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Notice
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NOTICE OF DEDICATORY INSTRUMENTS
FOR
AUBURN PLACE TOWNHOMES ASSOCIATION

20110434884
10/14/2011 RP2 \$96.00

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The undersigned, being the authorized representative of Auburn Place Townhomes Association, a property owners' association as defined in Section 202.001 of the Texas Property Code (the "Association"), hereby certifies as follows:

1. Development: The Subdivision to which the Notice applies is described as follows:

Auburn Place Townhomes, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 296, Page 113 of the Map Records of Harris County, Texas.

2. Restrictive Covenants. The description of the document(s) imposing restrictive covenants on the Subdivision, the amendment(s) to such document(s), and the recording information for such document(s) are as follows:

- a. Document: Declaration of Covenants, Conditions and Restrictions for Auburn Place Townhomes
b. Recording Information: Harris County Clerk's File Number G622183

3. Other Previously Recorded Dedicatory Instruments. In addition to the restrictive covenants identified in paragraph 2 above, the following dedicatory instrument governing the Association was previously recorded:

- a. Document: Policy Resolution of the Board of Directors of Auburn Place Townhomes Association
b. Recording Information: Harris County Clerk's File No. Y119966

4. Additional Dedicatory Instruments: In addition to the Restrictive Covenants identified in paragraph 2, above, and the Other Previously Recorded Dedicatory Instruments identified in paragraph 3, above, the following documents are Dedicatory Instruments governing the Association:

- a. Articles of Incorporation; and
b. Auburn Place Townhomes Association By-Laws.

True and correct copies of such Dedicatory Instruments are attached to this Notice.

RP 079-41-2210

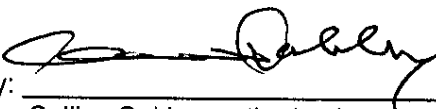
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This Notice is being recorded in the Official Public Records of Real Property of Harris County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Notice is true and correct and that the Dedicatory Instruments attached to this Notice are either the originals or true and correct copies of the originals.

Executed on this 29 day of September, 2011.

AUBURN PLACE TOWNHOMES ASSOCIATION

By: KRJ Management, Inc.,
Managing Agent

By: 
Collins Oakley, authorized representative

THE STATE OF TEXAS

COUNTY OF HARRIS

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§

BEFORE ME, the undersigned notary public, on this day personally appeared Collins Oakley, authorized representative of Auburn Place Townhomes Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 29 day of Sept, 2011, to certify which witness my hand and official seal.





Notary Public in and for the State of Texas

202018

Return to:

Rick S. Butler
Butler | Hailey
8901 Gaylord Drive, Suite 100
Houston, Texas 77024-3042

ARTICLES OF INCORPORATION
OF
AUBURN PLACE TOWNHOMES ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas
JUL 25 1980
CLERK OF
Corporation Division

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

AUBURN PLACE TOWNHOMES ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed shall be: to support civic and benevolent undertakings, as follows: to conduct property improvements campaigns, safety campaigns and health campaigns for the residents of Auburn Place Townhomes, a subdivision according to the map or plat thereof recorded in the Official Public Records of Real Property of Harris County, Texas (together with such additional property as may hereafter be added to the hereinafter referred to Declaration of Covenants, Conditions and Restrictions, Auburn Place Townhomes); to exercise the duties and prerogatives of such corporation as set forth in instrument entitled "Declaration of Covenants, Conditions and Restrictions, Auburn Place Townhomes", dated May 1, 1980, recorded or to be recorded in the Official Public Records of Real Property of

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Harris County, Texas (together with all amendments thereof, if any).

ARTICLE V

The corporation is to have two (2) classes of members, as follows:

(1) Class A Members - Shall be all owners of Lots within Auburn Place Townhomes, with the exception of Evergreen Associates, Inc., and shall be entitled to one (1) vote for each Lot owned. The vote for such Lot shall be exercised as the Owners among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

(2) Class B Members - Shall be Evergreen Associates, Inc. and shall be entitled to three (3) votes for each Lot owned. 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:

(i) When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership, or

(ii) On January 1, 1982.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot it owns.

There shall be one membership for each Lot, regardless of the number of persons who may own a Lot (such as husband and wife, or joint tenants, etc.). Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI

The street address of the initial registered office of the corporation is Two Allen Center, Suite 3434, Houston, Texas

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77002, and the name of its initial registered agent at such address is Douglas Schnitzer.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the person who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Kenneth Schnitzer, Jr.	5 Greenway Plaza, Suite 1700 Houston, Texas 77046
Douglas Schnitzer	Two Allen Center, Suite 3434 Houston, Texas 77002
Chris McCann	5318 Mercer Houston, Texas 77005

ARTICLE VIII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Marsha Baumgarner	9 Greenway Plaza, Suite 2300 Houston, Texas 77046
Carletta Keith	9 Greenway Plaza, Suite 2300 Houston, Texas 77046
Tracey Tarvin	9 Greenway Plaza, Suite 2300 Houston, Texas 77046

ARTICLE IX

The corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV, and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, officer or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for

salaries or other compensation for personal services actually rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE X

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has any interest in or is entitled to any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall either be transferred to an organization which is organized and operated for purposes substantially identical to the purposes of the corporation or charged with a charitable public trust and, in the latter case, shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purpose.

ARTICLE XI

Anything to the contrary herein notwithstanding, the corporation shall not:

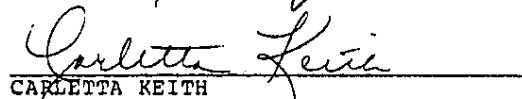
- (1) Lend any part of its assets to;
- (2) Pay any compensation (other than that as set forth in Article IX) to;
- (3) Make any part of its services available on a preferential basis to;
- (4) Make any purchase of any securities or any other property for more than adequate consideration in money or money's worth from;
- (5) Sell any securities or other property for less than adequate consideration in money or money's worth to; or

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(6) Engage in any other transaction which results in a diversion of any part of its assets to; any person or other entity which has made a contribution to the corporation; or a member of the family of an individual who has made a contribution to the corporation; or a corporation controlled by any person or other entity which has made a contribution to the corporation through the ownership, directly or indirectly, of fifty percent (50%) or more of the total combined voting power of all classes of stock entitled to vote or fifty percent (50%) or more of the total value of shares of all classes of stock of the corporation nor shall the Directors engage, participate or intervene in any other activity or transaction which would cause the corporation to lose its status as an exempt organization under the provisions of the Internal Revenue Code of 1954 or corresponding provisions hereinafter in effect; and the use, directly or indirectly, of any part of the corporation's assets in any such activity or transaction is hereby expressly prohibited.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of May, 1980.


MARSHA BAUMGARNER


CARLETTA KEITH


TRACEY TARVIN

STATE OF TEXAS,)
COUNTY OF HARRIS.)

I, Phyllis Jackson, a Notary Public, do hereby certify that on this 24th day of July, 1980, personally appeared before me, MARSHA BAUMGARNER, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Phyllis Jackson
Phyllis Jackson
Notary Public in and for
Harris County, Texas

STATE OF TEXAS,)
COUNTY OF HARRIS.)

I, Phyllis Jackson, a Notary Public, do hereby certify that on this 24th day of July, 1980, personally appeared before me, CARLETTA KEITH, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

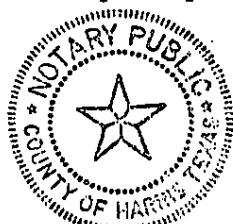


Phyllis Jackson
Phyllis Jackson
Notary Public in and for
Harris County, Texas

STATE OF TEXAS,)
COUNTY OF HARRIS.)

I, Phyllis Jackson, a Notary Public, do hereby certify that on this 24th day of July, 1980, personally appeared before me, TRACEY TARVIN, who being by me first duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Phyllis Jackson
Phyllis Jackson
Notary Public in and for
Harris County, Texas

AUBURN PLACE TOWNHOMES ASSOCIATION

BY-LAWS

ARTICLE I.

General Provisions;
References and Definitions

Section 1: Reference is made for all purposes to the following:

- (a) The plat of the subdivision known as "Auburn Place Townhomes Association", Harris County, Texas, which plat is recorded in the Map Records of Harris County, Texas.
- (b) Declaration of Covenants, Conditions and Restrictions of Auburn Place Townhomes, dated May 1, 1980, under Clerk's File No. 6622183 in the Official Public Records of Real Property of Harris County, Texas (herein called the "Restrictions").

Section 2: This corporation is the identical corporation (which is referred to as the "Association") in the aforesaid recorded Restrictions of Auburn Place Townhomes. This corporation shall have all the rights, powers, privileges and authority vested in it under said Restrictions and shall carry out all the functions and responsibilities therein assigned to the Association.

Section 3: The following terms, when used in these By-Laws, shall have the respective definitions set forth below:

- (a) The term "said Property" shall mean the aforesaid subdivision known as Auburn Place Townhomes, together with such other properties, if any, as may come within the operation of these Restrictions pursuant to the provisions of these By-Laws.
- (b) The term "Lot" means any one of the Lots as designated on the said plat of Auburn Place Townhomes.
- (c) The term "Common Areas" means the areas on the aforesaid plat not designated as a lot and any improvements erected thereon in accordance with the provisions of said Restrictions and these By-Laws.

(d) The term "subdivision" means the aforesaid Auburn Place Townhomes as shown on the aforesaid plat.

(e) All terms which are defined in the Restrictions shall, when used herein, have the same meaning as that set forth in the Restrictions.

Section 4: In the event of any conflict or inconsistency between the provisions of these By-Laws and the provisions of the Restrictions, the provisions of the Restrictions shall supersede, control and govern.

ARTICLE II.

Functions of the Association

Section 1: Purposes: The purposes for which the Association is formed are for the support of a benevolent undertaking, namely being the conducting of property improvement campaigns, safety campaigns and health campaigns for the residents of the Auburn Place Townhomes. To carry out said purposes properly, the Association may at the discretion of its Board of Directors perform the following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate charter:

(a) The Association, for the benefit of lot Owners, may accept conveyances of and may own all Common Areas in Auburn Place Townhomes, Harris County, Texas.

(b) The Association may endorse changes, restrictions, conditions and covenants existing upon and created for the benefit of said Property over which the Association has jurisdiction; the Association may pay all expenses incidental thereto; the Association may enforce the decisions and ruling of the Association having the jurisdiction over any of said Property; the Association may pay all of the expenses in connection therewith; and may reimburse any Declarant under any declaration of conditions, covenants, restrictions, assessments or charges affecting said Property, or any part thereof, for all costs and expenses incurred or paid by it in connection with the enforcement of any of the conditions, covenants, restrictions, charges, assessments or terms set forth in the Restrictions.

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(c) The Association may arrange for and provide refuse collection only from "refuse closets" where refuse is properly stored therein.

(d) The Association may pay any ad valorem taxes and other assessments levied or imposed against the Common Areas.

(e) The Association may construct and maintain rights-of-way and easements.

(f) The Association may do all things necessary for the upkeep, repair and maintenance of all Common Areas and the placement of improvements, fixtures and equipment thereon, including the replacement of obsolete or damaged improvements, fixtures and equipment.

(g) The Association may provide for the landscaping of the Common Areas and portions of the Lots necessary to provide a uniform scheme of landscaping for the whole subdivision.

(h) The Association may pay legal and other expenses incurred in connection with the enforcement of all recorded charges, covenants, restrictions and conditions affecting said Property to which the maintenance fund charge applies.

(i) The Association may pay all reasonable and necessary expenses in connection with the collection and administration of the maintenance fund charge.

(j) The Association may care for vacant Lots.

(k) The Association may provide for the employment of policemen and watchmen.

(l) The Association shall not be responsible for providing exterior maintenance (i.e., painting, roofing, etc.).

(m) The Association may do any other thing necessary or desirable in the opinion of the Association to keep the Property in the subdivision in neat and good order, or which it considers of general benefit to the owners or occupants of the Lots, it being understood that the

RP 079-41-2220

judgment of the Association in the expenditure of said funds shall be final and conclusive so long as such judgment is exercised in good faith.

(n) The Association shall set and establish the amount of the Annual Assessment (as defined in Article IV of the Restrictions) for each full year (and for the first partial year); shall hold and administer the funds and expend such funds for the purposes contemplated by and in accordance with the terms and provisions of said Restrictions and these By-Laws; shall take such action as it deems appropriate, in its discretion, to enforce the collection of the Annual Assessment and special assessments.

(o) The Association may acquire by gift, purchase or otherwise own, hold, enjoy, lease, operate, maintain, and convey, sell, lease, transfer, mortgage, or otherwise dispose of real or personal property in connection with the business of the Association.

(p) The Association may borrow for the purpose of carrying out the corporate affairs, only if the Directors deem such advisable.

(q) The Association may do any other thing provided to be done in the Restrictions.

Section 2: Area: The activities of the Association shall be limited to the area known as Auburn Place Townhomes, the aforesaid subdivision in Harris County, Texas; the activities of the Association shall also apply to such other areas as may hereafter voluntarily or through the operation of the Restrictions pertaining to the same be placed under or submitted to the jurisdiction of the Association and be accepted as within the jurisdiction of the Association by resolution of the Board of Directors of the Association.

ARTICLE III.

Members

Section 1: Annual Meeting. The annual meeting of the members shall be held ~~on the third Tuesday~~ in December in each year, ~~at 11:00 o'clock A.M., if not a legal holiday, and if a~~

~~legal holiday, then on the next succeeding business day,~~ for the purpose of electing directors and for the transaction of any and all such other business which may be brought before or submitted to the meeting. All annual meetings of the members shall be held at the office of the Association in Houston, Harris County, Texas, unless otherwise determined by the Board of Directors. No notice of the annual meeting shall be necessary.

Section 2: Special Meeting: Special meetings of the members shall be held at the office of the Association in Houston, Harris County, Texas, or at such other places as may be designated in the notice or waiver or waivers of notice of the respective meetings. Special meetings of the members may be called by the President or by a Vice President or by the Board of Directors, or by a majority of the members. Written notice of each special meeting of the members, stating the time and place thereof and indicating briefly the purpose or purposes thereof, shall be sent by mail or telegram, or be delivered, by the Secretary, or in the event of his absence or failure, refusal, inability or omission to do so, by the President or a Vice President or any Assistant Secretary, to each of the members of the Association, at their respective addresses, as shown by the records of the Association, at least five (5) days prior to the date set for the holding of the meeting. Unless otherwise indicated in the notice or waiver or waivers of notice thereof, any and all business may be transacted at any annual or special meeting of the members.

Section 3: Quorum: At the first meeting called, the presence of members, in person or by proxy, entitled to cast 60% of all the votes of each class of membership, shall constitute a quorum. If the required quorum is not present at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. Any such meeting having a quorum may be adjourned, from time to time, without notice, other than by announcement at such meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meetings as originally notified or called.

Section 4: Organization: The President of the Association and in the event of his absence, a Vice President of the Association, shall call meetings of the members to order and shall act as Chairman of such meetings. In the absence of the President and the Vice President of the Association, the members present may appoint a chairman. The Secretary of the Association or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the members, but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 5: Qualifications: There shall be two (2) classes of membership in the Association, as follows:

(a) Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. The vote for such Lot shall be exercised as the Owners among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

(b) Class B member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. 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:

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

(ii) On January 1, 1982.

From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one (1) vote for each Lot it owns.

Section 6: Voting: Joint owners of a Lot shall designate in writing to the Association the party authorized to cast the membership vote for such joint owners, which written designation shall remain in effect until modified by a similar written designation or until the Lot is sold. The executor, administrator or legal representative of any deceased member shall be entitled to cast the vote of such deceased member at any meeting or members. Each member may vote in person or by proxy appointed by instrument

RP 073-14-2223

in writing and subscribed by the member or by the duly authorized attorney of such member. At all meetings of members all questions, except those the manner of which is otherwise expressly governed by statute, the charter of the Association or by the By-Laws, shall be decided by the vote of a majority of the members of the Association present in person or by proxy and entitled to vote, a quorum being present. All voting shall be viva voce, except that, upon the determination of the presiding officer of any meeting or upon demand of any member or his proxy, voting on any further question or questions at any meeting shall be by ballot. Each ballot shall be signed by the members voting or by his proxy.

ARTICLE IV.

Board of Directors

Section 1: Number and Term of Office: The business and property of the Association shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by any law, by the charter, or by these By-Laws, the Board of Directors may exercise all the powers of the Association.

The number of Directors shall be three (3) and all action not previously approved, to be taken by the Directors shall require a majority vote for approval. After the last Lot is sold, the following shall take effect: the number of Directors may be increased or decreased from time to time by the affirmative vote of a majority of the members, present in person or by proxy, at any annual or special meeting of the members, provided that the number of Directors shall never be less than three (3) nor more than five (5). The Directors shall be elected each year at the annual meeting of the members or at the adjourned annual meeting, if the same is not held when provided by these By-Laws, each Director shall be elected to hold office and serve until the next annual meeting of the members after his election and until his successor shall be elected and shall qualify.

Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the Directors then in office. In the event of any increase in the number of Directors, the additional Directors shall be elected by the majority vote of the members of the Association present in person or by proxy, at any annual or special meeting of the members. Directors need not be members.

Section 2: Meeting of Directors: The Directors may hold their meeting and have officers and keep the books of the Association except as otherwise provided by statute, in such place or places in or outside of the State of Texas, as the Board of Directors may from time to time determine.

Section 3: First Meeting: Each newly elected Board of Directors may hold its first meeting for the purposes of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of the members, or adjourned annual meeting of the members and notice of such meeting shall be necessary.

Section 4: Election of Officers: At the first meeting of the Board of Directors in each year at which a quorum is present, the Board of Directors shall proceed to the election of the Officers of the Association. No notice or waiver of notice of any such first meeting shall be required or necessary if it be held immediately after either the annual meeting or the adjourned meeting of the members and any and all business of any nature or character may be transacted at such first meeting.

Section 5: Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 6: Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or a majority of the Directors then in office. Notice of each special meeting shall be given by any Officer of the Association by telegraph, mail, telephone or personal delivery to each Director at his residence or usual place of business at least two (2) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

Section 7: Quorum: The majority of the Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum be present or in

attendance thereat. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the charter of the Association, or by these By-Laws.

Section 8: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, a Chairman shall be chosen from the Directors present. The Secretary of the Association shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9: Services: No Director or Officer of the Association shall be required to devote his time or render services exclusively to the Association. Each Director and Officer of the Association shall be free to engage in any and all other business and activities either similar or dissimilar to the business of the Association without liability to the Association. Likewise, each and every Director and Officer of the Association shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a trustee or officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the purposes, business or activities of the Association, without breach of duty to the Association or its members and without liability of any character or description to the Association or its members. No contract or other transaction of the Association shall ever be affected by the fact that any director or officer of the Association is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

ARTICLE V.

Officers

Section 1: Titles and Term of Office: The Officers of the Association shall be a Chairman of the Board of Directors, a President (who shall be a Director), one or more Vice Presidents,

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RP 079-41-2227

a Secretary, a Treasurer and such other Officers, including but not limited to, one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors may from time to time elect or appoint. One person may hold more than one office. All Officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the whole Board of Directors. A vacancy in the office of any Officer shall be filled by vote of a majority of the Directors then in office.

Section 2: Chairman of the Board of Directors: The Chairman of the Board of Directors shall, when present, preside at all meetings of the Board of Directors, and shall have and may exercise such other powers as are from time to time assigned to him by the Board of Directors.

Section 3: Powers and Duties of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Association in the ordinary course of its business; he shall, in the absence of the Chairman of the Board of Directors, preside at all meetings of the members and of the Board of Directors; he may make, sign and execute all deeds, conveyances, assignment, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Association; and, he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 4: Vice Presidents: Each Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that Officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 5: Treasurer: The Treasurer shall have custody of all the funds and securities of the Association which come into his hands. When necessary or proper, he may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to the

Association, either alone or jointly with such Officer as is designated by the Board of Directors; whenever required by the Board of Directors he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of the Association to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Association; he shall at all reasonable times exhibit his books and accounts to any Director of the Association during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 6: Assistant Treasurers: Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors and the Assistant Treasurer shall exercise the powers of the Treasurer during that Officer's absence or inability to act.

Section 7: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; he shall attend to the giving and serving of all notices; he may sign with the President or a Vice President in the name of the Association all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Association. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any Director upon request at the office of the Association during business hours and he shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 8: Assistant Secretaries: Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such Officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that Officer's absence or inability to act.

ARTICLE VI.

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1: The Board of Directors, except as in these By-Laws otherwise provided, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no Officer or agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2: No loan shall be contracted on behalf of the Association, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3: All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidence of indebtedness of the Association shall be signed on behalf of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other Officer or agent or employee of the Association to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Association.

ARTICLE VII.

Miscellaneous Provisions

Section 1: Offices: The principal office of the Association shall be at Houston, in Harris County, Texas.

Section 2: Fiscal Year: The fiscal year of the Association shall end at midnight on December 31st of each calendar year.

RP 879-41-2229

Section 3: Notice and Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of these By-Laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office mail box in a sealed, postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4: Resignations: Any Director or Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

ARTICLE VIII.

Amendments

These By-Laws may be supplemented, altered, amended or repealed either by the affirmative vote of a majority of the members of the Association at any annual or special meeting, or by the affirmative vote of a majority of the Board of Directors at any regular or special meeting.

* * * * *

The foregoing By-Laws were adopted by the Board of Directors of Auburn Place Townhomes Association at the first meeting of said Directors held in Houston, Texas, on the 3RD day of December, 1996.

[Signature]
President

ATTEST:

[Signature]
Secretary

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.



OCT 14 2011

Stan Stewart
COUNTY CLERK
-13- HARRIS COUNTY, TEXAS

Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

2011 OCT 14 PM 4:21

FILED

RP 079-41-2230