

AMENDED AND RESTATED BY-LAWS
OF
LAKESIDE IMPROVEMENT ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the Corporation is LAKESIDE IMPROVEMENT ASSOCIATION. The principal office of the Corporation shall be located at 2000 Lakeside Estates Drive, Houston, Texas, 77042 but meetings of Members and Directors may be held at any place within Harris County, Texas, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Corporation" or "Association" as used herein shall mean and refer to Lakeside Improvement Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to those certain residential subdivisions known as Lakeside Estates, Sections One, Two and Three and Lakeside Forest Sections One, Two, Three and Five, according to the plats thereof recorded in the Map Records of Harris County, Texas, and any additional residential subdivisions or common areas duly annexed thereto and for which this Corporation may hereafter be designated to provide maintenance services, as permitted by the Articles of Incorporation of said Association.

Section 3. "Lot" shall mean and refer to any residential building lot shown upon the recorded plat of any subdivision included in the Properties, or any residential building site resulting from re-subdividing or consolidating of lots as

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permitted by the Restrictions applicable to any such subdivision, but shall not include any tract which may be designated on any subdivision plat as an "Unrestricted Reserve".

Section 4. "Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding parties having an interest in any Lot merely as security for the performance of an obligation.

Section 5. "Developer" shall mean and refer to Lakeside Estates, Inc., a Texas corporation, its successors and assigns, with respect to the aforementioned subdivisions, and shall mean and refer to the developer named in the applicable recorded Restrictions with respect to any other duly annexed subdivision for which this Corporation may be designated to provide maintenance services.

Section 6. "Restrictions" shall mean and refer to any instrument recorded in the Deed Records of Harris County, Texas, which sets forth restrictions, reservations, conditions and easements applicable to the residential subdivision or subdivisions constituting the Properties (as Properties are defined under Section 2 above).

Section 7. "Member" shall mean and refer to those persons entitled to membership in this Corporation, as provided in its Articles of Incorporation.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first regular annual meeting of the Members shall be held at 8:00 o'clock p.m. on the third Thursday of November, 1978, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock p.m. If the day for the annual meeting of the Members in any year is a Saturday or Sunday or legal holiday, the meeting

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will be held at the same hour on the first day thereafter which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, or by at least two (2) of the Members of the Board of Directors of the corporation, or upon the request of at least 10% of all of the votes of the membership.

Section 3. Notice of meetings. Written notice of each election or vote taken at a meeting 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, postage prepaid, not later than the 10th day or earlier than the 60th day before the date of the election or vote to each Member entitled to vote. For an election or vote of Members not taken at a meeting, the Association shall give notice of the election or vote to all Members entitled to vote on the matter under consideration not later than the 20th day before the latest date on which a ballot may be submitted to be counted. All notices referenced herein shall be sent to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, if a meeting is to be held, and, in the case of a special meeting, the purpose of the meeting. All notices related to votes not taken at a meeting shall specify the deadline by which a ballot must be received by the Association to be counted for the vote.

Section 4. Quorum. The presence in person or by proxy at the meeting of Members representing one-tenth (1/10) of the Lots subject to the Restrictions shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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Section 5. In-Person votes and Proxies. At all meetings of the Corporation's Members, each Member may vote in person or by proxy. For any vote by the Members on any Corporation matter, no more than one vote may be cast for each Lot. If there are multiple Owners of a single Lot, the Owners must decide amongst themselves how the vote for said Lot shall be cast, but the Association shall only count the last vote cast on behalf of said Lot.

As to proxies, all shall be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. Additionally, the proxy must be in writing and signed by the Member. Votes must be cast by signed, written ballot for the following matters: (1) votes taken outside of a meeting and/or absentee ballot; (2) an election to fill a position on the Board of Directors; (3) a proposed adoption or amendment of a dedicatory instrument; (4) a proposed increase in the amount of a regular assessment or the proposed adoption of a special assessment; or (5) the proposed removal of a Director. The Board of Directors may, at its discretion and on a case-by-case basis, have votes on matters other than those described herein above by secret ballot.

Those individuals authorized to tabulate ballots (and possibly performs a recount of votes discussed in Section 6. below) are precluded from disclosing how any person has voted unless under court order. 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, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as provided under Section 209.00594 of the Texas Property Code or successor statute.

Section 6. Request for a Vote Recount. Any Member may, not later than the 15th day after the later of the date of any meeting of Members at which the election or vote was held or the date of the announcement of the results of the election or vote,

require a recount of the votes. A demand for a recount must be submitted in writing either:

(1) by verified mail or by delivery by the United States Postal Service with signature confirmation service to the Association's mailing address as reflected on the latest management certificate filed under Section 209.004; or

(2) in person to the Association's managing agent as reflected on the latest management certificate filed under Section 209.004 or to the address to which absentee and proxy ballots are mailed.

The Corporation must estimate the costs for performing a recount and send an invoice for the estimate to the Member or Members requesting a recount to the Members' last known addresses not later than the 20th day after the date on which the Corporation received notice of the request for a recount. The Member or Members must pay the invoice or aggregated invoice amount, as the case may be, in full on or before the 30th day after the invoice is sent to the Member or Members.

If the Member or Members do not timely pay the invoice or aggregated invoice amount, as the case may be, the demand is considered withdrawn and a recount is not required.

If the Member or Members timely pay the invoice or aggregated invoice amount, as the case may be, the recount process discussed in the following paragraphs is then started. Should the actual costs for the recount be more than the estimate for the recount, the Corporation must send a revised invoice or aggregated invoice, as the case may be, to the Member or Members on or before the 30th business day after the date the results of the recount are provided. If the additional amount is not paid, such amount may be added to the Member's or the Members' accounts, as the case may be, as an assessment. Should the actual costs for the recount be less than the estimate for the recount, a refund or refunds must be paid by the Corporation to the Member or Members requesting the recount at the time a final invoice or invoices are sent.

After and only after the above discussed aggregated invoice payments are received, the Corporation and the Member or Members requesting the recount must agree on the person to do the recount after which the Corporation must retain such person or entity to do the recount. The recount must be provided to each Member requesting the recount on or before the 30th day after receipt of payment.

If the recount changes the outcome of the election, the Corporation must reimburse the Member or Members for the full cost of the recount not later than the 30th day after the date the results are provided.

ARTICLE IV

BOARD OF DIRECTORS

SELECTION

TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of nine (9) Directors, who shall be Members of the Corporation. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, but in no event shall there be fewer than five (5) Director positions.

Section 2. Board of Directors and Term of Office.

At the first regular annual meeting of the Members of the Corporation, and at each regular annual meeting thereafter, the membership shall elect Directors for a term of three (3) years. Such Board positions may be staggered such that, by resolution of the Board, the number being voted on in any one year shall be as mathematically equivalent as possible to the number being voted on in any other year.

Those nominated candidates not elected Directors in the annual election shall be designated "Alternate Directors". In the case of resignation, death or incapacity to serve of any of

the Directors elected to office by the Members of the Corporation, an "Alternate Director" may be appointed by the Board of Directors to fill the unexpired term of a Director who is unable to complete the term for which he was elected. In the event no "Alternative Director" is appointed, then the Board of Directors shall have the authority to appoint any other Member of the Corporation to fill a vacancy.

Section 3. Removal. Any Director elected by the Members may be removed from the Board, with or without cause, by a majority vote of those Members of the Corporation who were entitled to vote for the election of such Director, and in the event of such removal of a Director, a successor shall be elected to serve for the unexpired term of such removed director by a special election to be held by those Members who were entitled to vote for the election of the director so removed.

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

Section 5. Action Taken without a Meeting. The Board of Directors may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if each Director is given a reasonable opportunity to express the Director's opinion to all other board members and to vote. Any action taken without notice to Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, unless done in an open meeting for which prior notice was given to Owners, consider or vote on the following: (1) fines; (2) damage assessments; (3) initiation of foreclosure actions; (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; (5) increases in assessments; (6) levying of special assessments; (7) appeals from a denial of architectural control approval; (8) a suspension of a right of a particular Owner before the Owner has an opportunity to attend a

Board meeting to present the Owner's position, including any defense, on the issue; (9) lending or borrowing money; (10) the adoption or amendment of a dedicatory instrument; (11) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent; (12) the sale or purchase of real property; (13) the filling of a vacancy on the Board; (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or (15) the election of an officer.

ARTICLE V

ELECTION OF DIRECTORS

Section 1. Nominations. Nominations for election to the Board of Directors as provided herein can be made by: (1) a solicitation process; (2) a nominating process; and a voicing process from the floor at the annual meeting of the Corporation, all as described herein.

In the case of a solicitation process, at least 10 days before the date the Corporation disseminates absentee ballots or other ballots to the Members for purposes of voting in a board member election, the Corporation must provide notice to the Members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the Corporation of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice. Said notice must be: (1) mailed to each Member; or (2) provided by: (A) posting the notice in a conspicuous manner reasonably designed to provide notice to Corporation Members: (i) in a place located on the Corporation's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or (ii) on any Internet website maintained by the

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Corporation or other Internet media; and (B) sending the notice by e-mail to each Member who has registered an e-mail address with the Corporation.

Considering that there might be an insufficient number of candidates who submit their candidacy for the number of vacancies that are to be filled, a nominating process shall be carried out by a Nominating Committee appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Corporation. The Nominating Committee shall include in the slate those candidates that timely submitted their candidacies as noted above as well as add to that slate as many nominations as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members.

Nominations may also be made from the floor at the annual meeting and such nominations shall not be considered amendments that would invalidate proxies or absentee ballots.

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

Each candidate for a Board position may name one person to observe the counting of ballots, but may be removed if he or she is disruptive.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular meetings. Regular meetings of the Board of Directors shall be held monthly, on a date and at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a Saturday or Sunday or legal holiday, that meeting shall be held at the same time on the next day which is not a Saturday or Sunday or legal holiday. Notice and attendance at Board meetings shall be governed by Section 209.0051 of the Texas Property Code or successor statute.

Section 2. Special meetings. Special meetings of the Board of Directors may be held from time to time when called by the president of the Corporation, or by any two Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of any facilities made available to the Members, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend any Member's voting rights and right to use any facilities which may be made available to Members during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation, and, after notice and hearing, to suspend such rights for a period not to exceed

sixty (60) days, for each infraction of published rules and regulations;

(c) exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the applicable Restrictions;

(d) declare the office of an elected member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, independent contractors, employees, and such agents as the Board of Directors deems necessary to carry out the function of the Corporation.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by at least one-fourth ($\frac{1}{4}$) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;

(c) enforce the annual maintenance charge on all Lots, as more fully provided in the Restrictions, and in connection therewith to:

(1) fix the amount of the annual assessment against each Lot as provided in the Restrictions;

(2) send written notice of the annual assessment on each Lot to the Owner thereof, or to the lending institution holding a mortgage on such Lot, as soon as practicable after fixing the amount of such assessment; and

(3) foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date,

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or to bring an action at law or take any other appropriate action against the owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by or under the jurisdiction of the Corporation;

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

(g) cause any area or facility under the jurisdiction of the Corporation to be adequately maintained.

(h) adopt rules and measures that ensure that Members cannot cast more votes than such Member is eligible to cast in an election held by the Corporation and that all votes cast in such elections by a Member are counted in the vote tabulation.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of offices. The officers of this Corporation shall be a president (who shall at all times be a member of the Board of Directors), a vice president, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. Officers shall be elected from time to time as desired by the initial Board of Directors, and after the Corporation shall have Members, the election of officers shall take place at a meeting of the Board of Directors to be held immediately following each annual meeting of the Members.

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

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

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

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

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

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

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, leases, mortgages, promissory notes, deeds and other written instruments and shall co-sign all checks.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

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

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint such committees as may be deemed appropriate in carrying out the purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Restrictions, the Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable reproduction cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Restrictions, each Owner is obligated to pay to the Corporation annual maintenance fund assessments, which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall be considered delinquent and shall bear interest from the date of delinquency at the rate of ten per cent (10%) per annum, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot affected, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot or nonuse of any facility made available to Owners.

ARTICLE XII

CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words:

LAKESIDE IMPROVEMENT ASSOCIATION

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended from time to time by a majority of the Board of Directors, or, at a regular or special meeting of the Members of the Corporation by a majority of the votes of a quorum of Members present in person or by proxy (after such time as the Corporation shall have Members).

Section 2. In the case of any conflict between the Articles of Incorporation of the Corporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Corporation shall begin on the 1st day of October and end on the 30th day of September of every year.

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SECRETARY'S CERTIFICATE

I, Mark H. Hay, certify that:

I am the duly qualified and acting secretary of LAKESIDE IMPROVEMENT ASSOCIATION, a duly organized and existing Texas non-profit corporation.

The foregoing Amended and Restated By-Laws of Lakeside Improvement Association were adopted by the board of directors of Lakeside Improvement Association at a duly-noticed meeting of the board of directors at which a quorum was present, held on February 9, 2016, as reflected in the minutes of same.

The foregoing instrument is an original unrecorded Dedicatory Instrument, as that term is defined by Section 202.001 of the Texas Property Code, pertaining to LAKESIDE IMPROVEMENT ASSOCIATION.

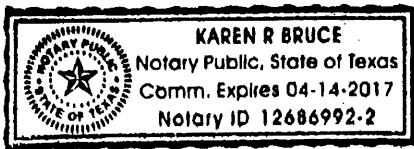
The foregoing instrument is being presented for recording in the Official Public Records of Real Property of Harris County, Texas, pursuant to Section 202.006 of the Texas Property Code.

Dated: March 24, 2016

Mark H. Hay
MARK H. HAY, Secretary
LAKESIDE IMPROVEMENT
ASSOCIATION

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 24th day of March, 2016, by Mark H. Hay, Secretary of LAKESIDE IMPROVEMENT ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.



Karen R Bruce
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

AFTER RECORDING, RETURN TO:

Bartley & Spears, P.C.
14811 St. Mary's Lane, Suite 270
Houston, Texas 77079

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Pages 18
04/01/2016 03:27 PM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
STAN STANART
COUNTY CLERK
Fees \$80.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS

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