

**BYLAWS
OF
EL LAGO POINT HOA**

1.

General

1.1 *Name of Corporation.* The initial name of the Corporation shall be EL LAGO POINT HOA, ("the Corporation") as set forth in the Certificate of Formation filed with the Secretary of State. The Board of Directors may change the name by filing a Certificate of Amendment or a Restated Certificate of Formation with the Secretary of State.

1.2 *Purpose.* The purpose of the Corporation shall be to conduct any and all lawful business for which a nonprofit corporation may be organized under the Texas Business Organizations Code, as set forth in the Certificate of Formation. The Board of Directors may change the stated purpose by filing a Certificate of Amendment with the Secretary of State.

1.3 *Duration.* The Corporation's duration shall be perpetual. The Board of Directors may alter the duration as may be necessary for the Corporation.

1.4 *Registered Office.* The Corporation's initial registered office and registered agent shall be LLORENTE LAW OFFICE, P.C., 175 ALABAMA AVE. LEAGUE CITY TEXAS 77573, as set forth in the Certificate of Formation. The Board of Directors may change the registered office and/or registered agent by filing the appropriate Statement of Change. Any successive registered agent shall be of reliable character such that the agent shall immediately furnish the papers of any lawsuit to the attorneys for the Corporation to ensure the Corporation is not exposed to liability by a default judgment.

1.5 *Other Offices.* The Corporation may have offices at locations other than the registered office, as the Board of Directors determines are needed.

2.

Board of Directors

2.1 Management. The management of the Corporation shall be vested in the Corporation's Board of Directors. The Directors shall exercise or authorize the exercise of the necessary powers to conduct and manage the business and affairs of the Corporation. The Board of Directors shall exercise all such powers of the Corporation and do all such acts and things as are not prohibited by law, the Certificate of Formation, or these Bylaws.

2.2 Initial Board. The initial Board of Directors shall be TIM LEPPARD, BRIAN MCLAUGHLIN and ALEX NAJEM, as named in the Certificate of Formation.

2.3 Number. The number of Directors of the Corporation shall be that of the initial Board of Directors as set forth in the Certificate of Formation, however, the number shall never be less than three. The number of Directors authorized may be fixed as the Board of Directors may from time to time designate. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

2.4 Qualification. MUST COMPLY WITH STATE LAW.

2.5 Term. The initial Directors shall hold office until replaced by their respective successive Directors. Each subsequent Director's term shall extend until whichever of the following occurs first: the Director's successor is elected, appointed, or designated and qualified; the Director's resignation; the Director's removal from office; or the Director's death.

2.6 Removal. A Director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the Director. If the Director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the Director.

2.7 Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of a Director; an increase in the number of Directors on the Board; or a failure to elect, appoint, or designate the number of Directors required at an annual or other meeting during which such an election appointment or designation was necessary. A vacancy in the Corporation's Board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office. A vacancy in the Board occurring because of an increase in the number of Directors shall be filled by election at an annual or regular meeting, or at a special meeting called for that purpose.

A future vacancy to be created by a Director's tendered resignation may have a designated replacement to fill the vacancy elected prior to the effective date of the resignation.

2.8 *Place of Meetings.* Any meetings of the Board of Directors may be held at any location within or without the State of Texas as may be determined by the Board of Directors.

2.9 *Regular Meetings.* Regular meetings of the Board of Directors shall be held without notice at such time and place as shall be determined by the Board of Directors.

2.10 *Special Meetings.* Special meetings of the Board of Directors for any purpose may be called with notice at any time by the President, or if the President is unable, by the Secretary or two Directors.

2.11 *Notice.* Any required notice of the date, time, place, or purpose of meetings may be provided to a Director in writing either personally or mailed at least ten days before the day of the meeting so as to be delivered at least three days before the meeting. Notice also may be delivered by electronic transmission on consent of the Director. Such notice shall be considered provided when transmitted to a facsimile number or electronic mail address provided by the intended Director for the purpose of receiving notice; posted on an electronic network and a message sent to the Director at the address provided by the Director for the purpose of alerting the Director of a posting; or communicated to the Director by any other form of electronic transmission consented to by the Director.

2.12 *Quorum.* A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors stated in the Certificate of Formation as it exists at the time of the meeting, but shall never be less than three Directors. A Director present by proxy at a meeting may not be counted toward a quorum.

2.13 *Conduct of Meetings.* All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order except when in conflict of these Bylaws or the Certificate of Formation.

2.14 *Action by Directors.* The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors. A Director may vote by proxy executed in writing by the Director no more than three months prior

to the date of the vote. A written consent stating the action to be taken and signed by the number of Directors equal to a majority of all directors eligible to vote on the action at that time shall be considered an act of the Board as if it had met and voted on the matter. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting to another time and location, or may temporarily adjourn the current meeting until a quorum is present. Notice of a temporary adjournment may be an announcement at the meeting.

Any meeting of the Board of Directors or any committee designated by the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Should the matter submitted be a fundamental action, the affirmative vote of the majority of the Directors shall be required for approval. Should the Corporation hold no assets at the time of the vote, not have solicited any assets or otherwise engaged in activities, the vote required for approval of a fundamental action consisting of an amendment to the Certificate of Formation to cancel an event requiring winding up, the voluntary winding up under Chapter 11, or a distribution plan of property authorizing its transfer or conveyance shall be the affirmative vote of a majority of the Directors.

2.15 Committees. The Board of Directors, by resolution adopted by the majority of the Directors then in office, may designate one or more committees to have and exercise the authority of the Board in the management of the Corporation to the extent provided in the resolution or the Certificate of Formation, or these Bylaws as either exist at the time of the resolution. Such committees shall consist of at least two persons, the majority of whom shall be Directors.

The Board of Directors, by resolution adopted by the majority of the Directors at a meeting at which a quorum is present also may designate and appoint one or more committees that do not have the authority of the Board of Directors in the management of the Corporation. The President also shall have the authority to designate such committees.

All committee members who are not Directors shall have the same responsibility with respect to the committee as committee members who are Directors.

2.16 *Interested Directors.* A contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any entity or other organization in which one or more of the Corporation's Directors or officers is a managerial official or has a financial interest, shall be void or voidable solely for this reason.

The contract or transaction, however, shall not be void or voidable solely because of the above if the contract or transaction is fair to the Corporation when the contract or transaction is authorized, approved, or ratified by the Board of Directors or a committee; or the material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, or the committee, and the Board of Directors, or the committee, in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors or committee members be less than a quorum.

2.17 *Compensation of Directors.* The Directors may receive compensation for their services and reimbursement for their expenses. The Board of Directors, by resolution, may establish and approve such compensation or reimbursement.

2.18 *Resignations.* A Director may resign at any time by providing written notice to the Corporation. Such resignation shall take effect at the date of the Corporation's receipt of the notice unless the notice specifies it is to take effect on a future date or event, in which case, the resignation shall be effective upon that date or event. A Director's resignation shall be revocable until its effective date or event.

3.

Members

3.1 *No Members.* The Corporation shall have no Members.

4.

Officers and Agents

4.1 *Officers In General.* The officers of the Corporation shall be a President and a Secretary. The Board of Directors may, at its discretion, elect or appoint additional officers or positions as the Board of Directors deems necessary. Any additional officers may be elected at the same or subsequent meetings, as may be determined by the Board. Any two or more offices, other than President and Secretary may be held by the same person.

The Board of Directors shall elect or appoint the first President and Secretary at its first meeting if those offices were not filled at the organizational meeting.

A properly designated committee may perform the functions of an officer. A single committee may perform the functions of any two or more officers, including the functions of President and Secretary.

4.2 *Compensation.* The officers and agents of the Corporation may receive compensation or reimbursement as determined by the Board of Directors.

4.3 *Term of Office and Removal.* Each elected or appointed officer or agent of the Corporation shall hold office at the pleasure of the Board of Directors, or until the officer's death, resignation, removal from office, or until the end of that officer's term as set by the Board of Directors and the election and qualification of the officer's successor. The Board of Directors may remove an officer or agent with or without cause, but such removal shall not prejudice any contract rights of the officer or agent removed.

The officers shall serve for terms as determined by the Board of Directors, but in no case shall a term of office exceed three years.

4.4 *Employment and Other Contracts.* The Board of Directors may authorize any officer or officers or agent or agents to perform any of the duties in the management of the Corporation. The Board of Directors may authorize any officer or agent to enter into contracts regarding employment or other matters on behalf of the Corporation when such is in the Corporation's best interest.

4.5 *President.* The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the Corporation's business and affairs. The President shall act as an *ex officio* member

of all standing committees. The President shall preside at all meetings of the Board of Directors if there is no Chairman. The President shall have all powers and duties as the Board of Directors may prescribe.

4.6 *Secretary.* The Secretary shall attend and record all votes and the minutes of all proceedings of the meetings of the Board of Directors. The Secretary shall perform like duties for any committees. The Secretary shall be responsible for notice of all meetings of the Board of Directors. The Secretary shall be the custodian for the Corporation's seal and the Corporation's records. The Secretary shall have all other powers and duties as the Board of Directors may prescribe.

4.7 *Vice President.* If the Corporation's Officers should include a Vice President, the Vice President shall have all such powers to perform the usual and customary duties of that office as may be determined and prescribed by the Board of Directors, including presiding over meetings in the absence or inability of the President or Chairman. There may be more than one Vice President, each of whom may have separate and distinct powers and duties. The Vice President shall act as the President in the absence of the President or Chairman unless otherwise prohibited.

4.8 *Treasurer.* If the Corporation's Officers should include a Treasurer, the Treasurer shall be responsible for all the Corporation's funds, deposits, and securities in all banks, savings, or other depositories as the Board of Directors may designate. The Treasurer shall maintain full and accurate accounts of all receipts payable to the Corporation and disbursements of the Corporation's funds. The Treasurer shall provide the Directors an accounting of the Corporation's finances and the Treasurer's activities, when requested. The Treasurer shall have all other powers and duties as the Board of Directors may prescribe.

4.9 *Assistant Secretary.* If the Corporation's Officers should include an Assistant Secretary, the Assistant Secretary shall have all such powers to perform the duties of the Secretary during any absence or inability of the Secretary. There may be more than one Assistant Secretary, each of whom may have separate and distinct powers and duties as the Board of Directors may prescribe.

4.10 Bonding. The Board of Directors may require a bond from anyone serving as an officer of the Corporation to ensure the proper performance of that officer's duties. The amount and form of such bond may be as the Board deems appropriate.

4.11 Resignation and Removal. Any officer or agent may be removed, with or without cause, by the Board of Directors at a regular or special meeting if the Board determines the removal is in the best interests of the Corporation. The removal of the officer or agent shall be without prejudice to any contract rights of the person removed. An officer or agent may resign at any time by providing written notice to the Corporation. Such resignation shall take effect at the date of the Corporation's receipt of the notice unless the notice specifies it is to take effect on a future date or event, in which case, the resignation shall be effective upon that date or event.

4.12 Vacancies. Upon any vacancy of any office, the Board of Directors may elect a replacement for that office or an acting successor to the office until such time as a permanent replacement is elected.

5.

Financial Affairs

5.1 Dividends. A dividend shall not be paid to, and no part of the income of the Corporation shall be distributed to the Corporation's Directors or officers.

5.2 Benefits and Distributions. The Corporation may pay compensation in a reasonable amount to the Directors or officers for services provided.

5.3 Assistance to Employees and Officers. The Corporation may lend money to or otherwise assist an employee or officer, but not a director, if the loan or assistance may reasonably be expected to directly or indirectly benefit the Corporation.

Any loan made to an officer must be made for the purpose of financing the officer's principal residence; or set in an original principal amount that does not exceed 100 percent of the officer's annual salary, if the loan is made before the first anniversary of the officer's employment; or 50 percent of the officer's annual salary, if the loan is made in any subsequent year.

6.

General Provisions

6.1 *Alternative Forms of Meetings.* The Directors and members of any committee for the Corporation may hold and/or attend and take part in meetings by use of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

6.2 *Books and Records.* The Corporation shall keep accurate records, books, and annual reports of its financial activity including accounts, properties, business transactions, assets, liabilities, receipts, and minutes of the proceedings of its Board of Directors, and committees at the Corporation's registered or principal office in Texas, as that location may change from time to time, for at least three years after the close of the fiscal year. Such records may be in written paper form or another form capable of being converted into written paper form within a reasonable time.

All of the Corporation's records, books, and reports shall be made available to the public for inspection and copying at the Corporation's registered or principal office during regular business hours. The Corporation may charge its costs for preparing a copy of a record or report.

6.3 *Fiscal Year.* The Fiscal Year for the Corporation shall be fixed by resolution of the Board of Directors.

6.4 *Seal.* The Board of Directors may adopt an official seal for the Corporation. The seal may be used both as an embossed or stamped mark for the Corporation. Any officer authorized by these Bylaws or the Board of Directors may affix the seal to any document in the manner required.

6.5 *Indemnification.* The Corporation shall indemnify persons serving as its Directors, officers, agents and all others authorized to act for the Corporation, both current and former, for the reasonable expenses actually incurred by that person in connection with a proceeding in which the person is a respondent because of the person's capacity with the Corporation if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding. The

Board of Directors also may extend indemnification for such persons to the extent allowed by the Texas Business Organizations Code, as it may be amended from time to time.

6.6 Insurance. The Board of Directors may purchase and maintain insurance for the benefit of the Corporation and for the indemnification of its Directors, officers, agents and others authorized to act on its behalf.

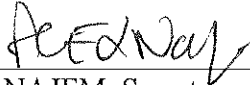
6.7 Amendment of Bylaws. The Board of Directors may alter, amend or repeal these Bylaws or adopt new Bylaws.

6.8 Amendment of Certificate of Formation. The Board of Directors may adopt an amendment to the Certificate of Formation at its meeting upon the affirmative vote of the majority of the Directors.

6.9 Invalid Provisions. If any part of these Bylaws is held to be invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall remain valid and operative.

6.10 Relation to Certificate of Formation. These Bylaws are subject to, and governed by, the Certificate of Formation as it may be amended from time to time.

Adopted on 09-20-2023.



ALEX NAJEM, Secretary