

U155384

CERTIFICATE

529-97-2539

*Notice*

THE STATE OF TEXAS §  
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

01/03/00 300354641 U155384 \$55.00

That I, DAVID DEAL, being the duly elected and acting President of TWIN LAKES HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation (the "Association"), pursuant to the terms and provisions of Texas Property Code § 202.006 do hereby certify the following, to-wit:

That attached to this Certificate are the organizational documents for the Association including:

- a. Articles of Incorporation of Twin Lakes Homeowners Association, Inc. as filed with the Secretary of State of Texas on September 26, 1989, a copy of which is attached hereto as Exhibit "A" and made a part hereof for all purposes (the "Articles of Incorporation"),
- b. Bylaws of Twin Lakes Homeowners Association, Inc. , a copy of which is attached hereto as Exhibit "B" and made a part hereof for all purposes (the "Bylaws"), and
- c. First Amendment to Bylaws of Twin Lakes Homeowners Association, Inc., a copy of which is attached hereto as Exhibit "C" and made a part hereof for all purposes (the "First Amendment to Bylaws").

*55*  
*Y*

That the properties affected by and currently governed by the Articles of Incorporation, Bylaws and First Amendment to Bylaws are set out and more particularly described on Exhibit "D" attached hereto and made a part hereof for all purposes.

That the Articles of Incorporation, Bylaws and First Amendment to Bylaws attached hereto represent true and correct copies of the originals of each of said documents.

That the Articles of Incorporation, Bylaws and First Amendment to Bylaws are placed of record in the Office of the

529-97-2540

County Clerk of Harris County, Texas, in strict compliance with  
the requirements of Texas Property Code § 202.006.

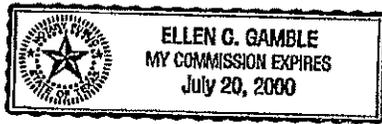
EXECUTED this 29<sup>th</sup> day of December, 1999.

David Deal  
DAVID DEAL, President

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 29<sup>th</sup>  
day of December, A. D., 1999, by DAVID DEAL, President of TWIN  
LAKES HOMEOWNERS ASSOCIATION, INC., a Texas non-profit  
corporation, on behalf of said corporation. *W*



Ellen C. Gamble  
Notary Public - State of Texas

IC:MYDOCUMENTS:CERTIFICATE83601.TLH\

RETURN TO:  
H. WAYNE WHITE  
800 BERING DR., SUITE 401  
HOUSTON, TEXAS 77057

BY-LAWS  
OF  
TWIN LAKES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is TWIN LAKES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at Five Post Oak Park, Suite 2220, Houston, Texas 77027, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to TWIN LAKES HOMEOWNERS ASSOCIATION, INC., a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to each of the individual plots of land originally platted as lots on the Subdivision Plat of TWIN LAKES, SECTION ONE, as described in the Declaration of Covenants, Conditions and Restrictions or the resubdivision of same, into which the Properties (including any added or annexed property), excepting the Common Properties, have been divided for the construction of single family residences thereon for individual use and ownership.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of

EXHIBIT "B"  
(consisting of 12 pages)

the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to OAKREAL CORPORATION, the declarant herein, its successors and assigns, (i) if such successors and assigns should acquire more than one Lot from OAKREAL CORPORATION, and (ii) if such successors or assigns are designated in writing by OAKREAL CORPORATION, as a successor or assign of all or part of the rights of OAKREAL CORPORATION.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Harris County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

#### MEMBERS AND ORGANIZATION

Section 1. Members. There shall be two classes of membership in this Association as provided in the Declaration.

Section 2. Annual Meetings. The annual meeting of the members shall be held on the 10th day of December in each year, beginning with the year 1989, at the hour of 7:30 o'clock, P. M., 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 7:30 o'clock, P. M. If the day of the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors of the Association, or upon

written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 4. Notice of Meetings. Written notice of each 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, at least 15 but not more than 30 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of

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directors may be changed by amendment of these By-Laws of the Association. The members of the initial board of directors, or their successors, shall serve until December 10, 1989.

Section 2. Term of Office. At the first annual meeting the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. 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 directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the 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 Association. The Nominating Committee shall be 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 make as many nominations for election to the Board of Directors 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 or non-members.

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

#### ARTICLE VI

##### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number 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 the Common Properties and Common Facilities, as defined in the Declaration, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of any facilities owned, operated or otherwise provided for the use of the Members by the Association by a Member during any period in which such Member shall be in default in the payment of any assessment or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

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

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

(e) employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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 one-fourth (1/4) of the Class A Members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

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(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments or charges are not paid within thirty (30) days after due date or to bring an action at law 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 assessments and/or charges have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment or charge 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 the Association;

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

(g) cause the Common Properties and Common Facilities as defined in the Declaration to be maintained.

#### ARTICLE VIII

##### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association 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 Association 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 without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, 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 leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.

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 Association 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 Association 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 Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association 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, and deliver a copy of each to the Members.

## ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE X

RECORDS

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

## ARTICLE XI

ASSESSMENTS AND CHARGES

As more fully provided in the Declaration, each member is obligated to pay to the Association annual assessments, charges and special assessments which are secured by a continuing lien upon the property against which the assessments and/or charges are made. Any assessments or charges which are not paid when due shall be delinquent. If any assessments are not paid within thirty (30) days after the due date, or if any charges as defined in the Declaration are not paid within ten (10) days after notice of such charges have been mailed to the Owner/Member, the assessments and/or charges shall bear interest from the date of delinquency at an interest rate which shall not exceed the maximum legal rate per annum allowed by applicable law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's

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fees of any such action shall be added to the amount of such assessments and/or charges. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Properties or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: TWIN LAKES HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

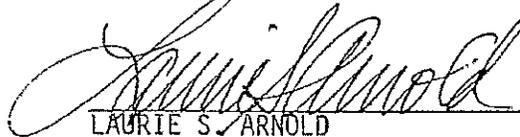
The By-Laws of this Association are hereby adopted by the initial Board of Directors and until December 10, 1989, shall be amended or altered by a majority of the members of the initial Board of Directors, or their successors, and thereafter by a vote of the Members holding a majority of the membership votes of this Association.

ARTICLE XIV

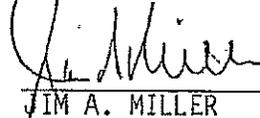
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of TWIN LAKES HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands the 23 day of October, A.D., 1989.

  
\_\_\_\_\_  
LAURIE S. ARNOLD

  
\_\_\_\_\_  
CECIL L. HOLLEY

  
\_\_\_\_\_  
JIM A. MILLER

529-97-2559

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the TWIN LAKES HOMEOWNERS ASSOCIATION, INC., a non-profit corporation; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 23<sup>rd</sup> day of October, A. D., 1989.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said Association this 23<sup>rd</sup> day of October, A. D., 1989.

  
\_\_\_\_\_  
CECIL L. HOLLEY, Secretary

TWNLAK