

**BY-LAWS**  
**OF**  
**LAKE AT STONEHENGE**  
**HOMEOWNERS ASSOCIATION, INC**

**ARTICLE I**

Section 1. The words "the property" as used in these By-Laws shall be deemed to mean the following described real property situated in Harris County, Texas, described as:

"The land contained in STONEHENGE, Block One (1), according to the plat thereof recorded in Volume 219, Page 88 of the Map of Records of Harris County, Texas, which land was subsequently partially replatted as LAKE AT STONEHENGE according to the replats recorded in Volume 321, Page 7 and Volume 341, Page 9 of the Map Records of Harris County, Texas."

**ARTICLE II**

The name of this Corporation shall be LAKE AT STONEHENGE HOMEOWNERS ASSOCIATION, INC. Its principal offices shall be in Houston, Texas, as designated from the time to time by the Board of Directors.

**ARTICLE III**

Section 1. The purposes for which this Corporation is formed are civic and social for the benefit and betterment of the residents and property owners, those purposes being as follows:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions, and Restrictions (the "Restrictions") recorded under Film Code Reference No. 196-10-1886 under County Clerk's File No. F6196644 of the Official Public Records of Real Property of Harris County, Texas, as the same may be amended from time to time;
- (b) To affix, levy, collect and enforce payment by any lawful means, (which power shall include, but not be limited to, the enforcement by the

assessing of late charges, collection fees, interest, collection expenses, Court costs and attorney's fees, and collection of assessments by any means deemed necessary, including foreclosures and lawsuit), all charges or assessments pursuant to the terms of the Restrictions referred to hereinabove; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of this Corporation;

- (c) To foreclose the lien against any property for which assessments, late charges, collection fees, interest and attorney's fees are not paid or to bring an action at law against the owner personally obligated to pay same.
- (d) To 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 this Corporation subject to the limitations of the Restrictions;
- (e) To borrow money, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to the limitations of the Restrictions;
- (f) To provide for services such as garbage and rubbish collections and disposal;
- (g) To promote and provide recreational facilities for the residents and the property owners of the property;
- (h) To provide safety or police patrols;
- (i) To provide general sanitation and cleanliness of common areas;
- (j) To provide control of insects, rodents and animals;
- (k) To provide maintenance of drainage facilities;
- (l) To provide maintenance and upkeep of common areas and facilities as provided in the Restrictions;
- (m) To provide any activity conducted for the mutual benefit of resident owners and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit

Corporation laws of the State of Texas, by law may now or hereafter exercise.

Section 2. The Corporation may annex additional residential property and common area as provided in the Declaration of Covenants, Conditions and Restrictions applicable to the property.

Section 3. To appoint an Architectural Control Committee as provided in the Declaration of Covenants, Conditions, and Restrictions.

Section 4. To appoint any and all other Committees which the Board of Directors in its discretion may decide to appoint for the purpose of making non binding investigations, recommendations, or coordination for the Board of Directors.

#### **ARTICLE IV**

The Corporation shall have any continuously maintain in the State of Texas a registered office and 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 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 V**

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject, by covenants of record, to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from any ownership of any Lot, which is subject to assessment, by the Association. Any mortgagee or lienholder who acquires title to any Lot which is a part of the Property, through judicial or non-judicial foreclosures, shall be a member of the Association.

Section 2. The Association shall have one class of voting membership:

Members shall be all Owners, who shall be entitled to one vote for each lot owned. When more than one person holds such interest in any lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 3. Nomination. Nominations for election to the Board of Directors shall be made by the 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 other persons who shall be either Directors or Members of the Association, but a majority of which shall be Directors. The Nominating Committee shall be appointed by the Board of Directors sixty (60) days prior to each annual meeting of the Members, to serve until the close of the next annual meeting.

Section 4. Annual Meeting. The annual meeting of the Members of the Association shall be held at a time and date as directed by the Board of Directors in September of each year. A notice of the annual meeting shall be necessary.

Section 5. The Nominating Committee shall make as any 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.

Section 6. Special meetings of the members shall be held at the office of the Corporation in the City of Houston, Texas, or at such other places as may be designated in the notice of, waiver, or waivers of notice of the respective meetings. Special meetings of the members may be called by the President or by a Vice-President or by a majority of the directors or by a majority vote of all the members. Written notice of each special meeting of the members stating the time and place thereof and indicating briefly the purpose or purposes thereof shall be sent by mail or telegram or be delivered by the Secretary, or in the event of his absence or failure, refusal, inability or omission to do so, by the President or a Vice-President or any Assistant Secretary, to each of the members of the Corporation (and if required by the terms of the Declaration of Covenants, Conditions, and Restrictions, all holders of first liens on the property) at their respective addresses, as shown by the records of the Corporation, at least ten (10) and not more

than fifty (50) days prior to the date set for the holding of the meeting. Unless otherwise indicated in the notice or waiver or waivers of notice thereof, any and all business may be transacted at any annual or special meeting of the members. However, no vote to (i) alienate, hypothecate, transfer or assign the Association's interest in the common areas, (ii) change the assessment provisions of the Declaration of Covenants, Conditions, and Restrictions, (iii) discontinue professional management of the Property and assume self-management by the Association, or (iv) approve, modify, accept or otherwise effect or reject any plan of condemnation of the Property shall be effective until all Lienholders have been notified of said vote and given a period of thirty (30) days in which to contact the Owners or the Association and suggest alternatives or changes in the Association's plans.

Section 7. At the first call of any membership meeting, the attendance at the meeting, in person or by proxy, of owners who own at least twenty-five percent (25%) of all lots shall be considered a quorum sufficient for the transaction of business at the meeting. In the event that no business can be conducted at the first call of the annual meeting due to the lack of a quorum, a second call of the meeting shall be made by giving at least ten (10) days but not more than twenty (20) days prior written notice to each lot owner of such meeting. At the second call of the meeting, the lot owners who own at least twenty per cent (20%) of all lots shall be a quorum of the membership sufficient for conducting business. In the event that no business can be conducted at the second call of the meeting, due to the lack of a quorum, a third call of the meeting shall be made by giving at least ten (10) days but not more than twenty (20) days prior written notice to each lot owner of such meeting. At the third call of the meeting, the lot owners who own at least fifteen percent (15%) of the lots, shall be a quorum of the members sufficient for conducting business. All subsequent calls of a meeting shall require a quorum of members owning at least fifteen percent (15%) of the lots. The President of the Board of Directors shall call each succeeding meeting not later than sixty (60) days after the previous meeting was adjourned due to the lack of a quorum.

At any such adjourned meeting at which at a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally noticed or called.

Section 8. Notwithstanding any other provisions of these By-Laws, any motion to (i) raise the annual assessments according to the terms of the Declaration of Covenants, Conditions, and Restrictions, or (ii) to make a Special Assessment for capital improvements as provided in the Declaration of Covenants, Conditions, and Restrictions, must be approved in writing by members entitled to cast two-thirds (2/3) of the votes of the Association.

Section 9. The President of the Corporation, and in the event of his absence, a Vice-President of the Corporation, shall call meetings of the members to order and shall act as Chairman for such meetings. In the absence of the President and Vice-President of the Corporation, the members present may appoint a Chairman. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the members but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 10. At all meetings of members, all questions, except those the manner of deciding which is otherwise expressly governed by statute, the charter of the Corporation or its By-Laws or Declaration of Covenants, Conditions and Restrictions shall be decided by a simple majority of the votes of the members cast in person or by proxy at a meeting duly called with a quorum present. All voting shall be by written secret ballot. Each ballot shall be signed by the member voting or by his proxy. Cumulative voting for Directors is expressly prohibited. All voting shall be by members in person or by proxy as allowed by statute. The person receiving the largest number of votes for each director's position shall be elected.

Section 11. Informal action. The Corporation may act, with or without a meeting, on any issue on which a vote of the members is required, by obtaining the written consent of members having a majority of all outstanding votes of members of the Corporation.

Section 12. Holding office. Notwithstanding any other provisions of these By-Laws, and further to Article II, Section 1. (b) of the CC&R, no owner for any period during which a past due balance against homeowners lot remains unpaid may be elected to or hold any office of the Association.

## ARTICLE VI

Section 1. The business and property of the Corporation shall be managed and controlled by the Board of Directors, subject to the restrictions imposed by law, by the Articles of Incorporation of this Corporation, by these By-Laws or the Restrictions on the property. The Board of Directors may exercise all pf the powers of the Corporation.

The number of Directors initially, shall be five (5). The initial Board of Directors as set forth in the Articles of Incorporation shall serve for the terms as set out in said Articles of Incorporation. Upon the expiration of a Director's term, a successor shall be elected for a term of three years at the annual meeting of the members of the Corporation. Each Director shall be elected to hold office and serve for three years or until his successor shall be elected, and shall duly qualify. Any Director may be removed from the Board for cause, by a vote of a majority of the votes entitled to be cast by those members present in person or represented by proxy at the meeting of the members at which a quorum is present. 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. The Directors need not be members of this Corporation.

Section 2. The Directors may hold their meetings and have offices and keep the books of the Corporation, except as otherwise provided by statute, at the office of the Corporation.

Section 3. No Director shall receive compensation for any service he may render to the Corporation. However, any Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

Section 4. At the first meeting of the Board of Directors in each year at which a quorum is present, the Board of Directors shall proceed to the election of the officers of the Corporation. No notice or waiver of notice of any such first meeting shall be required or necessary if it is held immediately after either the annual meeting or adjourned annual meeting of the members, and any and all business of any nature or character may be transacted at such first meeting.

Section 5. Regular meetings of the Board of directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of

Directors, but shall be held not less frequently than one each quarter. Notice of such regular meetings shall not be required.

Section 6. Special meetings of the Board of Directors, shall be held whenever called by the President, Vice-President, Secretary or majority of the Directors in office. Notice of each special meeting shall be given by an officer of the Corporation by telegraph, mail, telephone or personal delivery to each Director at his residence or usual place of business at least two (2) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

Section 7. The majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in attendance thereat. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the character of the Corporation, or by these By-Laws, or the Restrictions.

Section 8. At meetings of the Board of Directors, business shall be transacted in such order as from time to time, the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a Chairman shall be chosen from the Directors present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. No Director or Officer of the Corporation shall be required to devote his time or render services exclusively to the Corporation. Each Director and Officer of the Corporation shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of the Corporation without liability to this Corporation. Likewise, each and every Director and Officer of the Corporation, may become a Director or Officer of any other corporation or corporations, entity or entities,



whether or not the purposes of the other corporations conflicts with the business or activities of this Corporation, without breach of the duty to this Corporation or its members and without liability of any character or description to the Corporation or its members. No contract or other transaction of this Corporation shall ever be affected by the fact that any Director or Officer of the Corporation is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transactions, provided that such contract or transaction shall be approved by a majority of the disinterested Directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

## ARTICLE VII

Section 1. The officers of the Corporation shall be a President (who shall be a Director), one or more Vice-Presidents, a Treasurer, a Secretary and such other officers, including but not limited to one or more assistant secretaries and one or more assistant treasurers, as the Board of Directors may from time to time elect or appoint. Any two or more offices may be held by the same person, except the office of President and Secretary. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors. A vacancy in the office of any officer shall be filled by a vote of a majority of the Directors then in office.

Section 2. The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business; he shall preside at all meetings of the members and of the Board of Directors; he may when authorized to do so by the Board of Directors make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and, he shall do and perform such duties as may from time to time be assigned to him by the Board of Directors.

Section 3. Each Vice-President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice-President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice-

President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 4. The Treasurer shall have custody of all the funds and securities of the Corporation, which come into his hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories shall be designated in the manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as is designated by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as is designated by the Board of Directors, whenever required by the Board of Directors, he shall render a statement of his cash account, he shall enter or cause to be entered regularly on the books of the Corporation to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he shall at all reasonable times exhibit his books and accounts to any Director of the Corporation during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 5. Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that Officer's absence or inability to act.

Section 6. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President or a Vice-President in the name of the Corporation on all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation and affix the seal of the Corporation thereto. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any Director, member of

the Association or any holder of a first mortgage on any lot, upon request at the office of the Corporation during business hours and he shall in general perform all duties incident to the Office of Secretary subject to the control of the Board of Directors.

Section 7. Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

### ARTICLE VIII

Section 1. The Board of Directors, except as these By-Laws otherwise provide, may authorize any officer or officers, agent or agents acting, by committee or otherwise, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, or do such other things as the Board may from time to time direct and such authority may general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences or indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, Vice-President, and Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of

Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 5. The Board of Directors, within ninety (90) days of the fiscal year end, shall cause to be prepared, and shall make available to any Owner or first mortgage holder, annual audited financial statements of the Corporation.

#### **ARTICLE IX**

Section 1. The fiscal year of the Corporation shall end at midnight on December 31<sup>st</sup> of each calendar year.

Section 2. The seal of the Corporation shall be circular in form and have inscribed thereon the name of the Corporation.

Section 3. Whenever any notice whatever is required to be given under the provisions of these By-Laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, post-paid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

#### **ARTICLE X**

Each Director and officer of the Corporation shall be indemnified by the corporation against any costs and expenses, including attorneys fees actually and necessarily incurred in connection with the defense of any civil, criminal, administrative or other claim, action, suit or proceeding (whether by or in the right of the corporation or otherwise) in which he may become involved or with which he may be threatened, by reason of his being or having been a Director or officer of the Corporation, and against

any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty upon receipt by the corporation of any opinion of independent legal counsel that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the interests of the Corporation, and in respect of any criminal action, reasonably believed that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Director or officer did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and in respect of any criminal action or proceeding, did not reasonably believe that his conduct was lawful. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director or officer may be entitled under any other By-Law, agreement, vote of disinterested Director, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding, the provision of the preceding paragraph, no person shall be entitled to indemnification pursuant thereto in relation to any matter as to which indemnification shall not be permitted by law.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under preceding provisions of the Article or applicable provisions of law.

#### **ARTICLE XI**

These By-Laws may be amended by a written vote of fifty-one percent (51%) of the votes entitled to be cast by the members of the Corporation at any annual meeting of the members in which a quorum is present in person or by proxy or, if notice of a proposal to amend these By-Laws and the respect in which proposed to be amended is

given in any call of a special meeting of members, at such special meeting, or by any writing signed by members representing fifty-one percent (51%) all lots.

Provided and on condition that the power to amend the By-Laws shall have been delegated to the Board of Directors of the Corporation by the members of the Corporation, then these By-Laws may also be amended by the Board of Directors of the Corporation at any annual meeting of the Board of Directors or, if notice of a proposal to amend these By-Laws and the respect in which proposed to be amended is given in any call of a special meeting of the Board of Directors, at such special meeting.

Provided also that nothing herein shall authorize the members or the Board to alter or amend any of the By-Laws in conflict with the provisions of the Declaration of Covenants, Conditions, and Restrictions applicable to the Property.

The words "amend" and "amended" shall be broadly interpreted to include alterations, modifications, additions and repeal, in whole or in part.

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the By-Laws of Lake at Stonehenge Homeowners Association, Inc., a Texas non-profit corporation, as adopted by the Board of Directors of the Corporation at the meeting of the Board of Directors held in Houston, Texas on the 29<sup>th</sup> day of August 2001.

04 JUN 14 PM 1:33

FILED

*Carolina Leyva*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

*Ed Welbourn*

Ed Welbourn, President

*Paula Kyzar*

Paula Kyzar, Secretary

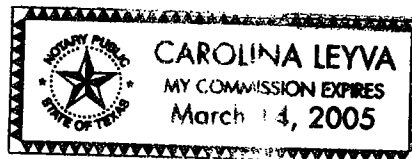
State of Texas

County of Harris

This instrument was acknowledged before me on the 29<sup>th</sup> day of August 2001 by Ed Welbourn, President, and Paula Kyzar, Secretary, a Texas corporation, on behalf of said corporation.

*Carolina Leyva*

Notary Public's Signature



RECORDERS 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.

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

JUN 14 2004



*Dwight B. Kaufman*

COUNTY CLERK  
HARRIS COUNTY, TEXAS