

AFFIDAVIT AND NOTICE REGARDING PREVIOUSLY UNRECORDED BYLAWS

BEFORE ME, the undersigned authority, on this day personally appeared James R. Marquess, who after being by me duly sworn, deposed and stated on his oath as follows:

1. "My name is James R. Marquess. I am over eighteen years of age, have never been convicted of a felony, and I am fully competent to make this Affidavit. I am personally familiar with the matters discussed herein. All of the facts that I state herein are true and correct.

2. I am the President of the Board of Directors of the Windermere Oaks Property Owners' Association (the "Association"). The Association is the property owners' association for the Windermere Oaks subdivision, as described by the plat recorded at Book 2, Page 88 of the Plat Records of Burnet County, Texas, as amended from time to time.

3. Attached hereto and made a part hereof as **Exhibit "A"** is a true and correct copy of the original 1983 bylaws of the Association, together with a 1991 amendment thereto (collectively the "Previously Unrecorded Bylaws"). At the time of the adoption of the Previously Unrecorded Bylaws, there was no legal requirement for recordation of the same in the real property records of the county in which the Windermere Oaks subdivision is located.

4. Subsequently, Section 202.006 of the Texas Property Code may have required such a recordation, although this matter is not clear under said section of the Texas Property Code. In order to resolve doubt, however, the Previously Unrecorded Bylaws attached hereto are being recorded herewith.

5. Subsequent amendments to the Previously Unrecorded Bylaws have been recorded with the Burnet County Clerk."

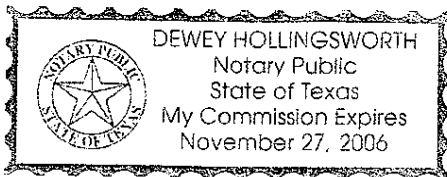
James R. Marquess
James R. Marquess

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OFFICIAL PUBLIC RECORD
BURNET COUNTY, TEXAS

THE STATE OF TEXAS §
 §
COUNTY OF BURNET §

SWORN TO AND SUBSCRIBED before me on this 5 day of May, 2005, by James R. Marquess, to witness which appears my signature and seal of office.

Dewey Hollingsworth
Notary Public, State of Texas



ARA copy
vid 2/2/91
Addenda

BY-LAWS
OF
WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION

ARTICLE I.

NAME AND LOCATION

The name of the corporation is WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 303 Jackson Hill, Houston, Texas but the meetings of members and directors may be held at such places within the State of Texas, County of Burnet, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION, its successors and assigns.

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

Section 3. "Common Area", if any, shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area and commercial reserves excluded from the scope of the Restriction, as reflected by the plat of record in the Plat Records of Burnet County, Texas in Book 2, at Page 88.

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

Section 6. "Developer" shall mean and refer to Windermere Oaks, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Developer for the purpose of development.

Section 7. "Restrictions" shall mean and refer to the Restrictions applicable to Windermere Oaks Subdivision, recorded in the Official Public Records of Real Property of Burnet County, Texas, at Volume 182, Page 772, and any amendments thereafter or such other restrictions created by additional properties dedicated to the subdivision by the Developer. Certain sections within the Windermere

Oaks Subdivision are subject to additional restrictions recorded in the Official Public Records of Real Property of Burnet County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Restrictions and Articles of Incorporation.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the 15th day of January 1983, and subsequent meetings shall be held on the third Saturday in January at 3:00 p.m.; if a legal holiday, then on the next succeeding business day.

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

Section 3. Notice of Meetings. No written notice will be required for the Annual Meetings of the members. Written notice of each Special Meeting of the members shall be given by the Secretary or person authorized to call the meetings. Notice shall be mailed, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote. Notice shall be 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, date, hour and purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws. If, however, a 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 of other than an announcement at the meeting until a quorum shall be present or represented.

Section 5. Proxies. At all meetings, 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.

BOARD OF DIRECTORS: SELECTION AND 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 members of the Association.

Section 2. Term of Office. All directors shall serve for a term of one (1) year or until their successors are elected and qualify.

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

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association.

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 and consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

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

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 Articles of Incorporation and Restrictions. The persons receiving the largest number of votes shall be elected.

ARTICLE VI.

MEETING OF DIRECTORS

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

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

Section 3. Quorum. A majority of the number of 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 the power to:

(a) adopt and publish rules and regulations governing use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions thereof;

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

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

(d) declare the office of a member of the Board of Directors to be vacant in the event each such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

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

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

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

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

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

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

(2) 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, if in the judgment of the Association it is necessary;

(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 before the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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

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

(g) to cause the Common Area, if any, entries to subdivision, and esplanades 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, a Treasurer, and such other officers that the Board, from time to time, by resolution may create.

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

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

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt 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:

President

(a) 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 cosign all checks and promissory notes.

Vice President

(b) 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.

Secretary

(c) 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 upon the minutes of the meetings of the Board of Directors and members and upon all other papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate records showing the members of the Association together with their addresses; and perform such other duties as required by the Board.

Treasurer

(d) 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 co-sign all promissory notes of the Association; keep proper books of account; cause a report of the Association's books to be made at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting. Copies of these documents shall be available for purchase at a reasonable cost.

ARTICLE IX.

COMMITTEES

~~The Association shall appoint an Architectural Control Committee, as provided in the Restrictions, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate, in carrying out its purposes.~~

ARTICLE X.

BOOKS AND RECORDS

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

ARTICLE XI.

REMEDIES FOR NON-PAYMENT OF ASSESSMENT

As more fully provided in the Restrictions, 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 (10%) percent per annum, and the

Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment to his Lot.

ARTICLE XII.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION.

ARTICLE XIII.

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or proxy.

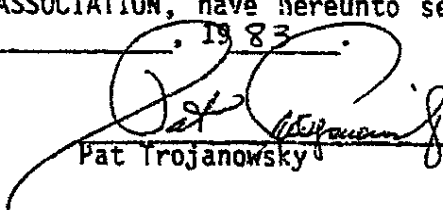
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE XIV.

FISCAL YEAR

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

IN WITNESS WHEREOF, the undersigned, being the president of WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION, have hereunto set my hand this 24th day of March, 1983.


Pat Trojanowsky

Windermere Oaks Property Owners Association, at the annual meeting on February 2, 1991, revised the original Bylaws of March 24, 1983 to read as follows: (Please attach to your copy of the original)

ARTICLE III.

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the 15th day of January 1983, and subsequent meetings shall be held on or before the first Saturday in February following each year thereafter. (Rev. 2/2/91, *A.R. Alworth*)

Section 3. Notice of Meetings. Written notice will be given for the Annual Meetings of the members. Written notice of each Special Meeting of the members shall be given by the Secretary or person authorized to call the meetings. Notice shall be mailed, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote. Notice shall be 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, date, hour and purpose of the meeting. (Rev. 2/2/91 *A.R. Alworth*)

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of six (6) Directors, who must be members of the Association. (Rev. 2/2/91 *A.R. Alworth*)

Section 2. Term of Office All directors shall serve for a term of two (2) years or until their successors are elected and qualify. (Rev. 2/2/91 *A.R. Alworth*)

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members of the Association. (Rev. 2/2/91 *A.R. Alworth*)

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

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, be removed, or otherwise be disqualified to serve. (Rev. 2/2/91 *A.R. Alworth*)

STATE OF TEXAS
COUNTY OF BURNET

I hereby certify that this instrument was FILED on this date
and at the time stamped hereon by me and was duly
RECORDED in the OFFICIAL PUBLIC RECORDS
OF BURNET COUNTY, TEXAS in the volume
and Page as shown.



Janet Parker
County Clerk
Burnet County, Texas
By [Signature]
DEPUTY

Any provision herein which restricts the sale, rental or use
of the described real property because of color or race is
invalid and unenforceable under federal law.

SCANNED

005253

FILED

2005 MAY -5 PM 3:41

JANET PARKER
COUNTY CLERK
BURNET COUNTY, TEXAS

OFFICIAL PUBLIC RECORD
BURNET COUNTY, TEXAS
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**AMENDMENTS TO THE
BY-LAWS OF
WINDERMERE OAKS PROPERTY OWNERS' ASSOCIATION**

1. The By-laws of the Windermere Oaks Property Owners' Association are hereby amended by adding a new Article XII which shall read hereafter as follows:

**ARTICLE XII
REMEDIES FOR VIOLATION OF RESTRICTIONS**

PUBLIC RECORD
COUNTY TEXAS
0121

Section 1. Compliance with Restrictions: Violation Notices. Each Owner of a Lot is obligated to abide by, and to cause any occupant of his Lot to abide by, all of the Restrictions. Failure to do so will result in written notice of the violation ("Violation Notice") to the Lot Owner from the Board of Directors, acting on behalf of the Association. Within thirty (30) days after the date of the Violation Notice, the Lot Owner must cure the violation. If the violation is not timely cured, a second written Violation Notice will be given by being (a) sent to the violating Lot Owner by certified mail, return receipt requested, at the last known address of the violator as reflected by the Association's records, or (b) delivered in person to the violating Lot Owner, or (c) posted on the violator's Lot in a prominent place near the entry of the premises located thereon. The Owner charged with the violation shall be obligated to reimburse the Association on demand for all costs and expenses, including reasonable attorneys fees, incurred by the Association in connection with the preparation and delivery of any Violation Notices. The Board of Directors shall have the right to dispense with all such Violation Notices when, in the sole and absolute discretion of the Board of Directors, an immediate request for injunctive relief or other immediate action is necessary to prevent an imminent threat to health or safety caused by the violation of the Restrictions.

Section 2. Fines. In addition to any other provisions for enforcement of the Restrictions as may be contained in the Restrictions, if the Owner does not cure the violation within thirty (30) days after being given the second Violation Notice as provided by Section 1 above, he shall be fined \$50.00 a day from the cure date set forth in the Violation Notice until the violation is cured. The amount of the daily fine may be increased by the Board of Directors in accordance with increases in the National Consumer Price Index using 2000 as a base year.

Section 3. Other Remedies. Moreover, failure to timely cure the violation shall cause the Lot Owner's voting rights in the Association and rights to use the Common Area to be suspended until he is in compliance with the Restrictions. Furthermore, the Association shall have the right to enter upon the Lot Owner's property and remove the violating condition, or otherwise cure the violation, at the expense of the Lot Owner. The violating Lot Owner shall pay on demand all costs and expenses, including reasonable attorneys fees, incurred by the Association in removing or otherwise curing such violating condition.

Section 4. Interest: Lien. All costs, expenses, fines, attorneys fees or other sums which a Lot Owner is obligated to pay to the Association under Sections 1 through 3 above, and which are not timely paid to the Association as provided therein, shall bear interest at the rate of 18% per annum, or the highest interest rate allowed by law if such rate is at any time less than 18%. All such sums, including accrued interest thereon, shall be added to the amounts which are secured by the

assessment liens on the Owner's Lot as provided for by the Restrictions, and such liens may be foreclosed or otherwise enforced in the manner provided for in the Restrictions.

Section 5. Appeals. Owners of Lots who are charged with a violation of the Restrictions or these By-laws shall have a period of thirty (30) days from the date of the initial Violation Notice in which to file a written appeal. Such appeal must be delivered to the Board of Directors at the address indicated on the Violation Notice. The Board of Directors shall determine, in its sole and absolute discretion, whether the Owner's appeal is meritorious. The Board of Directors shall notify the Owner in writing of its decision within twenty-one (21) days from receipt of the Owner's appeal. Failure to provide timely notice of the decision of the Board of Directors concerning the disposition of the Owner's appeal shall delay the imposition of any fines which otherwise would have been due under Section 2 above until the 5th business day after the Board of Directors has transmitted written notice of its decision to the Owner. However, no other sanctions or remedies shall be delayed for such reason.

2. The former Articles XII (Corporate Seal), XIII (Amendments), and XIV (Fiscal Year) of the By-laws of the Windermere Oaks Property Owners Association are renumbered as Articles XIII, XIV and XV, respectively, but are otherwise unchanged.

The foregoing Amendments to the By-laws of the Windermere Oaks Property Owners' Association were duly adopted at a special meeting of the members of the Association held on 18 November, 2000, by a vote of a majority of a quorum of the members present in person or by proxy, in witness whereof we have hereunto set our hands.

Don W. Vogelsang
Printed Name: Don W. Vogelsang
President

Jill Batcheler
Printed Name: Jill Batcheler
Secretary

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OFFICIAL PUBLIC RECORD
BURNET COUNTY, TEXAS

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**AMENDMENTS TO THE BY-LAWS OF
WINDERMERE OAKS PROPERTY OWNER'S ASSOCIATION**

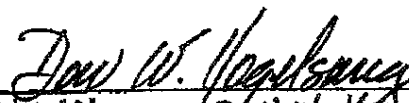
- 1. The By-laws of the Windermere Oaks Property Owners' Association are hereby amended by replacing Article V. (Rev. 2/2/91) Section 1. in its entirety with the below amendment which shall read hereafter as follows:


ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors within ninety (90) days following the close of each annual meeting of the members of the Association and shall serve until the close of the next annual meeting. Such appointment shall be announced to the members of the Association within a reasonable time but in no event later than six (6) before the next annual meeting in a manner determined by the Board of Directors. The Nominating Committee shall make as many nominations for the 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. All nominations for election to the Board of Directors shall be made from among the members of the Association.

The foregoing Amendment to the By-laws of the Windermere Oaks Property Owners' Association were duly adopted at a special meeting of the members of the Association held on 3 November, 2002, by a vote of a majority of a quorum of the members present in person or by proxy, in witness whereof we have hereunto set our hands.


 Printed Name: Don W. Vogelsang
 President


 Printed Name: Ronald J. Stark
 Acting Secretary