

CERTIFICATE OF SECOND AMENDMENT TO THE FIRST AMENDED BYLAWS
of
MEADOWLAKE VILLAGE HOMEOWNERS ASSOCIATION, INC.
(formerly Meadow Lake Homeowners' Association)

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Jerry Kinsel, President of Meadowlake Village Homeowners Association, Inc. (the "**Association**"), do hereby certify that at a meeting of the Board of Directors of the Association (the "**Board**") duly called and held on the 5th day of October, 2015, with at least a quorum of Board members being present and remaining throughout, and being duly authorized to transact business, the following amendment to the First Amended Bylaws of the Association was duly approved by a majority vote of the members of the Board:

RECITALS:

1. Sections 209.00593(a) of the Texas Property Code provides that any Board member whose term has expired must be elected by owners who are members of the property owners' association; a Board member may be appointed by the Board only to fill a vacancy caused by a resignation, death or disability, but then only for the unexpired term of the predecessor Board member.
2. The Association has historically had difficulty establishing a quorum at annual meetings, thereby preventing the Association from having a proper election of Directors.
3. Section 209.00593(b) of the Texas Property Code provides that a board of a property owners' association may amend the bylaws of the property owners' association to provide for elections to be held as required by Subsection 209.00593(a).
4. The Board of Directors desires to amend the First Amended Bylaws of the Association, as authorized by Section 209.0593(b) of the Code, to provide a procedure for the election of directors if an election of directors cannot be conducted at an annual meeting of the members due to the inability to establish a quorum.

AMENDMENT:

Article III, Section 4, of the First Amended Bylaws of the Association is hereby amended to read as follows:

Section 4. Quorum. The presence in person or by proxy of ten percent (10%) of the votes of the Members as of the time of the meeting shall constitute a quorum at all meetings of the Members. Provided that, if a meeting of the Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than sixty (60) days from the time the original meeting was called. In that event, no additional notice need be given to the Members other than an announcement at the adjourned meeting of

the time and place of the reconvened meeting. If a time and place for reconvening the meeting is not fixed at the adjourned meeting or if, for any reason, a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for the reconvened meeting shall be given to Members in the manner provided herein for a first called meeting. At the reconvened meeting, if a quorum is present, any action that may have been taken at the meeting originally called may be taken.

Notwithstanding the foregoing provisions, if a meeting of the Members is called for the purpose of electing one (1) or more Directors and a quorum is not present, the Board of Directors may adjourn the meeting without any notice being required other than an announcement at the meeting and reconvene fifteen (15) minutes after adjournment. At the reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first meeting. If a quorum is not present at the reconvened meeting, the Board of Directors may adjourn the reconvened meeting without any notice being required other than an announcement at the meeting and again reconvene fifteen (15) minutes after adjournment of the reconvened meeting. At the second reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first reconvened meeting. This procedure will be repeated, as necessary, with the quorum requirement being reduced, until a quorum is present and the election of one (1) or more Directors may be accomplished.

Executed on this 5th day of October, 2015 to certify the action of the Board on the date set forth above.

MEADOWLAKE VILLAGE HOMEOWNERS ASSOCIATION, INC.
A Texas non-profit corporation



By: Jerry Kinsel
Jerry Kinsel, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this 5th day of October, 2015 personally appeared Jerry Kinsel, President of Meadowlake Village Homeowners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

Regina Lynne Real
Notary Public in and for the State of Texas