

ARTICLES OF INCORPORATION  
OF  
COPPER LAKES HOMEOWNERS ASSOCIATION

FILED  
in the Office of the  
Secretary of State of Texas

JUL 26 1993

Corporations Section

THE STATE OF TEXAS     §  
                                  §  
COUNTY OF HARRIS     §

KNOW ALL MEN BY THESE PRESENTS THAT:

I, the undersigned natural person of the age of eighteen (18) years or more, and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation (hereinafter called the "Association"):

ARTICLE I

*Corporate Name*

The Association shall be known as COPPER LAKES HOMEOWNERS ASSOCIATION and by and under such name it shall conduct and transact all of its business.

ARTICLE II

*Corporate Address and Agent*

The street address of the Association's initial registered office is 6310 Lemmon Avenue, Suite 200, Dallas, Dallas County, Texas 75209, and the name of its initial registered agent at such address is Curtis Hawley.

ARTICLE III

*Corporate Status*

The Association is a non-profit corporation.

ARTICLE IV

*Purpose and Powers of the Association*

The Association is formed for the purposes of providing for the maintenance and preservation of all of the properties within Copper Lakes, Sections One and Two, residential developments located in Harris County, Texas, according to the map or plat thereof recorded in Volume 356, Page 49, and Volume 356, Page 59, of the Map Records of Harris County, Texas, respectively, and any additional land annexed to Copper Lakes, Sections One and Two, and subjected to the jurisdiction of the Association, and promoting the health, safety and welfare of the owners of lots within Copper Lakes, Sections One and Two, and any such additional properties, and for these purposes:

- (a) enter into contracts for the purpose of providing services for the benefit, use, or enjoyment to Lot Owners in general, including but not by way of limitation, security, street lighting and trash disposal;
- (b) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any contract;
- (c) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the Declaration of Covenants, Conditions and Restrictions for Copper Lakes, Sections One and Two;
- (d) pay all office and other expenses incident to the conduct of the business of the Association, including management fees, if any, and all taxes or governmental charges levied against or imposed upon the property of the Association;
- (e) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (f) borrow money and mortgage, pledge, deed in trust or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

- (g) dedicate, sell or transfer all or any part of the parks, common areas and facilities owned by the Association, if any, to any public agency, authority, utility, person or entity, for such purposes and subject to such conditions as may be agreed to by the Board of Directors, provided that no conveyance of any parks, common areas or facilities other than the granting of utility easement shall be permitted except to a public entity established for similar purposes as the Association or which shall be dedicated to the preservation of community purposes and interest and which is capable of maintaining and agreeing to maintain the same;
- (h) delete from its jurisdiction and the scope of its services any portion of the Properties;
- (i) participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- (j) establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the Association holds title or to which control is vested in the Association, if any; and
- (k) exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act or any other laws of the State of Texas may now or hereafter have or exercise.

## ARTICLE V

### *Membership*

The Members of the Association shall be the record owner, whether one or more persons or entities of a fee simple title to any lot located in Copper Lakes, Sections One and Two, residential developments located in Harris County, Texas (as well as the record owner of a fee simple title to any lot in any other Harris County, Texas subdivision, brought within the jurisdiction of the Association), including a contract seller, but excluding those having such interest merely as security for the performance of an obligation. The rights of Members are subject to (a) the payment of any assessments as set forth in the provisions of the "Declaration of Covenants, Conditions and Restrictions for Copper Lakes, Sections One and Two", filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. P290219, (as well as the restrictive covenants of any other property brought with the jurisdiction of the Association) and any amendments thereto (hereinafter sometimes referred to as "the Declaration"), and (b) compliance with the provisions of the Declaration. The voting and other membership rights of any Member may be suspended by action of the Board of Directors during any period when such Member shall have failed to pay any assessment then due and payable; but, upon payment of such assessment, his rights and privileges shall be automatically restored. In addition, the voting or other membership rights of any member may be suspended by action of the Board of Directors for a period not to exceed sixty (60) days, if any Member, any member of his family, his tenants, or the guests of any thereof shall violate the provisions of the Declaration

## ARTICLE VI

### *Board of Directors*

The affairs of the Association shall be managed by a Board of Directors composed of such number of persons and for such terms as may be fixed by the Bylaws of the Association. The Directors shall continue to serve until their successors are selected and qualified in the manner provided in the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial Directors and constitute the initial Board of Directors of the Association until such time as their successors have been qualified to serve are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth F. Belanger	3100 W. Alabama, Suite 206 Houston, Texas 77098
Michael Myers	3100 W. Alabama, Suite 206 Houston, Texas 77098
Curtis Hawley	3100 W. Alabama, Suite 206 Houston, Texas 77098

## ARTICLE VII

### *Amendments*

Amendment of these Articles shall require the affirmative vote of members holding not less than two-thirds (2/3) of the votes entitled to be cast at a regular or special meeting of the members of the Association at which a quorum is present.

## ARTICLE VIII

### *Duration*

The Association shall exist perpetually.

## ARTICLE IX

### *Dissolution*

The Association may be dissolved upon the affirmative vote of members holding not less than two-thirds (2/3) of the votes in the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be granted, conveyed and assigned to any non-profit corporations, associations or other organizations deemed by the Board of Directors of the Association to be appropriate, to be devoted to similar purposes.

## ARTICLE X

The Association may enter into contracts or transact business with one or more of its Directors or officers, or with any firm of which one or more of its Directors or officers are members or employees, or in which they are otherwise interested, or with any corporation or association on which any of its Directors or officers are stockholders, Directors, officers, members, employees or otherwise interested; and no contract or other transaction between the Association and any firm of which one or more of its Directors or officers are members or employees or in which they are Directors or officers or otherwise interested, or between the Association and any corporation or association in which one or more of its Directors, officers, or employees are otherwise interested, shall be void or voidable or otherwise affected by reason of such Directorship or office of the Association or such interest in such other firm, corporation or association, notwithstanding that such other Director or Directors, having such interest are present and counted in determining the existence of a quorum at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such Director or Directors having such interest shall have been necessary to authorize, approve, ratify, or otherwise obligate the Association upon such contract or transaction, provided, that the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. Nor shall any Director or officer be liable to account to this Association for any profits realized by or from or through any such transaction or contract of the Association by reason of such Directorship, office or interest. Nothing herein contained shall create liability in the events described or prevent the authorization, approval or ratification of such contracts or transactions in any other manner permitted by law. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE XI

The Association shall indemnify any and all persons who may serve or who have served at any time as Directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Association.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaws, agreement, or otherwise.

The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position of office or Director as specified above, against any liability incurred by him in any such position, or arising out of his status as such.

ARTICLE XII

Incorporator

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Rick S. Butler	5718 Westheimer, Suite 1600 Houston, Texas 77057

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this the 23<sup>rd</sup> day of JULY, 1993.

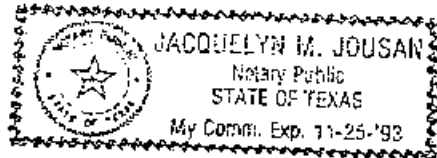
*Rick S. Butler*  
Rick S. Butler

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, the undersigned authority, a Notary Public in and for the State of Texas, do hereby certify that on the 23<sup>rd</sup> day of July, 1993, personally appeared Rick S. Butler, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator and that the statements set forth in the Articles of Incorporation are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year when written.

*Jacquelyn M. Jousan*  
Notary Public in and for the State of Texas





FILED LANGRISH, EXECUTIVE CLERK  
AUG 05 1993

# The State of Texas

Secretary of State

JULY 27, 1993

JACQUE JOUSAN  
5718 WESTHEIMER STE. 1600  
HOUSTON, TX 77057

RE:  
CUPPER LAKES HOMEOWNERS ASSOCIATION  
CHARTER NUMBER 01278656-01

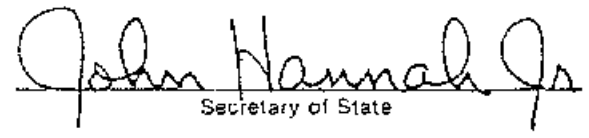
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

  
Secretary of State

**BYLAWS OF  
COPPER LAKES HOMEOWNERS ASSOCIATION  
A Texas Non-Profit Corporation**

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**ARTICLE I**

**OFFICES**

Principal Office

1.01. The principal office of the Association in the State of Texas shall be located in the County of Harris. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Registered Office and Registered Agent

1.02. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**MEMBERSHIP**

Eligibility

2.01. The Members of the Association shall be the record owner, whether one or more persons or entities of a fee simple title to any lot located in Copper Lakes, Section One, a residential development located in Harris County, Texas (as well as the record owner of a fee simple title to any lot in any other Harris County, Texas subdivision, brought within the jurisdiction of the Association), including a contract seller, but excluding those having such interest merely as security for the performance of an obligation. The rights of Members are subject to (a) the payment of any assessments as set forth in the provisions of the "Declaration of Covenants, Conditions and Restrictions for Copper Lakes, Section One", filed of record in the Official Public Records of Real Property of Harris County, Texas, under County Clerk's File No. \_\_\_\_\_, (as well as the restrictive covenants of any other property brought with the jurisdiction of the Association) and any amendments thereto (hereinafter sometimes referred to as "the Declaration"), and (b) compliance with the provisions of the Declaration. The voting and other membership rights of any Member may be suspended by action of the Board of Directors during any period when such Member shall have failed to pay any assessment then due and payable; but, upon payment of such assessment, his rights and privileges shall be automatically restored. In addition, the voting or other membership rights of any member may be suspended by action of the Board of Directors for a period not to exceed sixty (60) days, if any Member, any member of his family, his tenants, or the guests of any thereof shall violate the provisions of the Declaration.

Rights and Prerequisites of Membership

2.02. Each Member is entitled to the use and enjoyment of the Common Area, if any. Such rights may be delegated to and exercised by all Members of his family who reside upon the Properties, any of his tenants who reside there under a lease for a term of one year or more, and the guests of any thereof. Each Member shall notify the Secretary of the Association in writing of the name and relationship to the Member of any person who shall be entitled to exercise such rights under this Section.

The rights and privileges of such person are subject to suspension by the Board of Directors in the same manner and for the same reasons as those of any Member under the preceding section.

### ARTICLE III MEETING OF MEMBERS

#### Annual Meeting

3.01. The first meeting of the Members shall be held on a date specified by the Board of Directors in April of the year next following the year in which a lot in Copper Lakes, Section One, is first sold to an individual for use as a residence. Each annual meeting of the Members thereafter shall be during the same month as the first meeting on a day and time set by the Board of Directors of the Association. Annual meetings of the Members shall be held for the purposes of electing Directors, as provided in Article IV, below, and for the transaction of other business as may properly come before the meeting. If the election of Directors shall not be held at the time designated herein for any annual meeting, or any adjournment hereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

#### Special Meeting

3.02. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-third (1/3) of the Members having voting rights.

#### Place of Meetings

3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

#### Notice of Meetings

3.04. Written or printed notice, stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid.

#### Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

#### Quorum

3.06. The Members holding not less than twenty-five percent (25%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

#### Proxies

3.07. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member, or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Powers

- 4.01. The Board of Directors shall have power to:
- (a) suspend the voting rights and right to use of the recreational facilities, if any, of a member during any period in which such member shall (i) be in default in the payment of any assessment levied by the Association, or (ii) be in violation of the provisions of the Declaration;
  - (b) 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;
  - (c) 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
  - (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
  - (e) appoint a trustee to foreclose the Association's lien against any property for which assessments are not paid by the due date.

Duties

- 4.02. 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-third (1/3) of the 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:
    - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
    - (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 are not paid.
  - (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 the Association;
  - (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;



- (g) cause the Common Area, if any, to be maintained.

Number, Tenure, and Qualifications

4.03. The Board of Directors shall consist of three (3) directors, who need not be members of the Association. The initial Board of Directors designated in the Articles of Incorporation of the Association shall hold office until the first meeting of the Members. In the event of the death or resignation of a member of the initial Board of Directors, the remaining members of the Board of Directors shall appoint a successor. At the first meeting of the Members, one (1) Director shall be elected for a term of one (1) year; one (1) Director shall be elected for a term of two (2) years; and one (1) Director shall be elected for a term of three (3) years. At every annual meeting thereafter, one (1) Director shall be elected for a term of three (3) years.

Regular Meeting

4.04. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.05. Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.06. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail, fax or telegram to each Director at his address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

4.07. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.08. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these bylaws.

Removal

4.09. With the exception of those persons serving on the initial Board of Directors, any Director may be removed from office by a majority vote of the Members holding not less than two-thirds (2/3) of the votes of the Association at a meeting of the Members duly called for that purpose.

Vacancies

4.10. Any vacancy occurring in the Board of Directors and any directorship to be filled by a reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.11. Directors as such shall not receive any stated salaries for their services.

Informal Action by Directors

4.12. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**ARTICLE V**

**OFFICERS**

Officers

5.01. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other Officers as may be determined necessary by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

5.02. The Officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors after the annual meeting of the Members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Resignation and Removal

5.03. 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.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05. The President shall be the principal Executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Association; and in general he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their

election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

#### Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Secretary

5.08. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the address of each Member which shall be furnished to the Secretary by each Member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Assistant Treasurers and Assistant Secretaries

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

### ARTICLE VI

### COMMITTEES

#### Committees of Directors

6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the Association; to authorize the voluntary dissolution of the Association or removing proceedings therefor; to adopt a plan for the distribution of the assets of the Association; or to amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

#### Other Committees

6.02. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President of the Association shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint

such member whenever in their judgment the best interests of the Association shall be served by such removal.

Term of Office

6.03. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be that of the committee.

Rules

6.07. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

7.01. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Deposits

7.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

7.04. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

**ARTICLE VIII  
BOOKS AND RECORDS**

8.01. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by a Member or his agent or attorney as provided for proper purposes and upon reasonable request.

**ARTICLE IX  
FISCAL YEAR**

9.01. The fiscal year of the Association shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE X  
ASSESSMENTS AND DUES**

*Annual, Special and Reimbursement Assessments*

10.01. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, and may become obligated to pay to the Association reimbursement 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. If the assessment is not paid on or before the due date, the assessment shall bear interest from the due date at the maximum rate of allowed by law, and the Association may or foreclose the lien against the property.

**ARTICLE XI  
SEAL**

11.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association, "Copper Lakes Homeowners Association".

**ARTICLE XII  
WAIVER OF NOTICE**

12.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Association Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII  
AMENDMENTS TO BYLAWS**

13.01. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted at any time by vote of a majority of the Members of the Association present at an annual meeting of the Members or a Special Meeting of the Members called for that purpose. Notice of any proposed amendment to the Bylaws shall be set forth in the Notice of Meeting.

ARTICLE XIV

CONFLICT WITH DECLARATION

14.01. In the event anything contained in these Bylaws shall be determined to be in conflict with the provisions of the Declaration, then the Declaration shall be controlling as to the actions of the Association, its Board of Directors and Members.

8/5/93  
Date  
  
Date  
  
Date

[Signature]  
Kenneth F. Belanger  
[Signature]  
Michael Myers  
[Signature]  
Curtis Hawley

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting-secretary of the Copper Lakes Homeowners Association, a Texas non-profit corporation, and that the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 5th day of March, 1993.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 5 day of March, 1993.

[Signature]  
Secretary

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