24/118

AFFIDAVIT REGARDING THE CERTIFICATE OF FORMATION AND THE CERTIFICATE OF FILING, CERTIFICATE OF AMENDMENT AND CERTIFICATE OF FILING, AND BYLAWS FILED WITH THE TEXAS SECRETARY OF STATE FOR WEST HILLS HOMEOWNERS ASSOCIATION

STATE OF TEXAS

COUNTY OF AUSTIN

BEFORE ME, the undersigned authority, on this day personally appeared E. DIANE RUSS, after being by me duly sworn, upon oath deposed and said:

1. My name is E. DIANE RUSS, I am a resident of Austin County, Texas, and I am competent to make this affidavit. All statements contained herein are true and correct and are of my own personal knowledge.

2. Attached hereto is a true and correct copy of the Certificate of Formation which was filed in the Office of the Secretary of State of Texas on March 3, 2021 for West Hills Homeowners Association ("Certificate of Formation") and a true and correct copy of the Certificate of Filing issued by the Secretary of State of Texas, effective March 3, 2021, which evidences the filing of the Certificate of Formation with the Secretary of State of Texas and acceptance of the Certificate of Formation by the Secretary of State of Texas.

3. Also attached hereto is a true and correct copy of the Certificate of Amendment which was filed in the Office of the Secretary of State of Texas on March 23, 2021 for West Hills Homeowners Association ("Certificate of Amendment") and a true and correct copy of the Certificate of Filing issued by the Secretary of State of Texas, effective March 23, 2021, which evidences the filing of the Certificate of Amendment with the Secretary of State of Texas and acceptance of the Certificate of Amendment by the Secretary of State of Texas.

4. Also attached hereto is a true and correct copy of the Bylaws Of West Hills Homeowners Association ("Bylaws"), executed March 22, 2021.

E. Diane Russ

E. DIANE RUSS

SUBSCRIBED AND SWORN TO BEFORE ME on the 30th day of September, 2021, to certify which witness my hand and official seal.

ANNETTE JANICEK
Notary Public, State of Texas
Comm. Expires 06-24-2025
Notary ID 682049-8

Annette Janicek

Notary Public, State of Texas

CERTIFICATE OF FORMATION OF WEST HILLS HOMEOWNERS ASSOCIATION, A NONPROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas
MAR 03 2021
Corporations Section

ARTICLE 1
Corporation Name

The filing entity formed is a nonprofit corporation. The name of the entity is WEST HILLS HOMEOWNERS ASSOCIATION (sometimes referred to herein as the "corporation").

ARTICLE 2
Registered Agent and Registered Office

JESSE L. BYLER, who is an individual resident of the State of Texas, is the initial registered agent.

The business address of the registered agent and the registered office address is 8183 Highway 36 North, Bellville, Texas 77418.

ARTICLE 3
Applicable Statute

WEST HILLS HOMEOWNERS ASSOCIATION is organized pursuant to the provisions of the Texas non-profit corporation law, as set forth in Chapters 20 and 22, in the provisions of Title 1, applicable to non-profit corporations under the Texas Business Organizations Code.

ARTICLE 4
Management

Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

DIRECTOR 1:	Jesse L. Byler
Title:	Director
Address:	8183 Highway 36 North Bellville, Texas 77418

DIRECTOR 2:	Reesa Ueckert
Title:	Director
Address:	531 W. Main Street Bellville, Texas 77418

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MAR 03 2021
Secretary of State

DIRECTOR 3: William T. Byler
Title: Director
Address: 11235 Jones-Wilke Road
Chappell Hill, Texas 77426

ARTICLE 5
Organization Structure

The corporation shall have members, without certificates of shares of stock. Membership shall be determined by the *Bylaws* of the corporation and the *Declaration of Covenants, Conditions, and Restrictions for West Hills Subdivision, a Subdivision Located in Austin County, Texas*, as now in effect and hereafter amended.

ARTICLE 6
Purpose

The corporation is organized for the following purposes:

1. To exercise the rights and powers and to perform the duties and obligations of a Texas property owners association, in accordance with the governing documents of the corporation, which shall include the *Bylaws* of the corporation and the *Declaration of Covenants, Conditions, and Restrictions for West Hills Subdivision, a Subdivision Located in Austin County, Texas*, rules and/or regulations, and any other documents or agreements as enacted and approved by the members of the corporation (the "Governing Documents") and state law, as each may be amended from time to time; and

2. For any lawful purpose not expressly prohibited for non-profit corporations under the Texas Business Organizations Code.

ARTICLE 7
Duration

The duration of the corporation is perpetual.

ARTICLE 8
Powers

In furtherance of its purposes, the corporation has the following powers which, unless indicated otherwise by the Governing Documents or state law, may be exercised by the Board of Directors:

1. All rights and powers conferred on nonprofit entities by state law in effect from time to time;

2. All rights and powers conferred on property owners associations by state law, in effect from time to time; and

3. All powers necessary, appropriate, or advisable to perform any purpose or duty of the corporation as set out in the Governing Documents or state law.

ARTICLE 9
Limitations on Liability

A director of the corporation is not liable to the corporation or its members for monetary damages for acts or omissions that occur in the person's capacity as a director, except to the extent a person is found liable for (1) a breach of the director's duty of loyalty to the Association or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Association; (3) an act or omission that involves intentional misconduct or a knowing violation of the law; (4) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (5) an act or omission for which the liability of a director is expressly provided by an applicable statute. If the director is a member of the Association, this limitation on liability does not eliminate or modify that person's pro rata share of the Association's liability as a member of the Association.

ARTICLE 10
Indemnification

The Association will indemnify a person who was, or is threatened to be made a named defendant or respondent in a proceeding because the person is or as a director, officer, committee chair, or committee member of the Association. Additionally the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

ARTICLE 11
Amendment of Certificate of Formation

The Certificate of Formation may be amended or restated subject to the following: (1) An amendment may not conflict with the Restrictions, the Bylaws, or applicable state law, (2) An amendment may not impair or dilute a right granted to a person by the Restrictions, without that person's written consent, (3) the amendment must be in accordance with applicable provisions of the Texas Business Organizations Code.

The board of directors may unilaterally amend or restate the Certificate of Formation, without a vote of the members, for the following limited purposes: (1) to delete the names and addresses of the initial directors, 2) to delete the name and address of the initial registered agent or office, provided a statement of change is on file with the Secretary of State, and (3) to change the name of the Corporation with the Secretary of State by adding, deleting, or changing a geographical attribute to the name.

For all other purposes, an amendment must be approved by the board of directors and by at least two-thirds of the votes or voting interests present, in person or by proxy, at a properly called meeting of the Corporation for which a quorum is obtained.

ARTICLE 12
Amendment of Bylaws

The Bylaws of the Corporation may be amended or repealed according to the amendment provision of the Bylaws, which reserve those powers to the members.

ARTICLE 13
Meeting Location

Unless the Restrictions or Bylaws provides otherwise, meeting of members of the Corporation will be held at a suitable place convenient to the members, as determined by the board of directors.

ARTICLE 14
Action Without Meeting

Subject to the additional requirements of Texas Business Organizations Code Section 22.220, any action required by the Texas Business Organizations Code or the Governing Documents to be taken at a meeting of members or owners may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by a sufficient number of members or owners as would be necessary to take that action at a meeting at which the required number of members or owners were present and voted.

ARTICLE 15
Declarant Control Period

The *Declaration of Covenants, Conditions, and Restrictions for West Hills Subdivision, a Subdivision Located in Austin County, Texas* determine the weight or numbers of votes allocated to lots owned by Austin County Pin Oak Holdings, LLC, a Texas limited liability company (the "Declarant"). Because Declarant has powers, rights, and duties in addition to those of other members, Declarant may constitute a membership "class" as described by the Texas Business Organizations Code, with the other lot owners constituting a different "class." These "classes" (Class A and Class B) are set out in ARTICLE V of the *Declaration of Covenants, Conditions, and Restrictions for West Hills Subdivision, a Subdivision Located in Austin County, Texas* and any of the other Governing Documents.

Effectiveness of Filing

This document becomes effective when the document is filed by the Secretary of State.

Organizer

The name and address of the organizer are set forth below.

Sidney Levine
110 Main Street, Suite 201
PO Box 592
Sealy, Texas 77474

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

SIDNEY LEVINE, Organizer
Date: March 3, 2021

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Ruth R. Hughs
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

WEST HILLS HOMEOWNERS ASSOCIATION
File Number: 803963920

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/03/2021

Effective: 03/03/2021

Ruth R. Hughs
Secretary of State

Form 424 **(Revised 05/11)** Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Certificate of Amendment**	This space reserved for office use. FILED in the Office of the Secretary of State of Texas MAR 23 2021 Corporations Section

Entity Information

The name of the filing entity is:

WEST HILLS HOMEOWNERS ASSOCIATION

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- ☐ For-profit Corporation
- ☑ Nonprofit Corporation
- ☐ Cooperative Association
- ☐ Limited Liability Company
- ☐ Professional Corporation
- ☐ Professional Limited Liability Company
- ☐ Professional Association
- ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 803963920

The date of formation of the entity is: March 3, 2021

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☐ B. The registered agent is an individual resident of the state whose name is:

First Name *M.I.* *Last Name* *Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box) *City* *State* TX *Zip Code*

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☐ Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

☑ Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

The altered provision is Article 12 Amendemtn of Bylaws of the Certificate of Formation.

Article 12
Amendment of Bylaws

The Board of Directors of the Corporation may amend, modify, or repeal any Bylaw or adopt new Bylaws.

☐ Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☑ This document becomes effective when the document is filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: March 22, 2021

By: _____

Signature of authorized person

Jesse L. Byler, President WEST HILLS [illegible] ASSOCIATION

Printed or typed name of authorized person (see instructions)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Ruth R. Hughs
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING
OF

WEST HILLS HOMEOWNERS ASSOCIATION
803963920

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 03/23/2021

Effective: 03/23/2021

Ruth R. Hughs
Secretary of State

BYLAWS OF
WEST HILLS HOMEOWNERS ASSOCIATION
A Texas Non-Profit Corporation

PREAMBLE

These Bylaws of the West Hills Homeowners Association ("Bylaws") are subject to, and governed by, the Texas Non-Profit Corporation Act (the "Act") and the Certificate of Formation of West Hills Homeowners Association, a Texas non-profit corporation (the "Association"). In the event of a conflict between the provisions of these Bylaws and the mandatory provisions of the Act, the provisions of the Restatement With Amendments To Declaration Of Covenants, Conditions And Restrictions For West Hills Subdivision, A Subdivision Located In Austin County, Texas, as recorded under Instrument No. 211165 in the Official Public Records of Austin County, Texas and any amendments thereto (the "Declaration"), or the Certificate of Formation of the Association (the "Certificate of Formation"), such provisions of the Act, the Declaration or the Certificate of Formation, as the case may be, will be controlling. All capitalized undefined terms used herein shall have the meanings respectively ascribed to them in the Declaration.

ARTICLE ONE: PROPERTY

1.1. Property Location. That certain subdivision in Austin County, Texas, according to the map or plat (hereinafter referred to as "Subdivision Plat") thereof recorded in Volume 2, Pages 193-195, under File No. 210436 of the Plat Records of Austin County, Texas, and the appurtenances thereto, including the buildings and other improvements constructed thereon, together with such additional real property as may be subjected to the provisions of the Declaration in accordance with the provisions thereof (hereinafter called the "Properties"), shall be known as West Hills Subdivision.

1.2. Applicability of Bylaws to Property. The provisions of these Bylaws are applicable to the Properties and the use and occupancy thereof. The term "Properties" as used herein shall include all easements, rights and appurtenances belonging thereto, and all other property, personal or real, intended for use in connection therewith.

1.3. Personal Application. All present and future owners (hereinafter referred to as "Owners" or "Members") mortgagees, lessees, and occupants of any of the Properties, including improvements thereon, and their licensees, invitees, agents, employees, and any other persons who may use the facilities of the Properties in any manner are subject to these Bylaws, the Declaration and the rules and regulations applicable to the Properties which are from time to time in effect in accordance with the provisions of the Declaration or the Bylaws (collectively "Rules").

The acceptance of a deed or conveyance or the entering into of a lease or the act of occupancy of any of the properties, including improvements thereon, shall constitute an agreement that these Bylaws, the Rules and the Declaration, as they may be amended from time to time, are accepted, ratified and will be complied with.

ARTICLE TWO: OFFICES

2.1. Registered Office and Agent. The registered office and registered agent of the Association will be as designated from time to time by the appropriate filing by the Association in the office of the Secretary of State of Texas.

2.2. Other Offices. The Association may also have offices elsewhere, both within and without the State of Texas, as the board of directors of the Association (the "Board of Directors") may from time to time determine or the business of the Association may require.

ARTICLE THREE: MEMBERS

3.1. Annual Meetings. An annual meeting of the Members of the Association will be held during each calendar year on the date and at the time and place as designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice of such meeting. At such meeting, the Members will elect directors and transact any other business that is properly brought before the meeting.

3.2. Special Meetings. A special meeting of the Members may be called at any time by the president of the Association (the "President"), the Board of Directors, by Members holding not less than one-fifth of the votes entitled to be cast at such meeting, or such other officers or persons as may be provided in the Certificate of Formation or these Bylaws. The date, time and place of the special meeting are to be designated by the person(s) calling the meeting and must be stated in the notice of the special meeting or in a duly executed waiver of notice of such meeting. Only the business stated or indicated in the notice of the special meeting may be conducted at the special meeting.

3.3. Place of Meeting. Meetings of Members will be held in Austin County, Texas, unless another place is designated for meetings in the manner provided in Sections 3.1 and 3.2.

3.4. Notice. Except as otherwise provided by law, written or printed notice stating the place, day and hour of each meeting of the Members and, in the case of a special meeting, the purpose(s) for which the meeting is called, must be delivered, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

3.5. Quorum. With respect to any matter, a quorum is present at a meeting of Members if Members holding two-fifths (2/5) of the votes entitled to vote as specified in the Declaration on determining the affairs of the Association are represented at the meeting in person or by proxy, except as otherwise provided by law or the Declaration. If a quorum is not present at any meeting of Members, the Members represented in person or by proxy at such meeting may adjourn the meeting until a time and to a place determined by a majority vote of the Members represented in person or by proxy at that meeting. The quorum required at such subsequent meeting shall be one-half the quorum required at the prior meeting if the subsequent meeting is held within sixty (60)days of such adjournment. Once a quorum is present at a meeting of Members, the Members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Member or the refusal of any Member represented in person or by proxy to vote will not affect the presence of a quorum at the meeting.

3.6. Voting Rights; Transaction of Business.

(a) Voting rights of the Members shall be set out in the Declaration.

(b) When a quorum is present at any meeting of Members, the vote of the Members holding a majority of the votes having voting power present in person or represented by proxy shall

decide any question before such meeting, unless the question is one upon which by express provisions of the Act, the Declaration, the Certificate of Formation or these Bylaws, a different vote is required, in which case such express provision shall govern.

3.7. Method of Voting; Proxies. At each Members' meeting, each Member of record will be entitled to vote on each matter submitted to a vote of Members. At any meeting of Members, every Member having the right to vote may vote either in person or by a proxy properly executed in writing by the Member. Each such proxy must be filed with the secretary of the Association (the "Secretary") before, or at the time of, the meeting. No proxy will be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. If no date is stated on a proxy, such proxy will be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy will be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest or is otherwise made irrevocable by law.

3.8. Voting Procedure. The procedures for the election of directors of the Association and resolution of such other issues as maybe brought before the membership of the Association shall be governed by the Declaration, the Act, the Certificate of Formation, and these Bylaws, as each shall from time to time be in force and effect.

3.9. Closing of Transfer Records; Record Date

(a) Registered Owners. When more than one person holds such interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot except as otherwise specified herein or in the Declaration. For the purpose of voting, the Association shall assume that each Lot has one Member who is entitled to vote.

The Association will be entitled to treat the Members of record, as described below, as the Members in fact and, accordingly, will not be bound to recognize any equitable or other claim to or interest in such Lot on the part of any other person, whether or not it has actual or other notice thereof, except as otherwise provided by law.

(b) Matters Other than Consents to Action. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, in case of a meeting of Members, not less than ten (10) days prior to the date on which the particular action requiring such determination of Members is to be taken. If no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members, the date of the meeting will be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section 3.9, such determination will apply to any adjournment thereof.

(c) Consents to Action. Unless a record date has previously been fixed or determined pursuant to this section, whenever action by Members is proposed to be taken by consent in writing without a meeting of Members, the Board of Directors may fix a record date for the purpose of determining Members entitled to consent to that action, which record date may not precede, and may not be more than ten (10) days after, the date upon which the resolution fixing the record has been adopted by the Board of Directors. If no record date has been fixed by the Board of Directors

and the prior action of the Board of Directors is not required by the Act, the record date for determining Members entitled to consent to action in writing without a meeting will be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Association by delivery to its registered office, registered agent, its principal place of business or an officer or agent of the Association having custody of the books in which proceedings of meetings of Members are recorded. Delivery to the Association's principal place of business must be addressed to the President. If no record date has been fixed by the Board of Directors and prior action of the Board of Directors is required by the Act, the record date for determining Members entitled to consent to action in writing without a meeting will be at the close of business on the date on which the Board of Directors adopts a resolution taking such prior action.

3.10. Officers' Duties at Meetings. The President is to preside at all meetings of Members. The Secretary is to keep the records of each meeting of Members. In the absence or inability of either officer, such officer's duties are to be performed by the officer given the authority to act for the absent or non-acting officer under these Bylaws or by one or more person(s) appointed at the meeting.

3.11. Action Without Meeting. Except as otherwise provided by law or by the Certificate of Formation, any action required to be taken, or which may be taken, by law or the Certificate of Formation or these Bylaws, or the Declaration, at any annual or special meeting of Members, may be taken without a meeting, without prior notice, and without a vote, if a consent(s) in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. Every written consent signed in the manner provided for herein must bear the date of signature of each Member who signs the consent. The Board of Directors may fix a reasonable period from the record date as determined in Section 3.9 above for the execution and return of a Member's consent. The signed consent(s) of Members must be placed in the minute books of the Association.

ARTICLE FOUR: DIRECTORS

4.1. Management By Board of Directors. The business and affairs of the Association will be managed by and under the direction of the Board of Directors. The Board of Directors may exercise all powers of the Association. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Properties and may do all such acts and things except as by law, by the Declaration, by the Certificate of Formation, or by these Bylaws may not be delegated to the Board of Directors by the Members.

4.2. Number; Election; Term; Prohibition of Cumulative Voting; Qualification

(a) The Board of Directors shall consist of three (3) directors.

(b) Each director shall be elected at the annual meeting of Members and each director elected shall hold office until the next annual meeting of Members or until his or her successor shall have been duly elected and qualified or, if earlier, until his or her death, resignation, or removal from office.

(c) Directors shall be elected for a term of two (2) years.

(d) Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

(e) A decrease in the number of directors constituting the entire Board of Directors will not have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Members at any annual or special Members' meeting called for that purpose.

4.3. Removal and Resignation

(a) 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 of her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor.

(b) Any director may resign at any time. A resignation must be made in writing and will take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation will not be necessary to make it effective, unless expressly so provided in the resignation.

4.4. Vacancies. Any vacancy occurring in the Board of Directors may be filled (a) by the Members at any annual or special meeting of Members called for that purpose or (b) 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 will be elected to serve for the unexpired term of his or her predecessor in office.

4.5. *Place of Meeting. The Board of Directors may hold its meetings within or without* the State of Texas as the Board of Directors may from time to time determine.

4.6. Annual Meetings. Each newly elected Board of Directors may hold its annual meeting, if a quorum is present, immediately after and at the same place as the annual meeting of Members. Notice of such meeting will not be necessary.

4.7. *Regular Meetings. Regular meetings of the Board of Directors may be held without* written notice and at such times and places as designated from time to time by resolution of the Board of Directors, but notice is, nevertheless, to be communicated to all directors by electronic mail, telephone, or such other reasonable means.

4.8. Special Meetings; Notice. Special meetings of the Board of Directors may be held whenever called by the President or by any director. The President or Secretary must give notice or the person calling any special meeting must cause notice to be given of such special meeting, including therein the time and place of such special meeting, to each director at least one (1) business day before such special meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of any special meeting. Unless limited by law, the Declaration, the Certificate of Formation, or these Bylaws, any and all business may be transacted at any special meeting of directors.

4.9. Quorum; Majority Vote. At all meetings of the Board of Directors, a majority of the current directors will constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present or any director solely present may adjourn the meeting without notice other than an announcement at the meeting, until a quorum is present. Unless the act of a greater number is required by law, the Declaration, the Certificate of Formation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is in attendance will be the act of the Board of Directors.

4.10. Order of Business. At meetings of the Board of Directors, business will be transacted in the order as the Board of Directors may determine from time to time. The President will preside at all meetings of the Board of Directors. In the absence or inability to act of the President, the Vice President or any other officer will conduct the meeting. The Secretary will prepare minutes of the meeting unless the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the Association.

4.11. Presumption of Assent. A director who is present at any meeting of the Board of Directors at which action on any Association matter is taken will be presumed to have assented to the action unless his dissent is entered in the minutes of the meeting or unless he or she files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary immediately after, but in no event more than two business (2) days after, the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

4.12. Action Without Meeting. Unless otherwise restricted by the Declaration, the Certificate of Formation, or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors or committee, as the case may be. Such consent will have the same force and effect, as of the date stated therein, as a unanimous vote of such members of the Board of Directors or committee, as the case may be, and may be stated as such in any document or instrument filed with the Secretary of State of Texas or in any certificate or other document delivered to any person. The signed consent must be placed in the minute books of the Association.

4.13. Compensation. Directors as such shall not receive any salary or compensation for their service as directors; provided, however, that nothing contained herein shall be construed to preclude any director from serving the Association in any other capacity or receiving compensation therefore.

ARTICLE FIVE: COMMITTEES

5.1. Designation. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, designate one or more committees, including an Executive Committee.

5.2. Authority. Each committee, to the extent expressly provided in the resolution establishing such committee, will have and may exercise all of the authority assigned to it by the Board of Directors, including when assigned, the authority of the Board of Directors, except to the extent restricted by law, the Declaration, the Certificate of Formation, or these Bylaws and except that no such committee shall have the authority of the Board of Directors in reference to filling vacancies in the Board of Directors or any such committee, electing or removing officers or members of any such committee, altering or repealing any resolution of the Board of Directors or disposing or selling all or substantially all of the Association's assets.

5.3. Committee Change. The Board of Directors will have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

5.4. Regular Meeting. Regular meetings of any committee may be held without notice at such time and place as may be designated by the committee and communicated to all its members.

ARTICLE SIX: GENERAL PROVISIONS RELATING TO MEETINGS

6.1. Notice. Whenever by law, the Declaration, the Certificate of Formation, or these Bylaws, notice is required to be given to any Member, committee member or director and no provision is made as to how the notice must be given, it will be construed to mean that any such notice may be given (a) in person, (b) in writing, by U.S. mail or hand delivered addressed to such Member, committee member or director at his address as it appears on the books of the Association or (c) by any other method permitted by law. Any notice required or permitted to be given by mail will be deemed to be given at the time when it is deposited in the United States mail, as provided for above. Any notice required or permitted to be given by overnight courier service will be deemed to be given at the time delivered to such service with all charges prepaid and properly addressed. Any notice required or permitted to be given by telegram, telex or telefax will be deemed to be given at the time transmitted with all charges prepaid and properly addressed. All notices to Members must be given in accordance with the specifications of the Declaration.

6.2. Waiver of Notice. Whenever by law, the Declaration, the Certificate of Formation, or these Bylaws, any notice is required to be given to any Member, director or committee member, a waiver of notice in writing signed by the person(s) entitled to the notice, whether before or after the time notice should have been given, will be equivalent to the giving of such notice. Attendance of a Member, director or committee member at a meeting will constitute a waiver of notice of the meeting, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.3. Telephone and Similar Meeting. Members, directors, or committee members may participate in and hold meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting will constitute presence in person at the meeting, except where a person participates in the 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.

ARTICLE SEVEN: OFFICERS AND OTHER AGENTS

7.1. Number; Titles; Election; Term; Qualification. The officers of the Association will be a President, a Secretary and a Treasurer, and any other officers and agents as the Board of Directors may elect or appoint. The Board of Directors shall elect the officers at its first meeting at which a quorum is present after the annual meeting of Members, unless otherwise specified by these Bylaws or by resolution of the Board of Directors, or whenever a vacancy exists. The Board of Directors then, or from time to time, may also elect or appoint one or more other officers or agents as it may deem advisable. Each officer and agent will hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Any person may hold any number of offices.

7.2. Removal and Resignation. Any officer, agent or member of a committee 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 will be served thereby. Election or appointment of an officer, agent or member of a committee will not of itself create contract rights. An officer may resign at any time upon written notice to the Association. The acceptance of a resignation will not be necessary to make it effective unless so provided in the resignation.

7.3. Vacancies. Any vacancy occurring in any office of the Association may be filled by the Board of Directors.

7.4. Authority. Officers will have the authority to, and shall, perform duties in the management of the Association as provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

7.5. President. The President will be the chief executive officer of the Association and, subject to the supervision of the Board of Directors and subject to the provisions of applicable law restricting the power of a president, will have general management and control of the business and property of the Association in the ordinary course of its business with all such powers with respect to general management and control as reasonably incident to such responsibilities, including, but not limited to, the power to employ, discharge or suspend employees and agents, to fix the compensation of employees and agents, to suspend, with or without cause, any officer pending final action by the Board of Directors with respect to continued suspension, removal, or reinstatement of that officer, and to appoint Directors and Members to committees.

7.6. Vice President. Each Vice President, if any, will have those powers and duties assigned to him by the Board of Directors or as delegated by the President. The Vice Presidents, in the order designated by the Board of Directors, or in the absence of such designation, as determined by the length of time each has held the office of Vice President, will exercise the powers of the President during the President's absence or inability to act.

7.7. Treasurer. The Treasurer will have the responsibility of all the Association funds and must deposit them in such banks or other depositories as the Board of Directors or any officer(s), or any officer and agent jointly, duly authorized by the Board of Directors, direct or approve. He must keep a full and accurate account of all monies received and paid on account of the Association and must render a statement of his accounts whenever the Board of Directors so requires. Except as otherwise provided by the Board of Directors, he must perform all other necessary acts and duties in connection with the administration of the Association's financial affairs and generally perform all the duties usually appertaining to the office of the treasurer of a corporation. Whenever required by the Board of Directors, he must give bonds for the faithful discharge of his duties in the sums and with the sureties as the Board of Directors may approve. In the absence of the Treasurer, the person designated by the Board of Directors, if any, will perform the Treasurer's duties.

7.8. Secretary. Except as otherwise provided in these Bylaws, the Secretary must keep the minutes of all meetings of the Board of Directors, and of the Members or consents in lieu of such meetings in the Association's minute books, and must cause notice of the meetings to be given when requested by any person authorized to call a meeting. The Secretary may sign with the President, in the name of the Association, all contracts of the Association and affix the Association seal thereto. The Secretary may sign with the President all Association certificates, and he is in charge of the Association records, books and papers as the Board of Directors may direct, all of which will at all reasonable times, be open to inspection by any director at the office during business hours. The Secretary will, in general, perform such other duties incident to the office of the Secretary, or as assigned by the Board of Directors or delegated by the President.

ARTICLE EIGHT: INDEMNIFICATION

8.1. Mandatory Indemnification; Directors or Officers Successful in Defense. The Association must indemnify any person or the estate of any deceased person (such person or estate of any deceased person being hereafter throughout this Article referred to as "Person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration, arbitrative, or investigative (hereafter throughout this Article Eight collectively referred to as "Proceeding"), by reason of the

fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, sole proprietorship, employee benefit plan or other enterprise (hereafter throughout this Article Eight collectively referred to as "Director") against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been wholly successful on the merits or otherwise in defense of such Proceeding.

8.2. Insurance. The Association may purchase and maintain insurance on behalf of any Person by reason of the fact that he is or was serving at the request of the Association as a Director or employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as a Person, whether or not the Association would have the power to indemnify him against such liability under the applicable laws of the State of Texas concerning non-profit corporations.

8.3. Other Arrangements. In addition to the powers described in Section 8.2, the Association may purchase, maintain or enter into other arrangements on behalf of any Person who is or was a director, officer or trustee of the Association against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a Person, whether or not the Association would have the power to indemnify him against such liability under the applicable laws of the State of Texas concerning non-profit corporations. If the other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability (with respect to which the Association would not have the power to indemnify the Person. Without limiting the power of the Association to procure or maintain any kind of arrangement, the Association may, for the benefit of Persons described in this Section 8.8 (a) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; *or (4) establish a letter of credit, guarantee, or surety arrangement.*

8.4. Other Provisions Applicable to Insurance and Other Arrangements. The insurance may be procured, maintained, or established with an insurer, or the other arrangement may be procured, maintained or established within the Association or with any insurer or other person considered appropriate by the Board of Directors. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement will be conclusive and the insurance or other arrangement will not be voidable and will not subject the directors approving the insurance or other arrangement to liability, on any grounds, regardless of whether directors participating in the approval are beneficiaries of the insurance or other arrangement.

8.5. Severability. In the event that any part or portion of this Article is judicially determined to be invalid or unenforceable, such determination will not in any way affect the remaining portions of this Article, but the same will be divisible and the remainder will continue in full force and effect. Notwithstanding any provision of this Article to the contrary, the Association shall not indemnify any person described in this Article if such indemnification (1) would jeopardize the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code"), or (2) if the Association is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

ARTICLE NINE: MISCELLANEOUS PROVISIONS

9.1. Books and Records. The Association must keep correct and complete books and records of account and must keep minutes of the proceedings of its Members, the Board of Directors, and each committee of the Board of Directors. The Association must keep at its registered office or principal place of business, a record of the original ownership of any of the Properties by the Association and a record of each transfer of ownership of any of the Properties that have been presented to the Association for registration of ownership, giving the names and addresses of all past and current Owners.

9.2. Fiscal Year. The fiscal year of the Association will be fixed by the Board of Directors; provided, that if such fiscal year is not fixed by the Board of Directors and the selection of the fiscal year is not expressly deferred by the Board of Directors, the fiscal year will be the calendar year.

9.3. Invalid Provisions. If any portion(s) of these Bylaws is held invalid or inoperative for any reason, as to the portion(s) that is found invalid or unenforceable, such portion(s) shall be amended in accordance with Section 9.7 so that it as nearly approximates the original intent as possible while satisfying the requirements of the law, and the remaining parts, so far as is possible and reasonable, will remain valid and operative.

9.4. 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 eighteen percent (18%) 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 Member may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

9.5. Attestation by the Secretary. With respect to any deed, deed of trust, mortgage, or other instrument executed by the Association through its duly authorized officer(s), the attestation to such execution by the Secretary will not be necessary to constitute such deed, deed of trust, mortgage, or other instrument a valid and binding obligation against the Association unless the resolutions, if any, of the Board of Directors authorizing such execution expressly state that such attestation is necessary or unless otherwise required by applicable law.

9.6. Headings. The headings and table of contents used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

9.7. References. In these Bylaws, whenever the singular number is used, the same includes the plural where appropriate, and words of any gender include each other gender where appropriate.

9.8. Amendment of Bylaws. Unless the Declaration, the Certificate of Formation, or a Bylaw adopted by the Association provides otherwise as to all or some of the Bylaws, the Board of Directors may amend, modify, or repeal any Bylaw or adopt new bylaws.

IN WITNESS WHEREOF, we, being all of the Directors of WEST HILLS HOMEOWNERS ASSOCIATION, have hereunto set our hands this 22 day of March, 2021.

JESSE L. BYLER, Director

REESA UECKERT, Director

WILLIAM T. BYLER, Director

STATE OF TEXAS

COUNTY OF AUSTIN

This instrument was acknowledged before me on the 22 day of March, 2021, by JESSE L. BYLER.

LAURA HOLLIN
Notary Public, State of Texas
Comm. Expires 08-15-2023
Notary ID 132131147-8

Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF AUSTIN

This instrument was acknowledged before me on the 22 day of March, 2021, by REESA UECKERT.

LAURA HOLLIN
Notary Public, State of Texas
Comm. Expires 08-15-2023
Notary ID 132131147-8

Notary Public, State of Texas

STATE OF TEXAS

COUNTY OF AUSTIN

This instrument was acknowledged before me on the 22 day of March, 2021, by WILLIAM T. BYLER.

Laura Hollin
Notary Public, State of Texas

LAURA HOLLIN
Notary Public, State of Texas
Comm. Expires 06-15-2023
Notary ID 132131474

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FOR RECORDING PURPOSES

Instrument # 222194
4/12/2022 11:55 AM

STATE OF TEXAS COUNTY OF AUSTIN
I certify that this instrument was filed on the date and time stamped by me and was recorded in the Official Public Records of Austin County, Texas.

Carrie Gregor, County Clerk
Austin County, Texas

By: Stephanie Kovar