

**BY-LAWS  
OF  
PROPERTY OWNERS ASSOCIATION  
OF LAKE RIDGE**

**ARTICLE ONE  
REGISTERED OFFICE**

1.01 The registered office of the Corporation is located at 100 Lake Ridge Parkway, Cedar Hill, TX 75104. The name of the registered agent of the Corporation at such address is Marcus Smith.

**ARTICLE TWO  
DEFINITIONS**

2.01 As used in these By-Laws the following definitions shall apply:

(A) LAKE RIDGE SUBDIVISION: Those portions of the property described on Exhibit "A" as are included in any section of the LAKE RIDGE SUBDIVISION, as such sections are shown by plats of record among the Plat Records of Dallas County, Texas whether such plats are presently on record or are hereinafter to be recorded, and any additional real property annexed thereto by PROPERTIES OF THE SOUTHWEST, INC., hereinafter referred to collectively as "LAKE RIDGE SUBDIVISION", so long as such properties are bound by any subdivision restriction promulgated by PROPERTIES OF THE SOUTHWEST, INC., its successors or assigns, which subdivision restrictions provided for the payment of assessments to PROPERTIES OF THE SOUTHWEST, INC. until assigned to the Corporation herein.

(B) MEMBERS:

1. Ownership of each lot in LAKE RIDGE SUBDIVISION shall entitle the owner thereof to one membership in the Corporation. Members of the Corporation shall include all those persons or entities who are voting members, non-voting members, or advisory members of the Corporation as provided below.
2. For purposes of these provisions, those persons who have purchased any of the lots in LAKE RIDGE SUBDIVISION under the provisions of any Contracts of Sale and Purchaser with the Veterans Land Board of the State of Texas shall be considered as "members" of the Corporation, and the State of Texas shall not be considered as a member of the corporation. In the case of any lots owned by two or more persons or entities other than one individual, the owner or owners thereof may designate one person in writing as the person eligible for memberships.
3. A person shall be considered as an owner of a lot in the LAKE RIDGE SUBDIVISION only after such person has received legal title to such lot, or after legal title to such lots has been transferred by PROPERTIES OF THE SOUTHWEST, INC. (ITS SUCCESSORS OR ASSIGNS) to the individual, the entity, or the Veterans Land Board of the State of Texas.

(C) VOTING MEMBERS: All those persons or entities owning a lot or lots in the LAKE RIDGE SUBDIVISION who are (a) current in the payment of any and all assessments due to PROPERTIES OF THE SOUTHWEST, INC. or the Corporation; (b) not otherwise in default under any of the subdivision restrictions affecting such lot or lots in the LAKE RIDGE SUBDIVISION; and (c) are current in all other dues or other obligations to the Corporation. PROPERTIES OF THE SOUTHWEST, INC., its successors or assigns, shall not be considered a voting member of the Corporation.

(D) NON-VOTING MEMBERS: Non-voting members of the Corporation shall be those members who are in arrears for more than thirty (30) days in the payment of any assessments, or in the payment of any other dues or accounts of the Corporation, or in default in the performance of any of the obligations contained in any of the subdivision restrictions affecting LAKE RIDGE SUBDIVISION. However, no member shall be considered to be in default in the payment of any other dues or accounts, due to PROPERTIES OF THE SOUTHWEST, INC. or the Corporation, nor will they be considered to be in default in the performance of any other obligations under the subdivision restrictions of the LAKE RIDGE SUBDIVISION unless such member has been notified of such default by a written statement for at least thirty days. Notice shall be

conclusively deemed as having been given if the notice has been deposited in the U.S. mails, with postage property prepaid, addressed to the last known address of the member as shown by the records of the Corporation.

(E) **ADVISORY MEMBERS: PROPERTIES OF THE SOUTHWEST, INC.**, the developer of LAKE RIDGE SUBDIVISION, its successors and assigns, shall be an advisory member of the Corporation. An advisory member of the Corporation shall not have the right to vote in any meeting of the Corporation, but shall be entitled to have a representative present at all meetings of the Corporation and at all meetings of the Board of Directors of the Corporation. The right of PROPERTIES OF THE SOUTHWEST, INC., its successors and assigns, to be considered an advisory member of the Corporation may not be revoked. The Board of Directors of the Corporation may designate any other person or entity as an advisory member of the Corporation. If so designated, such advisory member of the Corporation shall serve as an advisory member for so long as the Board of Directors shall permit.

(F) A member shall be in default, as provided for herein, if such member shall have failed to pay any assessments to the Corporation, as provided for in any subdivision restrictions of the LAKE RIDGE SUBDIVISION, for more than thirty (30) days after the same shall become due. A member shall further be considered to be in default if he has violated any of the terms, conditions, or stipulations of the restrictions affecting the LAKE RIDGE SUBDIVISION, or is in violation of any local, state, or federal law, order, rule, or regulation, has been notified of such violation, and has refused to correct such violation within thirty (30) days after the date such notice was given.

### ARTICLE THREE MEMBERS MEETINGS

3.01 All meetings of the members shall be held at the registered office of the Corporation or at any other place within or outside this state as may be designated for that purpose from time to time by the Board of Directors.

3.02 Annual meeting of the members. The annual meetings of the members shall be held each year at 7:00 p.m. on the first Monday in \_\_\_\_\_. If this day falls on a legal holiday, the annual meeting shall be held at the same time on the next following business day.

3.03 Notice of meetings. Notice of the meeting, stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member (whether voting, non-voting, or advisory) at least ten (10) but not more than fifty (50) days before the date of the meeting either personally or by mail or other means of written communication addressed to the member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. Notice of adjourned meetings is not necessary until the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.04 Special meetings. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by the Board of Directors, or by any two or more directors. Any special meeting must be called for specific purposes, which purposes shall be identified in the call of the meeting and notice of the meeting.

3.05 Quorum. Ten percent (10%) of the voting members constitutes a quorum for transaction of business. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain a quorum during the remainder of the meeting.

3.06 Voting. Only persons listed as voting members on the date of the meeting shall be entitled to vote at such meeting. Any non-voting member may elevate his status to a voting member by curing any default prior to the stated time of the meeting. Votes shall be apportioned by lots, i.e., each lot shall be entitled to one vote, and therefore, if any voting member owns two or more lots, he shall be entitled to the same number of votes as he shall own lots. There shall be no fractional voting, but rather, if a lot is owned by two or more persons, that lot shall be entitled to only one vote and shall not be entitled to split that vote, and the owners of such lot must, in writing, designate one of their members to be the voting member of the Corporation. A voting member may execute a written proxy granting to another voting member, or to an advisory member, the right to cast such voting

member's vote at any meeting. A voting member may not grant a proxy to a non-voting member as defined in Article 2.01 D.

3.07 Presiding officer. All meetings of the membership shall be presided by the President of the Corporation, and may be conducted in accordance with Roberts Rules of Order.

## ARTICLE FOUR BOARD OF DIRECTORS

4.01 The management of the Corporation shall be vested in a Board of Directors consisting of three directors, which board shall have full power and authority to carry out the purposes of the Corporation and to do any and all lawful acts necessary or profitable thereto. The director shall have no individual power and shall only have collective power as a board. The powers of the Corporation shall be exercisable by the Board of Directors or under its authority, and the action of the President of the corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, or these By-Laws as to the actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited special power and authority to the officers and employees of the Corporation to transact the general business, or any special business of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business required by such authorization.

4.02 The authorized number of directors of this Corporation shall be three. The directors need not be members of the Corporation. The number of directors may be increased or decreased from time to time by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

4.03 The directors shall be elected annually by the voting members, and shall hold office until their respective successors are elected, or until their death, resignation, or removal.

4.04 Vacancies of the board of Directors may be filled by a majority of the remaining directors, or by the sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the directors. The entire Board of Directors or any individual director may be removed from office with or without cause by a vote of the majority of the voting members at any regular or special meeting of the members.

4.05 All meetings of the Board of Directors shall be held at the principal office of the corporation at such place within or outside the state as may be designated from time by resolution of the board or by written consent of the members of the board. Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the membership of the Corporation, and at such other times as the directors may determine.

4.06 Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent or unable or refuse to act, by the Vice-President or by any two directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed ten (10) days prior to the meeting or personally delivered to each director not later than three (3) days before the day appointed for the meeting.

4.07 A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present shall be regarded as an act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

4.08 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as the unanimous vote of the Directors, if all of the members of the board shall individually collectively consent in writing to the action.

4.09 A quorum of the directors may adjourn any directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special may adjourn from time to time until the time fixed for the next regular meeting of the board.

4.10 The President, or in the President's absence, any director selected by the directors present, shall preside at meeting of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

4.11 Directors and members of the committee shall not receive any compensation for their services. They may receive reimbursement for actual expenses incurred only upon the submission of appropriate written evidence of such expenses incurred.

4.12 The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, present or former Directors, officers, or employees of this Corporation as provided by Article 1296.22A of Title 32 of the Miscellaneous Corporation Act of the State of Texas.

#### ARTICLE FIVE OFFICERS

5.01 The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such assistants and other officers as the Board of Directors shall from time to time determine. Any two offices may be held by one person. All officers shall be elected by and hold office at the pleasure of the Board of Directors, which shall fix the tenure of all officers.

5.02 The officers of the Corporation shall have the power and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

#### ARTICLE SIX EXECUTION OF INSTRUMENTS

6.01 The Board of Directors may, in its discretion, authorize an officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporation name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the Corporation.

#### ARTICLE SEVEN MISCELLANEOUS

7.01 The Board of Directors, on behalf of the Corporation, shall have the authority to employ such agents or employees as the Board of Directors shall deem appropriate for carrying out the purposes of this Corporation.

7. The Board of Directors shall have discretion over the disposition of any and all assessments paid as provided for in any of the subdivision covenants, restrictions, and requirements imposed on any lot in the LAKE RIDGE SUBDIVISION. Subject to the approval of the majority of the voting members at a meeting of the membership duly convened, the Board of Directors may increase or decrease the assessments described in the subdivision restrictions, restrictive covenants, and conditions affecting any lot of the LAKE RIDGE SUBDIVISION as shown by recorded instrument filed for record in Dallas County, Texas. All of the provisions relating to such increases and decreases, and to such assessments, which are shown by recorded instruments affecting any lot of the LAKE RIDGE SUBDIVISION, or which may be hereinafter filed as to any subsequently created section of the LAKE RIDGE SUBDIVISION are hereby incorporated herein by reference as if stated in full.

7.03 The Board of Directors shall have the authority to appoint such committees to assist it in the managing of the Corporation as it shall deem appropriate, and to appoint to such committees either members or non-members of the Corporation. Such committees shall be of such number and serve such functions as the Board of Directors may determine;

however, there shall always be created an Architectural Control Committee as is described in the subdivision restrictions, restrictive covenants, and conditions affecting any and all units of the LAKE RIDGE SUBDIVISION as shown by recorded instruments in Dallas County, Texas. Further, there shall always be created a separate committee for each garden home community which shall have sole power and authority to govern and control issues that are unique to each of their communities. Each garden home committee shall have three committee members who shall be elected annually from the members of each community at an annual or special meeting of such members that is called for such purpose. The quorum and voting provisions of Sections 3.05 and 3.06, above, shall apply to such meetings.

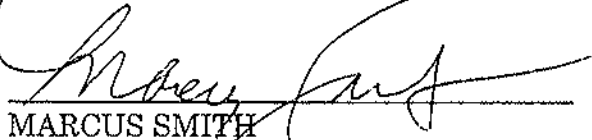
7.04 The Corporation shall not enter into any contract to pay and shall not pay, any salary or other remuneration to any officer, directors, or committee member for their services as such, nor in any other capacity regardless of the capacity in which they may act. However, nothing in this section shall prevent the Corporation from reimbursing any officer or director for actual expenses incurred by such director or officer in the performance of his duties.

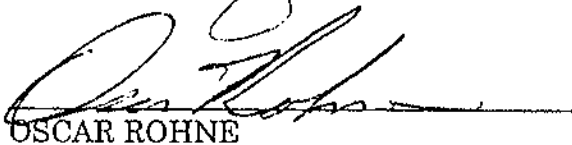
7.05 Any and all funds of the Corporation shall be deposited in a bank account owned by the Corporation. All demand withdrawal instruments and checks on such bank account shall bear the signature of at least two authorized persons, the identity of whom shall be made by the Board of Directors, and who may, but do not have to be members of the Corporation.

7.06 All books and records provided for by statute shall be open to inspection by the members at any reasonable time.

7.07 The power to alter, amend, or repeal these By-Laws is vested in the Board of Directors, subject to repeal or change by the action of the members.

ADOPTED by the Directors on this the 10 day of June, 1996.

  
MARCUS SMITH

  
OSCAR ROHNE

  
NANCY HARDWICK

SPECIAL MEETING OF THE INITIAL BOARD OF DIRECTORS OF THE  
PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE

The initial Board of Directors of the PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE met on the 4th day of August, 1997, in a special called meeting for the purpose of amending the Bylaws to provide for the appointment of the first Board of Directors by the Developer, Properties of the Southwest, Inc. and to provide that such Board should serve until the first annual meeting next following the control transfer date when the successor board will be elected. All Directors were present and gave consent to this meeting without notice as evidenced by their signatures hereto.

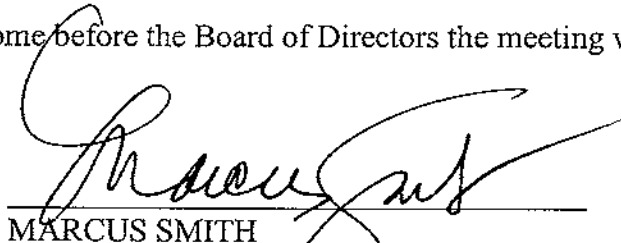
Marcus Smith, President of the Board (who was duly elected) related that the Developer believed is prudent for the Directors to be voting members of the Association and for the initial board to select or appoint the first Board of Directors to serve until the first annual meeting of the Property Owners Association next following the recording of the instrument transferring the control of the Association and that the bylaws be amended accordingly. After discussion, the following amendments were duly adopted by the initial Board of Directors:

Article 4.02 is amended as follows: "4.02. The Directors shall be voting members of the corporation."

Article 4.03 is amended as follows: "4.03. The first Board of Directors shall be appointed or selected by the initial Board of Directors and shall serve until the first annual meeting of the Property Owners Association next following the recording of the instrument executed by Developer evidencing transfer of control of the Association to the Association.

Except as amended hereby all of the remaining provisions of the Bylaws including the unchanged portion of the amended articles shall continue in full force and effect.

There being no further business to come before the Board of Directors the meeting was adjourned.



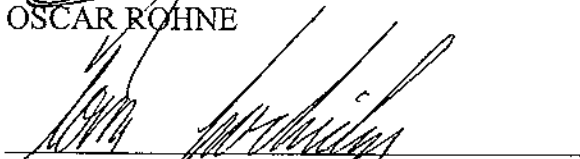
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MARCUS SMITH



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OSCAR ROHNE



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TOM LOSCHEIDER

**SECOND AMENDMENT  
TO  
BY-LAWS  
OF  
THE PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE**

**THIS SECOND AMENDMENT TO THE BYLAWS OF THE PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE** (the "Second Amendment") is made to be effective the 22<sup>nd</sup> day of February, 2007, by the Board of Directors and Voting Members of the Property Owners Association of Lake Ridge (the "Association").

**WITNESSETH:**

**WHEREAS**, the original By-Laws of the Property Owners Association of Lake Ridge (the "By-Laws") were duly adopted by the Association's initial Board of Directors on June 10, 1996; and

**WHEREAS**, Article Seven, Section 7.07 of the By-Laws authorizes the Association's Board of Directors to amend the By-Laws, subject to the right of the Association's Members to repeal or change any such amendment; and

**WHEREAS**, the Association's initial Board of Directors met on the 4<sup>th</sup> day of August, 1997, in a special meeting called for the purpose of amending the By-Laws at which meeting Article Four, Section 4.03 was amended and Article Four, Section 4.02 was amended (the "First Amendment"); and

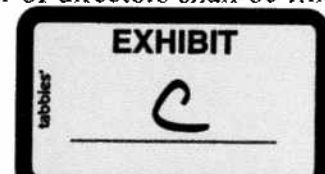
**WHEREAS**, the Developer has since transferred control of the Association to the Association, and a Board of Directors has been elected by the Voting Members of the Association; and

**WHEREAS**, the By-Laws have not been repealed or further amended since the foregoing.

**NOW, THEREFORE**, the Association's Board of Directors and Voting Members hereby amend the By-Laws by this Second Amendment as follows:

1. **Article Four, Section 4.02** is amended to provide for increasing the number of directors from three (3) to five (5). Accordingly, pursuant to this Second Amendment, Article Four, Section 4.02 is amended by deleting Section 4.02 in its entirety and replacing it with the following

**4.02** The authorized number of directors of this Corporation shall be five (5). The directors shall be Voting Members of the Corporation. The number of directors may be increased or decreased from time to time by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled



by election at an annual meeting or special meeting of the members called for that purpose.

2. Except as modified by the previous amendments and by this Second Amendment, the By-Laws shall remain in full force and effect.

**IN WITNESS WHEREOF**, the undersigned officer does hereby certify that the foregoing Second Amendment to the By-Laws was approved by the Association's Board of Directors and by the Voting Members at a regular meeting of the Association held on February 22, 2007.

**PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE,  
a Texas non-profit corporation**

By: William C. Brass <sup>SR</sup>  
Its: Secretary

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**THIRD AMENDMENT  
TO  
BY-LAWS  
OF  
THE PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE**

**THIS THIRD AMENDMENT TO THE BYLAWS OF THE PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE** (the "Third Amendment") is made to be effective the 21 day of September, 2007, by the Board of Directors of the Property Owners Association of Lake Ridge (the "Association").

**WITNESSETH:**

**WHEREAS**, the original By-Laws of the Property Owners Association of Lake Ridge (the "By-Laws") were duly adopted by the Association's initial Board of Directors on June 10, 1996; and

**WHEREAS**, Article Seven, Section 7.07 of the By-Laws authorizes the Association's Board of Directors to amend the By-Laws, subject to the right of the Association's Members to repeal or change any such amendment; and

**WHEREAS**, the Association's initial Board of Directors met on the 4<sup>th</sup> day of August, 1997, in a special meeting called for the purpose of amending the By-Laws at which meeting Article Four, Section 4.03 was amended and Article Four, Section 4.02 was amended (the "First Amendment"); and

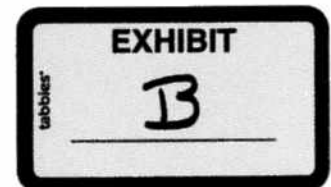
**WHEREAS**, the Developer has since transferred control of the Association to the Association, and a Board of Directors has been elected by the Voting Members of the Association; and

**WHEREAS**, the Second Amendment to the By-Laws was approved by the Association's Board of Directors and Voting Members at a regular meeting of the Association held on February 22, 2007, which amended Article Four, Section 4.02 to provide for increasing the number of directors from three (3) to five (5); and

**WHEREAS**, the By-Laws have not been repealed or further amended since the foregoing.

**NOW, THEREFORE**, the Association's Board of Directors hereby amend the By-Laws by this Third Amendment as follows:

1. **Article Four, Section 4.02** is amended to provide for increasing the number of directors from five (5) to seven (7) and to allow the incumbent Directors to fill such directorships until the next meeting of the Voting Members. Accordingly, pursuant to this Third Amendment, Article Four, Section 4.02 is amended by deleting Section 4.02 in its entirety and replacing it with the following



**4.02** The authorized number of directors of this Corporation shall be seven (7). The directors shall be Voting Members of the Corporation. The number of directors may be increased or decreased from time to time by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director, and the number of directors may not be less than three (3). Any directorship to be filled by reason of an increase in the number of directors may be filled by a majority vote of all incumbent directors. If filled by a vote of the incumbent directors, the appointed director shall serve until the next annual meeting or special meeting of the members called for that purpose, at which time the Voting Members shall elect the director(s) to fill the additional new director position(s). Any new director(s) who may have been appointed by the incumbent directors to fill a new directorship may be considered as a candidate for election by the Voting Members, if the appointed director desires to be considered for election by the Voting Members.

2. **Article Four, Section 4.03** is amended to provide for staggered terms of office for the directors so as to provide continuity of the Board of Directors from year to year. Accordingly, pursuant to this Third Amendment, Article Four, Section 4.03 is amended by deleting Section 4.03 in its entirety and replacing it with the following:

**4.03** The directors shall be elected at an annual meeting or at a special meeting of the members called for that purpose and shall hold office until their respective successors are elected or until their deaths, resignations, or removal. At the first election of directors following the increase from five (5) to seven (7) directors, the Voting Members shall elect directors as follows for purposes of implementing staggered terms for director positions:

- a. two (2) directors shall be elected for a term of two (2) years;
- b. three (3) directors shall be elected for a term of one (1) year;
- c. two (2) of the incumbent directors shall receive an extended term of one (1) additional year to expire at the next annual meeting; the two incumbent directors to receive the one-year extension of their term shall be selected by a majority vote of all incumbent directors prior to the date of the annual meeting of the members at which the foregoing elections are held;
- d. thereafter, the two (2) director positions held by the incumbent directors who received the one-year extension of their term shall be filled by the election of two (2) directors for two (2) year terms thereafter.

The first election of directors for staggered terms shall not act to shorten or interrupt the term of any incumbent director. At each annual meeting thereafter, successors shall be elected to fill the vacancies caused by expiration of the respective one or two year terms. A successor shall be elected to serve the same term as that of the outgoing director. The candidates receiving the most votes shall be elected, with the two candidates receiving the highest votes being elected to fill the two-year term positions, unless the elected candidate requests to serve for only a one-year term. There is no limit on the number of consecutive terms a

director may serve. Election of directors shall be by written ballot, to include voting by validly executed proxies pursuant to Section 3.06 of these By-Laws. In the case of a tie vote, Voting Members present at the meeting shall cast a second written ballot vote only for those candidates who received the tie vote. Any validly executed directed proxies specifying the vote for a specific candidate shall also be recounted in tabulating the second vote to break the tie. In the case of a continued tie vote between two candidates as a result of the tie breaking vote, the incumbent Board of Directors will vote by secret written ballot in an attempt to break the tie vote. The Board of Directors may promulgate and enforce rules and regulations governing the nomination and election of directors. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Acceptance of the resignation by the Board of Directors shall not be necessary to make the resignation effective.

3. Except as modified by the previous amendments and by this Third Amendment, the By-Laws shall remain in full force and effect.

**IN WITNESS WHEREOF**, the undersigned officer does hereby certify that the foregoing Third Amendment was approved by the Association's Board of Directors in accordance with the By-Laws.

**PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE**

By: William C. Davis  
Its: Secretary

**FOURTH AMENDMENT TO THE BY-LAWS OF  
PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE  
(A Texas Non-Profit Corporation)**

STATE OF TEXAS           §  
                                  §                                   KNOW ALL MEN BY THESE PRESENTS  
COUNTIES OF DALLAS   §  
AND ELLIS                §

**THIS FOURTH AMENDMENT** to the By-Laws of Property Owners Association of Lake Ridge (the “*By-Laws*”), is effective when filed of record with the offices of the Dallas County Clerk and the Ellis County Clerk, and is made by the Board of Directors of the **PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE** (the “*Association*”):

**WITNESSETH:**

**WHEREAS**, Article Seven, Section 7.07 of the By-Laws provides that the power to amend the Bylaws is vested in the Board of Directors of the Association; and

**WHEREAS**, the amendments to the By-Laws, as set out hereinafter with specificity, were approved by no less than a majority of the members of the Board of Directors at a duly convened meeting of the Board of Directors held on September 9, 2014.

**NOW, THEREFORE**, the By-Laws of the Association are hereby amended as follows:

(a) Section 1.01 of Article One of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**1.01 The location of the registered office of the Corporation shall be determined by the Board of Directors. The name and registered agent of the Corporation shall be determined by the Board of Directors and reflected in the records for the Corporation maintained by the office of the Texas Secretary of State.**

(b) Paragraph (A) of Section 2.01 of Article Two of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**(A) LAKE RIDGE SUBDIVISION: Those lots, tracts or parcels of real property included in any section of the LAKE RIDGE SUBDIVISION, as such sections are shown by plats filed of record among the Plat Records of Dallas or Ellis Counties, Texas.**

(c) Subsection 3 of Paragraph B of Section 2.01 of Article Two of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**3. A person shall be considered as an owner of a lot in the LAKE RIDGE SUBDIVISION only after such person has received legal title to such lot.**

(d) Paragraph (C) of Section 2.01 of Article Two of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**(C) VOTING MEMBERS: All those person or entities owning a lot or lots in the LAKE RIDGE SUBDIVISION.**

(e) Paragraphs (D), (E), and (F) of Section 2.01 of Article Two of the By-Laws are hereby deleted in their entirety.

(f) Section 3.02 of Article Three of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**3.02 Annual Meeting of the Members. The annual meetings of the members shall be held during the first quarter of each calendar year at time, date and place determined by the Board of Directors.**

(g) Section 3.03 of Article Three of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**3.03 Notice of Meetings.** Notice of the meeting, stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing to each member at least ten (10) but not more than fifty (50) days before the date of the meeting either personally, by electronic mail, by mail or other means of written communication including a newsletter, or a combination thereof, addressed to the member at his address or electronic mail address appearing on the books of the Corporation or given by him to the Corporation for purposes of notice. Each member is solely responsible for maintaining an updated electronic mail address with the Corporation. If allowed by law notice of adjourned meetings is not necessary until the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any other meeting of the members.

(h) Section 3.06 of Article Three of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**Section 3.06 Voting.** Only persons listed as members on the date of the meeting shall be entitled to vote at such meeting. Votes shall be apportioned by lots, i.e., each lot shall be entitled to one vote, and therefore, if any voting member owns two or more lots, he shall be entitled to the same number of votes as he shall own lots. There shall be no fractional voting, but rather, if a lot is owned by two or more persons, that lot shall be entitled to only one vote and shall not be entitled to split that vote, and the owners of such lot must, in writing, designate one of their members to be the voting member of the Corporation. Should a lot be owned by an entity other than a natural person, that entity must, in writing, designate a natural person to be the voting member of the Corporation. At all meetings of members, each member may vote in person or by proxy, absentee ballot, or electronic ballot. An absentee or electronic ballot: (1) may be counted as a member present and voting for the purpose of establishing a quorum only for items appearing on the ballot; (2) may not be counted if the member attends the meeting to vote in person; and (3) may not be counted on the final vote of a proposal if the motion is amended at the meeting to be different from the exact language on the absentee or electronic ballot. Voting for directors does not constitute a "proposal" under the preceding limitation. All proxies shall be in writing, signed by the member or his or her duly authorized attorney-in-fact, dated and filed with the Secretary or such other person as may be designated by the Board before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of such member's lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a member, or of written revocation, or upon the expiration of eleven (11) months from the date of the proxy. A form of proxy or written ballot may provide an opportunity to specify approval or disapproval with respect to any proposal.

(i) Section 4.02 of Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.02** The authorized number of directors of this Corporation shall be no less than five (5) and no more than (9). Within these limits, the number of directors to serve shall be determined by the Board of Directors prior to each annual meeting without the need to amend these By-Laws. The directors must be members of the Corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of the directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

(j) Section 4.05 of Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.05** All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such place within Dallas or Ellis Counties as may be designated from time to time by the President. Regular meetings of the Board of Directors shall be held at such times as the directors may determine. Members, including directors, shall be given notice of the date, hour, place and general subject of a regular or special meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be: (1) mailed to each member not later than the 10<sup>th</sup> day or earlier than the 60<sup>th</sup> day before the date of the meeting; or (2) provided at least 72 hours before the start of the meeting by: (A) posting the notice in a conspicuous manner reasonable designed to provide notice to members; (i) in a place located on the Corporation's Common Area, or, with consent, on other conspicuously located privately owned property within the LAKE RIDGE SUBDIVISION; or (ii) on any Internet website maintained by the Corporation; and (B) sending the notice by email to each member who has registered an electronic mail address with the Corporation. It is the Member's obligation and duty to ensure that the Corporation has his/her most updated and current electronic mail address registered with the Corporation.

(k) Section 4.06 of Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.06** Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent or unable or refuses to act, by the Vice-President or by any two directors. Notice of special meetings shall be given as provided in Section 4.05.

(l) Section 4.08 of Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.08 Members of the Board or any committee may participate in a meeting of the Board or committee by means of telephone conference or electronic communications system or equipment, through which all persons participating in the meeting can simultaneously communicate with one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. The Board may meet without notice to members under Section 4.05 to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to the members shall be summarized orally and documented in the minutes of the next regular or special meeting of the board.**

(m) Section 4.09 of Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.09 A quorum of the directors may adjourn any meeting of the directors to meet again at a stated hour on a stated day. If the board adjourns the meeting to the following regular business day, the board is not required to give notice to the members under Section 4.05. If the meeting is adjourned to any day other than the following regular business day, the board must give notice to the members under Section 4.05.**

(n) Section 4.13 is added to Article Four of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**4.13 Subject to the provisions of Section 4.08, all meetings of the board shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any member may speak. Notwithstanding the above, the President may adjourn any meeting of the board and reconvene in executive session, excluding members, to discuss matters of a sensitive nature including, but not limited to, pending or threatened litigation, personnel matters, or matters that are to remain confidential by request of the affected parties and agreement of the board. The general nature of any business to be considered in executive session must first be announced at the open meeting.**



(o) Section 7.02 of Article Seven of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**7.02 The Board of Directors shall have discretion over the disposition of any and all assessments paid as provided for in any of the covenants, conditions and restrictions imposed on any lot in the LAKE RIDGE SUBDIVISION. Subject to the approval of the majority of the voting members at a meeting of the membership duly convened, the Board of Directors may increase or decrease the assessments described in the covenants, conditions and restrictions affecting a lot of the LAKE RIDGE SUBDIVISION as shown by recorded instruments filed for record in Dallas or Ellis Counties. In addition to the foregoing, the Board of Directors is authorized to present to the members for approval, by a majority of those voting members present at a meeting of the membership duly convened, a community enhancement fee designated for improvement, maintenance or beautification of the LAKE RIDGE SUBDIVISION as determined by the board in its sole and absolute discretion. The amount of the community enhancement fee, the number of years the fee will be in effect and whether such fee is to be paid on an annual, semi-annual or quarterly basis shall be approved by the members. Each lot in the LAKE RIDGE SUBDIVISION shall be subject to the community enhancement fee; provided, however, if an Owner owns more than one lot in the LAKE RIDGE SUBDIVISION, such Owner shall only pay twice the per lot community enhancement fee no matter how many lots are owned (the “*multi-lot credit*”). Notwithstanding the foregoing, the multi-lot credit shall only be applied with regard to the total number of lots owned by the same Owner as of the date this Fourth Amendment to the By-Laws is filed with the Dallas County Clerk and the Ellis County Clerk. The multi-lot credit shall not apply to any lots purchased by an Owner following the date this Fourth Amendment to the By-Laws is filed with the Dallas County Clerk and the Ellis County Clerk. Any lot purchased following the date this Fourth Amendment to the By-Laws is filed with the Dallas County Clerk and the Ellis County Clerk shall be subject to the community enhancement fee without exception. Any community enhancement fee not paid within thirty (30) days after the due date shall bear interest at the same rate set forth in the Declarations for the LAKE RIDGE SUBDIVISION, and shall be subject to the same collection procedures set forth in any Collection Policy adopted by the board.**

(p) Section 7.03 of Article Seven of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**7.03 The Board of Directors shall have the authority to appoint such committees to assist it in the managing of the Corporation as it shall deem appropriate, and to appoint to such committees either members or non-members of the Corporation. Such committees shall be of such number and serve such functions as the Board of Directors may determine; however, there shall always be created an Architectural Control Committee as is described in the covenants, conditions and restrictions affecting the lots of the LAKE RIDGE**

**SUBDIVISION as shown by recorded instruments in Dallas and Ellis Counties, Texas. Further, there will always be created a separate committee for each gated community or subassociation which shall have sole power and authority to govern and control issues that are unique to such gated communities or subassociations.**

(q) Section 7.05 of Article Seven of the By-Laws is deleted and hereby amended to read, in its entirety, as follows:

**7.05 Any and all funds of the Corporation shall be deposited in the bank accounts owned by the Corporation. All demand withdrawal instruments and checks on such bank accounts shall bear the signatures of at least two authorized persons, the identity of whom shall be determined by the Board of Directors, and who may or may not be members of the Corporation.**

EXECUTED on this 9 day of September, 2014.

**PROPERTY OWNERS ASSOCIATION  
OF LAKE RIDGE**

By Jennifer Zick  
Jennifer Zick, Secretary

**CERTIFICATION OF AMENDMENT TO BY-LAWS**

I, Chad McCurdy, the duly-elected President of the Property Owners Association of Lake Ridge hereby certify:

That this Fourth Amendment to the By-Laws of the Property Owners Association of Lake Ridge, as evidenced by the records and minutes of the meeting of the Board of Directors held on September 9, 2014, was approved by a majority of the members of the Board of Directors, and that the same does now constitute a portion of the By-Laws of the Property Owners Association of Lake Ridge.

Chad McCurdy  
President

FIFTH AMENDMENT TO THE BY-LAWS OF  
PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE

(A Texas Non-Profit Corporation)

STATE OF TEXAS           §  
  §   KNOW ALL MEN BY THESE PRESENTS  
COUNTIES OF DALLAS   §  
AND ELLIS                   §

**THIS FIFTH AMENDMENT** to the By-Laws of Property Owners Association of Lake Ridge (the “*By-Laws*”), is effective when filed of record with the offices of the Dallas County Clerk and the Ellis County Clerk, and is made by the Board of Directors of the **PROPERTY OWNERS ASSOCIATION OF LAKE RIDGE** (the “*Corporation*”):

**WITNESSETH:**

**WHEREAS**, Article Seven, Section 7.07 of the By-Laws provides that the power to amend the Bylaws is vested in the Board of Directors of the Corporation; and

**WHEREAS**, the amendment to the By-Laws, as set out hereinafter with specificity, was approved by no less than a majority of the members of the Board of Directors at a duly convened meeting of the Board of Directors held on February 21, 2019.

**NOW, THEREFORE**, the By-Laws of the Corporation are hereby amended as follows:

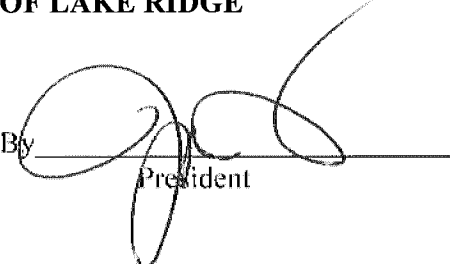
(a) A new Section 7.04A is added to Article Seven of the By-Laws and shall read, in its entirety, as follows:

**7.04A** The day-to-day affairs and operations of the Corporation shall be managed by an independent third-party who is recognized to provide professional management services to property owners associations in the State of Texas. The professional management company or managing agent shall act at the direction of the Board of Directors of the Corporation. The engagement of professional management shall be evidenced by a written agreement entered into by and between the managing agent and the Corporation, as

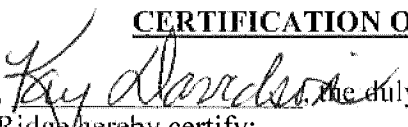
approved by the Board of Directors, detailing the tasks and responsibilities to be performed on behalf of the Corporation as the Corporation's managing agent. The Board of Directors has the sole discretion to determine who shall act as the Corporation's management company and/or managing agent. The Corporation shall be professionally managed in accordance with and as provided in this Section 7.04A until such time as no less than a majority of all the votes of the Corporation, at a special meeting of the Members of the Corporation duly called for that purpose, vote for the Corporation to self-manage and not use the services of a professional management company as provided herein. Any vote to self-manage shall not serve to abrogate the terms of any existing management agreement entered into by the Corporation. Notwithstanding anything contained in the By-Laws to the contrary, this Section 7.04A may not be amended, modified, canceled or terminated without the vote of a majority of all the votes of the Corporation at a special meeting of the Members of the Corporation duly called for that purpose.

EXECUTED on this 21 day of February, 2019.

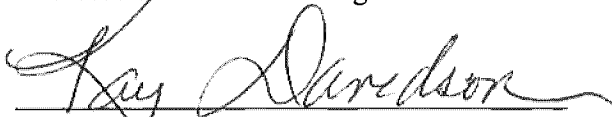
**PROPERTY OWNERS ASSOCIATION  
OF LAKE RIDGE**

By  \_\_\_\_\_  
President

**CERTIFICATION OF AMENDMENT TO BY-LAWS**

I,  the duly-elected Secretary of the Property Owners Association of Lake Ridge hereby certify:

That this Fifth Amendment to the By-Laws of the Property Owners Association of Lake Ridge, as evidenced by the records and minutes of the meeting of the Board of Directors held on February 21, 2019, was approved by a majority of the members of the Board of Directors, and that the same does now constitute a portion of the By-Laws of the Property Owners Association of Lake Ridge.

  
Secretary