

201
notice

**BOARD RESOLUTION OF
BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC.**

***Regarding Adoption of
AMENDMENT TO BY-LAWS***

***for a Change in the Number of the Directors Serving as the Association's
Board***

and a Change of the Term of Office for the Association's Board of Directors

DATED: July 12, 2012.

**STATE OF TEXAS §
 §
COUNTY OF HARRIS §**

I, Angel Morin, Secretary of **BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC.** (hereinafter referred to as the "Association"), do hereby certify that at a regular meeting of the Board of Directors of the Association, which was held on the 12th day of July, 2012, with a quorum present and remaining throughout, and being duly authorized to transact business, the following resolution regarding the adoption of amendments to the By-Laws for a change in the number of directors serving as the Association's Board and a change of the term of office for the Association's Board of Directors.

WHEREAS, the Association is a Texas non-profit corporation governed by the Texas Property Code;

WHEREAS, the By-Laws of the Association, attached hereto as Exhibit "A", adopted in 1969, and filed in the Real Property Records of Harris County, Texas on December 22, 1999 under Harris County, Texas Clerk's File No. U140397;

WHEREAS, the By-Laws of the Association may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership;

WHEREAS, the By-Laws of the Association state that the affairs of this Association shall be managed by Board of six directors, who need not be members of the Association. The number of directors may be changed by amendment of these By-Laws;

WHEREAS, at the regular annual meeting of members of the Association, on March 1, 2010, the owners/members of the Association approved, by a majority vote at which a quorum was present, an Amendment to the By-Laws of the Association whereby the affairs of this Association shall be managed by a Board of seven members, who need not be members of the Association. The number of directors may be changed by amendment of these By-Laws.

WHEREAS, at the regular annual meeting of members of the Association, on July 14, 2011, the owners/members of the Association approved, by a majority vote at which a quorum was present, an Amendment to the By-Laws of the Association whereby at the annual meeting in 2012, the members shall elect three directors to serve on the Board of Directors for a term of three years each, at the annual meeting in 2013, the members shall elect two directors to serve on the Board of Directors for a term of three years each, and, at the annual meeting in 2014, the members shall elect two directors to serve on the Board of Directors for a term of three years each;

THEREFORE, the following language shall be removed from the By-Laws of the Association:

Article IV, Section 1. Number

The affairs of this Association shall be managed by a Board of six directors, who need not be members of this Association. The number of directors may be changed by amendment of these By-Laws.

Article IV, Section 2. Term of Office

At each annual meeting the members shall elect two directors for a term of one year.

AND, IN ITS STEAD, the following language shall be injected into the By-Laws of the Association:

Article IV, Section 1. Number

The affairs of this Association shall be managed by a Board of seven directors, who need not be members of the Association. The number of directors may be changed by amendment of these By-Laws.

Article IV, Section 2. Term of Office

At the annual meeting in 2011, the members shall elect two directors to serve on the Board of Directors for a term of three years each. At the annual meeting in 2012, the members shall elect three directors to serve on the Board of Directors for a term of three years each. At the annual meeting in 2013, the members shall elect two directors to serve on the Board of Directors for a term of three years each. For the annual meetings following the annual meeting in 2011, the members shall elect a director to a three year term for each director whose term of office is set to expire pursuant to these By-Laws."

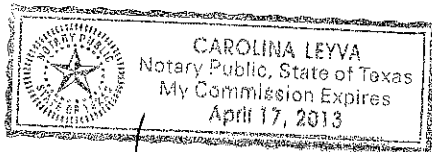
IT IS, HEREBY, RESOLVED that the Board of Directors of the Association unanimously adopts this formal resolution for the purpose of adopting amendments to the Association's By-Laws and for filing in the Real Property Records of Harris County, Texas.

Dated: July 12, 2012

Angel Noe Morin
Secretary Angel Noe Morin

STATE OF TEXAS §
§ ACKNOWLEDGMENT
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of July, 2011, by Angel Noe Morin, as secretary of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.



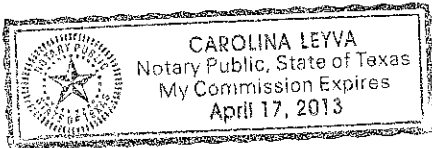
[Signature]
Notary Public in and for the State of Texas

Dated: July 12, 2012

[Signature]
Board Member Claudia Hernandez

STATE OF TEXAS §
§ ACKNOWLEDGMENT
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of July, 2011, by Claudia Hernandez, as a board member of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.



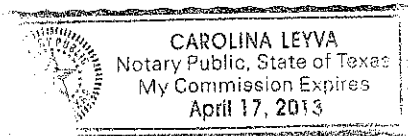
[Signature]
Notary Public in and for the State of Texas

Dated: JULY 12, 2012

Mato Partida
Board Member Matt Partida

STATE OF TEXAS §
§ ACKNOWLEDGMENT
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of July, 2011, by Matt Partida, as a board member of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

Dated: July 12, 2012

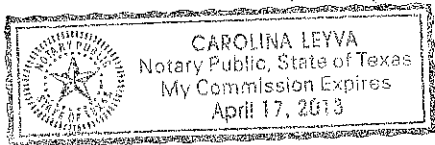
Patricia Dorsey
Board Member Patricia Dorsey

STATE OF TEXAS §

ACKNOWLEDGMENT

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of July, 2011, by Patricia Dorsey, as a board member of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

Dated: July 12, 2012

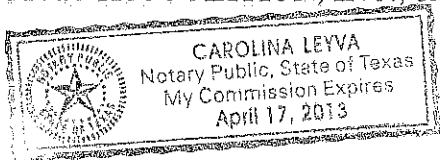
Janet Hillar
Board Member Janet Hillar

STATE OF TEXAS §

ACKNOWLEDGMENT

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 12th day of July, 2011, by Janet Hillar, as a board member of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

Dated: _____

Board Member

STATE OF TEXAS §

ACKNOWLEDGMENT

COUNTY OF HARRIS §

This instrument was acknowledged before me on the _____ day of _____, 2011, by _____, as a board member of BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., on behalf of said corporation.

Notary Public in and for the State of Texas

Exhibit "A"

529-78-2521

BY-LAWS
OF
BRAEBURN VALLEY CIVIC ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Braeburn Valley Civic Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 8520 South Braeswood, Houston, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Braeburn Valley West Civic Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may thereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real

529-78-2522

property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to the residential building lots as shown on the plat for Braeburn Valley West, Section One (1), recorded in Volume 157, Page 1, of the Map Records of Harris County, Texas, or such other Lots to come within the jurisdiction of the Association and be subject to the annual assessment, but shall not include areas shown on the recorded plat as "Reserve" and which are not subject to the annual assessment.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Chaplins, Ltd., its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions

529-78-2523

applicable to the Properties recorded in Volume 7554,
Page 585, Deed Records, Harris County, Texas.

Section 8. "Member" shall mean and refer to those
persons entitled to membership as provided in the
Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual
meeting of the members shall be held on the first Monday
in March 1970, and each subsequent regular annual
meeting of the members shall be held on the 1st Monday
in March of each year thereafter, at the hour of 7:30
o'clock, P.M. If the day for the annual meeting of the
members is a legal holiday, the meeting will be held
at the same hour on the first day following which is not
a legal holiday.

Section 2. Special Meetings. Special meetings
of the members may be called at any time by the President
or by the Board of Directors, or upon written request
of the members who are entitled to vote one-fourth (1/4)
of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice
of each meeting of the members shall be given by,
or at the direction of, the secretary or person authorized
to call the meeting, by mailing a copy of such notice,

529-78-2524

postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

529-78-2525

ARTICLE IV

BOARD OF DIRECTORS ; SELECTION ; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of six directors, who need not be members of the Association. The number of directors may be changed by amendment of these By-Laws.

Section 2. Term of Office. At each annual meeting the members shall elect two directors for a term of one year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association in his capacity as director, but he may be compensated for other services rendered to or on behalf of the corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a

529-78-2526

meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

529-78-2527

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of

529-78-2528

directors shall constitute a quorum for the transaction of business. 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) 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 for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for each infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

529-78-2529

(d) 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 meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, attorney, accountant, or such other agents or employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth ($\frac{1}{4}$) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

529-78-2530

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid.

A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained;

(h) establish when the annual assessment shall be due and payable.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the

529-78-2531

Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. 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.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise

529-78-2532

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President:

The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) 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 him by the Board.

529-78-2533

(c) Secretary:

The secretary shall record the votes and keep 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; service notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association, together with their addresses; and shall perform such other duties as required by the Board.

(d) Treasurer:

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

529-78-2534

ARTICLE IX

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at

529-78-2535

the rate of ten (10%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:
Braeburn Valley West Civic Association, Inc.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

529-78-2536

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the BRAEBURN VALLEY WEST CIVIC ASSOCIATION, INC., have hereunto set our hands this _____ day of _____, 1969.

L. A. Greene, Jr.
L. A. GREENE, JR.

Billy F. Collins
BILLY F. COLLINS

Hugh E. McSee, Jr.
HUGH E. McSEE, JR.

William L. Chapline
WILLIAM L. CHAPLINE

Kenneth Lindsey
KENNETH LINDSEY

Ben M. Murray
BEN M. MURRAY

Stan Stewart
COUNTY CLERK
HARRIS COUNTY TEXAS

2012 AUG 17 AM 9:00

FILED

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

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

AUG 17 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS