

**CORPORATE CERTIFICATE**  
**COUNTRY VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.**

LT1-1-2012036662-1

The undersigned certifies that she is the President of Country Village Property Owner's Association, Inc. (the "Association"). The Association is the property owners' association for Country Village Section 1 , a subdivision in Montgomery County, Texas, according to the map or plat thereof recorded in the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and a true and correct copy of the Bylaws of Country Village Property Owner's Association, Inc. (Amended October 2011) is attached to this certificate as Exhibit "A."

Signed this 23<sup>rd</sup> day of April, <sup>of</sup> 2012, ~~2011~~.

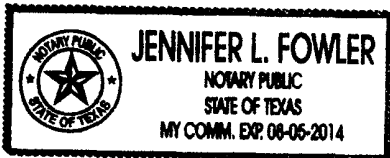
**COUNTRY VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.**

By: *Frankie Milley*  
Frankie Milley, President

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

~~of~~ <sup>2012</sup> SWORN TO AND SUBSCRIBED BEFORE ME on the 23<sup>rd</sup> day of April, ~~2011~~, by Frankie Milley, President of COUNTRY VILLAGE PROPERTY OWNER'S ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.



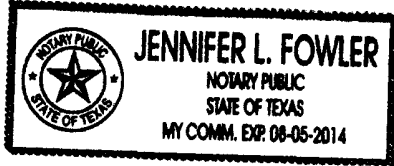
*Jennifer L. Fowler*  
NOTARY PUBLIC, State of Texas


LT2-16

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 23<sup>rd</sup> day of April, ~~2011~~ <sup>2012</sup>, <sup>9<sup>th</sup></sup>  
by Frankie Milley, President of COUNTRY VILLAGE PROPERTY OWNER'S ASSOCIATION, INC., a Texas  
non-profit corporation, on behalf of said corporation.



  
NOTARY PUBLIC, State of Texas

**AFTER RECORDING RETURN TO:**

Bryan P. Fowler  
The Fowler Law Firm  
300 West Davis, Suite 510  
Conroe, Texas 77301

**BYLAWS OF**  
**COUNTRY VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.,**  
**A NON-PROFIT CORPORATION**

**(Amended October 2011)**

PO Box 1622  
Porter, Texas, 77365

**ARTICLE I**

**PURPOSES**

1.01 **Purposes.**

The corporation/association (the "Association") is organized for the purpose of transacting any and all lawful business for which non-profit corporations may be incorporated under the Texas Non-Profit Corporation Act and to protect and promote the residential and recreational environment of all of Country Village Subdivision through maintenance and enforcement of the property restrictions adopted for the development.

**ARTICLE II**

**OFFICES**

2.01 **Principal Office.**

The principal office of the corporation in the State of Texas shall be located in the City of Conroe, County of Montgomery.

2.02 **Registered Office and Registered Agent.**

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors (the "Board"). This agent must be registered by the Association, with the Secretary of State upon election.

## ARTICLE III

### MEMBERS

#### 3.01 Members.

Membership in this organization shall be determined by the ownership of lots within Country Village Subdivision as shown on the Montgomery County tax records and/or the Association registry. Sale of any lot or tract shall terminate membership.

#### 3.02. Transfer of Membership.

Membership in this Association is not transferable or assignable. Sale of the property to another shall however effect a transfer, provided however, such transfer of ownership is reported to the Board of Directors and of county tax record. Failure to report to the Board of Directors a transfer of ownership by the new owner shall cause the loss of all voting rights until reported.

#### 3.03 Voting Rights.

Each lot/tract shall have one vote.

## ARTICLE IV

### MEETINGS OF MEMBERS

#### 4.01 Regular Annual Meetings.

An annual meeting of the Members shall be on or before November 10, each year, at a time and place determined by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may come before the meeting. The annual meeting shall not be on a legal holiday in the US or the State of Texas. The Secretary shall cause to be mailed to every Member in good standing, no later than 30 days prior at registered address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

#### 4.02 Special Meeting.

Special meetings of the Members may be called by the President, the Board of Directors, or not less than 50% of the Members having voting rights.

#### 4.03 Place of Meetings.

The Board of Directors may designate any place, within 20 miles of the registered office of Conroe Texas, as the place of the annual meeting and no more than 10 miles for any special meeting called by the Board of Directors or required percent of property owners described herein.

#### 4.04 Notice of Membership Meetings.

Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally, by internet or by mail, to each Member entitled to vote at such meeting no less than 30 days prior to the meeting date. All membership meeting notices shall be posted on the Association website.

In case of a special meeting or when required by statute of these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at this address as it appears on the records of the corporation, with postage thereon prepaid.

#### 4.05 Informal Action by Members.

Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

#### 4.06 Methods of Voting.

The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

#### 4.07 Quorum for Annual Meetings.

The Members holding thirty percent (30) of the votes which may be cast shall constitute a quorum at such meeting. Absentee and electronic ballots shall be counted for purposes of establishing a quorum for items appearing on the ballot. Those property owners, eligible for vote, in attendance of the annual meeting may vote on site.

In the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

4.08 Proxies.

At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (3) months from the date of its execution, unless otherwise provided in the proxy and approved by the Board of Directors.

4.09 Election Vote Tabulators.

A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote..

4.10 Recount Procedures.

A Member may, not later than the fifteenth (15<sup>th</sup>) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

**ARTICLE V**

**ORDER OF BUSINESS**

5.01 Roll Call.

5.02 Reading of the Minutes of the Preceding Meeting.

5.03 Financial Report.

5.04 Reports of Committees.

5.05 Old and Unfinished Business.

5.06 New Business.

5.06 Other Business.

## ARTICLE VI

### BOARD OF DIRECTORS

#### 6.01 General Powers.

The affairs of the corporation shall be managed by its Board of Directors. All of the Directors must be Members of the Association.

#### 6.02 Functions of Initial Board of Directors.

The Board of Directors shall perform the following functions (a) act as representatives of all of the property owners in Country Village to insure against depreciation of property values; (b) collect and expend, in the interest of the subdivision as a whole, the maintenance charges as created in the Declaration of Restrictions for Country Village; (c) Enforce, by appropriate legal proceedings, the covenants and restrictions set out in the Declaration of Restrictions for Country Village; (d) approve or reject plans and specifications for improvement to be erected in Country Village in the manner set out in the Declaration of Restrictions for Country Village; (e) keep financial records with respect to maintenance charges collected, which records shall be available for inspection by any lot owner in Country Village at all reasonable times; and (f) do all other acts necessary to preserve, protect and promote the recreational and residential environment of Country Village through maintenance and enforcement of the property restrictions.

#### 6.03 Number, Tenure and Qualifications.

The number of Directors shall be five (5). The sale of property shall void the position and residing Board members may fill the position until which time there is an election of that office. (3) Directors shall hold office for a (2) year term and (2) Directors shall hold office for (1) year until the next annual meeting of members. Term of office starts on January 1 of each year. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve.

#### 6.04 Termination of Office.

The Board of Directors may remove an officer or ask an officer to resign for reasons of meeting non attendance, failure to perform the duties of the office assigned. The listing for sale or the selling of property or moving from the boundaries of the subdivision. Termination will also occur in the event of deed restriction violations or litigations between the officer and Association.

#### 6.05 Regular and Special Meetings.

Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and

agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

A regular annual meeting of the Board of Directors shall be held immediately after January 1.

The Board of Directors will determine in which office each director shall serve. **The office of treasurer must be filled by a Board member who has served at least 2 years prior as a director.**

**Exception for** 6.06 Notice of Meetings to Members.

Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each Member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

6.07 Meetings Without Notice to Members.

The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members: consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue.

6.08 Quorum.

A majority of the Board of Directors including the president shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are



present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.09 Manner of Acting.

The act of a majority of the Directors including the president at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Each Director shall have one vote.

6.10 Vacancies.

Any Board member whose term has expired must be elected by the owners who are Members of the Association. A Board member may be appointed by the Board only to fill a vacancy caused by a resignation, death or disability, as provided in these bylaws. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

6.11 Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors reimbursements for personal monies spent for the Association shall be made with presented receipts.

6.12 Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

6.13 Removal of a Director.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

## ARTICLE VII

### SALARIES

#### 7.01 Salaries.

The Board of Directors shall hire and fix the compensation of any all employees which they in their discretion may determine to be necessary in the conduct of the business of this organization. Family members of officers may not be hired as an employee. No exceptions.

All jobs charging more than \$250.00 must be submitted in closed bid by dates and deadlines for each event determined by the bid. The best bid shall be determine by lowest bid and offer of service.

## ARTICLE VIII.

### OFFICERS

#### 8.01 Officers.

The officers of the corporation shall be a President, two or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other volunteers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such volunteers will have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The President of the organization by virtue of his or her office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their members a Secretary, a Treasurer/Chief Financial Officer, a Vice President in charge of Building, and a Vice President in charge of Deed Restrictions. No officer shall for reason of his office be entitled to receive any salary or compensation. No officer may have a criminal record and will be subject to legal back ground investigation.

#### 8.02 Election and Term of Office.

The officers of the corporation shall be elected to serve their term in that position and by permission of the Board of Directors may continue in that same position until voted out or resigning from that office or the Board. A meeting shall be held no later than February 1, to determine position of officers. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. This must be done on or before January 31.

#### 8.03 Vacancies.

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### 8.04 President.

The President is required to be present at all meetings of the Association. He or she shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall view all legal documents or correspondence on behalf of the Association prior to signing or disbursement. He or she shall preside at all meetings of the Members and of the Board of Directors. ~~If the president cannot attend a meeting then the meeting must be rescheduled to a date agreed upon by the Board.~~ He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President just as all officers in the Association has one vote. This vote may be cast last and, in the event there is a tie, his or hers is the tie breaking vote. The President along with any other officer or officers must be present to represent the Association in any and all meetings, litigations and hearings. He or she must be present at all special called meetings or annual meetings. In the event of family emergency, employment requirements or illness the president after review of the agenda and or all documents can assign other officers or the Association attorney to stand in their absents. He or she may assign the same proxy of vote in writing with signature.

The President will be the liaison between all outside legal representation. He or she may designate another officer to do the same along with Board approval. The President shall be listed on all bank and securities accounts and be qualified as a signature along with the treasurer until which time he or she no longer resides on the Board.

The president will assist all other Board members in their duties when needed or called upon by that officer.

Any correspondence of this office both to and from the Association will be copied to the secretary for file.

#### 8.05 Vice President Deed Restrictions.

This officer will be responsible for enforcing the deed restrictions. Upon Board review, instruction and vote they will send notice, both certified and regular mail of restriction violations to the property owner. This letter will include a copy of the deed restriction law on that issue in violation.

Each violation will be handled according to the deed restrictions that governed Country Village and without personal prejudice or interest by any or all Board members. In the event there is a conflict of interest of the position and the property owner the president or an officer appointed by the Board will be appointed to replace the officer in charge.

This officer will travel the subdivision no less than once a month to examine the subdivision for violations. All reports of violation will be taken by this officer and brought before the Board ASAP.

Any correspondence of this office both to and from the Association will be copied to the Secretary for file.

#### 8.06 Vice President Building Control.

This officer will be responsible for the managing and supervising of all new building in the subdivision. The officer will be responsible to see that all proper documentation including blue prints x 2, plot plans including the locations of all permanent structures (houses, garages, carports, driveways, fences, ponds, well and septic systems). They will see that county permits are received including those for well and septic system prior to building starts. In the event building is started without permission of the Board, the officer will red tag and send notice of cease and desist of all building by certified and regular mail to the property owner and builder.

All building plans will be reviewed by this officer and brought before the Board for review and signature or initial of all Board members. This officer will travel the subdivision no less than once a month to view all properties for building. This officer will inspect the building process to make sure the plans submitted are carried out. All approved plans will be initialed by each and no less than three Board members including the President and stamped with the corporate seal. This officer will hold all blue prints until which time he or she is no longer in office at which time these documents will be turned over to residing Board.

Any correspondence of this office both to and from the Association will be copied to the Secretary for file.

#### 8.07 Secretary.

The Secretary will be responsible for the printing and filing of all e-mail and written correspondence between the Board and membership, ballots for Board of Directors and any other votes by the membership. This officer will take and retain minutes of all meetings. In the event of his or her absence another officer will be appointed by the president at the meeting to fill in. The Secretary shall provide a written synopsis of all minutes via e-mail or in hand once a month.

The Secretary is responsible for notification of the annual meeting and any newsletters developed by the Board. The Secretary is responsible for collecting and holding all sealed ballots until which time at the annual meeting they are opened for count. The Secretary is responsible for supplying copies of deed restriction and bylaws upon request. This officer will hold a directory with all Members' address, phone numbers and any important information.

Any correspondence of this office both to and from the Association will be copied to the Secretary for file.

#### 8.08 Treasurer.

This officer is responsible for the keeping of all financial records. This officer will be a signature along with the President on all bank and security accounts. This officer will notify and collect maintenance fees approved by the Board and file and release property liens. This officer will be responsible for correspondence with all mortgage and title companies on all properties sold and bought in Country Village and supplying them with copies of deed restrictions.

This officer will obtain an audit of financial record no less than ever 3 years and/or 1 month prior to leaving this office. This officer will present a copy of financial reports each month in hand or via e-mail to all Board members. This officer will pay all Association bills and be responsible for reimbursements of funds spent by other Board members upon approved receipt.

The Treasurer will provide the Secretary with an updated Member and address list from time to time.

The Treasurer must get written approval from the Board to spend any monies outside of the paying of monthly bills. This may be done via e-mail with a request going out to all Board members.

Any correspondence of this office both to and from the Association, other than accounts payable and receivable will be copied to the Secretary for file.

This office will keep written and/or computer generated ledgers on all accounts receivable and payable.

This officer must be consulted prior to any monies allocated or spent on behalf of the Association and have Board approval.

This officer may have discretionary spending to obtain office materials, postage stamps, etc., up to \$200.00 without Board approval. Board approval may be given via e-mail or in person with record.

#### 8.09 Board of Directors Rules and Conduct.

The Association must carry liability and directors and officers insurance. **No Board member shall act on their own without Board discussion.** They may not speak to a property owner away from the Board of Directors about ongoing restriction violations or litigations. **They may not give permission for any building, variance or property alternating.** They may not speak of Board business outside the Board members and be free of all prejudice and slanderous comments in public or on Board or membership correspondence. They must refrain from slanderous or embarrassing remarks about fellow Board members or other property owners to the membership.

#### 8:10 Legal Advice or Attainment.

The seeking of attorney advice or hiring must be approved by a majority of the Board including the president by vote. The president and/or the treasure shall be the main liaison between the attorney and the Board of Directors. However these officers are to copy all Board members of ALL

correspondence. Other officers shall bring their need for legal help to the President and move forward accordingly. The President after the need is requested shall contact the Treasurer to make sure finances are available to seek the help needed.

## **ARTICLE IX**

### **COMMITTEES**

#### **8.12 Committees.**

All committees should be formed for no other reasons than for safety and well being of it's members and the protection of value of property within and immediately around the boundaries of Country Village.

All committees must be chaired and/or co-chaired by a Board member. Assistant chairs may be appointed by the Board from the membership body. Committee members shall come from membership volunteers. These committees may be formed and abolished as needed to meet the needs of the subdivision. The committee chair will be responsible for reporting to the Board of Directors and all outside correspondence on behalf of the Association.

The Co Chair will perform such duties in the absences of the Chair and report ASAP all actions taken to the Chair.

Assistant Chairs must report to the Chair and seek permission to do anything that would include moving forward on committee issues or correspondence with or on behalf of the membership, media, Board attorneys or anyone outside the committee including officials, contract labor, or others contacted to handle such issues.

Assistant Chairs may not hire professional sources or correspond on behalf of the Association without committee chair permission in writing.

## **ARTICLE X**

### **PROPERTY MAINTENANCE FEES**

#### **9.01**

Yearly maintenance fees are determined by a Board meeting of all Board members including the President and must be agreed upon by all members of the Board. The Board shall have the right to increase these fees.

Anything over a \$100.00 annual fee must be brought to the annual meeting for a full discussion of the membership and voted upon. A yes vote would include all members of the Board and a majority of the Members present. Prior notice shall be sent to all Members of the Association that such action

will be taken at the meeting. The Treasurer must be able to inform all present at such a meeting with information that increasing the maintenance fees is to the benefit and for reasons of sustaining the quality of the subdivision.

Votes for increasing maintenance fees may only be done in person at a meeting according to the rules above.

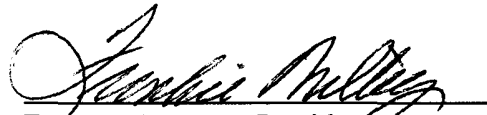
The Board with all Members present may from time to time reduce fees with proper information from the treasurer of the Association by a majority of the Board.

**Attestation**

Adopted by the Board of Directors on this 18<sup>th</sup> day of October, 2011.

**COUNTRY VILLAGE PROPERTY OWNERS  
ASSOCIATION, INC.**

By:

  
FRANKIE MILLEY, President

**FILED FOR RECORD**

04/24/2012 2:18PM

*Mark Tumbull*

COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS  
COUNTY OF MONTGOMERY

I hereby certify this instrument was filed in file number sequence on the date and at the time stamped herein by me and was duly RECORDED in the Official Public Records of Montgomery County, Texas.

04/24/2012



*Mark Tumbull*

County Clerk  
Montgomery 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 black-outs, additions and changes were present at the time the instrument was filed and recorded.