

BYLAWS  
OF  
WEST AIRPORT HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is WEST AIRPORT HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 9615 Fondren Road, Houston, Texas 77096, 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 WEST AIRPORT HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Declaration of Covenants, Conditions and Restrictions for Fondren Southwest Southmeadow Patio Homes, Section One, a subdivision in Harris County, Texas, and any additional properties which may hereafter be brought within the jurisdiction of the Association.

Section 3. "Community Properties" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the members of the Association.

Section 4. "Lot" or "Lots" shall mean and refer to the plots of land depicted and numbered as such upon the Subdivision Plat of Fondren Southwest Southmeadow Patio Homes, Section One, Subdivision as recorded in the Map Records of Harris County, Texas and any re-plat or addition thereto.

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 the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Declarant" shall mean and refer to Charter Associates, the Declarant in the Declaration, and its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Fondren Southwest Southmeadow Patio Homes, Section One, a subdivision in Harris County, Texas, filed for record in the office of the County Clerk of Harris County, Texas, and any additions or supplements thereto.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members of the Association shall be held on January 1 of each year

beginning in 1979 at 10:00 a.m. at the principal office of the Association. If such date for 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. The failure to hold the regular annual meeting at the designated time shall not work a dissolution of the Association.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each special meeting of the members shall be given by, or at the direction of, the secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least 15 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 the purpose of the meeting. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) 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 Bylaws. 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 5. 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

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be members of the Association. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

Section 2. Term of Office. The initial Directors for the Association set forth in the Articles of Incorporation shall hold office for a term of five (5) years and, thereafter, until their successors are duly elected and qualified. The initial Directors shall be selected by Declarant. Any vacancy, from whatever cause, occurring in the Board of Directors during the initial five year term shall be filled by appointment made by the remaining Director or Directors. The person appointed by the remaining Director or Directors to fill such vacancy shall serve for the remainder of the initial five year term and until his successor is duly elected and qualified. After the expiration of the term of the initial Directors, the members shall elect not less than three (3) Directors for a term of one year each. At each annual meeting thereafter the members shall elect that number of Directors equal to the number of Directors whose terms expire at such time for a term of one year each.

Section 3. 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. 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 4. 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 of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. No member of the Board of Directors shall be removed from office except for malfeasance in the conduct of his duties. 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 the unexpired term of his predecessor.

Section 6. Compensation. No Director shall receive compensation for any service he may render to the Association; provided, however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V  
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually 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 Director after not less than three (3) days notice to each Director, when such notice may be waived at or prior to such meeting.

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.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the members of the Board of Directors. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE VI

### POWERS AND DUTIES OF THE ASSOCIATION

Section 1. Powers. The Board of Directors shall have the following rights and powers:

- (a) to construct, manage and maintain Community Properties and Facilities and any adjacent or included public properties; and to make assessments annually therefor, and for other purposes, all pursuant to the Declaration;
- (b) to charge reasonable admission and other fees for the use of the recreational facilities located on the Community Properties, and to make, publish and enforce reasonable rules and regulations governing the use and enjoyment of the Community Properties and Facilities, or any part thereof, all of which reasonable rules and regulations shall be binding upon, complied with, and observed by each member. These rules and regulations may include provisions to govern and control the use of the Community Properties and Facilities by guests and invitees of the members, including, without limitation, the number of guests or invitees who may use the Community Properties and Facilities, or any part thereof, at the same time;
- (c) to suspend the voting rights of a member and his right and the rights of the members of his immediate family residing with him and his guests, to use any recreational Community Facility of the Community Properties during the period he is in default in excess of thirty (30) days in the payment of any maintenance charge assessment against his Lot; and to suspend such rights for a period not to exceed sixty (60) days for any infraction of its published rules and regulations;
- (d) to enter management and/or operating contracts or agreements relative to the maintenance and operation of the Community Properties and Facilities, in such instances and on such terms as the Board of Directors may deem appropriate; to operate recreational facilities and related concessions located on the Community Properties; to enter lease agreements or concession agreements granting leasehold, concession, or other operating rights relative to recreational facilities located on the Community Properties in such instances and on such terms as the Board of Directors may deem appropriate;
- (e) to exercise for the Association all rights, powers, duties and authority granted, vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and

- (f) 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.

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

- (a) cause to be kept a complete record of all of 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) fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) issue, or 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 that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;
- (f) cause any officers or employees having fiscal responsibilities to be bonded, at it may deem appropriate; and
- (g) cause the Community Properties to be maintained.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a member of the Board of Directors; a vice president; 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 with or without cause by the Board. Any officer may resign at any time by 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. No person shall simultaneously hold more than one office except the office of vice president, secretary, treasurer, and/or special offices created pursuant to Section 4 of this Article.

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

### President

- (a) The president shall preside at all meetings of the Board of Directors and of the Association; 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 promissory notes.

### 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; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

## ARTICLE VIII

### COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE IX

### BOOKS AND 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 Bylaws 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 X

##### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association certain annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. In the event a member's assessment is delinquent, he and members of his immediate family residing with him and his guests may be denied use of any of the Community Properties. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of nine and one-half (9 1/2%) per annum, 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 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 non-use of any of the facilities or services provided by the Association or by abandonment of his Lot.

#### ARTICLE XI

##### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and within the center the word "Texas".

ARTICLE XII

AMENDMENTS

Section 1. Amendment. These bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. However, FHA or VA shall have the right to veto amendments while there is a Class B membership.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

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 West Airport Homeowners Association have hereunto set our hands this 15<sup>th</sup> day of September, 1978.

J. J. Gallagher Jr.  
N. J. Smith

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of WEST AIRPORT HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by unanimous written consent of the Board of Directors thereof on the 18<sup>th</sup> Day of September, 1978.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18<sup>th</sup> day of September, 1978.

Margaret Martin  
Secretary

First Amendment to the Bylaws of the  
West Airport Homeowners Association, Inc.

STATE OF TEXAS                   §  
  §  
COUNTY OF HARRIS               §

WHEREAS, it is desired to amend the Bylaws of the West Airport Homeowners Association, Inc. to increase the number of members on the Board of Directors, to change the terms of Board members, to add qualifications for being a Board member, to give the Board the authority to remove a Board member that is no longer qualified, and to add qualifications for serving as President of the Association, and

WHEREAS, the relevant sections of the Bylaws currently state:

Article IV, Section 1. Board of Directors. It is agreed that the Board of Directors shall be seven (7) in number. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

Article IV, Section 2. Term of Office. It is agreed that the Directors for the Association set forth in the Articles of Incorporation shall hold office for terms as set out below, and thereafter, until their successors are duly elected and qualified. President - Shall serve a one year term. Vice President - Shall serve a one year term and will succeed as President the next year. Secretary/Treasurer - Shall serve for a term of three (3) years. Architectural Control Chairman - Shall serve for a term of three (3) years. Section Representatives - Shall serve terms of two (2) years.

Officer terms shall be effective on March 1st of the year in which they are elected. It is agreed that for the 1985 election only, two of the Section Representatives will serve for two years and one shall serve for one year. Architectural Control Chairman will serve for two years from 1985 election only.

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

Article VII, 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.

WHEREAS, the Bylaws may be amended in accordance with Article XII, Section 1 of the Bylaws by a majority vote at a regular or special meeting of the members at which a quorum is present in person or by proxy, and

WHEREAS, a meeting of the members was duly called in accordance with Article III of the Bylaws and held on February 19, 1997, and

WHEREAS, a quorum of members was present at such meeting and a majority of the voters present or represented by proxy in accordance with Article XII, voted for amending the Bylaws to revise Article IV, Article VI, and Article VII;

NOW THEREFORE, effective February 19, 1997, Article IV of the Bylaws is hereby amended to read

Article IV, Section 1. Board of Directors. It is agreed that the Directors for the Association set forth below will hold office for terms as set out below, until their successors are duly elected and qualified. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

The Board members shall be elected into and serve in the following offices:

- President
- Vice President
- Secretary/Treasurer
- Section 1 Representative
- Section 2 Representative
- Section 6 Representative
- Architectural Control Director
- Deed Restrictions Director
- Landscape Director
- Newsletter Director
- Recreation Director
- Security Director

Article IV, Section 2. Term of Office. It is agreed that all positions on the Board of Directors shall be two (2) year terms from March 1 of the year elected and qualified until March 1 two years later.

In order to transition from the prior terms of office and to stagger the new terms of office, the following positions will be elected in 1997 and thereafter:

1997

1 year	President
2 years	Vice President
2 years	Secretary/Treasurer
2 years	Section 1 Representative
1 year	Deed Restrictions Director
2 years	Landscape Director
1 year	Newsletter Director
1 year	Recreation Director
2 years	Security Director

1998 and even years thereafter

2 years	President
2 years	Section 2 Representative
2 years	Section 6 Representative
2 years	Deed Restrictions Director
2 years	Newsletter Director
2 years	Recreation Director

1999 and odd years thereafter

2 years	Vice President
2 years	Secretary/Treasurer
2 years	Section 1 Representative
2 years	Architectural Control Director
2 years	Landscape Director
2 years	Security Director

It is agreed that Article IV, Sections 3, 4, 5, and 6 shall remain the same as in the Bylaws dated December 16, 1985

NOW THEREFORE, effective February 19, 1997, Article VII of the Bylaws is hereby amended to read

Article VII, Section 1. Enumeration of Board Members.  
There shall be twelve (12) members of the Board of Directors of the Association as listed in Article IV, Section 1.

Article VII, Section 2. Election of Board Members.  
The election of Board members shall take place at the annual meeting of the members as outlined in Article IV, Section 4 and in Article VI above.

Article VII, Section 7. Multiple Offices. No person shall simultaneously hold more than one voting position on the Board of Directors. However, any person, including Board members, may hold more than one non-voting position created pursuant to Article VII, Section 4. It is noted the responsibilities of the Secretary and Treasurer are separately described in Article VII, Section 8 for clarity. The position of Secretary/Treasurer is only one voting position on the Board.



It is agreed that Article VII, Sections 3, 4, 5, 6 and 8(a-f) shall remain the same as in the Bylaws dated December 16, 1985

and **FURTHERMORE**, effective February 19, 1997, the following new sections are added to the Bylaws:

Article IV, Section 7. Qualifications. Directors must have their primary residence within the boundaries of the Association and must be in good standing. Good standing is defined as having no overdue assessments. Making installment payments under an approved payment plan qualifies as being in good standing. Directors must be at least 18 years of age.

In order to run for the position of President, a candidate must have served on the Association Board of Directors in any position for a minimum of twelve (12) months as of the date of the election.

Article VI, Section 1. Powers. The Board of Directors shall have the following rights and powers:


- (g) to declare the position of a member of the Board of Directors to be vacant in the event that such member no longer meets the qualifications for being a Board member as defined in Article IV, Section 7.

Article VII, Section 8. Committee Directors.

- (g) The committee directors (Deed Restrictions, Landscape, Newsletter, Recreation and Security) shall be responsible for assisting with general Board business as well as any special projects or responsibilities assigned by the Board applicable to the position.

IN WITNESS WHEREOF, this First Amendment to the Bylaws of the West Airport Homeowners Association, Inc. is executed on this 19th day of February, 1997.

  
Subodh B. Desai  
President

Attest:   
Dan H. Barr, Jr.  
Secretary

STATE OF TEXAS

§

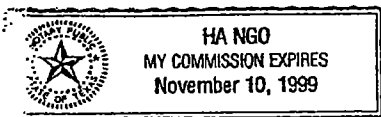
COUNTY OF HARRIS

§

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BEFORE ME, the undersigned authority, on this day personally appeared Subodh B. Desai, President of the West Airport Homeowners Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 19th day of February, 1997.



Ha Ngo  
Ha Ngo  
Notary Public for the state of TEXAS  
My Commission Expires: 11/10/99

rat-C:961004C

**Second Amendment to the Bylaws of the  
West Airport Homeowners Association, Inc.**

STATE OF TEXAS       §  
                                  §  
COUNTY OF HARRIS   §

**WHEREAS**, it is desired to amend the Bylaws of the West Airport Homeowners Association, Inc. to allow the Board to not only create committees as needed, but to make committee director positions non-voting where there are no volunteers to fill the position, and combine the responsibilities of these Directors with those of the Section Representatives or other Directors.

**WHEREAS**, the relevant sections of the Bylaws currently state:

Article IV, Section 1. Board of Directors. It is agreed that the Board of Directors for the Association set forth below will hold office for terms as set out below, until their successors are duly elected and qualified. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

The Board members shall be elected into and serve in the following offices:

- President
- Vice President
- Secretary/Treasurer
- Section 1 Representative
- Section 2 Representative
- Section 6 Representative
- Architectural Control Director
- Deed Restrictions Director
- Landscape Director
- Newsletter Director
- Recreation Director
- Security Director

Article VII, Section 2. Election of Board Members. The election of Board members shall take place at the annual meeting of the members as outlined in Article IV, Section 4 and in Article IV above.

Article VII, Section Committee Directors.

(g) The committee directors (Deed Restrictions, Landscape, Newsletter, Recreation, and Security) shall be responsible for assisting with general Board business as well as any special projects or responsibilities assigned by the Board applicable to the position.

**WHEREAS**, the Bylaws may be amended in accordance with Article XII, Section 1 of the Bylaws by a majority vote at a regular or special meeting of the members at which a quorum is present in person or by proxy, and

**WHEREAS**, a meeting of the members was duly called in accordance with Article III of the Bylaws and held on February 16, 2000, and

WHEREAS, a quorum of members was present at such meeting and a majority of the voters present or represented by proxy in accordance with Article XII, voted for amending Bylaws to revise Article IV, and Article VII;

NOW THEREFORE, Effective February 16, 2000, Article IV and Article VII of the Bylaws is hereby amended to read:

Article IV, Section 1. Board of Directors ....Board members shall be elected into and serve in the following offices: President, Vice President, Secretary/Treasurer, Section 1 Representative, Section 2 Representative, Section 6 Representative, Architectural Control Director, and Security Director. **In accordance with Article VII, Section 1, the Board may additionally consist of some or all of the following committee directors: Deed Restriction Director, Landscape Director, Newsletter Director, and Recreation Director.**

It is agreed that Article IV, Sections 2, 3, 4, 5, and 6 shall remain the same as in the Bylaws dated December 16, 1985 and amended February 18, 1997.

Article VII, Section 1. Enumeration of Board members. There shall be **at least eight (8) and there may be up to an additional four (4), not to exceed a total of twelve (12),** members of the Board of Directors of the Association as listed in Article IV, Section 1.


Article VII, Section 8. Committee Directors.

- (g) The committee directors (Deed Restriction, Landscape, Recreation, and Security) shall be responsible for assisting with general Board business as well as any other special projects or responsibilities assigned by the Board applicable to the position. **The Board may in its sole discretion designate that the committee directors may be voting of nonvoting Board members for any given term of office.**

It is agreed that Article VII, Sections 1, 3, 4, 5, 6, 7, and 8 (a-f) shall remain the same as in the Bylaws dated December 16, 1985 and amended February 18, 1997.

IN WITNESS WHEREOF, this First Amendment to the Bylaws of this West Airport Homeowners Association, Inc. is executed on this 16<sup>th</sup> day of February, 2000.

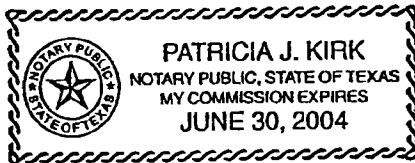
  
Subodh B. Desai  
President

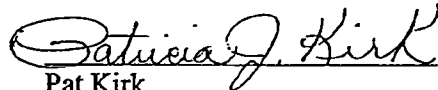
Attest:   
Dan H. Barr, Jr.  
Secretary

STATE OF TEXAS       §  
                                 §  
COUNTY OF HARRIS   §

BEFORE ME, the undersigned authority, on this day personally appeared Subodh B. Desai, President of the West Airport Homeowners Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 16<sup>th</sup> of February, 2000.



  
Pat Kirk  
Notary Public for the state of TEXAS  
My Commission Expires: 6/30/04

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AFFIDAVIT TO AUTHENTICATE

RESOLUTION FOR BY-LAW AMENDMENT

STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

BEFORE ME, the undersigned authority, on this day personally appeared William G. Gammon, Attorney and Agent-in-Fact for the West Airport Homeowner's Association, Inc., known to me and who being by me duly sworn, upon oath, deposes and states:

"My name is William G. Gammon. I am above the age of eighteen years and am fully competent to make this Affidavit. I am the attorney and agent-in-fact for West Airport Homeowners Association, Inc., a Texas non-profit corporation, operating in Harris County, Texas. I have personal knowledge of all the facts stated herein and am fully authorized to make this Affidavit in behalf of West Airport Homeowners Association, Inc. (the "Association").

In my capacity as attorney and agent-in-fact for the Association, I am responsible for maintaining the Association's business records. I have reviewed the Association's business records and the statements below are within my personal knowledge true and correct.

I am the custodian of the records of the Association. Attached to this Affidavit are a number of pages of records from the Association. The attached records are kept by the Association in the regular course of business, and it was the regular course of business of Association for an employee or representative of the Association, with knowledge of the act, event, condition or opinion, to make the record or transmit information thereof to be included in such record; and the record was made at or near the time or reasonably soon thereafter. The records attached hereto are the original or exact duplicates of the original. A list of these records is as follows:

1) Resolution For By-Law Amendment

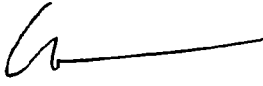
FILED FOR RECORD  
8:00 AM

OCT 16 2008

*George L. Hayman*  
County Clerk, Harris County, Texas

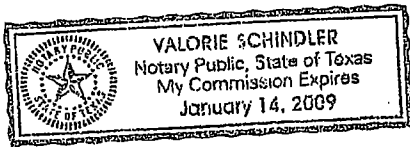
*Affidavit Authenticating Resolution  
For By-Law Amendment  
West Airport Homeowners  
Association, Inc.*

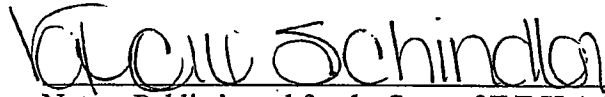
FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
William G. Gammon  
Attorney and Agent-in-Fact  
West Airport Homeowners Association, Inc.

*For  
Noel*

SIGNED AND SWORN TO BEFORE ME, on this 10<sup>th</sup> day of October, 2008.



  
\_\_\_\_\_  
Valorie Schindler  
Notary Public in and for the State of TEXAS

Return to: William G. Gammon & Associates  
Attorneys At Law  
1 Greenway Plaza Ste 1005  
Houston Tx 77046

**WEST AIRPORT HOMEOWNER'S ASSOCIATION, INC.**

**RESOLUTION FOR BY-LAW AMENDMENT**

WHEREAS, the Board of Directors of the West Airport Homeowner's Association, Inc. (the "Association") held a Board of Directors meeting on the \_\_\_\_\_ day of \_\_\_\_\_, 2008; and

WHEREAS, the Board of Directors determined that an amendment to the Association's bylaws changing the number of directors, their term, and stagger would, among other things, facilitate the effective operation of the Board;

WHEREAS, during the course of business, a vote of the Board of Directors was taken to amend the Bylaws, pursuant to, among other authority, the Texas Non-Profit Corporation Act, Art. 1396-2.09 V.T.C.S., in the following manner:

**BYLAW AMENDMENT CHANGE 1:**

**Prior Provision:**

Section 1. Board of Directors. It is agreed that the Board of Directors shall be seven (7) in number. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.

**Amended Provision:**

Section 1. Board of Directors. It is agreed that the Board of Directors shall be seven (7) in number, and each Director shall occupy one (1) of seven (7) positions which comprise the Board of Directors, namely, president, section 2 representative, section 6 representative, vice president, architectural control representative, section 1 representative, and secretary/treasurer.

**BYLAW AMENDMENT CHANGE 2:**

**Prior Provision:**

Section 2. Term of Office. It is agreed that the Directors for the Association set forth in the Articles of Incorporation shall hold office for terms as set out below, and thereafter, until their successors are duly elected and qualified.

President – Shall serve a one-year term

Vice President – Shall serve a one-year term and will succeed President the next year.

Secretary/Treasurer – Shall serve for a term of three (3) years.

Architectural Control Chairman – Shall serve for a term of three (3) years.

Section Representatives – Shall serve terms of two (2) years.

Officer terms shall be effective on March 1<sup>st</sup> of the year in which they are elected. It is agreed that for the 1985 election only, two of the Section Representatives will serve for two years and one shall serve for one year. Architectural Control Chairman will serve for two years from



1985 election only.

Amended Provision:

Section 2. Term of Office. It is agreed that, beginning with the 2009 election held at the annual meeting of the Association, every Director of the Association shall hold their office for a three (3) year term, with the exception of the positions of secretary/treasurer and section 1 representative who, for the purpose of creating an appropriate stagger in the terms of the elected Directors, shall, at the 2009 annual meeting only, be elected to two (2) year terms and, thereafter, beginning at the 2011 annual meeting, shall serve three (3) year terms. Director terms shall be effective as of the date of the annual meeting in the year in which they are elected. In order to establish an appropriate stagger in the terms of the directors, it is agreed that the four (4) positions of vice president, secretary/treasurer, architectural control representative, and section 1 representative shall be up for election at the 2009 annual meeting and, at the 2010 annual meeting, the positions of president, section 2 representative, and the section 6 representative shall be up for election. It is also agreed that the individual elected to serve as a representative of a section within the West Airport Subdivision, (i.e. Sections 1, 2, or 6) must be a homeowner residing within the section that he will represent.

BYLAW AMENDMENT CHANGE 3:

Prior Provision:

Section 5. Removal. No member of the Board of Directors shall be removed from office except for malfeasance in the conduct of his duties. 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.

New Provision:

Section 5. Removal. No member of the Board of Directors shall be removed from office except for malfeasance in the conduct of his duties. 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. A director whose position is as a representative of a section of the West Airport Subdivision (i.e. Sections 1, 2, or 6) must be replaced by a member who resides within the section that the selected Director will represent.

BYLAW AMENDMENT CHANGE 4:

Prior Provision:

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

President

- (a) The president shall preside at all meetings of the Board of Directors and of the Association; 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 promissory notes.

Vice President

- (b) The vice president shall act in the place 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; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

Architectural Control Chairman

- (e) The architectural control chairman shall be responsible for enforcing and maintaining the architectural integrity of improvements constructed on lots and the quality of workmanship and materials utilized in the construction of such improvements.

Section Representative

- (f) The section representative shall be responsible for assisting with general Board business as well as any special projects or information applicable to their section.

Amended Provision:

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

President

- (a) The president shall preside at all meetings of the Board of Directors and of the Association; 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 promissory notes.

Vice President

- (b) The vice president shall act in the place 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; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association during normal business hours.

Architectural Control Chairman

- (e) The architectural control chairman shall be responsible for enforcing and maintaining the architectural integrity of improvements constructed on lots and the quality of workmanship and materials utilized in the construction of such improvements.

Section Representative

- (f) The section representative shall be responsible for assisting with general Board business as well as any special projects or information applicable to their section. The individual elected to serve as a representative of a section of the West Airport Subdivision must reside within the section of the Subdivision that he will represent.

WHEREAS, upon review of the votes cast for the above amendments to the Bylaws, it was determined that the above-listed changes to the Association's Bylaws were passed by a vote of the Board of Directors; NOW, THEREFORE,

BE IT RESOLVED, that the Association, acting by and through its Board of Directors, shall prepare and execute a document entitled Amended Bylaws of West Airport Homeowners' Association, such document incorporating the changes and additions to same voted upon and approved by the Board of Directors; and

BE IT FURTHER RESOLVED, that a true and correct copy of the Amended Bylaws of West Airport Homeowners' Association is attached hereto as Exhibit "A"

This resolution was adopted by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2008.

IN WITNESS WHEREOF, the undersigned have executed this Resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2008.

Pres. Donald O. Scott  
DIRECTOR

Genevieve A.C.C.  
DIRECTOR

Ed D. Desai  
DIRECTOR

Mike [Signature]  
DIRECTOR

Sec. 2 - [Signature]  
DIRECTOR

[Signature]  
DIRECTOR

[Signature]  
DIRECTOR

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 on

RECORDER'S MEMORANDUM:  
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

OCT 16 2008



[Signature]  
COUNTY CLERK  
HARRIS COUNTY, TEXAS