

BY-LAWS
OF
GUILBEAU PARK OWNER'S
ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is GUILBEAU PARK OWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 401 Isom Road, Suite 110, San Antonio, Texas 78216, but meetings of members and directors may be held at such places within the State of Texas, County of Bexar, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to GUILBEAU PARK OWNER'S ASSOCIATION, INC., its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property defined in Section 1.03 of the "Declaration of Restrictive Covenants and Conditions of Guilbeau Park, Unit II", as recorded in the Official Public Records of Real Property of Bexar County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

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Section 6. "Developer" shall mean and refer to Guilbeau Park Development, Ltd., a Texas limited partnership, its successors and assigns, but only if such successors or assigns should be in the land development business or residential construction business and should acquire more than ten undeveloped Lots from the Developer for the purpose of resale or for the purpose of construction on such Lots residences for sale.

Section 7. "Declaration" shall mean and refer to the instrument entitled "Declaration of Restrictive Covenants and Conditions of Guilbeau Park, Unit II", as recorded in Volume 3127, Page 690-707 of the Official Public Records of Real Property of Bexar County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

ASSOCIATION MEMBERSHIP AND VOTING RIGHTS

Section 1. Every Owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section 2. The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer, and shall be entitled to one (1) vote for each Lot owned. If more than one person should hold an 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.

Class B. The Developer shall be the Class B member and shall be entitled to three (3) votes for each Lot Developer owns. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) On January 1, 1989.

Notwithstanding the above, the Class B membership shall be revived automatically upon the annexation of any part of the additional land shown on the plat attached to the Declaration as Exhibit "A", but in such event the Class B membership shall terminate automatically on the fifth anniversary date of such annexation. Successive annexation, however, shall revive the Class B membership in accordance with the provision of this paragraph. If not terminated earlier, Class B membership shall terminate on April 1, 1984.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of Seven o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of

the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. 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.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made for among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by **secret** written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) 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;
- (d) 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

- (e) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. 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-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) 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; and
 - (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 within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (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 to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and

a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two or more offices may be held by the same person, except no person may hold the offices of president and secretary at the same time.

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

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE X

INDEMNITY

Section 1. Indemnification. The Association shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer or employee of the Association or of any other corporation which he served as such at the request of the Association and of which the Association directly or indirectly is a shareholder or creditor, or in which it is any way interested, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or other proceeding (whether brought by or in the right of the Association or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved as a party or otherwise by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such liability and expense may be incurred) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for or guilty of negligence or misconduct in the performance of his duty. The Association may also reimburse to any such director, officer or employee the reasonable costs of settlement, including reasonable expenses, of any such action, suit or proceeding, if it shall be found by a majority of a committee of directors composed of all of the directors not involved in the matter in controversy, whether or not a quorum, that it is to the best interest of the Association that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct.

Section 2. Indemnification Not Exclusive. The rights of indemnification and reimbursement provided for in Section 1 of this Article shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under

any by-laws, agreement, vote of members, or as a matter of law or otherwise.

ARTICLE XI

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIII

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against the assessments which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIV

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Guilbeau Park Owner's Association, Inc.

ARTICLE XV

AMENDMENTS

Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a ~~quorum~~ of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.


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 and these By-Laws, the Declaration shall control.

ARTICLE XVI


MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.


IN WITNESS WHEREOF, we, being all of the directors of the Guilbeau Park Owner's Association, Inc., have hereunto set our hands this 30 day of August, 1984.



LARRY J. THOMAS



C. DONALD RYDEN



LANELLE T. THOMAS

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CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary - Treasurer of Guilbeau Park Owner's Association, Inc., a Texas non-profit corporation; and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 30 day of August, 1984.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30 day of August, 1984.



LANELLE T. THOMAS
Secretary - Treasurer

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BY-LAW CHANGES

GUILBEAU PARK OWNER'S ASSOCIATION, INC.

San Antonio TX 78250

February 1999

The following changes to the Guilbeau Park Owner's Association, INC. by-laws were submitted by the Board of Directors to the membership for consideration at the 1999 Annual Meeting, according to Article XV, Amendments and were approved as written.

Item 1. Article IV, Section 1, Annual Meeting The annual meeting of the Association shall be held during the month of February, at the hour of Seven o'clock P.M. The Board shall be responsible to ensure the meeting is not scheduled on a legal holiday.

Item 2. Article V, Section 1, Board of Directors: Selection: Term of office: Number The affairs of this Association shall be managed by a Board of five (5) directors, who must be members of the Association.

Item 3. Article VI, Nomination and Election of Directors, Section 1: Nomination Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. Nominations shall be made by Association members only who are in good standing with the Association. In the circumstance whereby nominations are not equal to the number of vacancies, the Board of Directors will be responsible to select and appoint Board members within 90 days of the annual meeting. Such appointments shall be made of Association members who are in good standing with the Association.

Item 4. Article VII, Meetings of Directors, Section 1. Regular Meetings Regular meetings of the Board of Directors shall be held twice monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Meetings may be reduced to no less than one (1) per month and consequently, to as many per month as deemed appropriate by Board resolution as required to fulfill the obligations of Association business and duties required by the Board of Directors as set forth in these by-laws.

Item 5. Article XI Committees The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

Item 7. Article III Association Membership and Voting Rights: Section 3. In the discretion of the Board of Directors, from time-to-time, various issues may be taken to the membership for their decision, by absentee ballot, in addition to or in lieu of voting at a meeting, either annual or special. In the event the Board chooses to use this method to decide an issue(s) with the membership's participation, the Board may use "positive voting" in deciding the issue(s). If "positive voting" is used, a notice to the membership must be placed prominently and conspicuously in **bold type** on the official ballot and a period of not less than thirty (30) days is allowed for return of said ballots to be tallied.

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Item 6. Article II, Definitions, Section 9 "Positive voting" is the procedure whereby members of the Association cast an "affirmative" vote in support of the proposition being put forward when requested to respond to a duly promulgated issue of Association business by the Board of Directors via written correspondence, and the member fails to vote/respond within the time allowed in such correspondence.

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law STATE OF TEXAS, COUNTY OF BEXAR
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 Record of Real Property of Bexar County, Texas on:

JAN 11 2000



Gerry Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS

Filed for Record in:
BEXAR COUNTY, TX
GERRY RICKHOFF, COUNTY CLERK

On Jan 07 2000

At 2:10pm

Receipt #: 295077
Recording: 47.00
Doc/Mgmt: 6.00

Doc/Num : 2000- 0004039

Deputy -RUBIANA REYNA

RECORDER'S MEMORANDUM

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