

**RESOLUTIONS OF THE PRESERVE AT HIDDEN TRAILS
WILDLIFE AND MAINTENANCE ASSOCIATION
BY UNANIMOUS WRITTEN CONSENT**

November 15, 2021

The undersigned, being the all of the Directors of **PRESERVE AT HIDDEN TRAILS WILDLIFE AND MAINTENANCE ASSOCIATION** a Texas nonprofit corporation (the "**Corporation**"), as appointed by DKRS HIDDEN TRAILS, LLC, the Developer, hereby consent to the adoption of the following resolutions, to the same extent and to have the same force and effect as if adopted by the unanimous vote of the Directors at a duly convened and constituted meeting held for such purposes, and direct that this Written Consent be filed in the minute books of the Corporation:

RESOLVED, that the form of the Bylaws of Preserve at Hidden Trails Wildlife and Maintenance Association attached hereto as **EXHIBIT "A"** (the "**Bylaws**") be, and hereby is, adopted, ratified, and approved as the official Bylaws of the Corporation, and said Bylaws shall be filed in the minute book of the Company;

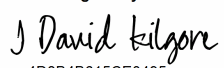
RESOLVED, that the following officers are hereby appointed and shall possess those powers and duties as authorized under the Bylaws:

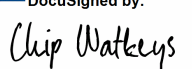
President: J. David Kilgore
Secretary: Charles "Chip" Watkeys
Treasurer: Robert W. Smith

RESOLVED, that any and all actions and things heretofore performed by the Directors, employees or agents of the Corporation on behalf of the Corporation and in its name, be, and the same hereby are, ratified, confirmed, and approved as if such actions and things had been performed upon the express authorization of the Directors of the Company.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent to be effective as of the date first above written.

Directors:

DocuSigned by:
By: 
4D8B4D645CE0406...
J. David Kilgore

DocuSigned by:
By: 
A348C2444423461...
Charles "Chip" Watkeys

DocuSigned by:
By: 
2EAD682709FE4E8...
Brian Box

**Bylaws of the
Preserve at Hidden Trails Wildlife and Maintenance Association
Definitions**

- Association:** Preserve at Hidden Trails Wildlife and Maintenance Association (the "Association"), established by the certificate of formation filed with the Secretary of State of Texas on November 15, 2021, under file number 804313433.
- Principal Office:** 2815 River Way, Spring Branch, Texas 78070. The Association may have other offices.
- Declaration:** The Declaration of Covenants, Conditions, Restrictions, Easements, and Liens for Preserve at Hidden Trails, recorded as Document No. 116070, Book OR, Vol. 1828, Page 5, Real Property Records, Madison County, Texas.
- Declarant:** DKRS PRESERVE AT HIDDEN TRAILS, LLC, a Texas limited liability company.
- Definitions:** Capitalized terms used but not defined herein have the meaning set forth in the Declaration.

A. Members

A.1. Membership. Every Owner is a Member of the Association. Membership is appurtenant to and may not be separated from ownership of a Tract. The Association shall have two classes of voting Members as is set out in the Declaration.

A.2. Place of Meeting. Members meetings will be held at the Association's Principal Office or at another place designated by the Board.

A.3. Annual Meetings. An annual meeting of the Members shall be hold on the second Tuesday in February of each year for the purpose of electing Directors and for the transaction of other business as may come before the meeting. The first annual meeting of the Members for election of the Board composed of all Class A Members and for the transaction of such business as may properly come before the meeting shall be held on that date designated by the initial Board of Directors with notice as provided for herein.

A.4. Special Meetings. The President may call Special Meetings. The President must call a Special Meeting if directed by the Board or by a petition signed by one-tenth of the Members.

A.5. Notice of Meetings, Election, and Vote. Written notice stating the place, day, and hour of each Members meeting, other than a reconvened meeting, must be given to each Member not less than ten (10) nor more than sixty (60) days before the meeting. Notice for a Special Meeting must also state the meeting's purpose, and no business may be conducted except as stated in the notice. Notice to a Member must state the purpose of an association-wide election or vote and is deemed given when hand delivered, emailed, or mailed. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, postage prepaid.

A.6. Waiver of Notice. A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

A.7. Quorum. Votes in person or by proxy representing twenty percent (20%) of the votes entitled to be cast shall constitute a quorum. If a Members meeting cannot be held because a quorum is not present, a majority of the Members who are present may adjourn the meeting.

A.8. Majority Vote. The vote of a majority of the votes entitled to be cast by the Members present in person or by proxy, at a meeting for which quorum has been obtained, shall be necessary for the adoption of any matter by the Members or election of the Board, unless a greater proportion is otherwise required by the Declaration.

A.9. Proxies. Members may vote by written proxy.

A.10. Conduct of Meetings. The President will preside over Members meetings. The Secretary will keep minutes of the meetings and will record in a minutes book the votes of the Members.

B. Board

B.1. Governing Body; Composition. The affairs of the Association are governed by the Board. Each Director has one vote. The initial Board is composed of the directors appointed by the Declarant. Thereafter, each director must be a Member or, in the case of an entity Member, a person designated in writing to the Secretary.

B.2. Number of Directors. The Board shall consist of three (3) members.

B.3. Term of Office. The initial Directors serve until the first annual meeting of Members. Successor Directors will have a term of two years. Directors may serve consecutive terms.

B.4. Election. At the first annual meeting of Members, the Members will elect Directors to succeed the initial Directors. At subsequent annual Members meetings, successors

for each Director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The Directors elected by the Members will hold office until their respective successors have been elected.

B.5. Removal of Directors and Vacancies

B.5.a. Removal by Members. Any Director may be removed, with or without cause, by a majority of a quorum of Members entitled to vote at a meeting of the Members. Any Director whose removal is sought will be given notice of the proposed removal.

B.5.b. Removal by Board. Any Director may be removed by majority vote of the Board at a Board meeting if the Director:

- i. failed to attend five (5) consecutive Board meetings;
- ii. failed to attend fifty percent (50%) of Board meetings within one year;
- iii. is delinquent in the payment of any Assessment for more than thirty (30) days; or
- iv. is the subject of an enforcement by the Association for violation of the Dedicatory Instruments.

B.5.c. Vacancies. A Director's position becomes vacant if the Director dies, becomes incapacitated, resigns, or is no longer a Member.

B.5.d. Successors. If a Director is removed or a vacancy exists, a successor will be elected by the remaining Directors for the remainder of the term.

B.6. Compensation. Directors will not receive compensation. A Director may be reimbursed for expenses approved by the Board.

B.7. Powers. The Board has all powers necessary to administer the Association's affairs pursuant to Article IV, Section 2 of the Declaration.

B.8. Management. The Board may employ a managing agent. Declarant, or an affiliate of Declarant, may be the managing agent.

B.9. Accounts and Reports. Accounting and controls must conform to good accounting practices. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

B.9.a. An income statement reflecting all income and expense activity for the preceding period.

B.9.b. A statement reflecting all cash receipts and disbursements for the preceding period.

B.9.c. A variance report reflecting the status of all accounts in an "actual" versus "approved" budget format.

B.9.d. A balance sheet as of the last day of the preceding period.

B.9.e. A delinquency report listing all Owners who are delinquent by more than sixty (60) days in paying any Assessment and describing the status of any action to collect those delinquent Assessments.

B.10. Borrowing. The Board may borrow money to maintain, repair, or restore the Private Roadways, Main Gate, and Common Areas without the approval of the Members. If approved in advance by the Members in the same manner as approving a Special Assessment, the Board may borrow money for any other purpose.

B.11. Rights of Association. With respect to the Private Roadways, Main Gate, and Common Areas, and in accordance with the Declaration, the Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

B.12. Enforcement Procedures

B.12.a. Notice. Before the Board may (i) file a suit against an Owner other than a suit to collect any Assessment, (ii) foreclose an Assessment lien, (iii) charge an Owner for property damage, or (iv) levy a fine for a violation of the Dedicatory Instruments, the Association or its agent must give written notice to the Owner as required or permitted by law. The notice must describe the violation or property damage that is the basis for the suspension action, charge, or fine and state any amount due the Association from the Owner. The notice must also (i) inform the Owner that if the violation is curable and does not pose a threat to public health or safety, which means it could not materially affect the health or safety of an ordinary resident, the Owner is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the Owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months; (ii) indicate that the Owner may request a hearing in accordance with Texas Property Code section 209.007 on or before the thirtieth day after the date the notice was mailed to the Owner, (iii) state that the Owner may have special rights if the Owner is serving on active military duty, and (iv) state the date by which the Owner must cure a curable violation that does not pose a threat to public health and safety.

B.12.b. Hearing. If the Owner is entitled to an opportunity to cure the violation, the Owner has the right to submit a written request for a hearing to discuss and verify facts and resolve the matter in issue before a committee appointed by the Board or before the Board if the

Board does not appoint a committee. If a hearing is to be held before a committee, the notice must state that the Owner has the right to appeal the committee's decision to the Board by written notice to the Board.

The Association must hold a hearing under this section not later than the thirtieth day after the date the Board receives the Owner's request for a hearing and must notify the Owner of the date, time, and place of the hearing not later than the tenth day before the date of the hearing. The Board or the Owner may request a postponement, and, if requested, a postponement will be granted for a period of not more than ten days. Additional postponements may be granted by agreement of the parties. The Owner or the Association may make an audio recording of the meeting.

The hearing will be held in executive session affording the alleged violator a reasonable opportunity to be heard. Before any sanction hereunder becomes effective, proof of proper notice will be placed in the minutes of the meeting. Such proof will be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered the notice. The notice requirement will be satisfied if the alleged violator appears at the meeting. The minutes of the meeting will contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board may, but will not be obligated to, suspend any proposed sanction if the violation is cured within a reasonable time period. Such suspension will not constitute a waiver of the right to sanction violations of the same or other provisions and rules by any person.

B.12.c. Appeal. Following hearing before a committee, if any, the violator will have the right to appeal the decision to the Board. To perfect this right, a written notice of appeal must be received by the managing agent, if any, President, or Secretary within ten (10) days after the hearing date.

B.12.d. Changes in Law. The Board may change the enforcement procedures set out in this section to comply with changes in law.

C. Board Meetings

C.1. Meetings. Except as permitted by law, all regular and special meetings of the Board must be open to the Members. Except for a meeting held by electronic or telephonic means, a Board meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county. A board meeting may be held by electronic or telephonic means, provided all Owners and Board Members have access to the communication at the meeting as required by law.

C.2. Notice. Owners and Board Members must be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. Notice must be given as

required by law.

C.3. Waiver of Notice. The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either proper notice of the meeting was given to each Director or a written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

C.4. Quorum of Board. At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the Directors present at a meeting at which a quorum is present constitutes the decision of the Board. If the Board cannot act because a quorum is not present, a majority of the Directors who are present may adjourn the meeting to a date a reasonable time from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

C.5. Conduct of Meetings. The President will preside at Board meetings. The Secretary will keep minutes of the meetings and will record in a minute book the votes of the directors. The Board meeting will be conducted as required by law.

C.6. Proxies. Directors may vote by written proxy.

C.7. By Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors. Any action so approved shall have the same effect as if taken at a meeting of the Board and shall be documented in the minutes of the next regular Board meeting.

D. Officers

D.1. Officers. The officers of the Association are a President, Secretary, and Treasurer to be elected in accordance with this Section D. The Board may appoint other officers having the authority and duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

D.2. Election, Term of Office, and Vacancies. The initial officers shall be appointed by the initial Board. Officers will be elected annually by the Board at the first meeting of the Board following each annual meeting of voting members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

D.3. Removal. The Board may remove any officer whenever, in the Board's judgment, the interests of the Association will be served thereby.

D.4. Powers and Duties. Officers have such powers and duties as are generally

associated with their respective offices and as may be specifically conferred by the Board. The President is the chief executive officer of the Association. Treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

D.5. Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

E. Committees

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

F. Miscellaneous

F.1. Fiscal Year. The Board may establish the Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Association's fiscal year is a calendar year.

F.2. Rules for Meeting. The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

F.3. Conflict. The Declaration controls over these Bylaws.

F.4. Inspection of Books and Records

F.4.a. Inspection by Member. After a written request to the Association, a Member may examine and copy, in person or by agent, any Association books and records relevant to that purpose. The Board may establish rules concerning the (i) written request; (ii) hours, days of the week, and place; and (iii) payment of costs related to a Member's inspection and copying of books and records.

F.4.b. Inspection by Director. A Director has the right, at any reasonable time, and at the Association's expense, to (i) examine and copy the books and records at the Association's Principal Office and (ii) inspect the Association's properties.

F.5. Liability and Indemnification. No Director, member of the Board, or any other officer or employee of the Association appointed by Declarant or the Board, shall be personally liable to any Member or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Director, member of the Board, Association, the Board, or any representative or employee of the Association, provided that such person has, upon the basis of such information as may be

possessed by him or her, acted in good faith. In the event any action is brought against any such person or entity, the Association shall indemnify such person or entity for all reasonable costs, including attorney's fees, incurred in the defense of such action, including any settlement thereof. The Board shall be responsible to obtain insurance, to the extent possible, to provide the indemnification described in this section.

F.6. Notices. Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given as required or as permitted by law. All other notices may be given by regular mail. Notice by mail is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to (a) a Member at the Member's last known address according to the Association's records; and (b) the Association, the Board, or a managing agent at the Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered, is sufficient.

F.7. Amendment. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days-notice is given to all Directors.

Adopted effective on this, the 15th day of November, 2021 by the initial Board of Directors.

ATTEST:

Directors:

DocuSigned by:
By: 
4D8B4B615CE0495...
J. David Kilgore

DocuSigned by:
By: 
A948C2414423461...
Charles "Chip" Watkeys

DocuSigned by:
By: 
2FAD682709FE4E6...
Brian Box