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512-55-1005

**RESTATEMENT OF BYLAWS OF
MORNINGSIDE PLACE, SECTION I,
HOMEOWNERS ASSOCIATION, INC.**

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By Laws

**Article I
Name and Location**

The name of the corporation is MORNINGSIDE PLACE, SECTION I, HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be 16603 Presidents Drive West, Houston, Texas 77047, 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. Capitalized Terms. All capitalized terms used in these Bylaws that are not defined in these Bylaws shall have the meanings provided in the Declaration.

Section 2. Definitions. The following terms shall have the following meanings:

"Association" shall mean and refer to MORNINGSIDE PLACE, SECTION I, HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

"Bylaws" shall mean the bylaws of MORNINGSIDE PLACE, SECTION I, HOMEOWNERS ASSOCIATION, INC., as restated herein.

"Common Area" shall mean all real and personal property now or hereafter utilized by the Association for the common use and enjoyment of the Owners, including by way of example, all esplanades within all public or private streets and roadways, street lights, clubhouses, pools, athletic fields, green belt areas, waterways and landscape reserves, as specifically shown on the Plat or as described in the Declaration and of any of the Properties established for the purpose of providing open space for aesthetic drainage or recreational uses, whether or not owned by the Association.

"Declarant" shall mean SOUTHBELT PROPERTIES, INC., a Texas corporation, its successors and assigns.

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Harris County, Texas, and any supplement, modification or restatement thereof.

"Lot" shall mean and refer to any plot of land, whether improved or unimproved, with or without structures, shown in any recorded plat of any portion of the Properties, save and except Common Areas and Unrestricted Reserve "E" and that property dedicated to a governmental entity.

EXHIBIT A

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

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of any part of the Properties, including lots, with or without improvements or structures thereon, if such portion of the Properties is subject to a Lease, it shall include the Lessee, in addition to the Fee Owner, whether one or more persons, of such portion of the Properties. Notwithstanding any applicable theory of mortgage, the term "Owner" shall not include a mortgagee, unless and until such mortgagee has acquired title to the fee or leasehold estate in a grant pursuant to foreclosure or a deed or a proceeding in lieu of foreclosure.

"Property" or "Properties" shall mean and refer to the real property described in the recorded plat (the "Plat") of MORNINGSIDE PLACE, SECTION I, save and except for Unrestricted Reserve "E" and any property dedicated to a governmental entity, and shall further refer to such additional property as may hereafter be annexed by amendment to the Declaration.

Article III Meeting of Members

Section 1. Annual Meetings. The annual meetings of the Members shall be held on the last Saturday in October of each year at 7:00 p.m. Central Standard time. 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, and must be called upon the presentment to the president or Board of Directors of a written request of the Members who are entitled to vote ten percent (10%) of all of the votes of the entire membership. Any special meeting called pursuant to the written request of Members as described above must be called within the time period designated in such request, provided that such time period complies with the provisions of Section 3 of this Article III.

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, postage prepaid, at least ten (10) days and no greater than fifty (50) 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 the Class "A" members and Class "B" members, if any; shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. 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.

Article IV

Selection of Board of Directors: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a board of five (5) directors, who need not be residents of Texas but must be members of the Association. Any entity that is a Member may nominate an individual or individuals who are not members to serve on the board of directors as such entity's representative and all individuals so nominated shall be eligible to serve on the Board.

Section 2. Term of Office. The Directors shall each serve a term of two years. Three directors shall be elected in even years, two directors shall be elected in odd years.

Section 3. Removal. Any director may be removed from the Board, with good cause, shown, 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. 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 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.

Section 6. Directors While There Are Class "B" Members. So long as there are any Class "B" members, Class "B" members shall be entitled, but not obligated, to place two (2) members on the Board of Directors. The Class "A" members shall be entitled and obliged to elect at least three (3) members of the Board of Directors and any additional members not elected by the Class "B" members.

Article V

Nomination and Election of Directors

Section 1. Nomination. Nomination for election of 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. 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. The nominating committee shall only nominate the board members to be elected by the Class "A" members.

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 large 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 director, after not less than five (5) hours notice to each director, said notice may be oral.

Section 3. Quorum. A majority of the number of 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 Member and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use 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 one hundred twenty (120) days for infraction of published rules and regulations or for violation of any covenants;

- (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 Bylaws, the Articles of Incorporation or the Declaration;
- (d) take such legal or equitable action as they deem necessary on behalf of the Association to enforce the Declaration, Covenants, Restrictions, and Rules and Regulations;
- (e) 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
- (f) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties and compensation.

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-half (1/2) of the entire 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) to implement the provisions of the Declaration where appropriate, including:
 - (i) fixing the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (ii) sending written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (iii) proceeding to foreclose the lien against any property for which assessments are not paid within thirty (30) days after the 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; and
- (g) cause the Common Area to be maintained.

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 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 incorporation and thereafter at the first Board of Directors Meeting 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 by the majority vote of the Board, or otherwise become 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 good cause by majority vote of the membership. 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 or at any later time specified therein, and unless otherwise 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.
- (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; serve 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 presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.
- (e) General. In addition to the powers set forth in these Bylaws, the officers of the Association shall have such powers and duties, except as modified by the Board, as generally pertain to their offices, respectively, as well as powers and duties as from time to time shall be granted by the Board.

Article IX Compensation of Officers

The salary or other compensation of the officers for services rendered shall be fixed from time to time by the board of Directors. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that he is also a director of the Association.

Article X Committees

The Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint such other committees, if any, as the board deems appropriate.

Article XI 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 Bylaws 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 XII
Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special 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 the rate of ten percent (10%) 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 any means, including without limitation, nonuse of the Common Area or abandonment of his Lot.

Article XIII
Corporate Seal

The Association shall have a corporate seal in circular form having within its circumference the words: MORNINGSIDE PLACE, SECTION I, HOMEOWNERS ASSOCIATION, INC. D

Article XIV
Amendments

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Class "A" members and the Class "B" members, if any, constituting a quorum of Members present in person or by proxy.

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

Article XV
Restatement

This Restatement of Bylaws of MORNINGSIDE PLACE, SECTION I, HOMEOWNERS ASSOCIATION, INC., represents and constitutes the complete bylaws of the Association.

512-55-1C13

ENTERED AND ADOPTED this 03rd day of ^{February 7} ~~January~~, 1998.

Arthur Washington
PRESIDENT
ARTHUR WASHINGTON

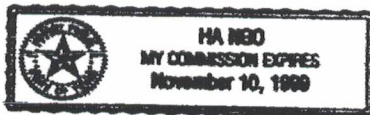
CERTIFICATE OF SECRETARY

I, Karen Dudley, secretary of Morningside Place, Section One Homeowners Association, Inc., hereby certify that on the 3rd day of February, 1998, a meeting of the Morningside Place Section One Homeowners Association, Inc. was held, which was properly noticed and at which a quorum was present, and the foregoing amended Restatement of Bylaws of Morningside Place, Section One, Homeowners Association, Inc. were adopted.

for
No. 2

Karen Dudley
SECRETARY
KAREN DUDLEY

SUBSCRIBED and SWORN to before me on this 3rd day of February, 1997.



Ha Ngo
Ha Ngo
Notary Public - State of Texas

RT
MORNING SIDE PLACE HOA
70 CIA SERVICES, INC.
13313 S.W. FREEWAY, SUITE 265
SUGAR LAND, TX 77478-3543

Bonnie R. Kephner
COUNTY CLERK
HARRIS COUNTY, TEXAS

97 APR 10 AM 9:54

FILED

512-55-1014

ANY INSTRUMENT WHICH OBTAINS THE DATE, MONTH, OR DAY OF THE RECORDING NEAR
PROPERTY BECAUSE OF COLOR OR BACK IS VOID 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 herein by me; and was
duly RECORDED, in the Official Public Records of Real Property of
Harris County, Texas on:

APR 10 1997



Beverly B. Ferguson
COUNTY CLERK
HARRIS COUNTY TEXAS