**

The Association shall have no seal.


ARTICLE 12 **AMENDMENTS**


The Board of Directors is expressly authorized to amend these Bylaws. These Bylaws may also be amended by the affirmative vote of the membership at an Annual, Biannual or Special meeting of the Members. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall take precedence.


ARTICLE 13 **FISCAL YEAR**

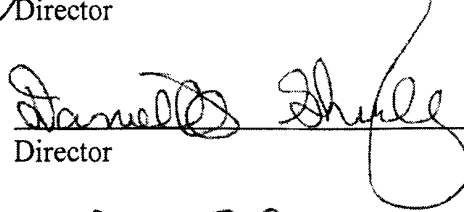
The fiscal year of the Association shall be based on a calendar year, beginning April 1st and ending on March 31st.


IN WITNESS WHEREOF, we, being all of the current Directors of River Park Country Homeowners Association, have hereunto set our hands as of May 13, 2015.


Director


Director


Director


Director


Director

Director

Director

**RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS
OF
RIVER PARK COUNTRY HOMEOWNERS ASSOCIATION
REGARDING BYLAWS**

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

We the undersigned, being a majority of the members of the Board of Directors of River Park Country Homeowners Association, a Texas non-profit corporation (the "Association") organized under the Texas Non-Profit Corporation Act, do by this writing approve the following resolution:

WHEREAS, Section 22.102 of the Texas Business Organizations Code provides as follows:

- A. The initial bylaws of a corporation shall be adopted by its board of directors or, if the management of the corporation is vested in its members, by the members.
- B. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the certificate of formation.
- C. A corporation's board of directors may amend or repeal the corporation's bylaws, or adopt new bylaws, unless:
 - (1) the certificate of formation or the Code reserves the power exclusively to the members in whole or in part;
 - (2) the management of the corporation is vested in its members; or
 - (3) the members in amending, repealing, or adopting a particular bylaw expressly provide that the board of directors may not amend or repeal that bylaw.


WHEREAS, the current Board of Directors desire to amend the bylaws for the Association.

NOW THEREFORE, the undersigned Board of Directors of the Association does hereby adopt the above and foregoing Bylaws to which this resolution is attached as the Bylaws of the Association.

This Resolution may be executed in multiple counterparts, which, when placed together shall constitute the fully executed original instrument.

**BOARD OF DIRECTORS
RIVER PARK COUNTRY HOMEOWNERS
ASSOCIATION**

Date: 5-13-15



Date: 5-13-15

Kelli Blum

Date: 5-13-15

Linda Auelin

Date: 5-13-15

Danella Shuler

Date: 05/13/2015



Date: _____

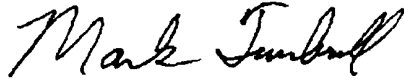
Date: _____

ATTEST:

Kelli Blum
Secretary

FILED FOR RECORD

11/17/2015 2:41PM



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.

11/17/2015



County Clerk
Montgomery County, Texas