

337-10-0795

BY-LAWS
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH

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BY-LAWS
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH

Property Owners Association of Legends Ranch (the "Association"), is the association referred in the "Declaration of Covenants, Conditions and Restrictions for Legends Ranch, Section One (1) A Subdivision in Montgomery County" (the "Declaration"), filed of record in the Official Public Records of Real Property of Montgomery County, Texas under County Clerk's File No. 2003063882. Terms used in these By-Laws shall have the same meanings given to them in the Declaration, unless otherwise specifically provided herein. In the event of any conflict between the terms and provisions of these By-Laws and the Declaration, the Declaration shall control.

ARTICLE I
OFFICES

Section 1.1. Principal Office. The principal office of the Association shall be located in the State of Texas at such place as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II
MEMBERS, MEETINGS AND VOTING RIGHTS

Section 2.1. Members. Each Owner of a Lot in the Subdivision shall be a member in the Association and such membership shall terminate automatically when such ownership ceases. Upon the transfer of ownership of a lot, the new Owner thereof shall, concurrently with such transfer, become a member in the Association. There shall be two classes of voting membership, as follows:

Class A. Class A members shall be all Owners, with the exception of Developer, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Holders of future interests not entitled to present possession shall not be considered as Owners for the purposes of voting hereunder.

Class B. The Class B member(s) shall be Developer, or its successors or assigns so designated in writing by Developer, and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the earliest of the dates when:

- (a) the last vacant Lot in the Property is sold to an Owner, other than the Declarant or a Builder, or
- (b) Declarant by written notice to the Board notifies the Board of its decision to end the Developer Control Period.

No member shall have any right or interest in the assets of the Association, including, without limitation, any right to distribution of assets in the event of the liquidation, dissolution or winding up of the Association, whether voluntary or involuntary.

Section 2.2. Voting Rights. No Owner shall be entitled to vote at any meeting of the Association until such Owner has presented evidence of ownership of a lot to the Association. If so determined by the Board, any member who is in default in the payment of his annual maintenance charges, special assessments or any other sums owed to the Association (including without limitation attorney's fees, late fees, collection costs, interest, fines and damages) may not vote until all amounts have been paid. In the event that ownership interests in a Lot are owned by more than one member of the Association, such members shall exercise their right to vote in such manner as they may among themselves determine, but in no event shall more than one vote be cast for each lot owned by a Class A Member or more than seven (7) votes for each lot owned by a Class B Member. The Board shall be entitled to rely on any vote cast by any co-owner of a Lot, unless prior written notice signed by a majority of the co-owners has been received by the Board designating one of the co-owners to exercise the vote for the vote to be taken. All members of the Association may attend meetings of the Association and they may exercise their vote at such meetings either in person or proxy. Fractional votes, split votes and cumulative voting will not be permitted.

Section 2.3. Developer Control Period. The phrase "Developer Control Period" shall mean the earliest of the dates when (a) the last vacant Lot in the Property is sold to an Owner, other than the Declarant or a Builder, or (b) Declarant by written notice to the Board notifies the Board of its decision to end the Developer Control Period.

Section 2.4. Annual Meetings. An annual meeting of the members shall be held at the principal office of the Association or at such other place as may be designated in writing by the Board on the day and at the hour specified in the notice, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The first annual meeting shall be in the year 2003.

Section 2.5. Special Meetings. Special meetings of the members may be called at any time by the President, a majority of the Board of Directors, or members representing not less than ten percent (10%) of the votes entitled to be cast in the Association.

Section 2.6. Place of Meeting. The Board of Directors may designate any place within 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 principal office of the Association; but if all of the members shall meet at any time and place, within 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 2.7. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail, or by facsimile to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a

until their successors are appointed. The nominating committee shall make as many nominations for election to the Board as there are vacancies to be filled and, in the event new directorships are created, shall nominate the persons to serve as, and shall designate the terms to be filled by, the new Directors. Nominations may also be made from the floor at the annual meeting of members of the Association.

Section 3.2. Election. Prior to the end of the Developer's Control Period, all appointments and/or replacements to the Board shall be made by the Developer. After the Developer's Control Period, the Directors shall be elected by the members at each annual meeting. At the first annual meeting of the members of the Association after the Developer's Control Period, the members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of two (2) years, and two (2) Directors for a term of three (3) years. Thereafter, at the annual meeting of the members, the members shall elect the number of Directors necessary in order to fill the positions of the Directors whose terms have expired at the time of the annual meeting, each to serve a term of three (3) years. Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws. The nominees receiving the highest number of votes shall be elected. All votes shall be cast by written ballot.

Section 3.3. Removal and Vacancies. After the Developer's Control Period, any Director may be removed from the Board with or without cause, by the affirmative vote of members representing a majority of the total number of votes in the Association, at a special meeting called for such purpose. In such event, a successor for such removed Director shall be elected by a vote of the Association. Vacancies in the Board of Directors caused by reasons other than removal shall be filled by the remaining Directors. A Director elected or appointed to fill a vacancy created on the Board shall serve for the unexpired term of his predecessor.

Section 3.4. Meetings. A regular or special meeting 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 meetings of the Board may fix any place, within the State, as the place for holding any meeting of the Board.

Section 3.5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) and not more than thirty (30) days previous 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 Association. 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 before or after the meeting by signed, written waiver. 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 must be specified in the notice or waiver of notice of any special meeting.

Section 3.6. Quorum; Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The acts approved by a majority of those present at a duly called meeting at which a quorum was present shall

constitute the acts of the Board, unless the act of a greater number is required by law or by these By-Laws. The Directors may vote at any meeting of Directors by proxy executed in writing.

Section 3.7. Compensation. Directors shall not receive any compensation for their services as Directors, but shall be reimbursed for reasonable expenses incurred while serving in such capacity.

Section 3.8. Indemnification. The Association shall indemnify a Director who was, is or is threatened to be named as a defendant or respondent in a proceeding to the greatest extent indemnification is allowed under Section 2.22A of the Texas Non-Profit Corporation Act.

Section 3.9. Unanimous Consent by Directors. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any actions so approved shall have the same effect as though taken at a meeting of the Directors.

Section 3.10. Powers and Duties. All of the powers, authority and duties of the Association existing under the Texas Non-Profit Corporation Act, the Declaration, Articles of Incorporation and these By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by members when such is specifically required by law, the Declaration or these By-Laws. Provided, however, the Board of Directors must comply with all the applicable provisions of Chapter 209 of the Texas Property Code.

Section 3.11. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine. The Secretary of the Association shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 3.12. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV **OFFICERS**

Section 4.1. Officers. The officers of the Association 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.

Section 4.2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors after the Annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold the office until his successor shall have been duly elected and shall have been qualified.

Section 4.3. 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 Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 4.4. 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 4.5. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and the Board. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has 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 Association; 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 4.6. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting, 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. If more than one Vice-President is elected, the Board of Directors shall designate who is First Vice-President, who is the Second Vice-President, etc. The authority to act for the President shall vest to the Vice-Presidents in the order of their numerical designation by the Board of Directors, or, if none, by the chronological order of their election as Vice-Presidents.

Section 4.7. 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 Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties from time to time as may be assigned to him by the President or by the Board of Directors.

Section 4.8. 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 and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these By-Laws; keep a register of the address of each 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 4.9. 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 by the Board of Directors.

Section 4.10. Compensation. Officers of the Association shall not receive any compensation for their services as officers, but shall be reimbursed for reasonable expenses incurred while serving in such capacities. This provision shall not preclude the Board from employing a Director or officer as an employee of the Association nor preclude the Board from contracting with a Director or officer for the management of the Association.

ARTICLE V

COMMITTEES

The Board of Directors may designate one or more committees, each of which shall consist of two or more members, 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 Association; but the designation of such committee 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 or him by law.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 6.2. 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 Association shall be signed by such officer or officers, agent or agents of the Association 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 any Assistant Treasurer and countersigned by the President or a Vice-President of the Association.

Section 6.3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 6.4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Books and Records. The Association 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 Association may be inspected by and at the expense of any member, or his agent or attorney, during normal business hours by appointment upon the submission of a written request stating a proper purpose for the request. Only the books and records relevant to the stated purpose of the request need be made available for inspection.

Section 7.2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Section 7.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the By-Laws of the Association, 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.

Section 7.4 Business Judgment Rule. ANY ACT OR THING DONE BY ANY DIRECTOR, OFFICER, OR COMMITTEE MEMBER TAKE IN FURTHERANCE OF THE PURPOSES OF THE CORPORATION, AND ACCOMPLISHED IN CONFORMITY WITH THE PROCEDURES SET FORTH IN THE DECLARATION, ARTICLES OF INCORPORATION, THE LAWS OF THE STATE OF TEXAS, AND/OR THESE BY-LAWS SHALL BE REVIEWED UNDER THE STANDARD OF THE BUSINESS JUDGMENT RULE AS ESTABLISHED BY THE COMMON LAW OF TEXAS, AND SUCH ACT OR THING DONE SHALL NOT BE A BREACH OF DUTY ON THE PART OF THE DIRECTOR, OFFICER OR COMMITTEE MEMBER IF THEY HAVE BEEN DONE WITHIN THE EXERCISE OF THEIR DISCRETION AND JUDGMENT. THE BUSINESS JUDGMENT RULE MEANS THAT A COURT SHALL NOT SUBSTITUTE ITS JUDGMENT FOR THAT OF THE DIRECTOR, OFFICER, OR COMMITTEE MEMBER. A COURT SHALL NOT RE-EXAMINE THE QUALITY OF THE DECISIONS MADE BY THE DIRECTOR, OFFICER, OR COMMITTEE MEMBER BY DETERMINING THE REASONABLENESS OF THE DECISION AS LONG AS THE DECISION IS MADE IN GOOD FAITH IN WHAT THE DIRECTOR, OFFICER, OR COMMITTEE MEMBER BELIEVES TO BE IN THE BEST INTEREST OF THE CORPORATION.

ARTICLE VIII
AMENDMENTS

Section 8.1. Power of Directors to Amend By-Laws. Prior to the end of the Developer's Control Period, these By-Laws may only be amended, repealed or added to, or new By-Laws adopted, by the vote or written consent of a majority of the members of the Board of Directors.

Section 8.2. Power of Members to Amend By-Laws. After the end of the Developer's Control Period, these By-Laws of this Association may be amended, repealed or added to, or new By-Laws may be adopted by the Board of Directors or, by the vote of a majority of the members that are present, in person or by proxy, at a meeting duly called for that purpose at which a quorum is present.

IN WITNESS WHEREOF, we, being all of the members of the Board of Directors of Owners' Association of Legends Ranch specified in the Articles of Incorporation, have hereunto set our hands this 11th day of June, 2003.

By:

Al Brende, President
Al Brende, President

By:

B.J. Weidenfeld, Vice-President
B.J. Weidenfeld, Vice-President

By:

Linda Houston, Secretary/Treasurer
Linda Houston, Secretary/Treasurer

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Mark Turnbull
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify 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 at Montgomery County, Texas.

JUN 13 2003

BUTLER & HAILEY, P.C.
1616 S. VOSS RD., SUITE 500
HOUSTON, TEXAS 77057



Mark Turnbull
County Clerk
Montgomery County, Texas

**CERTIFICATE OF SECRETARY
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH
regarding
AMENDMENT TO BY-LAWS**

I, Linda Houston, Secretary of Property Owners Association of Legends Ranch (the "Association"), do hereby certify that at a special meeting of the Board of Directors of the Association (the "Board") duly called and held on the 11th day of October, 2012, with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Article VIII, Section 8.1 of the By-Laws provides:

Section 8.1. Power of Directors to Amend By-Laws. Prior to the end of the Developer's Control Period, these By-Laws may only be amended, repealed or added to, or new By-Laws adopted, by the vote or written consent of a majority of the members of the Board of Directors.

WHEREAS, Article II, Section 2.3 of the Bylaws and Article I, Section 1.10 of the Declaration of Covenants, Conditions and Restrictions of Legends Ranch Section One ("Declaration") provide:

Section 2.3 and Section 1.10. "Developer Control Period" shall mean the earliest of the dates when (a) the last vacant Lot in the Property is sold to an Owner, other than the Declarant or a Builder, or (b) Declarant by written notice to the Board notifies the Board of its decision to end the Developer Control Period.

WHEREAS Section 4.8 of the Declaration provides:

Section 4.8 Developer Control. Sections 4.2 and 4.3 hereof notwithstanding, and for the benefit and protection of the lot owners and any first mortgages of records, for the sole purpose of ensuring a complete and orderly buildout of the property and all annexations thereto, as well as a timely sellout of the property, the Developer will retain control of and over the Association until the end of the developer control period. At the first annual meeting of the Association after the end of the developer control period, the members will elect the Directors of the Association as provided in the By-Laws.

WHEREAS, the Developer Control Period has not expired;

WHEREAS, the Board wishes to establish a workable plan for the transition of control of the Board from the Developer to non-developer Members of the Association;

NOW, THEREFORE, the By-Laws are amended as follows:

1. Article II, Section 2.9 of the By-Laws is amended to read as follows:

Section 2.9. Quorum. The members holding at least five percent (5%) of the total number of votes in the Association shall constitute a quorum at any meeting of members. If any meeting of the Association cannot be held because a quorum is not present, a majority of those in attendance may adjourn the meeting and reconvene at a time not less than five (5) days and not more than forty-five (45) days from the time the original meeting was called. If a time and place for reconvening the meeting is not fixed by those in attendance at such an 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 reconvening the meeting shall be given to all members in the manner prescribed herein for the first called meeting. Otherwise notice shall not be required. At such reconvened meeting at least five percent (5%) of the total number of votes in the Association shall constitute a quorum and any business which might have been transacted at the meeting originally called may be transacted.

2. Article III, Section 3.1 of the By-Laws is amended to read as follows:

3.1 NUMBER AND QUALIFICATIONS AND VOTING.

- a. Number. The affairs of the Association shall be governed by a Board of Directors composed of five (5) Directors
- b. Qualifications. All Directors must be in good standing (as defined below) and must also be members of the Association or a designated representative of a corporation or other business entity that is a member of the Association.

For the purposes of this Section 3.1.b. and Section 3.3 "good standing" is defined as not having been convicted of a felony or crime involving moral turpitude by a court of competent jurisdiction. A member who is not in good standing is not eligible to be nominated for, elected, selected for appointment or appointed to the Board of Directors. It is understood and agreed by all Directors and those members seeking nomination, election or appointment to the Board of Directors, that background checks may be performed to ensure no Director has ever been convicted of a felony or crime involving moral turpitude by a court of competent jurisdiction.

Notwithstanding any provision in these By-Laws to the contrary, if a Director ceases to be a member of the Association in good standing due to a conviction of a felony or crime involving moral turpitude by a

court of competent jurisdiction, the Director shall be immediately removed from the Board, without the need for further action by the members or the Board.

- c. Voting. Directors shall each be entitled to one (1) vote on all matters brought before the Board. Provided, however, in accordance with Article IV, Section 4.8 of the Declaration and Article II, Section 2.3 of these By-Laws and Section 22.202(a) of the Texas Business Organizations Code, which provides in pertinent part:

... If the corporation has a board of directors, the corporation may limit the authority of the board of directors to the extent provided by the certificate of information or bylaws.

It is expressly understood and agreed that by and through the appointment or election to the Board, each Director understands and agrees that during the Developer Control Period, the Developer retains the right and power to veto or otherwise override decisions of the Board ("Developer Veto"), which decisions the Developer in its sole discretion deems not be in the best interests of the Association. For purposes of clarification and not limitation, a) decisions of the Board the Developer would deem not be in the best interests of the Association would include any decisions not in compliance with the Association's Declarations, Articles of Incorporation and by-Laws; and b) decisions of the Developer could deem not to be in the best interests of the Association include:

- (i) any amendment to the Declarations, Articles of Incorporation or By-Laws;
- (ii) any material changes in the Board approved budget; and
- (iii) any material changes in the Association's current contracts and service providers.

Provided, however (i) the Developer Veto does not apply to contracts or agreements that financially benefit the Developer or any of its affiliates, and (ii) for the purposes of this Section 3.1.c the term "Developer Control Period" shall be defined as follows:

The phrase "Developer Control Period" shall mean the earliest of the dates when (a) the last vacant Lot in the Property is sold to an Owner, other than the Declarant or a Builder, (b) December 31, 2012; (c) the final settlement of Cause No. 2010-02108; *David Manchester and Gilma Manchester, On Behalf of Themselves and Others Similar Situated v. Property Owners Association of Legends Ranch, Inc., Land Tejas Corporation, Land Tejas*

Development Legends Ranch, Ltd. and Al Brende, Individually; or (d) Declarant by written notice to the Board notifies the Board of its decision to end the Developer Control Period.

The Developer Veto must be exercised by the Developer in writing within ten (10) calendar days of receiving a draft of the minutes from any meeting of the Board, which minutes must be forwarded to the Developer at the same time and in the same format they are forwarded to the Board for review. The draft of the minutes must be forwarded to the Board within five (5) business days after any meeting of the Board. No decisions of the Board will be valid until the time frame for the Developer's Veto has expired or Developer has otherwise approved the Board's decision in writing.

3. Article III, Section 3.2 of the By-Laws is amended to read as follows:

3.2 NOMINATION, ELECTION AND TERM OF OFFICE. At the 2012 annual meeting of the members of the Association, the members shall elect one (1) Director for a term of one (1) year, two (2) Directors for a term of two (2) years, and two (2) Directors for a term of three (3) years. Thereafter, at the annual meeting of the members, the members shall elect the number of Directors necessary in order to fill the positions of the Directors whose terms have expired at the time of the annual meeting, each to serve a term of three (3) years. Nominations for election of Directors to the Board shall be made by a nominating committee which shall consist of a Chairman who shall be a member of the Board and two (2) or more members of the Association, who shall be appointed by the Board prior to each annual meeting of the members of the Association. Nominating committee members shall serve until their successors are appointed. The nominating committee shall make as many nominations for election to the Board as there are vacancies to be filled and, in the event new directorships are created, shall nominate the persons to serve as, and shall designate the terms to be filled by, the new Directors. Nominations may also be made from the floor at the annual meeting of members of the Association. Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws. The nominees receiving the highest number of votes shall be elected. All votes shall be cast by written ballot.

After the end of Developer Control Period, two (2) persons appointed by the Developer will serve on the Board as ex officio Directors (as that term is defined in Section 22.210 of the Texas Business Organizational Code). ("Ex Officio Directors") Until the end of 2013 any vacancies in the two (2) Ex Officio Director seats will be appointed by the Developer. From and after the end of 2013, at the sole option of the Board, (i) the two (2) Ex Officio

Director positions may remain and (ii) Ex Officio Directors shall be appointed and/or removed by the Board of Directors.

4. Article III, Section 3.4 of the By-Laws is amended to read as follows:

Section 3.4. Meetings. A regular or special meeting of the Board of Directors may be called by the President or any three (3) Directors. The person or persons authorized to call meetings of the Board may fix any place, within Montgomery County or Harris County, Texas, as the place for holding any meeting of the Board.

5. Article III, Section 3.6 of the By-Laws is amended to read as follows:

A majority of the Directors shall constitute a quorum and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

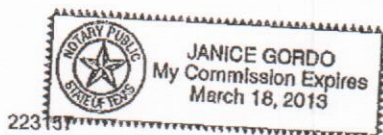
TO CERTIFY which witness my hand this the 22nd day of OCTOBER 2012.

PROPERTY OWNERS ASSOCIATION OF
LEGENDS RANCH

By: Linda Houston
Linda Houston, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on 22ND day of October, 2012 by Linda Houston, Secretary of Property Owners Association of Legends Ranch on behalf of said corporation.



Janice Gordo
Notary Public in and for the State of Texas

Return to:
Butler & Hailey, P.C.
8901 Gaylord, Suite 100
Houston, Texas 77024

FILED FOR RECORD

11/13/2012 10:20AM

Mark Turnbull

COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify 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 Montgomery County, Texas.

11/13/2012



Mark Turnbull

County Clerk
Montgomery County, Texas

SUPPLEMENTAL NOTICE OF DEDICATORY INSTRUMENTS
for
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH

THE STATE OF TEXAS §
 §
 COUNTY OF MONTGOMERY §

The undersigned, being the Managing Agent of Property Owners Association of Legends Ranch, a property owners' association as defined in Section 202.001 of the Texas Property Code (the "Association"), hereby supplements those certain instruments entitled "Notice of Dedicatory Instruments for Property Owners Association of Legends Ranch", "Supplemental Notice of Dedicatory Instrument for Property Owners Association of Legends Ranch", "Supplemental Notice of Dedicatory Instrument for Property Owners Association of Legends Ranch", "Supplemental Notice of Dedicatory Instrument for Property Owners Association of Legends Ranch", "Supplemental Notice of Dedicatory Instrument for Property Owners Association of Legends Ranch", "Supplemental Notice of Dedicatory Instruments for Property Owners Association of Legends Ranch" and "Supplemental Notice of Dedicatory Instruments for Property Owners Association of Legends Ranch" respectively filed of record in the Official Public Records of Montgomery County, Texas under County Clerk's File Nos. 2003-068209, 2006-124689, 2008-017077, 2011088313, 2011114542, 2012041272, 2013073900 and 2014123008 ("Notice"), which Notice was filed of record for the purpose of complying with Section 202.006 of the Texas Property Code.

Additional Dedicatory Instruments. In addition to the Dedicatory Instruments identified in the Notice, the following documents are Dedicatory Instruments governing the Association:

Certificate of Secretary of Property Owners Association of Legends Ranch regarding Amendment to By-Laws.

Certificate of Secretary of Resolution of Board of Directors of Property Owners Association of Legends Ranch adopting Code of Conduct.

True and correct copies of such Dedicatory Instruments are attached to this Supplemental Notice.

This Supplemental Notice is being recorded in the Official Public Records of Real Property of Montgomery County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Supplemental Notice is true and correct and that the copies of the Dedicatory Instruments attached to this Supplemental Notice are true and correct copies of the originals.

Executed on this 19th day of February, 2015.

**PROPERTY OWNERS ASSOCIATION OF
LEGENDS RANCH**

By: RealManage, Managing Agent

Cathy Winfield
 Cathy Winfield, Association Manager

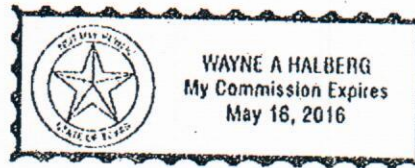
THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned notary public, on this 17 day of FEBRUARY, 2015 personally appeared Cathy Winfield, Association Manager for RealManage, Managing Agent for Property Owners Association of Legends Ranch, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purpose and in the capacity therein expressed.

Wayne A. Halberg
Notary Public in and for the State of Texas



**CERTIFICATE OF SECRETARY
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH
regarding
AMENDMENT TO BY-LAWS**

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

I, Kenneth Brown, Secretary of Property Owners Association of Legends Ranch (the "Association"), do hereby certify that at a regular meeting of the Board of Directors of the Association (the "Board") duly called and held on the 17th day of February, 2015, with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Article VIII, Section 8.2 of the By-Laws provides:

Section 8.2. Power of Members to Amend By-Laws. After the end of the Developer's Control Period, these By-Laws of this Association may be amended, repealed or added to, or new By-Laws may be adopted by the Board of Directors or, by the vote of a majority of the members that are present, in person or by proxy, at a meeting duly called for that purpose at which a quorum is present.

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code also grants the Board the authority to amend the By-Laws.

NOW, THEREFORE, the By-Laws are amended as follows:

Article III, Section 3.3 of the By-Laws is amended to read as follows:

3.3 REMOVAL AND VACANCIES. Vacancies on the Board of Directors caused by any reason, other than the removal of a Director by a vote of the members of the Association, may be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each Director so appointed shall serve out the remaining term of his or her predecessor. Directors may be removed from the Board by the Board (i) in accordance with Article III, Section 3.1.b of the By-Laws or (ii) by the vote of all the remaining Directors not subject to removal should the Board determine that a Director violated the Code of Conduct enacted by the Association, a copy of which is attached as Exhibit "A", with such determination being within the sole and absolute discretion of

the Board. Directors may also be removed from the Board by the members, with or without cause, by a majority of members present and voting in person or by proxy at any special meeting of the members duly called for the purpose of removing any one (1) or more of the Directors (as set forth in the notice of the special meeting). At any such special meeting of the members where a Director is successfully removed from office, his or her successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed to be voted on at a special meeting of the members shall be given an opportunity to be heard at the special meeting.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

TO CERTIFY which witness my hand this the 19 day of FEBRUARY, 2015.

**PROPERTY OWNERS ASSOCIATION OF
LEGENDS RANCH**

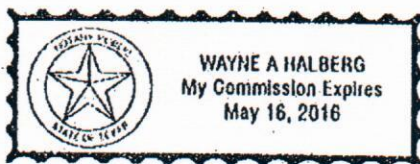
By: Kenneth E. Brown

Printed: Kenneth E. Brown

Its: Secretary

THE STATE OF TEXAS §
 §
COUNTY OF MONROE §

BEFORE ME, the undersigned notary public, on this 19 day of FEBRUARY 2015 personally appeared Kenneth Brown, Secretary of Property Owners Association of Legends Ranch, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.



Wayne A. Halberg
Notary Public in and for the State of Texas

CERTIFICATE OF AMENDMENT
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH
regarding
AMENDMENT TO BY-LAWS

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

I, Kenneth Brown, President of Property Owners Association of Legends Ranch (the "Association"), do hereby certify that at a regular meeting of the Board of Directors of the Association (the "Board") duly called and held on the 29th day of SEPTEMBER, 2015, with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Article VIII, Section 8.2 of the By-Laws provides:

Section 8.2. Power of Members to Amend By-Laws. After the end of the Developer's Control Period, these By-Laws of this Association may be amended, repealed or added to, or new By-Laws may be adopted by the Board of Directors or, by the vote of a majority of the members that are present, in person or by proxy, at a meeting duly called for that purpose at which a quorum is present.

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code also grants the Board the authority to amend the By-Laws.

NOW, THEREFORE, the By-Laws are amended as follows:

Article III, Section 3.9 of the By-Laws is amended to read as follows:

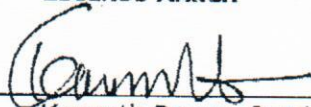
3.9 Consent by Directors. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any actions so approved shall have the same effect as though taken at a meeting of the Directors.

[The remainder of this page was intentionally left blank.]

I hereby certify that I am the duly elected, qualified and acting President of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

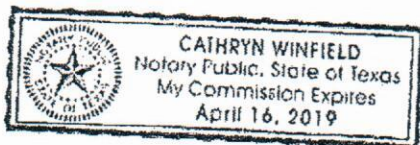
TO CERTIFY which witness my hand this the 29th day of SEPTEMBER, 2015.

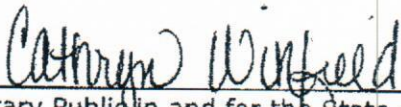
**PROPERTY OWNERS ASSOCIATION OF
LEGENDS RANCH**

By: 
Kenneth Brown, President

THE STATE OF TEXAS §
COUNTY OF Montgomery §
 §

BEFORE ME, the undersigned notary public, on this 29th day of September 2015 personally appeared Kenneth Brown, President of Property Owners Association of Legends Ranch, 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.




Notary Public in and for the State of Texas

CERTIFICATE OF AMENDMENT
of
PROPERTY OWNERS ASSOCIATION OF LEGENDS RANCH
regarding
AMENDMENT TO BY-LAWS

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

I, Kenneth Brown, President of Property Owners Association of Legends Ranch (the "Association"), do hereby certify that at a regular meeting of the Board of Directors of the Association (the "Board") duly called and held on the 29th day of SEPTEMBER, 2015, with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

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Section 8.2. Power of Members to Amend By-Laws. After the end of the Developer's Control Period, these By-Laws of this Association may be amended, repealed or added to, or new By-Laws may be adopted by the Board of Directors or, by the vote of a majority of the members that are present, in person or by proxy, at a meeting duly called for that purpose at which a quorum is present.

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code also grants the Board the authority to amend the By-Laws.

NOW, THEREFORE, the By-Laws are amended as follows:

Article III, Section 3.9 of the By-Laws is amended to read as follows:

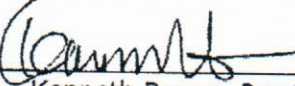
3.9 Consent by Directors. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any actions so approved shall have the same effect as though taken at a meeting of the Directors.

[The remainder of this page was intentionally left blank.]

I hereby certify that I am the duly elected, qualified and acting President of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

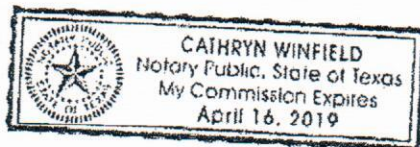
TO CERTIFY which witness my hand this the 29th day of SEPTEMBER, 2015.

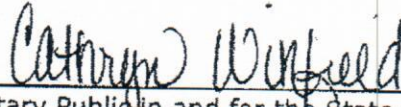
**PROPERTY OWNERS ASSOCIATION OF
LEGENDS RANCH**

By: 
Kenneth Brown, President

THE STATE OF TEXAS §
COUNTY OF Montgomery §
 §

BEFORE ME, the undersigned notary public, on this 29th day of September 2015 personally appeared Kenneth Brown, President of Property Owners Association of Legends Ranch, 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.




Notary Public in and for the State of Texas

E-FILED FOR RECORD
10/13/2015 1:09PM

Mark Turnbull

COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify this instrument was e-FILED in
file number sequence on the date and at the time
stamped herein by me and was duly e-RECORDED in
the Official Public Records of Montgomery County, Texas.

10/13/2015



Mark Turnbull

County Clerk
Montgomery County, Texas