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BY-LAWS OF

WOODSTONE HOMEOWNERS' ASSOCIATION, INC.
(As amended December 5, 1984)

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BY-LAWS OF

WOODSTONE HOMEOWNERS' ASSOCIATION, INC.

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BY-LAWS OF
WOODSTONE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I.

Definitions

Section 1: The words "said property" as used in these By-Laws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

All that certain subdivision known as Woodstone Section Three, according to the map of said sub-division recorded in Volume 0180, Page 38 of the Map Records of Harris County, Texas, excluding Lot "A" as shown thereupon.

Together with any and all other real property which may hereafter, voluntarily or through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.

Section 2: The words "building site" wherever used in these By-Laws shall be deemed to mean sites one (1) through one hundred sixty-four (164) as indicated on the map of Woodstone, Section Three recorded in Volume 0180, Page 38, of the Map Records of Harris County, Texas, as well as building sites as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the enumerated sites are located.

Section 3: The words "common property" wherever used in these By-laws shall be deemed to mean all property within the recorded plat of Woodstone, Section Three, not specifically designated as sites one (1) through one hundred sixty-four (164) or Lot A, including but not limited to, private park and playground areas, private landscaped areas, private sidewalks, swimming pool, tennis court, Association Building, private street and parking areas.

ARTICLE II.

Functions of the Corporation

Section 1: Purposes: The purposes for which Woodstone, Homeowners' Association, Inc. ("Woodstone") is formed are for the support of a benevolent undertaking, namely being the conducting of property improvement campaigns, safety campaigns and health campaigns for the residents of Woodstone Section Three. To carry out said purposes properly, Woodstone may at the discretion of its Board of Directors perform the

following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporation charter:

(a) Woodstone for the benefit of building site owners may accept conveyances of, and may own all common area in Woodstone Section Three, Houston, Harris County, Texas.

(b) Woodstone may endorse changes, restrictions, conditions and covenants existing upon and created for the benefit of said property existing upon and created for the benefit of said property over which Woodstone has jurisdiction; Woodstone may pay all expense incidental thereto; Woodstone may enforce the decisions and ruling of Woodstone having the jurisdiction over any of said property; Woodstone may pay all of the expenses in connection therewith; and may reimburse any declarant under any declaration of conditions, covenants, restrictions, assessment or charges affecting said property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in any declaration.

(c) Woodstone may own, lease, provide, control, maintain and operate recreational facilities, including but not limited to, swimming pool, tennis court, Association Building and private park areas.

(d) Woodstone may arrange for and provide refuse collection only from "refuse closets" where refuse is properly stored therein.

(e) Woodstone may pay any ad valorem taxes and other assessments levied or imposed against the common property.

(f) Woodstone may construct and maintain rights-of-way and easements.

(g) Woodstone may do all things necessary for the upkeep, repair and maintenance of all common property and the placement of improvement, including but not limited to the swimming pool, tennis court and Association Building, fixtures and equipment thereon, including the replacement of obsolete or damaged improvements, fixtures and equipment.

(h) Woodstone may provide for the landscaping of the common property and portions of the building sites necessary to provide a uniform scheme of landscaping for the whole subdivision.

(i) Woodstone may pay legal and other expenses incurred in connection with the enforcement of all recorded charges, covenants, restrictions and conditions affecting said property to which the maintenance fund charge applies.

(j) Woodstone may pay all reasonable and necessary expenses in connection with the collection and administration of the maintenance fund charge.

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- (k) Woodstone may care for vacant building sites.
- (l) Woodstone may provide domestic water to all building sites.
- (m) Woodstone may provide for the employment of policemen and watchmen.
- (n) Woodstone may do all things necessary to provide for the exterior maintenance of all residences, which exterior maintenance shall include, but not be limited to, the maintenance of:
 - (i) All roofing and sheet metal work;
 - (ii) All building exterior surfaces, including but not limited to, the painting of masonry and the staining and/or painting of painted surfaces;
 - (iii) Repair and replacement of exterior doors and windows (including glass breakage);
 - (iv) Building siding;
 - (v) Walk and parking covers;
 - (vi) All planting visible from the lot lines; and
 - (vii) Whatever other exterior maintenance is required in the opinion of Woodstone, which opinion shall be final and conclusive.
- (o) Woodstone may do any other thing necessary or desirable in the opinion of Woodstone to keep the property in the subdivision in neat and good order, or which it considers of general benefit to the owners or occupants of the building sites, it being understood that the judgment of Woodstone in the expenditure of said funds shall be final and conclusive so long as such judgment is exercised in good faith.
- (p) Woodstone may collect funds from building site owners by special assessment or otherwise for the payment of taxes, charges and assessments levied by governmental bodies against properties owned by Woodstone or submitted to the jurisdiction of Woodstone.
- (q) Woodstone may acquire by gift, purchase, or otherwise own, hold, enjoy, lease, operate, maintain, and convey, sell, lease, transfer, mortgage, or otherwise dispose of real or personal property in connection with the business of Woodstone.
- (r) Woodstone Directors may borrow only for emergencies (emergency is defined as repair of existing common element) or to cover expenditures approved by the members in an annual or special meeting. This restriction shall not apply to the approved three year line of credit (to expire in 1986) currently established by the Board of Directors.
- (s) Woodstone may delegate its duties of daily maintenance, repairs, and collection of assessments to a reputable management

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firm from time to time chosen by a majority of the Board of Directors. Any contract with a management company shall provide for a term not to exceed one (1) year, with provision for early termination by the Board upon not more than sixty (60) days written notice.

(t) Woodstone shall have the power, upon a vote by a majority of its Directors, and as provided in such vote, to indemnify any director or officer or former director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim against him, by action in court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

(u) Woodstone may provide liability insurance to any or all of its Directors and Officers upon such terms and with such coverage as shall be approved by the Board of Directors.

Section 2: Area: The activities of Woodstone shall be limited to the area known as Woodstone Section Three, a development in Harris County, Texas, except that portion platted as Lot "A", and to such other area which may hereinafter voluntarily or through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of Woodstone and be accepted as within the jurisdiction of Woodstone by resolution of the Board of Directors of Woodstone.

ARTICLE III.

Members

Section 1: Annual Meeting: The annual meeting of the members shall be held prior to December 15 of each year or shall be held on such other date as may be decided by the Board of Directors within the calendar year, and shall be held at such time as may be designated by the Board of Directors; but notice must be given as hereinafter provided.

NOTICE: Not less than ten (10) nor more than thirty (30) days before the date of the meeting, the Board of Directors must provide each member entitled to vote at such meeting, either personally or by mail, with written or printed notice stating the place, the date, and the hour of the meeting, and the agenda for such meeting, including

- (1) a copy of the proposed annual budget for the ensuing calendar year;
- (2) notice of any special assessment to come before the meeting;
- (3) notice of any non-operating budget proposed facilities additions, or improvements;

- (4) names of any candidate for Director, and
(5) notice of any and all other matters to be voted upon 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 appears on the records of the corporation, with postage thereon paid.

Section 2: Special Meetings: Special meetings of the members shall be held at the office of Woodstone in the City of Houston, Texas or at any such other places as may be designated in the notice or waivers of notice of the respected meetings. Special meetings of the members may be called by the President or by a Vice-President or by the Board of Directors or by the petition of not less than 25% of the members. Written notice of each special meeting and of the members, stating the time and place thereof and detailing the purpose or purposes thereof shall be sent by mail or telegram, or be delivered by the secretary, or in the event of his absence or failure, refusal, or inability to do so, by the President or Vice President or any Assistant Secretary to each of the members of Woodstone at their respective addresses, as shown by the records of Woodstone, and not less than ten (10) no more than thirty (30) days before the date of the 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 the corporation, with postage thereon paid.

Section 3: Quorum: A majority in number of the members, present in person or by proxy, shall constitute a quorum for all purposes at any meeting of the members. If the number of members necessary to constitute a quorum at any annual or special meeting of the members shall fail to attend in person or by proxy, the members present in person or by proxy, may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present or attend in person or by proxy. A majority of the members present in person or by proxy, may also adjourn any annual or special meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meetings as originally notified or called.

Section 4: Organization: The President of Woodstone and in the event of his absence, a Vice President of Woodstone, shall call meetings of the members to order and shall act as Chairman of such meetings. In the absence of the President and the Vice President of Woodstone, the members present may appoint a chairman. The Secretary of Woodstone or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the members, but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

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Section 5: Membership Qualifications: Membership in Woodstone shall be as follows: There shall be one membership for each building site in the subdivision. Regardless of the number of persons who may own a building site (such as husband and wife are joint tenants, etc.), there shall be but one membership for each building site.

Section 6: Membership Rolls: The Secretary or management company on behalf of the Board shall maintain a complete listing of all members of the association. Such listing shall be presumed complete and accurate, unless the member shall provide the Secretary with written notice of a different ownership or address.

Section 7: Minutes of Meetings: The Secretary shall prepare, or cause to be prepared minutes of the meetings of the members and the meetings of the Directors, and shall record such minutes permanently in a book maintained for that purpose as part of the records of Woodstone. Minutes of the Directors meetings shall be posted after Board review and approval at next Board meeting. A non-resident may request and receive copies of minutes.

Section 8: Voting: Each member shall be entitled to one vote at each meeting of the members. Joint owners of a building site shall be presumed to have designated the joint owner actually voting, in person or by proxy, to cast the membership vote for such joint owners. The executor, administrator or legal representative of any deceased member shall be entitled to cast the vote of such deceased member at any meeting of members. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or by the duly authorized attorney of such member. At all meetings of members all questions, except those the manner of which is otherwise expressly governed by statute, the charter of Woodstone or by the By-Laws, shall be decided by the vote of a majority of the members of Woodstone present in person or by proxy and entitled to vote, a quorum being present. All voting shall be viva voce, except that, upon the determination of the presiding officer of any meeting or upon demand of any member or his proxy, voting on any further question at any meeting shall be by ballot. Each ballot shall be signed by the members voting or by his proxy.

Section 9: Financial Disclosure: The Treasurer shall monthly provide the Board with a listing of revenues and expenditures versus amount budgeted, current arrears status, and unspent balance remaining. At the Board meeting, a copy of such information will be made available to any member.

ARTICLE IV.

Board of Directors

The business and property of Woodstone shall be managed and controlled by the Board of Directors, and subject to the restrictions

imposed by any law, by the deed restrictions, the charter, or by these By-Laws, the Board of Directors may exercise all the powers of Woodstone.

Section 1: Number; Term, Vacancy.

a. Number: The number of Directors shall be five (5) and all actions to be taken by the Directors shall require a majority vote for approval. The number of Directors may be increased or decreased from time to time by the affirmative vote of a majority of the members present in person or by proxy, at any annual or special meeting of the members, provided that the number of Directors shall never be less than three (3) nor more than five (5).

b. Term of Office: The Directors shall be elected for three (3) year terms with staggered elections. At the 1983 annual meeting of the members, one Director was elected for three years, a second Director elected for two years, and three Directors elected for one year each. At the 1984 annual meeting of the members, three Directors shall be elected for one year each. Thereafter, each Director shall be elected for a corresponding term to the expiring Director. Each Director shall be elected to hold office and serve until his successor shall be elected and shall qualify.

c. Resident Members Only. Directors shall be members and shall be residents of Woodstone Section III.

d. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by a vote of the majority of the Directors then in office. In the event of any increase in the number of Directors, the additional Directors shall be elected by the majority vote of the members of Woodstone present in person or by proxy, at any annual or special meeting of the members. Should a Director or other member cease to be a member or a resident of Woodstone Section III, he shall not be eligible for election as a Director and may be removed as Director by a majority vote of the remaining Directors.

Section 2: Meeting of Directors: The directors may hold their meeting and have officers and keep the books of Woodstone, except as otherwise provided by statute, in such place or places in or outside of the State of Texas, that the Board of Directors may from time to time determine.

Section 3: First Meeting: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of the members, or adjourned annual meeting of the members and no notice of such meeting shall be necessary.

Section 4: Election of Officers: At the first meeting of the Board of Directors in each year at which a quorum is present, the Board of Directors shall proceed to the election of the officers of Woodstone. No notice or waiver of notice of any such first meeting shall be required or

necessary if it be held immediately after either the annual meeting or the adjourned meeting of the members and any and all business of any nature or character may be transacted at such first meeting.

Section 5: Regular Meetings: Regular meetings of the Board of Directors shall be at such time and place as shall be designated from time to time by resolution of the Board of Directors, not less frequently than monthly. Said meetings are open to all members.

Notice of regular meetings shall be given or attempted by the Secretary or under the direction of the Secretary. Such notice to members of Woodstone may be given at least two (2) days prior to the meeting by telegraph, mail, telephone, personal delivery to each Director and member at his residence, or by posting such notice upon the bulletin board in the mail room at least five (5) days prior to the meeting.

Section 6: Special Meetings: Notice of special meetings shall include all items to be discussed and be given or attempted by the Secretary or under the direction of the Secretary. Such notice to members of Woodstone may be given at least two (2) days prior to the meeting by telegraph, mail, telephone, personal delivery to each Director and member at his residence, or by posting such notice upon the bulletin board in the mail room at least five (5) days prior to the meeting.

Section 7: Quorum: The majority of the directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance thereat. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the deed restrictions, the charter of Woodstone, or by these By-Laws.

Section 8: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a Chairman shall be chosen from the directors present. The Secretary of Woodstone shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9: Services: No director or officer of Woodstone shall be required to devote his time or render services exclusively to Woodstone. Each director and officer of Woodstone shall be free to engage in any and all other business and activities either similar or dissimilar to the business of Woodstone without liability to Woodstone. Likewise, each and every director and officer of Woodstone shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a trustee or officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the

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purposes, business or activities of Woodstone, without breach of duty to Woodstone or its members and without liability of any character or description to Woodstone or its members. No contract or other transaction of Woodstone shall ever be affected by the fact that any director or officer of Woodstone is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

ARTICLE V.

Officers

Section 1: Titles and Term of Office: The officers of Woodstone shall be a President (who shall be a director), one or more Vice Presidents, a Secretary, a Treasurer and such other officers, including but not limited to, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors may from time to time elect or appoint. One person may hold more than one office. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors. A vacancy in the office of any officer shall be filled by a vote of a majority of the directors than in office.

Section 2: Powers and Duties of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of Woodstone in the ordinary course of its business; he shall, in the absence of the Chairman of the Board of Directors, preside at all meetings of the members and of the Board of Directors; he may take, sign and execute all deeds, conveyances, assignments, bonds, contracts, and other obligations and any and all other instruments and papers of any kind or character in the name of Woodstone; and, he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 3: Vice Presidents: Each Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 4: Treasurer: The Treasurer shall have custody of all the funds and securities of Woodstone which comes into his hands. When necessary or proper, he may endorse, on behalf of Woodstone, for collection, checks, notes and other obligations and shall deposit the same to the credit of Woodstone in such manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to

Woodstone, either alone or jointly with such officer as it designated by the Board of Directors; whenever required by the Board of Directors he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of Woodstone to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of Woodstone; he shall at all reasonable times exhibit his books and accounts to any director of Woodstone during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 5: Assistant Treasurers: Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 6: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President or a Vice President in the name of Woodstone all contracts, conveyances, transfers, assignments, authorizations and other instruments of Woodstone. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any member upon request at the office of Woodstone during business hours and he shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 7: Assistant Secretary: Each Assistant Secretary shall have the usual powers and duties pertaining to the office; together with such other powers and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE VI.

Budget, Contracts, Expenditures, Accounts, etc.

Section 1: Budget, Maintenance Fund Size: Prior to the annual meeting, the Board shall prepare an annual operating/maintenance budget for the ensuing year, which budget shall be within the reasonably anticipated revenues from the maintenance funds to be available in the ensuing year, reduced by any deficit or loan balance payable. As part of the budget process, the Board shall determine the percentage increase or decrease (not to exceed the maximum increase allowed by the restrictions).

Section 2: Board Discretionary Fund: Conditioned that funds are available, the Board may expend up to six (6%) percent of the budget

total over and above the annual budget, as discretionary expenditures, conditioned that the funds are available without borrowing and that no one project exceeds three (3%) percent of such annual budget.

Section 3: Who may act for Woodstone: The Board of Directors, except as in these By-Laws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of Woodstone, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no officer or agent or employee shall have any power or authority to bind Woodstone by any contract or engagement or to render it liable pecuniarily for any purpose or to any amount.

Section 4: Borrowing or Line of Credit: Woodstone Directors may borrow only for emergencies or to cover expenditures approved by the members in an annual or special meeting. Otherwise, no loan shall be contracted on behalf of Woodstone, and no negotiable papers shall be issued in its name. This provision shall not restrict the utilization of the current three year line of credit (to expire in 1986) approved by the Board of Directors.

Section 5: Expenditures: All checks, drafts and other orders for the payment of money out of the funds of Woodstone, and all notes or other evidence of indebtedness of Woodstone shall be signed on behalf of Woodstone and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6: Depositing Funds: All funds of Woodstone not otherwise employed shall be deposited from time to time to the credit of Woodstone in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other officer or agent or employee of Woodstone to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of Woodstone.

Section 7: Maintenance Fee Late Payment Penalty: A late fee equal to the current prime rate or 10%, whichever is higher, will be charged to any unit owner who has not paid the maintenance fee within 30 days of the due date.

Section 8: Non-Payment of Maintenance Fee Recourse: The Board may pursue legal recourse through due process for non-payment.

ARTICLE VII.

Miscellaneous Provisions

Section 1: Offices: The principal office of Woodstone shall be in the City of Houston, Harris County, Texas.

Section 2: Fiscal Year: The fiscal year of Woodstone shall end at midnight on December 31st of each calendar year.

Section 3: Notice and Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of these By-Laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office mail box in a sealed, postpaid wrapper addressed to the person entitled thereto at his such post office address, as it appears on the books of Woodstone, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4: Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE VIII.

Architectural Control Committee

All members of the Architectural Control Committee shall be resident homeowners of Woodstone III, and shall control the erection or alterations of improvements on all lots not owned by Ford Enterprises, Inc. on April 1, 1983. For the erection or alterations of improvements on the unimproved building sites owned by Ford Enterprises, Inc., on April 1, 1983, and conditioned that Ford Enterprises, Inc. owns five or more unimproved lots or a buyer of five or more unimproved building sites contractually requires Ford Enterprises, Inc. to have architectural control, then as to those building sites only, Ford Enterprises, Inc. shall be entitled to serve as the Architectural Control Committee, with sole authority to approve or reject plans and specifications, provided each new construction shall contain at least 1600 square feet of air-conditioned living area, be single family units, having at least fifty (50%) percent exterior brick of a color matching predominate brick in the subdivision.

ARTICLE IX.

Amendments

These By-Laws may be supplemented, altered, amended or repealed hereafter either by the affirmative vote of a majority of the members of Woodstone present in person or by proxy at any annual or special meeting,

save and except that Article III (Sections 5 and 6, Article VIII hereof may only be revised, altered, supplemented, amended or repealed by a vote of majority of the members of Woodstone present in person or by proxy coupled with consent by Ford Enterprises, Inc., so long as Ford Enterprises, Inc. is entitled to select members of the Architectural Control Committee as provided in Article VIII.

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