

BY-LAWS OF
BUENA VISTA ESTATES HOMEOWNERS ASSOCIATION
A NON-PROFIT CORPORATION

These By-laws are hereby made and adopted by the Buena Vista Estates Homeowners Association, hereinafter referred to as "Association," a Texas non-profit corporation, in order to carry out the purposes and powers as enumerated in its Articles of Incorporation and as is found in the Buena Vista Estates Declaration of Covenants, Conditions, and Restrictions.

ARTICLE I

Definitions

Section 1, Definitions:

- a. Buena Vista Estates ("Development") - A tract of land located on the Northeast 1/4 of Section 20, Block CB, Lubbock County, Texas shown on the plat and subdivision Map recorded in Vol. 4684, Page 37 of the deed records of Lubbock County, Texas.
- b. Common Area - A tract of land out of Development as shown and designated as the Common Area on the Map recorded in Vol. 4684, Page 37 of the deed records of Lubbock County, Texas.
- c. Declaration - The Buena Vista Estates Declaration of Covenants, Conditions, and Restrictions as recorded in Volume 4684, Page 39 of the Deed Records of Lubbock County, Texas and all duly recorded amendments thereto.
- d. Developer - Buena Vista Land & Development Company.
- e. Lot - Any of the plots of land shown on the plat and subdivision Map recorded in Vol. 4684, Page 37 of the deed records of Lubbock County, Texas (the "Map") on which is or will be built single family dwellings. The term "Lot" does not include the Common Area.
- f. Member - Any person or entity who has purchased and owns fee simple title to any Lot in the Development. For purposes of voting and assessments, multiple owners of one Lot shall be treated as one member. Multiple owners of one Lot shall designate in writing, signed by each owner of the Lot and delivered to the Secretary of the Association, the owner who shall be entitled to vote and receive assessments associated with the Lot. Ownership of a Lot is the sole criterion for membership in the Association. Membership

can only be transferred from one Member to another person or entity through the sale of the Member's Lot. Membership in the Association terminates upon the sale of a Member's Lot.

ARTICLE II

Members Meeting

Section 1, Place of Meetings: All meetings of the Members shall be held at the principal office of the Association or at such other place within or without the State of Texas as may be determined upon and set forth in the respective notices or waivers of notice of such meetings or proxies to represent Members at such meeting.

Section 2, Annual Meetings of Members: The annual meeting of the Members of the Association for the election of Directors and the transaction of such other business as may properly come before the meeting, shall be held on October 1 of each year, beginning with the year 1995 if such day is not a legal holiday in the state where such meeting is to be held, or, if a legal holiday, then at the same time on the next succeeding business day. In the event the annual meeting is not, for any reason, held on such date, the Directors shall cause such annual meeting to be held as soon as may be convenient and all elections held and other business transacted at such meeting shall be valid as if held or transacted at the usual date for such annual meeting. Such subsequent annual meeting shall be called in the same manner as provided in these by-laws for special meetings of the Members, except that the purposes of such meeting need to be enumerated in the notice and proxies of such meeting only to the extent required by law in the case of annual meetings.

Section 3, Special Meetings of Members: Special meetings of the Members may be called by the president or any vice-president or by the Board of Directors or by not less than fifty-one (51%) percent of the Members. Business transacted at all special meetings shall be confined to the purposes stated in the call.

Section 4, Notice of Meetings of Members: Written or printed notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice 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 books of the Association.

Section 5, Quorum: The presence at the meeting, in person or by proxy, of Members entitled to cast fifty-one (51%) percent of the votes of the Association shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by

law, by the articles of incorporation, by the Declaration or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote at such meeting present in person, or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the holders of the requisite amount of votes shall be present or represented.

Section 6, Voting and Proxies: At each meeting of the Members, every Member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such Member and bearing a date not more than eleven (11) months prior to said meeting, unless said proxy provides for a longer period. Each Member shall have one vote per Lot owned except that any commercial builder who owns and holds lots for resale/investment purposes only shall have only one vote regardless of the number of Lots owned. The Developer/Member shall have one vote per Lot owned by the Developer.

Section 7, List of Members Entitled to Vote: The secretary shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, or any adjournment of such meeting, arranged in alphabetical order, with the address of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Association and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any Member during the whole time of the meeting, provided, however, failure to comply with the requirements of this by-law shall not affect the validity of any action taken at such meeting.

Section 8, Action Without a Meeting: Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting if a written consent setting forth the action taken is signed by all of the Members who would be entitled to vote with respect to the subject matter of that action. The writing shall be filed with or entered on the records of the Association.

ARTICLE III

Board of Directors

Section 1, Number and Qualifications: The business and affairs of the Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, as may be determined by the Members from time to time, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Directors. A Director must be a Member of the Association. The Board in its discretion may elect a chairman of the Board who shall preside at Board meetings and generally manage the affairs of the Board.

Section 2, Election: Members of the initial Board of Directors shall hold office until the first annual meeting of Members and until their successors have been elected and qualified. At

the first annual meeting of Members, and at each annual meeting afterward, the Members shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall be elected and qualified unless sooner removed for cause by action of the Members.

Section 3, Vacancies: Any vacancy occurring in the Board of Directors may 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 for that purpose.

Section 4, First or Annual Meeting: The first or annual meeting of each newly elected Board shall be held at such time and place as shall be fixed by the vote of the Members at the annual meetings, and no notice of such meeting shall be necessary to the newly elected Director in order legally to constitute the meeting, provided a quorum shall be present, or they may meet at such place and time as shall be fixed by the consent in writing of all the Directors.

Section 5, Regular Meetings: Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board. All meetings of the Board are open to the Members.

Section 6, Special Meetings: Special meetings of the Board may be called by the president on five (5) days' notice to each Director, either personally or by mail, telephone or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two Directors. Special meetings may be called at any time without formal notice provided all Directors are present, or those not present shall at any time waive or have waived notice thereof. All special meetings of the Board are open to the Members.

Section 7, Quorum: At all meetings of the Board the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these by-laws. If a quorum shall not be present at any meeting of Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8, Powers of Board of Directors: In addition to the powers and authorities expressly conferred by these by-laws upon them, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not directed or required to be exercised or done by the Members by statute or by the articles of incorporation or by these by-laws or by the Declaration.

Section 9, Compensation of Directors: No Director will receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expense incurred in the performance of his duties.

Section 10, Attendance and Waiver of Notice: 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 on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11, Removal of Directors: Any Director may be removed by a majority vote of the Members at any duly called Members' meeting. Any Director shall automatically be removed and no longer authorized to act as a Director upon the date he is no longer a Member.

Section 12, Action Without a Meeting: Any action that may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting if a written consent setting forth the action authorized or taken is signed by all of the directors. The written consent or consents shall be filed with or entered on the records of the Association.

Section 13, Powers and Duties of the Board of Directors: In order to carry out those powers and duties reserved to the Association in the Declaration of Covenants, Conditions, and Restrictions of Buena Vista Land & Development Company, the Members of the Association hereby vest the Board of Directors with the following powers and duties:

- a. To assess and collect from each Member an annual assessment fee to pay the ad-valorem taxes due on the Common Area. Said assessment shall be calculated by dividing the tax amount by 48. Each Member shall pay as his/her assessment the amount arrived at from the calculation multiplied by the number of Lots owned by the Member.
- b. To assess and collect an initial annual maintenance and operation fee of \$100 per Lot ownership from each Member. Thereafter, the manner of apportionment and the amount of the maintenance and operation assessment may be changed only by a simple majority vote of the Members. The Directors shall assess and collect all maintenance and operation fees.
- c. To maintain the Common Area in a state of high quality and good repair.
- d. To manage the use of the Common Area in a manner which provides for the highest standards of safety and enjoyment of the Common Area for the majority of the Members.

- e. To collect a ten percent (10%) interest per annum until paid on any assessment due from a Member when said assessment is more than thirty (30) days past due.
- f. To file liens against a Lot because of non-payment of an assessment by the Member who owns the Lot and to foreclose on said lien.
- g. To purchase and keep in continuous full force and effect an insurance liability policy for the Association which covers personal injury and property damage occurring on the Common Area, easements, and paved roadways.
- h. To assess and collect from each Member an annual assessment fee to pay for the liability policy. Said assessment shall be calculated by dividing the insurance premium by 48. Each Member shall pay as his/her assessment the amount arrived at from the calculation multiplied by the number of Lots owned by the Member.
- i. To adopt and publish rules and regulations governing the use of the common areas and facilities, including the personal conduct of the Members and their guests in using them; and to establish penalties for infractions of such rules and regulations;
- j. To suspend the voting rights and right to use the recreational facilities of any Member and his/her family members during any period in which such Member is in default in the payment of any assessment levied by the Board. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;
- k. To exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the Membership by the Declaration, Articles of Incorporation, or by other provisions of these bylaws;
- l. To declare the office of a member of the Board of Directors to be vacant in the event that such director is absent from three (3) consecutive regular meetings of the Board of Directors; and
- m. To employ independent contractors as they may deem necessary for the upkeep and maintenance of the Common Area. Employment of an Association manager or other permanent employee shall require a vote and approval of the Members at any regularly scheduled or specially called meeting of the Members.
- n. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement of such acts and affairs to the Members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth (1/4) of the Members entitled to vote at a meeting;

- o. To supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;
- p. To set the due date of each assessment authorized by these by-laws and send written notice of such assessment to each Member at least 30 days in advance of the due date of said assessment.

ARTICLE IV

Officers

Section 1, Number: All officers must be Members. The principal officers of the Association shall consist of the president, a vice president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except that the offices of president and secretary may not be held by the same person.

Section 2, General Duties: All officers and agents of the Association as between themselves and the Association shall have such authority, perform such duties and manage the Association as may be provided in these by-laws or as may be determined by resolution of the Board of Directors not inconsistent with these by-laws.

Section 3, Election, Term of Office and Qualifications: The officers shall be chosen annually by the Board of Directors at its annual meeting, or as soon after such annual meeting as may conveniently be possible. Each officer shall hold office for one year, or until his successor is chosen and qualified, or until his death, or until he shall have resigned, or shall have been removed pursuant to any removal section in these by-laws.

Section 4, Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5, Vacancies: Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in the by-laws for election or appointment to such office.

Section 6, President: The president, who need not be chosen from among the Directors, shall have active executive management of the operations of the Association, subject, however, to the control of the Board of Directors. He shall, in general, perform all duties incident to the office of president and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7, Vice President: The vice president shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the president may from time to time delegate to him. At the request of the president, the vice president may temporarily act in his place. In the case of the death of the president, or in the case of his absence or inability to act, the vice president shall perform the duties of the president as designated by the Board of Directors.

Section 8, Secretary: The secretary shall keep or cause to be kept in books provided for that purpose, minutes of the meetings of the Members and of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; shall be custodian of the records; and, in general shall perform all duties incident to the office of the secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the president. The secretary shall conduct the meetings of the Members and the Board of Directors in the absence of the president and vice president.

Section 9, Treasurer: The treasurer shall be the principal financial officer of the Association; shall have charge and custody of and be responsible for all funds of the Association and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive and give receipts for moneys due and payable to the Association from any source; and in general shall 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 Board of Directors or by the president. The treasurer shall render to the president and the Board of Directors, whenever the same shall be required, an account of all his transactions as treasurer and of the financial condition of the Association. He shall cause an annual audit of the Association books to be made by a certified public accountant at the end of each fiscal year, prepare and distribute to Members a statement of income and expenditures, prepare a proposed budget for the next year, and be responsible for the preparation and filing of appropriate tax returns to be prepared by a certified public accountant. He shall, if required to do so by the Board of Directors; give the Association a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Association in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

Section 10, Compensation of Officers: No officer will receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expense incurred in the performance of his duties.

ARTICLE V

General Provisions

Section 1, Principal and Other Offices: The principal office of the Association shall be in Lubbock, Texas. The Association may also have offices at such other places as the Board of Directors may from time to time select, or the business of the Association may require.

Section 2, Fiscal Year: The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 3, Expenditures and Bank Accounts: Any banking account of any type holding funds belonging to the Association shall be established in such a manner which will require the signature of the president and secretary to make any type of withdrawal of said funds, including the writing of checks.

Section 4, Notices: Whenever under the provisions of these by-laws notice is required to be given to any director or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postpaid sealed wrapper, addressed to such director or Member at such address as appears on the books of the Association, and such notice shall be deemed to be given at the time when it shall be thus mailed.

Any notice required to be given under these by-laws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the time stated in the notice.


ARTICLE VI

Amendments

The power to alter, amend or repeal the by-laws or to adopt a new set of by-laws is reserved to the Members, provided that the general substance of the proposed change of by-laws be stated in the notice or waiver of notice applicable to the meeting at which such amendment, alteration, repeal or adoption is accomplished. The by-laws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with the Texas Non-Profit Corporation Act or the Articles of Incorporation. The by-laws may be amended by the affirmative vote of not less than seventy-five (75%) percent of the Members entitled to vote.

APPROVAL OF DIRECTORS

The foregoing by-laws were read and discussed, section by section, by all of the Directors present at the organizational meeting of the Directors held in Lubbock, Texas, on the 3rd day of October, 1995.


Secretary

**AMENDMENT TO THE
BY-LAWS OF
BUENA VISTA ESTATES HOMEOWNERS ASSOCIATION
A NON-PROFIT CORPORATION**

The Members of Buena Vista Estates Homeowners Association hereby amend the By-Laws of said Association in accordance with Article VI of the By-Laws and such amendment is made by amending and/or adding the following:

Article III, Section 13, a. and h. are amended as follows:

- a. To assess and collect from each Member an annual assessment to pay all taxes and fees owed by the Association. Said assessment shall be calculated by multiplying the amount of the tax or fee by a fraction arrived at as follows:

Numerator - the number of votes assigned to any Member

Denominator - 48 plus the number of Phase II votes

- h. To assess and collect from each Member an annual assessment to pay for the liability policy. Said assessment shall be calculated by multiplying the amount of the liability policy premium by a fraction arrived at as follows:

Numerator - the number of votes assigned to any Member

Denominator - 48 plus the number of Phase II votes

ARTICLE VII.

Buena Vista Estates II, Membership

Section I. Definitions

- a. Buena Vista Estates II (Development II), a tract of land out of Section 20, Block CB, Lubbock County, Texas as shown on the plat and subdivision map recorded in Volume 5209, Page 322 of the deed records of Lubbock County, Texas.

- b. Declaration II - The Buena Vista Estates II Declaration of Covenants, Conditions, and Restrictions as recorded in Volume 5209, Page 311 of the Deed Records of Lubbock County, Texas and all duly recorded amendments thereto.
- c. Phase II Lot - Any of the plots of land shown on the plat and subdivision map recorded in Volume 5209, Page 322 of the deed records of Lubbock County, Texas.
- d. Phase II Member - Any person or entity who has purchased and owns fee simple title to any Phase II Lot in the Development II and has elected to become a member of this Association. For purposes of voting and assessments multiple owners of one Phase II Lot shall be treated as one member. Multiple owners of one Phase II Lot shall designate in writing signed by each owner of the Phase II Lot and delivered to the Secretary of the Association, the owner who shall be entitled to vote and receive assessments associated with the Phase II Lot. Ownership of a Phase II Lot is the sole criterion for membership is not transferable and terminates upon the sale of the member's Phase II Lot.

Section II - Phase II Membership

Any owner of a Phase II Lot may become a member of the Association within 60 days of purchase of a Phase II Lot by submitting a written statement to the Association Secretary. Upon becoming a member of the Association, the Phase II Member shall remain a member of the Association until such member is no longer an owner of a Phase II Lot.

Section III - Rights and Duties

Any Phase II Member shall have all the rights and responsibilities of a Member (as defined in Section I(f) of these By-Laws) with the exception that voting rights shall be determined in accordance with Article VII, Section IV. Upon becoming a member of this Association, the Association shall have the right to enforce the restrictive covenants of the Declaration II as to the Phase II Member as if the Association was a lot owner in Development II. Any Phase II Lot owner who does not elect to become a member of the Association shall have no rights or privileges to the use and enjoyment of any common area owned by the Association.

Section IV - Voting

Each Phase II Member shall have two votes per Phase II Lot regardless by the number of acres contained in the Phase II Lot except that the Developer and any commercial builder who owns and holds Phase II Lots for resale/investment purposes only and elects to become a member of the Association shall have only one vote regardless of the number of Phase II Lots owned.

APPROVAL AND PASSAGE OF AMENDMENT TO THE
BYLAWS OF BUENA VISTA ESTATES HOMEOWNERS ASSOCIATION

The foregoing amendment was read and approved by at least 75% of all Members of the Buena Vista Estates Homeowners Association during the annual meeting of the Members held in Lubbock County, Texas, on the 7th day of November, 1996.

Belinda L. Hughes
Secretary

CERTIFICATION OF VOTE TAKEN BY THE BUENA VISTA ESTATES HOMEOWNERS ASSOCIATION

I, Paula M. Johnson, secretary of the Buena Vista Estates Homeowners Association, do hereby certify that in May of 2010, after mailed notice to all members of the Association and pursuant to section 13 (b) of the Association by-laws a vote was taken to increase the annual membership dues to \$200 per lot/tract owned beginning January 1, 2011. Over 51% of the membership voted "yes" and therefore, the annual homeowner association dues will increase beginning with the year 2011 dues.

A handwritten signature in black ink, appearing to read "Paula M. Johnson", written over a horizontal line.

Paula M. Johnson, Sec., Buena Vista Estates Homeowners Association