

AMENDED AND RESTATED
BYLAWS OF
PROPERTY OWNERS ASSOCIATION OF HILLTOP LAKES, INC.

These Amended and Restated Bylaws of the Property Owners Association of Hilltop Lakes, Inc. ("Bylaws") are effective as of March 8, 2024.

ARTICLES I
DEFINITIONS

Section 1.1 "Association" shall mean and refer to Property Owners Association of Hilltop Lakes, Inc., a non-profit corporation organized under the laws of the State of Texas, its successors, and assigns.

Section 1.2 "Board" or "Board of Directors" shall mean the group of persons vested with the management of the affairs of the Association and refer to the Board of Directors of the Association.

Section 1.3 "Common Area" shall mean all real and personal property now or hereafter utilized by the Association for the common use or enjoyment of the Owners, whether now owned by the Association or held by easement by the Association or owned or held by an entity owned or controlled by the Association, for the benefit and common use and enjoyment of the Owners, including, by way of example and not limitation, recreational facilities, private park areas, lakes, golf courses, country clubs, clubhouses, esplanades, medians, green belt areas, landscape easements or reserves, parkways, private streets, or similar areas for the common benefit, use, or enjoyment of the Owners.

Section 1.4 "Developer" shall mean and refer to the Association.

Section 1.5 "Declaration" shall mean and refer to the covenants, conditions, stipulations and restrictions affecting Hilltop Lakes contained in the instruments recorded in the Office of the County Clerk of Leon County, Texas, including any amendments or supplements thereto.

Section 1.6 "Lots" shall mean and refer to each parcel of land within the Properties that is shown on any recorded subdivision map of the Properties, or those lands annexed thereto.

Section 1.7 "Maintenance Charge" shall mean and refer to the monthly maintenance charge which is imposed under the terms of the Declaration upon each Lot (excluding market property), together with all late fees, collection and other costs and attorney's fees owing thereon, all of which are secured by a vendor's lien which is placed and imposed upon each and every Lot which is subject to such charge.

Section 1.8 "Market Property" shall mean and refer to all real and personal property now or hereafter owned by the Association or owned or held by an entity owned or controlled by the Association, not for the common use and enjoyment of the Owners, including but not limited to commercial reserves, non-platted property and Lots held for possible resale by the Association.

Section 1.9 "Owner" shall mean and refer to any person, firm, corporation or other entity or any combination thereof that is the record owner of fee simple title to a lot or portion thereof, including purchasers under a contract for sale, a contract for deed, a promissory note or any similar instrument transferring beneficial ownership to another, but excluding those having an interest merely as security for the performance of an obligation.

Section 1.10 "Property" or "Properties" shall mean and refer to the land within Hilltop Lakes, a subdivision located in Leon County, Texas, including but not limited to any property shown on any recorded plat including all sections thereof which may be hereafter platted, and any non-platted property and commercial reserves.

Section 1.11 "Amenity" or "Amenities" shall mean any facility, activity, service, or benefit that provides for the general common good and benefit and useful to the members, as now or hereafter determined by the Board of Directors; to include those facilities, activities, services and benefits described in these Bylaws and in the declaration.

ARTICLE II FUNCTIONS OF THE ASSOCIATION

Section 2.1 Purposes. The purposes for which the Association is formed are to promote maintenance, administration, preservation and enhancement of Lots, Common Area, and other portions of the Properties; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may now or hereafter have or exercise, and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Declaration and these Bylaws. 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 Articles of Incorporation and the Declaration:

- (1) Accept conveyances of, own, sell, and encumber the Common Area and the Market Property.
- (2) Exercise all of the powers and privileges and perform all of the duties and obligations of the Developer and the Association, or both, as the case may be, as set forth in the Declaration and Articles of Incorporation and pay all expenses incidental thereto.
- (3) Enforce the decisions and rulings of the Association.
- (4) Enforce all provisions, restrictions, covenants, easements, and liens provided in the Declaration, and pay all expenses in connection therewith.
- (5) Provide, control, maintain, and operate the Common Area and the Market Property.
- (6) Create, construct, and maintain streets, alleys, roads, rights-of-way, and easements.
- (7) Do all things necessary for the upkeep, repair, and maintenance of the Market Property and the Common Area and the placement of improvements, fixtures, and equipment thereon, including the replacement of obsolete or damaged improvements, fixtures, and equipment.
- (8) Provide for the landscaping of the Common Area and the Market Property necessary to provide a uniform scheme of landscaping for the Properties as a whole.
- (9) Do all things necessary for the upkeep, repair, and maintenance of the Common Areas and the Market Property, including obtaining the agreement of any appropriate governmental entity to assume the maintenance obligation for any street within the Common Area and the Market Property.
- (10) Incur legal and other expenses in connection with the enforcement of the Declaration.
- (11) Provide for patrol services, utilities (including but not limited to water, gas and electricity), municipal services and/or to provide for all communications systems and/or telecommunication systems, which may provide, among other services, cable television, phone and internet.
- (12) Do all things necessary to enforce the provisions of the Declaration.
- (13) Fix, levy, collect, and enforce payment by any lawful means, of all charges and the Maintenance Charge, and pursuant to the terms of the Declaration, pay all expenses in connection therewith and all administrative and other expenses incident to conducting the

- business of the Association, including all licenses, taxes, maintenance expenses, or other governmental charges levied or imposed against the properties of the Association.
- (14) Participate in and enforce the results of the Architectural Control Committee.
 - (15) Do all other things necessary or desirable in the opinion of the Association, acting by and through its order, or which it considers of general benefit to the Owners of the Lots, it being understood that the judgement of the Association, acting by and through its Board of Directors, with respect to the expenditure of said funds shall be final and conclusive so long as such judgement is exercised in good faith.
 - (16) Set and establish the amount of maintenance charges or other charges which may be imposed by the Association pursuant to the Declaration and hold and administer the funds generated by such maintenance charges and other charges in the manner and/or the purposes contemplated by and in accordance with the terms and provisions of the Declaration and these Bylaws.
 - (17) Acquire by gift, purchase, or otherwise own, hold, improve upon, build, enjoy, operate maintain, convey, sell, lease, transfer, mortgage, dedicate for public use, or otherwise dispose of real or personal property in connection with the business of the Association, subject to the terms of the Declaration and these Bylaws.
 - (18) Borrow money in the name of the Association for purpose of carrying out the corporate affairs, with the consent (either by written instrument or by voting at a meeting duly called for such purpose) of a two-thirds (2/3) majority of the Board of Directors. However, in no event may the Association lend, contract for a loan, or issue evidence of indebtedness to any member of the Board of Directors, officers, or Disqualified Persons (as that term is defined in Section 4946[a] of the Internal Revenue Code of 1986 [the "Code"] or any amendment or successor thereto).
 - (19) Participate in mergers and consolidations with other non-profit Associations organized for the same purposes.
 - (20) Exercise jurisdiction and control over any property subject to the jurisdiction of the Association.

Section 2.2 Area. The activities of the Association shall be limited to (i) the Properties, (ii) the Common Area, (iii) the Market Property and (iv) such other areas as may hereafter voluntarily or through the operations of conditions, covenants, restrictions, supplemental declaration, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of the Association.

ARTICLE III MEMBERSHIP

Section 3.1 Membership. Every Owner of a Lot in the Property shall be a member ("Member") of the Association. Membership shall not be separated from ownership of any Lot. When ownership of a Lot is held by more than one person or by a legal entity which is not a natural person, all such Owners shall be Members of the Association; however, the voting rights of such Members shall be limited to one (1) vote for each maintenance fee charged and shall be exercised as they among themselves shall determine.

Section 3.2 Succession of Membership. A Member must be current in the payment of all maintenance charges, dues, and assessments to validate the Membership and entitle the Member to all rights and privileges of same, excluding the right to vote. A Member's rights may be suspended for a period not to exceed sixty (60) days, for a single violation, or indefinitely in the case of a continuing violation, of the Declaration, these Bylaws, or rules and regulations promulgated by the Board. A Member may be suspended from the use of all common property as result of violations or failure to pay assessments, but only after the provisions of Section 209.006 of The Texas Residential Property Owners Protection Act, Texas Statutes on Property Owners Associations, have been

satisfied. This Act provides for proper notification by certified mail, description of the violation, a right to a hearing, and allows the Member an opportunity to cure the violation. Indefinite suspension of a Member's rights to amenities and common property as result of violation(s) of the Declaration, these Bylaws, rules, and regulations promulgated from the Board, or failure to pay assessments, shall require a vote for suspension by two-thirds (2/3) of the nine Directors on the Board.

ARTICLE IV VOTING RIGHTS AND MEMBERSHIP CATEGORIES

Section 4.1 Voting Membership Class. The Association shall have one (1) class of voting membership. Each member shall be entitled to one vote for each maintenance fee charged.

Section 4.2 Non-Voting Membership Classes. The Board may establish a non-voting membership class or classes. Upon establishment of any such class or classes of membership, the Board shall cause an addition to be made to these Bylaws setting forth the non-voting class or classes being established, the manner of election or appointment to such membership, and the qualification and rights of such members.

ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 5.1 Number. The affairs of the Association shall be managed by a Board of Directors of nine (9) directors, who must be Members of the Association.

Section 5.2 Election Terms. Three (3) members shall be elected to the Board in December of each calendar year, for a three-year term, to replace those Board members whose terms will have expired. Newly elected Board members shall take office at a joint meeting of the Board in December, immediately following the annual meeting of Members. Newly elected members shall be entitled to attend any meeting of the Board after their election has been certified but they shall not be entitled to vote until the first meeting following the annual meeting of Members in December.

Section 5.3 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at which a quorum (as defined in Section 9.5) is present, in person or by proxy, provided 30 days' notice of intent to take such vote is provided to the Membership through the same notification process used to communicate a meeting of the Membership. Any Director may also be removed from the Board by the unanimous vote of the members of the Board, excluding the vote of the member being removed; however, such removal by the remaining Board members shall only be valid if the removal is for the violation of Board rules in the area of confidentiality, violation of fiduciary duties, conviction of a felony, or crime involving moral turpitude. The remaining Directors may elect not to replace a Director removed under this Section if less than one year remains on such Director's term of office.

Section 5.4 Compensation and Services. No director shall receive compensation for any service he may render to the Association. Neither shall a Director, during the time he/she is a Director, be awarded a contract nor a promise of future contract for services he/she may render after his/her term as Director has ended. 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 are similar or dissimilar to the purposes, business or activities of the Association, without breach of duty to the Association or its members.

ARTICLE VI MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. Meetings of the Board of Directors shall be held at such intervals, place, and hour as may be fixed from time to time by resolution of the Board. Any such meeting, whether regular or special, may be held by conference telephone or similar communications equipment by means of which all persons attending the meeting can hear each other. A Board member's participation or attendance at the meeting shall constitute presence in person at such meeting. Regular meetings may be held in open session,' but the Chair shall always have the discretion to adjourn the open session to a closed session either to complete the agenda or to consider sensitive or confidential matters not suitable for an open session.

Section 6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three directors, after not less than seventy-two (72) hours' notice to each director and to members as required by Section 209.0051(e)(2).

Section 6.3 Quorum of Directors. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise specified in these Bylaws, 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. Directors may not vote by proxy.

Section 6.4 Action Taken Without a Meeting. The directors shall have the right to take any action outside a meeting, which they could take at a meeting but are not required by Section 209.0051(h)(1-15) to take at a meeting, by obtaining the written approval of the majority of all the directors. Any action so approved shall have the same effect as though taken at a regular meeting of the directors. Any such action taken outside a meeting must be disclosed in the next meeting of the Board.

Section 6.5 Meeting Organization. At each meeting of the Board, the president, or if he or she is absent therefrom, the vice-president, or if he or she is absent therefrom, a director chosen by a majority of the directors present, shall act as Chair and preside over such meeting. The president, in collaboration (not approval) with the General Manager of the Association, shall set the agenda for each meeting. The agenda shall be approved or changed only by Board members at the meeting for which the agenda was developed. Such agenda shall be posted in a conspicuous place for all members to see, at least seventy-two (72) hours before the meeting before the meeting for 'special' meetings and at least one hundred forty-four (144) hours before the meeting for 'regular' meetings. The secretary, or if he or she is absent, the person whom the Chair of such meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof. The Board may appoint a recording secretary to take and prepare the minutes of the meeting. Board meetings shall be conducted under Robert's Rules of Order. However, failure to adhere to Robert's Rules of Order shall not alone by sufficient cause to invalidate an action taken by the Board that follows all other provisions of these Bylaws.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS: RESIGNATIONS OR VACANCIES

Section 7.1 Nominations and Elections.

- (1) A Nominating/Elections Committee shall be appointed by the Board of Directors no earlier than the January regular meeting of the Directors. The Nominating/Elections Committee, a Standing Committee, shall consist of six (6) members of the Association, one of which shall be an appointed member of the Board of Directors to serve as Chair of the Committee. No candidate seeking a position on the Board of Directors shall be a member of the Nominating/Elections Committee. The President of the Board shall not be a member of the Committee; neither shall any relatives (spouse, parent, child, sibling, grandparent, or significant other) of sitting Directors or candidates serve on the Committee.
- (2) The Nominating/Elections Committee shall present to the Board of Directors a slate of candidates for election to the Board of Directors. All individual association members who are charged at least one maintenance fee shall be eligible for nomination to serve on the Board. Write-in candidates are subject to the same rules as the slate presented to the Board. Nominations for election to the Board of Directors may be solicited in any manner deemed appropriate by the Committee which complies with state property code section 209.00593.
- (3) No elected member shall be rejected by the Board of Directors for a position on the Board of Directors except for conviction of a felony or crime involving moral turpitude.

Section 7.2 Election. The General Election will be held on the first Saturday in December of each year. Election to the Board of Directors shall be by written or electronic ballot. At the election, the members who are charged one or more maintenance charges will be entitled to one vote for each maintenance fee charged. No member shall be required to cast a vote for all vacancies and no member may vote proxies. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Voting can be in person on the day of the election, in person on designated days of early voting (dates to be determined each year by the Nominations & Elections Committee), or by Absentee Ballot via Mail-in. Mail-in ballots are available to members by request through the Association's business office. Dates for mail-in ballot requests will be included in the schedule developed each year by the Nominations/Elections Committee. The mail-in ballots may also or alternatively be contained in the newsletter for Hilltop Lakes or placed on the website of the Association. All mail-in-ballots that are received by post office close of business on Elections Day will be counted. Mail-in ballots dropped off at the polls during voting hours on election day or any designated early voting day will also be counted. The newsletter, if distributed, shall be sent to the Member's address last appearing in the books of the Association. Ballots received after the date and time stated in the election schedule shall not be counted. The determination of eligibility and tabulation of votes shall proceed under the supervision of not less than five (5) voting members, one of which must be a current member of the Board of Directors. Following tabulation, all ballots shall be sealed and retained by the Association for a period of three (3) years after the effective date of said vote. A tie vote shall be decided by lot.

Section 7.3 Resignations. Any director may resign at any time by giving written notice of his or her resignation to the Association. Any such resignations shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the president or the secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director who shall resign shall be able to serve again as a member of the Board unless at least one year has elapsed since the effective date of this or her resignation.

Section 7.4 Vacancies on the Board.

- (1) Any vacancy occurring in the Board of Directors (except by removal under Section 5.3) may be filled by the affirmative vote of two-thirds (2/3) of the remaining directors and any director so chosen shall hold office until the expiration of the original term for which the vacant position was originally elected. The Board of Directors may elect to not fill a vacancy if less than one year remains on the term of office for the vacated position. Any newly created directorship shall be filled by election at an annual meeting of Members or special meeting of Members called for that purpose. When one (1) or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, vote on the vacancy to take effect when such resignation becomes effective. If by reason of death, resignation, or otherwise, the Association has no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.
- (2) Should an elected director fail to assume office by reason of death, disability, or declination prior to the beginning date of the term to which elected, then the unsuccessful candidate in such election receiving the next highest number of votes shall be deemed elect in his or her stead.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1 Powers. The Board of Directors shall have the power:

- (1) To establish, file and release liens or affidavits placed by the Association on the property of the membership for the non-payment of fees permitted by the declaration, the Bylaws and the Articles of Incorporation;
- (2) To 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 and fines for the infraction thereof;
- (3) To exercise for the Association all power, duties, and authority vested in or delegated to this Association and not reserved to the membership by the provisions of these Bylaws and the Articles of Incorporation and Declaration.
- (4) To 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 meeting of the Board of Directors without just cause having been furnished to and accepted by the Board;
- (5) To establish such petty cash fund as necessary for efficiently carrying on the business of the Association.
- (6) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation, and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate, or perform all or any part of the affairs and business of the Association;
- (7) To suspend membership as defined in Section 3.2;
- (8) To cause all checks to be signed; and
- (9) To appoint standing committees and ad hoc committees as deemed appropriate in carrying out its purposes. All committees shall be created by Board resolution and all standing committees shall report to the Board. A member of the Board of Directors shall chair each standing committee. The Board shall establish the operating standards, responsibilities and duties of all committees, but no committee established by the Board may exercise the authority of the Board.

Section 8.2 Duties. It shall be the duty of the Board of Directors:

- (1) To cause to be kept a complete record of all its acts and corporate affairs and to present an annual report of the financial activity of the Association at the annual meeting of the Members or at any special meeting, when such statement is requested in writing by one-tenth (1/10) of the Members who are entitled to vote;
- (2) To delegate to the officers, agents and employees of the Association those during that are needed to administer the Association;
- (3) To approve an annual budget and set membership fees, assessments, and maintenance charges as required;
- (4) To the extent reasonably available, to procure and maintain liability and hazard insurance on property owned by the Association and liability insurance on the Common Area and the Market Property;
- (5) To cause all officers, employees, or agents, having fiscal responsibility to be bonded, as it may deem appropriate;
- (6) To cause the Common Area and the Market Property to be maintained; and
- (7) To perform such other duties as may be established by the Membership from time to time or set forth in these Bylaws, the Articles of Incorporation, or the Declaration.

Section 8.3 Limitation of Powers. The powers and actions of the Board of Directors shall be in full compliance with the applicable State of Texas statutes regarding Property Owners Associations. Applicable statutes are Chapter 202, Construction and Enforcement of Restrictive Covenants; Chapter 207, Disclosure of Information by Property Owners Associations; and Chapter 209, Texas Residential Property Owners Protection Act.

ARTICLE IX MEETINGS OF MEMBERS

Section 9.1 Annual Meetings. Annual general meetings of the Members shall be held on the second Saturday in December each year, the place and time to be provided by the Board of Directors by giving written notice to the Members as provided under Section 9.3 hereunder.

Section 9.2 Special Meetings. Special meetings of the Members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one tenth (1/10) of all the votes of the entire membership.

Section 9.3 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, or these Bylaws, written notice of each meeting of Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by publication in any newspaper of general circulation in the community serving Hilltop Lakes, at least thirty (30) days before such meeting. The notice of the annual meeting of the Members may also be contained in the newsletter for Hilltop Lakes; posted in a conspicuous place on Hilltop property and may be mailed or emailed to all members residing at Hilltop Lakes. Such notice shall specify the place, day, and hour of the meeting and, as well as a description of any actions/decisions to be voted on by the Membership in the meeting. In the case of a special meeting, the purpose of the meeting shall be added to the notice.

Section 9.4 Voting List. The list of members entitled to vote at any annual or special meeting of the Members (or the adjournment thereof) shall be available for inspection by any Member. The voting list shall be compiled as of the end of the month preceding the date of the meeting.

Section 9.5 Quorum. The presence at the meeting of 10% of Members, in person or by proxy as provided in Section 9.6 below, entitled to cast a vote will constitute a Quorum. Absentee ballots or

mail-in ballots do not count toward a Quorum. If, however, such quorum shall not be present, the meeting will commence for discussion only and no action(s) will be taken.

Section 9.6 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 fourteen (14) days prior to the meeting for verification. All proxies will automatically cease upon cessation of membership. No proxy shall be valid after three (3) months from the date of execution. Every proxy shall be revocable. All proxies must state the subject matter for which issued. An individual member shall not be able to vote more than (5) five proxies.

Section 9.7 Majority Vote; Withdrawal of Quorum. Where a quorum is present at any meeting of the Members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall be sufficient to take action and decide any question validly brought before such meeting unless the question is one upon which by express provisions of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9.8 Voting at a Meeting of Members.

- (1) Voice Vote. At any Members meeting, a standing vote or show of hands of Members shall prevail on all matters of business, except the following items, which require a ballot vote to be conducted under this section:
 - (a) The election of officers
 - (b) When a majority of the Board of Directors requests a ballot vote.
 - (c) When a ballot is requested by a majority vote of the Members of the Association attending the meeting.
- (2) Ballot Vote at a Meeting of Members. When a ballot vote is required, the following will apply:
 - (a) Voting shall proceed under the supervision of the President and Secretary of the Board of Directors.
 - (b) The President and Secretary of the Board of Directors shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots, and witness the casting of the ballots.
 - (c) Ballots shall be opened and tabulated in the presence of at least three (3) members of the Board of Directors. Upon completion of the tabulation of ballots, the results shall be certified by the Secretary and kept at the offices of the Association. Failure by the Secretary to certify the vote shall result in automatic approval of the matter voted upon.
 - (d) Any Member may be present as an observer at the tabulation of votes.
- (3) Tie Votes. A tie vote shall be decided by lot.

ARTICLE X OFFICERS AND THEIR DUTIES

Section 10.1 Enumeration of Officers. The president, vice-president, secretary, and treasurer elected by the Board shall serve as the executive officers of the Association. The Board may, by resolution, create other general officers. All officers are required to be members of the Board of Directors.

Section 10.2 Election of Officers. The election of executive officers shall take place at the first meeting of the Board of Directors in December, following the election of new directors.

Section 10.3 Term. The executive officers of the Association shall be elected annually by the Board and shall hold office until the next election of officers unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. As long as an officer is a member of the Board, such officer may be reelected to the same office as long as he or she remains on the Board.

Section 10.4 Special Officer Appointment. 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. Such officers shall not be general officers subject to the same requirements as those who are members of the Board.

Section 10.5 Resignation and Removal. Any executive officer may be removed from office with or without cause by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice unless a later time, within sixty (60) days, is specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 10.6 Vacancies. A vacancy in any executive officer position may be filled in the matter prescribed for regular election of officers. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 10.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 10.4 of these Bylaws.

Section 10.8 Duties. The duties of the officers are as follows:

President. The President shall perform the functions of the principal executive officer. The President shall establish the agenda for and preside over all meetings of the Board of Directors and meetings of the Members, shall see that orders and resolutions of the Board are carried out, and shall sign or cause to be signed all easements, contracts, leases, promissory notes, mortgages, deeds, and other written instruments approved by the Board.

Vice President. 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 her/him by the Board.

Secretary. The secretary shall record the votes and cause to be kept the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; cause notice of meetings of the Board and of the Members to be served; cause postings required under these Bylaws to be promptly made; cause appropriate current records showing the Members of the Association together with their addresses to be kept, and shall perform such other duties as required by the Board.

Treasury. The treasury shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall cause to be disbursed such funds as directed by resolution of the Board of Directors, keep proper books of account and cause an annual review of the accuracy of the Association books and records.

Section 10.9 Executive Committee. The President, Vice-President, Secretary, and Treasurer comprise the Executive Committee which shall between meetings provide organization oversight and

direction on daily operations and to advise the Board on business matters and decisions that require Board approval.

ARTICLE XI BOOKS AND RECORDS

Section 11.1 Completeness and Availability of Records to Members. The Association shall keep correct and complete books and records of account and minutes of the proceedings of member meetings, board of directors' meetings, standing committees meetings and a record of the names and addresses of its members entitled to vote, at the offices of the Association. On written demand, any member stating a purpose for a demand, has the right to examine and copy, in person or by agent, accountant or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

Section 11.2 Availability of Records to the Public. All records, books and annual reports of the financial activity of the Association shall be kept at the offices of the Association for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours at the expense of the person making the request.

ARTICLE XII FISCAL YEAR

Section 12.1 The Fiscal Year of the Association shall begin on the first day of January and end on the December 31 of every year.

ARTICLE XIII AMENDMENTS

Section 13.1 These Bylaws, or any part thereof, may be amended or repealed at any regular or special meeting of Directors, by a vote of at least two-thirds (2/3) of the Directors provided the notice of such action to be taken is prominently posted, not less than ten (10) days preceding the vote, in a conspicuous place for all members to see. The Bylaws may also be amended or repealed at any annual meeting of the Members at which a quorum is present. Any action to amend or repeal all or any part of these Bylaws by the Members must be approved by a vote of two-thirds (2/3) of those entitled to vote at such meeting. Notwithstanding, no Bylaw may be amended, altered, repealed or approved by the Members of the Association without the notice and wording being prominently posted, for a period not less than ten (10) days, in a conspicuous place for all members, the Board of Directors shall provide the posting sites used by the Board. Nothing shall prevent the Members from approving a Bylaw and stating therein, that such Bylaw cannot be changed by the Board of Directors.

ARTICLE XIV GENDER, GRAMMAR AND CONFLICT

Section 14.1 The singular wherever used herein shall be construed to mean the plural when applicable and the necessary grammatical changes required to make the provisions hereof apply either to corporation or individuals, men or women, shall in all cases be assumed as though in each case full expressed. In case of conflict between the Article of Incorporation and these Bylaws, the Articles shall control. In case of conflict between the Declaration and these Bylaws, The Declaration shall control.

ARTICLE XV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 15.1 The Association shall indemnify its officers and directors to the maximum extent allowable pursuant to Texas Civil Statutes, Article 1396-2.22A9 Section B), as the same now exists or may be thereafter amended.

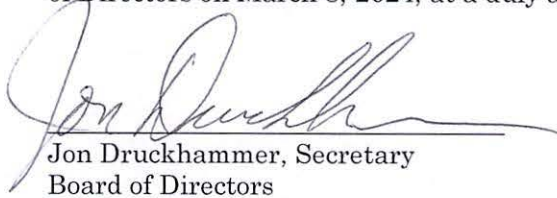
ARTICLE XVI
SECURITY

Section 16.1 The Association, its board of directors and officers, its managers, employees, and agents ("Association and related parties") shall not in any way be considered an insurer or guarantor of security within the property. Neither shall the Association and related parties be held liable for any loss or damage by reason of failure to provide adequate security or ineffectiveness of security measures undertaken. Owner and lessee on behalf of themselves, all occupants of the lot being leased, guests and invitees of any owner or resident, as applicable acknowledges that the association and related parties do not represent or warrant that any fire protection, burglar alarm equipment, access control systems, patrol services, surveillance equipment, monitoring devices, or other security systems (if any are present) will prevent loss by fire, smoke, burglary, theft, hold-up or otherwise, not that fire protection, burglar alarm systems, access control systems, patrol services, surveillance equipment, monitoring devices, or other security systems will in all cases provide the detection or protection for which the system is designed or intended. Owner and lessee, on behalf of themselves, all occupants of the lot being leased, guests and invitees of an owner or lessee, as applicable, acknowledge and understands that the Association and related parties are not an insurer and that each owner, lessee and occupant of any lot and on behalf of themselves and their guests and invitees, assumes all risks for loss or damage to persons and property and further acknowledge that the Association and related parties have made no representations or warranties nor has any owner or lessee on behalf of themselves and their guests or invitees relied upon any representations or warranties, expressed or implied, including any warranty for merchantability or fitness for any particular purpose, relative to any fire protection, burglar alarm systems, access control systems, patrol services, surveillance equipment, monitoring devices or other security systems recommended or installed or any security measures undertaken within the property.

Chapter 209 of the Texas Property Code supersedes any policy regarding bylaws or any dedicatory instruments.

CERTIFICATION

I hereby certify that these Amended and Restated Bylaws of the Property Owners Association of Hilltop Lakes, Inc., containing thirteen (13) pages [including this page] were approved by the Board of Directors on March 8, 2024, at a duly authorized meeting in which a quorum was present.



Jon Druckhammer, Secretary
Board of Directors
Property Owners Association of Hilltop Lakes, Inc.



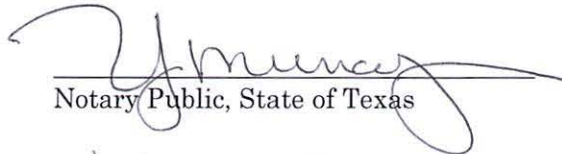
Mark Record, President
Board of Directors
Property Owners Association of Hilltop Lakes, Inc.

STATE OF TEXAS {
 {
COUNTY OF LEON {

Before me, the undersigned authority, on this day personally appeared Mark Record, President, and Jon Druckhammer, Secretary of the Property Owners Association of Hilltop Lakes, a Texas corporation, known to me to be the persons and officers whose names are subscribed to the foregoing instrument and acknowledged to me that they had executed the same as the act of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 15th day of March, 2024.





Notary Public, State of Texas

Alma Y Murray
Printed Name

My commission expires: 9-6-2027

Leon County
Christie Wakefield
Leon County Clerk
Centerville, Texas 75833



70 2024 00466893

Instrument Number: 2024- 00466893

As

Recorded On: March 18, 2024

Recordings

Parties: PROPERTY OWNERS ASSOC OF HILLTOP LAKES INC

To

TO THE PUBLIC

Billable Pages: 13

Recorded By: POA OF HILLTOP LAKES

Num Of Pages: 14

Comment: AMENDED BYLAWS

**** Examined and Charged as Follows: ****

Recordings	63.00
Recording Charge:	63.00

**** THIS PAGE IS PART OF THE INSTRUMENT ****

I hereby certify that the within and foregoing was recorded in the Clerk's Office For: Leon County, TX

File Information:

Document Number: 2024- 00466893
Receipt Number: 183176
Recorded Date/Time: March 18, 2024 08:31:18A
Book-Vol/Pg: Bk-OR VI-1984 Pg-905

Record and Return To:

POA OF HILLTOP LAKES
HAND DELIVER 3/18/24
CENTERVILLE TX 75833
