

BY-LAWS OF
SAN LUIS PASS RESORT COMMUNITY CIVIC ASSOCIATION
A TEXAS NON-PROFIT CORPORATION

825 E. SOUTHMORE,
PASADENA, TEXAS, 77502

ARTICLE I. OFFICES

SECTION ONE: PRINCIPAL OFFICE. The principal office of the corporation in the State of Texas shall be located in the City of Pasadena, County of Harris.

SECTION TWO: OTHER OFFICES. The corporation may have such other offices, either within or without the Counties of Harris or Brazoria, State of Texas, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

SECTION ONE: CLASSES OF MEMBERS. The corporation shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) The membership of the corporation shall be divided into two classes known as "full members" and "non-participating members".

(b) "Full members" shall mean all those members who have paid the current maintenance charge hereinafter set out in Article VIII.

(c) "Non-Participating members" shall mean all those members who have not paid such maintenance charge.

SECTION TWO: MEMBERS. Any owner of a lot or lots in any of the following subdivisions shall automatically be a member of the corporation:

(a) Treasure Island, Section I, according to the recorded plat thereof in Volume 9, page 73 of the Plat Records of Brazoria County, Texas.

(b) Treasure Island, Section II and Treasure Island, Section II-R,

according to the recorded plats thereof in Volume 10, at page 21 and Volume 11, at page 103 of the Plat Records of Brazoria County, Texas.
(c) Treasure Island, Section III, according to the recorded plat thereof in Volume 11, at page 61 of the Plat Records of Brazoria County, Texas.

SECTION THREE: VOTING RIGHTS AND PARTICIPATION IN MEMBERS MEETINGS. Only full members of the corporation as defined in Section One above shall be eligible to vote in elections of directors or in any other matters wherein the members of the corporation are entitled to vote, and only full members shall be entitled to attend and participate in any meetings of the members of the corporation. Each full member of the corporation shall be entitled to one vote even if such member may own more than one lot in the subdivisions listed in Section Two above.

ARTICLE III. MEETINGS OF MEMBERS

SECTION ONE: ANNUAL MEETING. An annual meeting of the members shall be held at a location to be designated by the directors on the third Sunday in the month of February in each year, beginning with the year 1974, at the hour of 2:00 o'clock P. M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION TWO: SPECIAL MEETINGS. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

SECTION THREE: PLACE OF MEETING. The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call

or notice, and at such meeting any corporate action may be taken.

SECTION FOUR: NOTICE OF MEETINGS. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, 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 his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION FIVE: INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION SIX: QUORUM. The members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION SEVEN: 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 (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV. BOARD OF DIRECTORS

SECTION ONE: GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION TWO: NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be five (5). Each director shall hold office until the next annual meeting of members and until his successors shall have been elected and qualified. Directors must be full members to the corporation.

SECTION THREE: REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place, as the annual meeting of members. The board of directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION FOUR: SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board called by them. ?

SECTION FIVE: NOTICE. Notice of any special meeting of the board of directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. ?

SECTION SIX: QUORUM. A majority of the board of directors 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.

SECTION SEVEN: MANNER OF ACTING. The act of a majority of the directors present 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 by-laws.

SECTION EIGHT: VACANCIES. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

SECTION NINE: COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors any director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE V. OFFICERS

SECTION ONE: OFFICERS. The officers of the corporation shall be a president, one 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 officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the

authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION TWO: ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 been qualified.

SECTION THREE: REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests 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.

SECTION FOUR: VACANCIES. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION FIVE: PRESIDENT. The president 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 shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that 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 by-laws or by statute to some other officer or agent of the corporation; and, in general, he 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.

SECTION SIX: VICE-PRESIDENT. In the absence of the president or in event of his inability or refusal to act, the vice-president or in the event there be more than one vice-presidents in the order of their election shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION SEVEN: TREASURER. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION EIGHT: SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post-office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION NINE: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the board of directors, the assistant treasurers shall give bonds for the

faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

ARTICLE VI. COMMITTEES

SECTION ONE: COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it by him by law.

A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

SECTION TWO: OTHER COMMITTEES. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION THREE: TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and

until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION FOUR: CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION FIVE: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION SIX: QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION SEVEN: RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION ONE: CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION TWO: CHECKS, DRAFTS, OR ORDERS FOR PAYMENT. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the

treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

SECTION THREE: DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION FOUR: GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any purpose, of the corporation.

ARTICLE VIII. MAINTENANCE CHARGES

SECTION ONE: MAINTENANCE FUND. All moneys received by the corporation from the Maintenance Charges set out in Sections Two and Three below shall collectively be referred to as the "maintenance fund". The directors shall have full power to utilize the maintenance fund for any lawful purpose consistent with the Articles of Incorporation and these by-laws.

SECTION TWO: MAINTENANCE CHARGE IMPOSED BY RESTRICTIONS. As to members of the corporation who are members by virtue of the ownership of a lot or lots upon which there has been imposed an annual maintenance charge in the Restrictions affecting such lot, and which maintenance charge creates a lien against such lot, any reference to "maintenance charge" made herein shall refer to the maintenance charge imposed by such restrictions upon all the lots owned by such member.

SECTION THREE: OTHER MAINTENANCE CHARGE. As to members of the corporation who are members by virtue of the ownership of a lot or lots upon which the Restrictions impose no maintenance charge, there shall be due on February 17, 1974, and on the first day of January of each year thereafter, as dues payable to the corporation, the sum of Forty and No/100 Dollars (\$40.00) for each lot owned by such member and not subject to a maintenance charge imposed by the Restrictions. As to these members the term "Maintenance charge" as used herein shall refer to the dues owed by such members based on all the lots owned by such members. As to any member who owns lots of which

only a part are subject to the maintenance charge imposed by the restrictions, any reference to "maintenance charge" made herein shall refer to all charges under both Sections Two and Three of this Article.

ARTICLE IX. MISCELLANEOUS

SECTION ONE: BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION TWO: FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION FOUR: WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

SECTION ONE: POWER OF MEMBERS TO AMEND BY-LAWS. The by-laws of this corporation may be amended, repealed, or added to, or new by-laws may be adopted by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the articles or by-laws.

These by-laws adopted by the directors of San Luis Pass Resort Community Civic Association, at a meeting thereof, on the _____ day of _____, 1974.

John Ham, Director
Leslie Kamin