

BY-LAWS OF
NORTH WOODS PROPERTY
OWNERS ASSOCIATION, INC.
(A Non-Profit Corporation)

ARTICLE ONE

Section 1 - Meetings of the Members: All meetings of the membership shall be had on the North Woods subdivision in Montgomery County, Texas. The annual meeting shall be held at 2:00 P.M. on the 10th day of June of each year, or if such is a legal holiday, at the same time on the next succeeding day which is not a legal holiday. Notice of the meeting of members shall be given as is prescribed by law.

Section 2 - Special Meetings: Special Meetings of the members may be called by the President, a majority of the members of the Board of Directors, or by 2/3rds of the members hereof.

Section 3 - Notice of Meetings - Waiver: Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three nor more than twenty-five days before the date of the meeting, either personally or by mail, by or at the direction of the President, Secretary, or the officer or person calling such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the books of the Corporation, with postage thereon prepaid. Waiver by a member in writing of notice of a members' meeting, signed by him whether before or after the time of such meeting shall be equivalent to the giving of such notice.

ARTICLE TWO
The Board of Directors

Section 1 - Number and Qualifications: The business and affairs of the Corporation shall be managed by a Board of three Directors. The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. Each Director must be a member of this Corporation.

Section 2 - Election: Members of the initial Board of Directors shall hold office until the first annual meeting of members, and until their successors shall have been elected and qualified. At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and qualified.

Section 3 - Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4 - Place of Meetings: Meetings of the Board of Directors of the Corporation, regular or special, may be held where the President directs.

Section 5 - Annual Meetings: The Board of Directors shall meet each year immediately after the annual meeting of the members, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 6 - Other Meetings: Other meetings of the Board of Directors may be held upon notice by letter, delivered for transmission not later than during the third day immediately preceding the day for such meeting, or by word of mouth, telephone, not later than during the second day immediately preceding the day for such meeting, upon the call of the President or Secretary of the Corporation. Notice of any other meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time of such meeting, and shall be equivalent to the giving of such notice. Attendance of a director at such meeting shall constitute a waiver of notice thereof.

Section 7 - Quorum: A majority of the number of directors fixed by the By-Laws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

ARTICLE THREE
The Officers

Section 1 - Officers: The officers of the Corporation shall consist of a President, one Vice President, Secretary, Treasurer and such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors. And two or more offices may be held by the same person. Officers need not be directors of the Corporation, but must be a member of this corporation.

Section 2 - Vacancies: Whenever any vacancies shall occur in any office by death, resignation, increase in the number of the offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3 - The President: The President shall preside at all meetings of the members and directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

Section 4 - The Vice President: The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

Section 5 - The Secretary: The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purposes, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

Section 6 - Treasurer: The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation. He shall be the legal custodian of all money, notes, securities and other valuables which may from time to time come into the possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, of the Corporation, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

ARTICLE FOUR

Section 1 - Members: Any person owning real property in the subdivision known as North Woods shall be eligible to be a member of this corporation and entitled to all of the benefits of ownership upon the common property owned by such corporation in such subdivision, with the exception of voting at meetings of this corporation, which rights are specifically reserved to those members that fill the requirements hereinafter set forth. Each member and his family and guests shall be allowed to use the common property owned by the corporation for any purpose which does not hinder or annoy the other members hereof or which does not damage or destroy the said property or its confines.

ARTICLE FIVE

Section 1 - Voting Members: At this time there are an undetermined number of lots or building sites to be sold, but eventually the entire North Woods tract will be subdivided and all of said lots shall be designated on the surveys or plats of each section of the subdivision. The owner of each lot or partial lot according to such plats shall be entitled to one vote at the meeting of the corporation on all affairs concerning the said corporation. In the event that there is a joint ownership of any one lot, such owners shall designate the person who shall have the one vote attributable to such one lot.

Section 2 - Quorum: A majority of the members present entitled to vote, represented in person, shall constitute a quorum at a meeting of members, but in no event shall a quorum consist of less than five members. The members present at duly organized meetings may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3 - Proxies: A member must vote in person.

ARTICLE SIX

Section 1 - Duties: The management of the affairs of this corporation shall be in the hands of the Board of Directors and of the Officers, the Officers being considered to be ex officio members of such board and entitled to vote at a meeting of the Board of Directors. The officers and directors shall be charged with the normal duties and obligations pertaining to their offices. At meetings of the Board of Directors and of members, a majority vote shall suffice for passage of simple resolutions. However, these By-Laws can only be

amended by the affirmative vote of two-thirds of the eligible voting members at the time of such vote.

ARTICLE SEVEN

This corporation shall be charged with the duty to improve, maintain and use the common property of North Woods Subdivision in accordance with those certain restrictions filed in the deed records of Montgomery County, Texas, including without limitation the duty of repair and replacement of the improvements, fixtures and equipment, cleaning of the premises and payment of all ad valorem and assessments levied or imposed against the common property. In order to defer the expenses of such obligations, this corporation shall have and has the rights granted to it in the said deed restrictions to collect the annual maintenance charge from the owners of the lots in the North Woods Subdivision, such charge to be kept in a maintenance fund for use and discharge of the above referred duties and obligations. This corporation through its Board of Directors shall have the right to adjust such maintenance charge as is permitted by the deed restrictions and to pay from said fund such of the charges as it is permitted to and required to do under said restrictions and for such other purposes consistent with such deed restrictions and by-laws and charter of this corporation is in the opinion of the Board of Directors is necessary. In the event of the failure by a member to pay the annual maintenance charge against such members building site, the Board of Directors shall have the authority to foreclose the lien retained to secure the payment of such charge. Failure to pay the said charge when due shall suspend such member's right to vote and hold office until paid in full. No maintenance charge shall be due upon a lot until sold by the developer, however, the developer shall not have the right to vote such lot while unsold.

ARTICLE EIGHT

The said corporation does hereby accept the duties and obligations placed upon it by the deed restrictions heretofore filed in the deed records of Montgomery County, Texas, governing the North Woods Subdivision.

The above and foregoing By-Laws were adopted by the Board of Directors of North Woods Property Owners Association, Inc.

at the meeting of the Board of Directors, held the 21st day
of January, 1975 at the registered office of the corporation.

Audrey Richards
Secretary

APPROVED:

Mark G. Salato
President

[Signature]
John Evans