

THIRD AMENDMENT
to
BYLAWS OF MIDTOWN EDGE OWNERS ASSOCIATION, INC.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Thomas Sullivan, President of the Midtown Edge Owners Association, Inc., a Texas non-profit corporation (the "**Association**"), does hereby certify that the Board of Directors (the "**Board**") on 15th day of July, 2025, by unanimous written consent pursuant to the authority granted in Section 82.108 of the Texas Property Code, the following resolutions were duly made and approved:

WHEREAS, the "Bylaws of Midtown Edge Owners Association, Inc." were recorded in the Official Public Records of Real Property of Harris County, Texas under Clerk's File No. RP-2023-354945 ("**Bylaws**"); and

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code provides:

The board of directors may amend or repeal the bylaws, or adopt new bylaws, unless:

- (1) this chapter or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members;
- (2) the management of the corporation is vested in the corporation's members; or
- (3) in amending, repealing, or adopting a bylaw, the members expressly provide that the board of directors may not amend or repeal the bylaw.

WHEREAS, there is no such restriction or reservation in the Association's Articles of Incorporation or Bylaws nor are there any vested rights specifically provided to the Association's Members;

WHEREAS, state law supersedes any language contained in the Association's Bylaws regarding the procedure to amend the Bylaws; and

WHEREAS, the Board determined it would be in the best interest of the Association to amend the Bylaws.

NOW, THEREFORE, the Board of the Association hereby amends the Bylaws as follows:

Article 5., Section 5.03, , entitled “**Quorum**”, of the Bylaws is hereby amended and restated to read as follows:

Section 5.03. Quorum. The presence at a meeting of Members, either in person or by proxy, of not less than 10% of the total voting power of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration or these Bylaws. If a meeting of the Members cannot be held because a quorum is not present, either the Board or a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. In that event, no additional notice need be given to the Members other than an announcement at the adjourned meeting of the time and place of the reconvened meeting. If a time and place for reconvening the meeting is not fixed at the adjourned meeting or if, for any reason, a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for the reconvened meeting shall be given to Members in the manner provided herein for a first called meeting. At the reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first meeting. If a quorum is present, any action that may have been taken at the meeting originally called may be taken at the reconvened meeting.

Notwithstanding the foregoing provisions, if a meeting of the Members is called for the purpose of electing one (1) or more directors and a quorum is not present, the Board or a majority of the Members who are present may adjourn the meeting without any notice being required other than an announcement at the meeting and reconvene five (5) minutes after adjournment. At the reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first meeting. If a quorum is not present at the reconvened meeting, the Board or a majority of the Members who are present may adjourn the reconvened meeting without any notice being required other than an announcement at the meeting and again reconvene five (5) minutes after adjournment of the reconvened meeting. At the second reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first reconvened meeting. This procedure will be repeated, as necessary, with the quorum requirement being reduced each time, until a quorum is present and the election of one (1) or more directors may be accomplished.

Article 7, Section 7.01 and Section 7.02, entitled "**Number**" and "**Term**", respectively, of the Bylaws is hereby amended and restated to read as follows:

Section 7.01. Number and Term At the 2025 annual meeting, one (1) director will be elected for a term of three (3) years and one (1) Director shall be elected to fill the current vacancy on the Board of Directors created by the absence of qualified candidates for election to that position during the 2024 annual meeting. The Director elected to fill this vacancy shall serve the remainder of the unexpired term associated with that position (2027). The candidate receiving the highest number of votes will be elected to the three (3) year term. The candidate receiving second highest number of votes will be elected for the two (2) year term. Thereafter, at each annual meeting, the Members will elect the number of directors necessary to fill the position on the Board that expire as of such annual meeting, each to serve a term of three (3) years. The number of directors may be changed by amendment of these Bylaws, but will not be less than three (3).

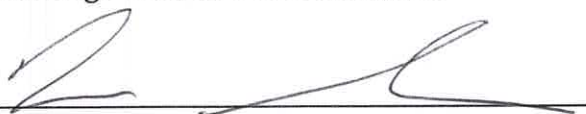
The Officers of this Association shall be elected annually by the Board of Directors.

Except as amended herein, all provisions of the Bylaws of the Association remain in full force and effect.

I hereby certify that I am the duly elected, qualified and acting President of the Association and that the foregoing resolution was approved as set forth above and now appears in the books and records of the Association.

TO CERTIFY which witness my hand this the 15TH day of July, 2025.

Midtown Edge Owners Association, Inc.

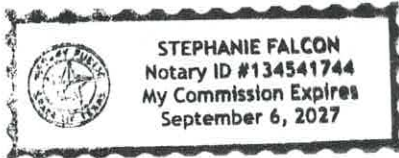
By: 

Printed: Thomas Sullivan

Its: President

STATE OF TEXAS §
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COUNTY OF HARRIS §

This instrument was acknowledged before me on 15th day of July, 2025 by Thomas Sullivan, President of the Midtown Edge Owners Association, Inc. on behalf of said corporation.



Stephanie Falcon
Notary Public in and for the State of Texas