

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
MEADOWPARK HOMEOWNERS ASSOCIATION, INC.**

A Texas Nonprofit Corporation

Pursuant to the applicable statutes and laws of the state of Texas and those certain Articles of Incorporation of Meadowpark Owners Association, Inc., dated March 12, 1979 (the "**Articles**"), the undersigned, being all the members of the board of directors (the "**Board**") of Meadowpark Homeowners Association, Inc., a Texas nonprofit corporation (the "**Association**"), hereby unanimously consent to, approve, and adopt the following actions and resolutions on behalf of the Board and the Association effective as of January 1, 2020 (the "**Effective Date**").

R E C I T A L S

WHEREAS, Article VI of the Articles and Section 22.201 of the Texas Business Organizations Code (the "**TBOC**") reserves the management of the Association to the Board;

WHEREAS, the business and affairs of the Association are governed by those certain By-Laws of Meadowpark Owners Association, Inc., the undated, unexecuted form of which is attached hereto as Exhibit A (the "**Bylaws**");

WHEREAS, on information and belief, the original Bylaws were adopted and signed on or about March 12, 1979, by the initial members of the Association's Board, being John S. Phipps, Roy P. Moudy, and Thomas L. Alvey, which original, signed copy of the Bylaws has been lost, mislaid, stolen, or destroyed at some time during the period between the date of adoption and the date hereof and such signed Bylaws cannot now be produced;

WHEREAS, Section 22.102(c) of the TBOC, and Article XVIII, Section 1 of the Bylaws, authorize the Board to amend, repeal, or adopt any bylaws that are not inconsistent with the Articles and applicable law;

WHEREAS, on information and belief, on or about January 1, 2014, the Association increased the number of directors serving on the Board from three (3) to six (6), and, since such time, the Association has implemented a fiscal year that runs concurrently with the calendar year;

WHEREAS, during the annual meeting of the Association's members for the calendar year 2019, Brad Swendig, Monte Duncan, and Russ Hale were elected as directors to the Board, and, during the annual meeting of the Association's members for the calendar year 2020, Anthony Bouselli, Chip McCarver, and Inge Fong were elected to the Board, each for a term of two (2) years;

WHEREAS, the undersigned directors unanimously desire to ratify, affirm, and adopt the Bylaws as the bylaws of the Association, as amended herein;

WHEREAS, undersigned unanimously desire to amend Article VI, Section 1 of the Bylaws to formally reflect the increase in the number of directors on the Board from three (3) to six (6) and to further specify the conduct of the Board's business and affairs;

WHEREAS, the undersigned directors unanimously desire to amend Article XII, Section 1 of the Bylaws to formally adopt a fiscal year that runs concurrently with the calendar year;

WHEREAS, the undersigned directors unanimously desire to update and make current all references in the Bylaws to the Association's registered office and agent; and

WHEREAS, the undersigned directors unanimously desire to establish a procedure for fixing the date of the annual meeting of the Association's Members in Article V, Section 1.

NOW, THEREFORE, BE IT RESOLVED that:

1. **Ratification of Bylaws.** The undersigned hereby unanimously ratify, affirm, and adopt the Bylaws as the bylaws of the Association, as amended herein.

2. **Board Composition.** The undersigned hereby ratify and affirm the number of directors on the Board as being six (6). Article VI, Section 1 of the Bylaws is hereby deleted in its entirety and replaced with the following:

Section 1. The corporate powers of the Association shall be vested in, and the business and affairs of the Association shall be controlled by, a board of six (6) directors, or such other number, but no fewer than three (3), as may be determined from time to time by ordinary resolution of the Board. The members of the Board representing at least a majority of the directors shall constitute a quorum at any meeting of the Board. Except as otherwise provided herein, the affirmative vote of the majority of the directors shall be required for any action that requires the consent, approval, or other action of the Board. Each director shall serve on the Board for a term of two (2) years. Each director shall serve until the earlier of the expiration of his or her term or his or her death, resignation, or removal. No director may serve more than three (3) consecutive terms. Each director shall be a Member and resident of the Association. Any director may be removed with or without cause by the affirmative vote of the majority of the Board or the Association's Members at a special meeting called for that purpose. Any action required or

permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by the directors representing the requisite number of votes that would be required to take the applicable action at a meeting of the Board and, when so signed, such written consent shall constitute the requisite approval of such action, and notice of any such action taken shall be provided to those directors who have not consented in writing promptly following the taking of such action.”

3. **Fiscal Year.** The undersigned hereby ratify and affirm the Association’s adoption of the calendar year as its fiscal year. Article XII, Section 1 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“Section 1. The Association hereby adopts the calendar year as its fiscal year.”

4. **Registered Office & Agent.** All references in the Bylaws to the address, “1100 Andrews Highway, Midland, Texas 79701,” are hereby deleted in their entirety and replace with the address, “4800 Spring Meadow, Midland, Texas 79705.” That certain reference to “John S. Phipps” in Article III, Section 2 of the Bylaws as the Association’s registered agent is hereby deleted in its entirety and replaced with “such person who shall serve as registered agent as shall be designated by the Board from time to time by ordinary resolution.”

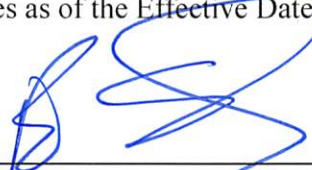
5. **Annual Meeting.** Article V, Section 1 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“Section 1. An annual meeting of the Members of the Association shall be held at 4800 Spring Meadow, Midland, Texas 79705, during the month of January of each year on a date as shall be set by the Board by ordinary resolution. Advance notice of the annual meeting of the Members shall be given by the Board to the Members in the time and manner specified for special meetings in Article V, Section 3.”

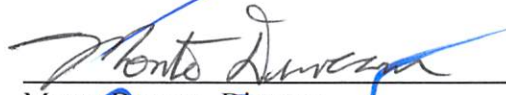
6. **Enabling Resolutions.** The Bylaws, as amended herein, are in all other respects confirmed, adopted, ratified, and acknowledged by the Board to be valid, subsisting, and in full force and effect. All references in any document or instrument to the Bylaws on and after the Effective Date of these resolutions shall be deemed to include these resolutions. If any provision of these resolutions or the Bylaws or the application thereof to any person or circumstances shall be invalid or unenforceable to any extent, then the remainder of these resolutions and the Bylaws and the application of such provisions to other persons or circumstances shall not be affected thereby and shall be enforced to the greatest extent permitted by law.

[signature page to follow]

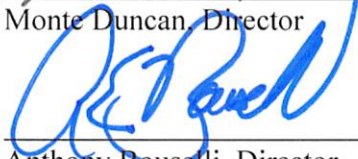
IN WITNESS WHEREOF, the undersigned members of the Board have unanimously executed these resolutions to be effective for all purposes as of the Effective Date.



Brad Swendig, Director



Monte Duncan, Director



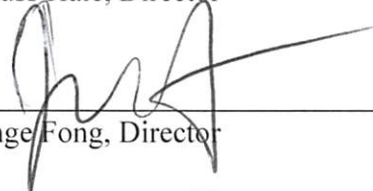
Anthony Bouselli, Director



Chip McCarver, Director



Russ Hale, Director



Inge Fong, Director

**BEING ALL THE MEMBERS OF THE BOARD
OF DIRECTORS OF MEADOWPARK
HOMEOWNERS ASSOCIATION, INC.**

EXHIBIT A

BYLAWS

[please see attached]

BY-LAWS
OF
MEADOWPARK OWNERS ASSOCIATION, INC.

ARTICLE I
DEFINITIONS

Section 1. The following words when used in these By-Laws shall have the following meanings:

- (a) "Association" shall mean and refer to the Meadowpark Owners Association, Inc., a nonprofit corporation organized and existing under the laws of the State of Texas, and its successors and assigns.
- (b) "Common Area" shall mean and refer to all real property and improvements thereon owned or leased by the Association or over which the Association has an easement for maintenance (excepting lots and dwelling units thereon) for the use and enjoyment of the Members. Streets and service drives dedicated to the public use are not a part of the Common Area.
- (c) "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions and Provisions for the Care and Maintenance of Common Areas and Facilities applicable to the Properties, as it may be from time to time amended.
- (d) "Developer" shall mean and refer to Citizens Savings & Loan Association and its successors and assigns, and the Developer shall hold such rights and obligations as are assigned to it by the Declaration. In the event another than the first Developer comes to stand in the same relation to the project as the first Developer, that Developer shall hold the same rights and obligations as would then have been held by the first Developer.
- (e) "Founding Documents" shall mean and refer to the Articles of Incorporation of the Association, these By-Laws and the Declaration, all as initially drawn by the Developer and filed and recorded as the case may be, all as and may be duly amended from time to time.

- (f) "Living Unit" shall mean and refer to any portion of the structure situated upon the Properties and designed and intended for use and occupancy as a residence by a single family.
- (g) "Lot" shall mean and refer to any plot of land shown on any recorded subdivision map of the Properties, with the exception of Common Area as hereinbefore defined.
- (h) "Members" shall mean and refer to Members of the Association, which shall consist of all Owners and all occupants, except that Participating Builders shall not be Members.
- (i) "Owner" shall mean and refer to the record holder of the fee simple title to any Lot, whether one or more persons or entities.
- (j) "Participating Builder" shall mean and refer to a person or entity who, or which, acquired a portion of the Properties for resale to future owners.
- (k) "Properties" shall mean and refer to Meadowpark Addition, City of Midland, Texas, together with such other real property, as may from time to time be annexed thereto.

ARTICLE II

PROPERTY SUBJECT TO THESE BY-LAWS

Section 1. The real property which is and shall be held, conveyed and occupied subject to these By-Laws, and additions to such property, shall be as described in Article II of the Declaration.

ARTICLE III

OFFICES OF THE ASSOCIATION

Section 1. The principal office of the Association shall be located at 1100 Andrews Highway, Midland, Texas 79701.

Section 2. The registered office of the Association shall be 1100 Andrews Highway, Midland, Texas 79701, and the initial registered agent at such address is John S. Phipps.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by the Declaration to assessment by the Association shall be a Member of the Associ-

ation, provided that any person or entity who holds an interest merely as a security for the performance of an obligation or as a Participating Builder shall not be a Member.

Section 2. The Association shall have two (2) classes of voting membership;

Class A. Class A Members shall be all those Owners as defined in Article I, with the exception of the Developer and the Participating Builders. Class A Members shall be entitled to one (1) vote for each Lot or Living Unit in which they hold the interest required for membership by Article I. When more than one (1) person holds such interest or interests in any Lot or Living Unit, all such persons shall be Members, and the vote with respect to such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot or Living Unit.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for Membership by Article I, and for every Living Unit owned by it until such unit is first sold, provided that the Class B Membership shall cease and be converted to Class A Membership on the happening of the following event:

When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership.

From and after the happening of this event, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot or Living Unit in which it holds the interest required for Membership under Article I.

ARTICLE V

MEETING OF MEMBERS

Section 1. An annual meeting of the Members of the Association shall be held at 1100 Andrews Highway, Midland, Texas, on _____, of each year.

Section 2. A special meeting of the Members of the Association may be called by the President, the Board of Directors, or by Members having not less

than one-tenth (1/10) of the votes entitled to be cast at such meeting.

Section 3. Written notice stating the place, day and hour of a meeting, and for a special meeting the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, to each Member entitled to vote in such meeting. Notice may be delivered either personally or by mail, and if mailed, such notice 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 paid.

Section 4. Members holding one-half (1/2) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. A vote of the majority of the votes entitled to be cast by the Members present or represented by a proxy at a meeting at which a quorum is present, shall be the act of the Members unless the vote of a greater number is required by law or these By-Laws.

Section 5. A Member may vote in person or by proxy, and all proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable unless expressly provided to be irrevocable, and no proxy shall extend beyond a period of eleven (11) months. Every proxy shall automatically terminate upon sale by the Member of his Lot, Living Unit, or other interest in the Properties.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The corporate powers of the Association shall be vested in and the business affairs of the Association shall be controlled by, a board of three (3) Directors. The Directors need not be Members of the Association and two (2) of said Directors shall constitute a quorum for the transaction of business.

Section 2. Vacancies in the Board of Directors shall be filled by a vote of the remaining Directors, and any such appointed Director shall hold office until his successor is elected by the Members at the next annual meeting or at a special meeting called for that purpose.

Section 3. The Directors named in the Articles of Incorporation of this Association shall hold office until their successors are elected. The

Successor Directors shall be elected at the annual meeting of the Members and shall hold office until their successors are elected. At such election, the Members may cast as many votes as they are entitled to under the provisions of Article IV hereof, and the names receiving the largest number of votes shall be elected.

Section 4. A regular meeting of the Board of Directors shall be held on the second Monday of each month at 9:00 a.m. Should the day for a regular meeting fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday. The Directors may, by resolution, change the hour and day of such regular meeting.

Section 5. Special meetings of the Board shall be held when called by any Officer of the Association or by any Director, and may be held at such time and place as is deemed expedient. 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.

Section 6. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power and discretion to contract for and pay to Directors rendering unusual or exceptional services to the Association, special compensation commensurate with the value of such services.

Section 7. In accordance with Article XIII hereof, the Board of Directors shall fix the amount of assessment against each Lot for each assessment period, prepare a roster of the Properties and the assessments applicable thereto, and send written notice to each Owner subject thereto. The amount and the date of commencement of such assessments shall be as provided elsewhere in these By-Laws.

ARTICLE VII

OFFICERS

Section 1. The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such other Officers and Assistant Officers as the Board of Directors may from time to time, by resolution, create. The President and the Vice-President shall be members of the Board of Directors.

Section 2. The Officers shall be chosen by a majority vote of the Board of Directors and shall hold office during the pleasure of the Board of Directors, unless they shall sooner resign or become disqualified to serve. Removal of an Officer shall also be by a majority vote of the Board of Directors.

Section 3. The Board of Directors may appoint such Assistant Officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine.

Section 4. The Board of Directors shall at their first regular meeting elect one (1) member of the Board to act as President and another to act as Vice-President. All duties and powers required by law or by these By-Laws of, and all powers conferred by law or by these By-Laws upon, the President, shall in his absence, inability or refusal to act, be performed by the Vice-President. If the Vice-President, for any cause, shall be unable to act, the Board of Directors shall appoint some member of the Board to act, in whom shall be vested for the prescribed time, all the duties and functions of the President.

Section 5. The President shall preside over all meetings of the members and of the Board of Directors, he shall sign as President all deeds, contracts, notes, leases and other written instruments, and shall have general supervision, direction and control of the business of the Association.

Section 6. The Secretary shall keep a record of all meetings and proceedings of the Board of Directors and of the Members, keep proper books and records of the Association, keep appropriate records of the Members of the Association, together with their addresses as furnished him by such Members, and serve notices of meetings of the Board of Directors and of the Members as required by law or these By-Laws. Upon conveyance of a Lot or Lots within the Properties to an Owner so as to entitle such Owner to membership in the Association, the Secretary shall issue to that Owner a Certificate of Membership, the form of and uses for such Certificate to be determined by the Board of Directors.

Section 7. The Treasurer shall receive and deposit in such accounts as the Board of Directors may direct, all the funds of the Association, and shall disburse such funds as directed by a resolution of the Board; provided, however, that a resolution of the Board of Directors shall not be necessary for disburse-

ments made in the ordinary course of business conducted within the limits of a budget adopted by the Board.

ARTICLE VIII

COMMITTEES

Section 1. The Standing Committees of the Association shall be:

The Maintenance Committee;
The Architectural Control Committee; and
The Audit Committee.

Unless otherwise provided herein, each Committee shall consist of a Chairman and two (2) or more Members, a majority of whom are Directors. The Committees shall be appointed by the Board of Directors prior to each annual meeting and such appointments shall be announced at such annual meeting. The Committee Members shall serve from the close of the annual meeting at which they are appointed until the new annual meeting, or until they resign, become disqualified to serve, or are removed by the Board of Directors. Any vacancy on a committee shall be filled by a person appointed by the Board of Directors, and such appointee shall serve until the next annual meeting.

Section 2. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Properties of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 3. The Architectural Control Committee shall have the duties and functions assigned to it in the Declaration. It shall also monitor any proposals, programs or activities which may adversely affect the residential value of the Properties, and shall advise the Board of Directors regarding Association action on such matters.

Section 4. The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at the regular annual meeting. The Treasurer shall be a member of the Audit Committee.

Section 5. The Members of each Committee shall elect from among themselves a Chairman, who shall preside at the meetings of such Committee. The meetings and actions of the Committees hereinabove described shall be conducted in accordance with rules similar to those for meetings of the Board of Directors, and a majority of the members of a Committee shall constitute a quorum for the transaction of business.

Section 6. The Board of Directors, by resolution adopted by a majority

of the Directors in office, may designate one or more other Committees to perform such duties as may be specified in such resolution; provided, however, that no such Committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of such Committee or any Director or Officer of the Association; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; or amending, altering or repealing 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 upon it or him by law.

ARTICLE IX

ACTION BY MEMBERS, DIRECTORS, OR COMMITTEES WITHOUT A MEETING

Section 1. Any action required to be taken at a meeting of the Members or Directors, or any action which may be taken at a meeting of the Members, Directors or of any Committee, may be taken without a meeting if written consent, setting forth the action to be taken, shall be signed by all the Members entitled to vote or all of the Directors or all of the members of the Committee. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall have the power to indemnify any Director or Officer of the Association for expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such Director or Officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 2. If the Association has not fully indemnified him, the court in the proceeding in which any claim against such Director or Officer has been asserted, or any court having the requisite jurisdiction of any action

instituted by such Director or Officer on his claim for indemnity, may assess indemnity against the Association, its receiver or trustee, for the amount paid by such Director or Officer in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Association), and any expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article only if the court finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XI

ASSOCIATION BOOKS AND RECORDS

Section 1. The books, records, and such papers of the Association as may be placed on file by the Board of Directors, shall at all times during reasonable business hours, be subject to inspection by any Member.

ARTICLE XII

FISCAL YEAR

Section 1. The Association hereby elects a fiscal year, to commence on the first day of March and end on the last day of February, the initial fiscal year to commence on March 1, 1979.

ARTICLE XIII

ASSESSMENTS

Section 1. Each Member, by acceptance of the deed to any Lot, whether or not expressed in such deed, covenants and agrees to pay the Association, (1) annual assessments, and (2) special assessments for capital improvements; such assessments to be fixed, established, and collected as hereinafter provided and as provided in Article IX of the Declaration.

Section 2. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents and the properties, including, but not limited to, the payment of taxes and insurance thereon, repair, replacement, and additions thereto, and the costs of labor, equipment, materials, management and supervision thereof.

Section 3. Until the fiscal year commencing March 1, 1980, the annual assessments shall be as set out in the Declaration. From and after March 1,

1980, the annual assessments may be increased by a simple majority vote of the Members voting thereon, as hereinafter provided, for the next year. Assessment increases may be voted on only once per year, and only during the annual meeting of the entire Association, in which the Board of Directors has, within thirty (30) calendar days prior thereto, presented a proposed budget for the coming year to each Member of each Class of membership for review.

The Board of Directors of the Association may, after consideration of current maintenance costs and future needs of the Association, fix the actual assessment for any year at an amount less than the proposed amount, without the vote of the Association membership.

Section 4. In addition to the annual assessments authorized by Section 3 hereof, the Association may levy in any assessment year a special assessment, applicable to that year only, for the purpose of defraying, in whole or in part, the costs of any construction or reconstruction, unexpected repair or replacement of a described improvement upon the Common Areas, including the necessary fixtures and personal property related thereto, provided any such assessment shall have the consent of two-thirds (2/3) of the votes of each class of Members, voting in person or by proxy at a meeting duly called for this purpose, notice of which shall be sent to all Members at least thirty (30) calendar days in advance and shall set forth the purposes of the meeting.

Section 5.

(a) The annual assessments provided for herein shall commence on the date (which shall be the first day of the month) fixed by the Board of Directors of the Association to be the date of commencement.

(b) The first annual assessments shall be made for the balance of the calendar year and shall become due and payable on the date fixed for commencement. The assessments for any year after the first year shall become due and payable on the first day of March of each year.

(c) The amount of the annual assessment which may be levied for the balance remaining in the first year of assessment shall be an amount which bears the same relationship to the annual assessment provided for in Section 3 hereof as the remaining number of months in that year bear to 12. The same reduction in the amount of the assessment shall apply to the first assessment levied against any property which is hereafter added to the Properties now

subject to assessment at a time other than the beginning of any assessment period.

The due date of any special assessment under Section 4 hereof shall be fixed in the resolution authorizing such assessment.

Section 6.

(a) The Board of Directors of the Association shall fix the date of commencement and the amount of the assessment against each Lot or Living Unit for each assessment period at least thirty (30) calendar days in advance of such date or period and shall, at that time, prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any owner.

(b) Written notices of the assessments shall thereupon be sent to every owner subject thereto.

(c) The Association shall upon demand at any time furnish to any owner liable for said assessment a certificate in writing signed by any Officer of the Association, setting forth whether said assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Section 7.

(a) If the assessments are not paid on the date when due, then such assessments shall become delinquent and shall, together with such interest thereon and cost of collection thereof as hereinafter provided, thereupon becoming a continuing lien on the property which shall bind such property of the then Owner, his heirs, devisees, personal representatives and assigns. The personal obligation of the then Owner to pay such assessment, however, shall remain his personal obligation for the statutory period and shall not pass to the successors in title unless expressly assumed by them.

(b) If the assessment is not paid within thirty (30) calendar days after the delinquency date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or to foreclose the lien against the property. There shall be added to the amount of such assessment, all costs and reasonable attorney's fees incurred in collection thereof; and in the event that judgment is obtained, such judgment shall include interest on the assessment as above provided and a reasonable attorney's fee to be fixed by the court, together with the costs of the action.

Section 8. The lien for the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the Properties subject to assessment; provided, however, that such subordination shall apply only to the assessments which shall become due and payable prior to a sale or transfer of such property pursuant to a decree of foreclosure, or any other proceeding in lieu of foreclosure. Such sale or transfer shall not relieve such property from liability for any assessments thereafter becoming due, nor from the lien of any such subsequent assessment,

Section 9. The following property subject to the Declaration and to these By-Laws shall be exempted from the assessments, charge and lien created herein:

- (a) All properties to the extent of any easements or other interest therein dedicated and accepted by the local public authority and devoted to public use; and
- (b) All Common Areas as defined in Article 1, Section 1, hereof.

Notwithstanding any provisions herein, no lien or improvements devoted to residential dwelling use shall be exempt from said assessments, charges or liens.

ARTICLE XIV

DISSOLUTION OF THE ASSOCIATION

Section 1. The Board of Directors shall adopt a resolution recommending that the Association be dissolved, and directing that the question of dissolution be presented to the Members at either an annual or special meeting. Written notice of such meeting, setting forth the reasons for dissolution and the disposition to be made of the assets, shall be mailed to every Member at least ninety (90) days in advance of any such meeting. A resolution to dissolve the Association shall be adopted upon receiving at least two-thirds (2/3) of the votes of each class of membership.

Section 2. Upon the adoption of such resolution by the Members, the Association shall cease to conduct its affairs, except insofar as may be necessary for the winding up thereof, shall immediately mail notice of dissolution to each known creditor or claimant against the Association, and shall proceed to collect its assets and apply and distribute them.

Section 3. Upon dissolution, the assets of the Association shall be dis-

tributed to such persons, public entities, organizations or corporation, whether for profit or not for profit, as may be specified in the Plan of Dissolution; provided, however, that any plan for distribution of the assets of the Association shall comply with applicable provisions of the "Texas Non-Profit Corporation Act" and of Section 528 of the Internal Revenue Code of 1954 (as amended).

ARTICLE XV

WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given to any Member or Director of the Association under these By-Laws or the "Texas Non-Profit Corporation Act", a written waiver thereof, signed by the person entitled to such notice, shall be equivalent to the giving of such notice.

ARTICLE XVI

FOUNDING DOCUMENTS

Section 1. Reference is hereby made to the Declaration of Covenants and Restrictions and Provisions for the Care and Maintenance of Common Areas and Facilities applicable to the Properties, and to the Articles of Incorporation creating the Association, the above described instruments being incorporated herein by reference.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions and Provisions for the Care and Maintenance of Common Areas and Facilities applicable to the Properties, and these By-Laws, the Declaration shall control.

ARTICLE XVII

CORPORATE SEAL

Section 1. The Association shall have a seal in circular form having within its circumference the words: Meadowpark Owners Association.

ARTICLE XVIII

AMENDMENTS

Section 1. These By-Laws may be amended by the Board of Directors or, at a regular meeting or special meeting of the Members, by a vote of a majority of each class of Members, in person or by proxy, provided that those provisions of the By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of

Incorporation or applicable law; and provided further that any matter stated herein to be or which is, in fact, governed by the Declaration of Covenants and Restrictions and Provisions for the Care and Maintenance of Common Areas and Facilities applicable to the Properties may not be amended except as provided in such Declaration.

IN WITNESS WHEREOF, we, being all Directors of the Meadowpark Owners Association have hereunto set our hand this _____ day of _____, 19__.

