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Instrument Number: 165478

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Recorded On: December 05, 2022 10:55 AM

Number of Pages: 16

" Examined and Charged as Follows: "

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Document Number: 165478
Receipt Number: 20221205000184
Recorded Date/Time: December 05, 2022 10:55 AM
User: Marlene F
Station: Station 6

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COUNTY OF DENTON

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Juli Luke
County Clerk
Denton County, TX

**BARTONVILLE EAGLE RIDGE HOME OWNERS
ASSOCIATION**

BYLAWS

**ARTICLE I -
INTRODUCTION**

1.1. Governance. These Bylaws of Bartonville Eagle Ridge Home Owners Association (“Bylaws”) provide for the governance of Bartonville Eagle Ridge Home Owners Association (the “Corporation”).

1.2. Declaration. The Corporation was created pursuant to a publicly recorded document known as Declaration of Covenants, Conditions and Restrictions for the Eagle Ridge Subdivision, recorded at File No. 1103543, Official Public Records of Denton County, Texas, as supplemented and amended (the “Declaration”). The definitions contained in the Declaration will have the same meanings herein.

1.3. Organization. As an organization of lot Owners, the Corporation is created by the Declaration and such Corporation is a Texas nonprofit corporation governed by the Texas Business Organizations Code.

ARTICLE II – MEMBERS

2.1. Two Classes of Members. The Corporation will have two classes of members as follows:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot Owner. When more than one person holds an interest or interests in any Lot, all such persons shall be members and 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 one Lot.

Class B. The Class B member shall be Bartonville South 1031, LLC, and any entity which becomes the Declarant through assignment, succession, or otherwise. The Class B member shall be entitled to 15 votes for each Lot owned and 15 votes for each acre of the Properties owned or under option or under other means of control by said entity if the property has been annexed and subjected to the Declaration but not yet subdivided into Lots, including but not limited to the Properties Subject to Annexation. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs latter:

- (a) When all land to which Declarant has obtained voting rights is either closed to bona fide third party purchasers; or
- (b) When Declarant files of record a written instrument terminating Class B membership; or
- (c) The following date: January 1, 2041.

2.2. **Membership Fees and Regular Assessments.** The Board may set and change the amount of assessments payable to the Corporation by members of each class, and it may change the frequency of when regular assessment must be paid to make them payable annually, quarterly, or monthly, as determined by the Board. Regular assessments are payable in advance on the first day of each fiscal year. The regular assessments for a new member's first year will be prorated as described in the Declaration. The regular assessments are \$1500 per year, and they may be increased as provided in the Declaration.

2.3. **No Interest in Corporate Properties.** The Corporation owns all real and personal property, including improvements located on the Common Areas, acquired by the Corporation. A member has no interest in specific Properties of the Corporation. Each member waives the right to require partition of all or part of the Corporation's Properties.

2.4. **Annual Meeting.** The Board may, in its discretion hold an annual members' meeting at 6:00 p.m. on the 4th Thursday of April each year or at another time that the Board designates at such place in Denton County, Texas, as shall be designated in a notice of the meeting, provided notice of that meeting is given in accordance with the Texas Property Code. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting.

2.5. **Special Meetings.** Special meetings of the members may be called by the president, Board, or not less than 60% of the Class A voting members, except that no special meeting may be called without the consent of the Class B voting members if the Class B voting membership interest has not terminated in accordance with the terms of the Declaration

2.6. **Notice.** Not later than the 10th day or earlier than the 60th day before the date of an election or association vote, the Corporation shall give written notice of the election or association vote to each Owner. In the case of a special meeting or when otherwise required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

2.7. **Special Meetings Prior to Termination of Class B Members.** Nothing contained herein shall limit the Board, in its discretion from voluntarily calling a meeting of all Class A and Class B members. At such meeting, the Class B member shall be entitled to the number of votes as set forth herein and in the Declaration. No members may object to decisions made at any such meeting based on the disproportionate voting rights of the Class B member.

2.8. **Quorum.** At any meeting of the Corporation, the presence in person or by proxy of members of at least 20% of the votes that may be cast constitutes a quorum. Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal, during the course of the meeting, of members constituting a quorum. However, no action may be approved without the vote of at least a majority of members required for a quorum.

2.9. **Votes.** The vote of members representing at least a majority of the votes cast at any meeting at which a quorum is present binds all members for all purposes, except when a higher percentage is required by these Bylaws, the Declaration, or by applicable law. The Board may authorize members to vote by mail on the election of directors and officers or on any other matter that the members may vote on. Any vote cast in an election or vote by a Member of the Corporation must be in writing and signed by the member. Electronic votes constitute written and signed ballots. In a Corporation-wide election, written and signed ballots are not required for uncontested

votes. Votes shall be cast as provided in this section. Any provision in the Corporation's documents that would disqualify an Owner from voting in a Corporation election of Board Members or any matter concerning the rights or responsibilities of the Owners is void.

2.10. Absentee and Electronic Ballots. An absentee or electronic ballot: (i) may be counted as a Member present and voting for the purpose of establishing a quorum only for items appearing on the ballot; (ii) may not be counted, even if properly delivered, if the Member attends any meeting to vote in person, so that any vote cast at a meeting by a Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and (iii) may not be counted on the final vote of a proposal if the proposal was amended at the meeting to be different from the exact language on the absentee or electronic ballot.

- (a) Absentee Ballots. No absentee ballot shall be valid unless it is in writing, signed by the Member for which it is given or his duly authorized attorney-in-fact, dated, and filed with the Secretary of the Corporation prior to the meeting for which it is to be effective. Absentee ballots shall be valid only for the specific meeting for which given and for lawful adjournments of such meeting. In no event shall an absentee ballot be valid after the specific meeting or lawful adjournment of such meeting at which such ballot is counted or upon conveyance of the Lot for which it was given. Any solicitation for votes by absentee ballot must include:
 - i. an absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action;
 - ii. instructions for delivery of the completed absentee ballot, including the delivery location; and
 - iii. the following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."
- (b) Electronic Ballots. "Electronic ballot" means a ballot: (a) given by email, facsimile or posting on a website; (b) for which the identity of the Member submitting the ballot can be confirmed; and (c) for which the Member may receive a receipt of the electronic transmission and receipt of the Member's ballot. If an electronic ballot is posted on a website, a notice of the posting shall be sent to each Member that contains instructions on obtaining access to the posting on the website.

2.11. Proxies. A member may participate in the affairs of the Corporation through a proxy. To be valid, each proxy must (1) be signed and dated by a member or his attorney-in-fact; (2) identify the lot to which the vote is appurtenant; (3) designate the person or position (such as "presiding officer") in favor of whom the proxy is granted, such person having agreed to exercise the proxy; (4) identify the meeting for which the proxy is given; (5) not purport to be revocable without notice; and (6) be delivered to the secretary, to the person presiding over the Corporation meeting for which the proxy is designated, or to a person or company designated by the Board. Unless the proxy specifies a shorter or longer time, it terminates 11 months after the date of its

execution. A proxy delivered by email or by fax may be counted if any of the following occurs: (1) the proxy's authenticity can be confirmed to the reasonable satisfaction of the Board, (2) the proxy has been acknowledged or sworn by the member, before and certified by an officer authorized to take acknowledgments and oaths, or (3) the Corporation also receives the original proxy within 5 days after the vote.

2.12. Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if written consent specifically authorizing the proposed action is signed by Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Members entitled to vote thereon were present. Such consents shall be signed within sixty (60) days after receipt of the earliest dated consent, dated, and delivered to the Corporation at its principal place of business in Texas. Such consents shall be filed with the minutes of the Corporation and shall have the same force and effect as a vote of the Members at a meeting. Within ten (10) days after receiving authorization for any action by written consent, the Secretary shall give written notice to all Members entitled to vote who did not give their written consent, fairly summarizing the material features of the authorized action.

ARTICLE III - DIRECTORS

3.1. Number and Term. The Corporation is governed by a Board which shall consist of three persons. The directors shall serve one-year terms and be elected at the annual meetings of the Corporation. The Board need not be comprised of members of the Corporation.

3.2. Electing Directors. On or before the 120th day after the date 75% of the Lots that may be created and made subject to the Declaration are conveyed to Owners other than Declarant or a builder who purchased Lots from Declarant, at least one-third of the directors shall be elected by the vote of the Class A Members ("Initial Member Elected Directors"). Upon the termination of the Class B member, the Declarant will thereupon call a meeting of the members of the Association at which the Declarant appointed Board Members will resign and the members will elect two new directors (the "Member Election Meeting"). The Board Members elected at the Member Election Meeting will be elected until the next held annual meeting, and the Initial Member Elected Directors will remain on the Board until the next held annual meeting. After the next held annual meeting after the Member Election Meeting, election of all Board Members shall be as provided in these bylaws.

3.3. Vacancies on Board of Directors. At such time as Declarant's right to appoint and remove Directors has expired or been terminated, if the office of any elected Director shall become vacant by reason of death, resignation, or disability, the remaining Directors, at a special meeting duly called for this purpose, shall choose a successor who shall fill the unexpired term of the directorship being vacated. If there is a deadlock in the voting for a successor by the remaining Directors, the one Director with the longest continuous term on the Board shall select the successor. At the expiration of the term of his position on the Board of Directors, the successor Director shall be elected in accordance with these Bylaws. Except with respect to Directors appointed by the Declarant, any Board Member whose term has expired or who has been removed from the Board must be elected by the Members.

3.4. Annual Meeting. The annual meeting of the Board shall be held following

adjournment of the annual meeting of the members. All other meetings may be held at the time and place selected by the Board.

3.5. **Regular Meetings.** Regular meetings, other than the annual meeting, may be held at such time as shall be determined by the Board.

3.6. **Special Meetings.** Special meetings of the Board may be called by the President or any other director.

3.7. **Notice.** The Corporation must give all property Owners notice of the date, hour, place, and general subject of all Board meetings. The notice shall be provided to each property Owner as provided by the Texas Property Code. The notice shall be: (1) mailed to each Owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or (2) provided at least 72 hours before the start of the meeting by: (a) posting the notice in a conspicuous manner reasonably designed to provide notice to the members: (i) in a place located on the Corporation's common Properties or, with the Owner's consent, on other conspicuously located privately owned property within the subdivision; or (ii) on any Internet website maintained by the Corporation or other Internet media; and (b) sending the notice by e-mail to each Owner who has registered an e-mail address with the Corporation. The Corporation may adopt such other and further Rules that conform with the Texas Property Code regarding notice to members.

3.8. **Quorum.** At all meetings of the Board, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meetings at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by these bylaws.

3.9. **Open Board Meetings.** All regular and special Board meetings must be open to Owners. However, the Board has the right to adjourn a meeting and reconvene in closed executive session to consider actions pertaining to: (a) personnel; (b) pending or threatened litigation; (c) contract negotiations; (d) enforcement actions; (e) confidential communications with the Corporation's attorney; (f) matters involving the invasion of privacy of individual Owners or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made by the Board in executive session must be summarized orally in general terms and placed in the minutes. The oral summary must include a general explanation or expenditures approved in executive session.

3.10. **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent to the decision is signed by an affirmative vote of the number of persons entitled to and necessary to vote on the matter at a meeting at which all such persons entitled to vote were present and voted. The consent must state the date of each director's signature. A meeting of the Board may be held by means of a remote electronic communications system, including videoconferencing technology or the internet if each person entitled to participate in the meeting consents to the meeting being held by that system and the system provides access to the meeting in a manner by which each person participating in the meeting can communicate concurrently with each other participant.

3.11. **Meeting without Prior Notice.** The Board may meet by any method of communication, including electronic and telephonic, without prior notice to the Members if each Board member may hear and be heard, and may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent

necessity that requires immediate Board action. Any action taken without notice to Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, without prior notice to the Members consider or vote on: (a) fines; (b) damage; (c) initiation of foreclosure actions; (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; (e) increases in assessments; (f) levying of special assessments; (g) appeals from a denial of architectural control approval; or (h) a suspension of a right of a particular Owner before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense, on the issue.

3.12. **Delegating Duties.** Directors may select and hire advisors or professional managers for the Corporation and delegate duties and responsibilities to them. The directors have no liability for actions taken or omitted by the advisor or manager if the Board acts in good faith and with ordinary care in selecting the advisor or manager. The Board may remove or replace the advisor or manager at any time and without any cause whatsoever.

3.13. **Interested Directors.** Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for that purpose. However, a director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board. The transaction must be approved by a majority of the uninterested directors. Nothing contained herein shall prohibit any contracts or transactions with Declarant or any of the original Board regardless of any financial interest they may have.

3.14. **Proxies.** A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after three months from the date of its execution.

3.15. **Removal of Directors.** The Board may remove a director at any time, only for good cause. Good cause for removal of a director includes the unexcused failure to attend at least one-half of the Board meetings in any year of a director's term. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda. A director may be removed by the affirmative vote of 51% of the Board.

3.16. **Properties of the Corporation.** The Properties and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

3.17. **Powers.** The Board shall have power and duty to undertake any of the following actions, in addition to those actions to which the Corporation is authorized to take in accordance with the Declaration:

- (a) Adopt and publish rules governing the conduct of the Corporation or the Owners ("Rules");
- (b) Suspend the right of an Owner to use of the Common Area during any period in which such Owners shall be in default in the payment of any Assessment levied by

the Corporation, or after notice and hearing, for any period during which an infraction of the Rules by such Member exists;

- (c) Exercise for the Corporation all powers, duties and authority vested in or related to the Corporation and not reserved to the membership;
- (d) To enter into any contract or agreement with a municipal agency or utility company to provide electric utility service to all or any portion of the Properties;
- (e) Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;
- (f) Employ such employees as they deem necessary, and to prescribe their duties;
- (g) As more fully provided in the Declaration, to;
 - 1. Fix the amount of the Assessments against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and
 - 2. Foreclose the lien against any property for which Assessments are not paid within thirty (30) days after due or to bring an action at law against the Owner personally obligated to pay the same;
- (h) Issue, or to cause an appropriate officer to issue, upon demand by any person, certificate setting forth whether or not any assessment has been paid and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment);
- (i) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation;
- (j) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (k) Exercise such other and further powers or duties as provided in the Declaration or by law.

ARTICLE IV - OFFICERS

4.1. Officer Positions. The officers of the Corporation shall be chosen by the Board. The Board shall choose from its members a President and a Vice President. The Board shall also choose a Secretary and a Treasurer who may or may not be members of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2. Election and Term of Office. The Board shall elect such officers at its first meeting and at each annual meeting thereafter. The officers of the Corporation shall serve until the next annual meeting of the Board or until their successors are chosen and qualify in their stead. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

4.3. Removal. Any officer elected or appointed by the Board may be removed by the Board only with good cause. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

4.4. President. The President shall preside at all meetings of the Board. The President shall have general supervision of the management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute.

4.5. Vice-President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

4.6. Secretary. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings and shall perform such other duties as may be prescribed by the Board under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature. And when the Corporation seal is required as to instruments executed in the course or ordinary business he shall attest to the signature of the President or Vice President and shall affix the seal thereto. The Board may appoint an Assistant Secretary to assist the Secretary and who, in the absence or inability of the Secretary to serve, shall perform the duties of the Secretary.

4.7. Treasurer. The Treasurer shall have the custody of the Corporation funds and the securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in a depository as shall be designated by the Board. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Board may appoint an Assistant Treasurer to assist the Treasurer and who, in the absence or inability of the Treasurer to serve, shall perform the duties of the Treasurer.

ARTICLE V – COMMITTEES

5.1. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee and appointing or removing members of a committee. A committee will include at least one director and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee must consist of directors. Establishing a committee or delegating authority to it will not relieve the Board, or any director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board may establish qualifications for membership on a committee.

5.2. Authorization of Specific Committees. The following committees are currently authorized by the Board: Architectural Control Committee as defined in the Declaration and a Maintenance Committee for the Common Areas. An amendment of the Bylaws is not required for the Board to create additional committees, including any permanent or ad hoc committee the Board deems appropriate and in the best interest of the Corporation.

5.3. Notice. Notice of a committee meeting will be delivered to each member of a committee not less than two or more than thirty days before the date of the meeting. The notice will state the place, day, time, and purpose of the meeting.

5.4. Voting. A majority of committee members constitutes a quorum for transacting business at any meeting of the committee and the act of a majority of the committee members present at any meetings at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided by these bylaws. A committee member may not vote by proxy.

ARTICLE VI - FISCAL PROVISIONS AND INDEMNIFICATION OF DIRECTORS AND DELEGATES

6.1. Fiscal Year. The Corporation's fiscal year will begin on the first day of January and end on the last day in December each year.

6.2. Statements. The Board shall have prepared for each annual meeting a full and clear statement of the business and condition of the Corporation.

6.3. Authorized Signer. The Board may authorize any person to execute instruments on behalf of the Corporation. In absence of the Board designation, the president and secretary are the only persons authorized to execute instruments on behalf of the Corporation.

6.4. Indemnification.

(a) To the fullest extent permitted by Section 8.101 et seq. of the Texas Business Organizations Code, the Corporation shall, and the Board shall authorize the Corporation to, indemnify any present or former director or delegate of the Corporation who was, is, or is threatened to be made a respondent in a proceeding to the fullest extent permitted by Section 8.102 of said Code if it is determined that:

(1) the person:

(A) acted in good faith;

(B) reasonably believed:

(i) in the case of conduct in the person's official capacity, that the person's conduct was in the Corporation's best interests; and

(ii) in any other case, that the person's conduct was not opposed to the Corporation's best interests; and

(C) in the case of a criminal proceeding, did not have a reasonable cause to believe the person's conduct was unlawful;

(2) with respect to expenses, the amount of expenses other than a judgment is reasonable; and

- (3) indemnification should be paid.
- (b) The Corporation also specifically extends the indemnification provided above to any officer of the Corporation on the same terms and conditions, regardless of whether such officer may be a member of the Board, to the extent provided under Section 8.105 of said Code.
- (c) The Corporation may upon majority vote of the Board purchase and maintain insurance or another arrangement on behalf of any such person against any liability asserted against him and incurred by him in any such capacity or rising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this provision.
- (d) Without limiting the preceding, a director or officer or committee member of the Corporation shall not be liable to the Corporation or its members to the fullest extent permitted by the Texas Business Organizations Code as presently enacted, and to the fullest extent permitted by any amendment to the Texas Business Organizations Code hereinafter enacted that further limits the liability of a director or officer or committee member.
- (e) Any repeal or amendment of this Article by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on personal liability or the right of any person to indemnification existing at the time of such repeal or amendment.

ARTICLE VII – BOOKS AND RECORDS

7.1. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation;
- (b) A copy of all bylaws, and any amended version or amendments to them;
- (c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board;
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation;
- (e) A financial statement showing the Corporation's income and expenses for the 2 most recent fiscal years;
- (f) All rulings, letters, and other documents relating to the Corporations' federal, state, and local tax status; and
- (g) The Corporation's federal, state, and local tax information or income tax returns for each of the Corporation's 3 most recent tax years.

7.2. Inspection. Books and records of the Corporation will be made available for inspection and copying pursuant to applicable law, such as Section 22.351 of the Texas Business Organizations Code and Section 209.005 Texas Property Code. The Board may require a member

to submit a written demand for inspection by certified mail to the Corporation, stating the purpose for which the member will inspect the books and records. The Board has the following rights: (1) to determine whether the member's purpose for inspection is proper; (2) to deny the request if the Board determines that the member's purpose is not proper; (3) if granting the request, to identify which books and records are relevant to the member's stated purpose for inspection.

7.3. Copying. A member, at member's expense, may obtain photocopies of books and records for which the Board grants the right of inspection, or as otherwise allowed under the Section 209.005 of Texas Property Code or Section 22.351 of the Texas Business Organizations Code. The Board has the right to retain possession of the original books and records, to make copies requested by the member, and to charge the member a reasonable fee for copying. The charge for standard paper copies reproduced by means of an office machine copier or a computer printer is \$.10 per page or part of a page. Each side that has recorded information is considered a page. The Board may adopt additional Rules concerning copying Corporation documents consistent with Section 209.005 of the Texas Property Code.

ARTICLE VIII - AMENDMENTS

8.1 Authority. Although the general authority for amending the Bylaws resides with the members of the Association, certain amendments may be made by the Board or by Declarant, without a vote of the members.

8.1.1. Amendments by Board. For the following limited purposes, the Board may amend these Bylaws with or without approval by the members, provided the proposed amendment has the prior approval of the directors: (1) to correct mistakes in the Bylaws, (2) to conform the Bylaws to changes in controlling law applicable to any topic addressed in these Bylaws, and (3) to restate previously amended Bylaws for the sole purpose of incorporating the amendments into the body of the Bylaws.

8.1.2. Amendments by Declarant. As provided by the Declaration, Declarant may amend these Bylaws while Declarant is a Class B member, with or without approval by the Owners or any mortgagee.

8.1.3. Amendments by Members. All other amendments of these Bylaws must be approved by the members according to the terms of this Article.

8.2. Amendments By Members.

8.2.1. Proposal. The Corporation will provide or make available to an Owner of each Lot with a description of any proposed amendment. The proposed amendment, description of the proposed amendment, or instructions for obtaining a copy of the proposed amendment at no cost will be included in the notice of any annual or special meeting of the Corporation at which the proposed amendment is to be considered.

8.2.2. Consents. Subject to the following limitation, an amendment of these Bylaws must be approved by members representing at least a majority of the votes present (in person or by proxy) at a properly called meeting of the Corporation for which a quorum is obtained.

If a quorum is present (in person or by proxy) at a Corporation meeting, the Owners of a majority of the lots represented at the meeting (in person or by proxy). This Section, however, may not be amended without the approval of Owners representing at least a majority of the total Lots in the Properties.

8.3. Effective. To be effective, an amendment must be in the form of a written instrument (1) referencing the name of the Property, the name of the Corporation, and the recording data of these Bylaws and any amendments hereto; (2) signed and acknowledged by at least one officer of the Corporation, certifying the requisite authority and/or approvals; and (3) recorded in the Official Public Records of the county where the Property is located. An amendment may be effective immediately if adopted at a Corporation meeting at which Owners of two-thirds of the Lots are represented. Otherwise, an amendment is not effective until 10 days after an Owner of each Lot is notified of the amendment and provided with a copy of the amendment or instructions for obtaining a copy.

8.4. Mortgagee Protection. If a provision in the Declaration or Bylaws or applicable law requires notices to and consent of mortgagees for certain actions and amendments, the Corporation must give the required notices to and obtain the required approvals from applicable mortgagees.

8.5. Declarant Protection. During the period Declarant is the Class B Member of the Corporation, as determined by the Declaration, no amendment of these Bylaws may affect Declarant's rights herein without Declarant's written and acknowledged consent. So long as the Declarant owns Properties for development and/or sale in the Properties, the Declarant shall have a right to disapprove any action, policy or program of the Corporation, the Board and any committee which, would treat Lots owned by the Declarant differently than the other Lots in the Properties or the Declarant differently than the other Owners in the Properties, or which would impose, directly or indirectly, a financial burden on the Declarant in excess of \$500.00 per Lot per action, policy or program, or the financial burden of which, when aggregated with the financial burden of any other action, policy or program implemented during the same fiscal year, would exceed \$5,000.00.

No such action, policy or program described above shall become effective or be implemented until and unless:

- (a) Declarant shall have been given written notice of all meetings and proposed actions approved at meetings of the Corporation, the Board or any committee thereof by certified mail, return receipt requested, or by personal delivery at the address it has registered with the Secretary of the Association, as it may change from time to time, which notice complies as to the Board of Directors meetings of these Bylaws and which notice shall, except in the case of the regular meetings held pursuant to the Bylaws, set forth in reasonable particularity the agenda to be followed at said meeting; and
- (b) Declarant shall be given the opportunity at any such meeting to join in or to have its representatives or agents join in discussion from the floor of any prospective action, policy or program which would be subject to the right of disapproval set forth herein. Declarant, its representatives, or agents, shall make its concerns, thoughts and

suggestions known to the Board and/or the members of the subject committee; and

- (c) Declarant does not disapprove of any such action, policy or program authorized by the Corporation, the Board of Directors, or any committee thereof within the time period described below. This right to disapprove may be exercised by Declarant, its successors, assigns, representatives, or agents at any time within ten (10) days following the meeting held pursuant to the terms and provisions hereof. This right to disapprove may be used to block proposed actions but shall not extend to the requiring of any action or counteraction on behalf of any committee, or the Board or the Corporation. Declarant shall not use its right to disapprove to reduce the level of services which the Corporation is obligated to provide or to prevent capital repairs or any expenditure required to comply with applicable laws and regulations.

ARTICLE IX

GENERAL PROVISIONS

9.1. Drafter's Intent. Because Declarant intends these Bylaws to serve the Corporation for many years beyond the initial development, construction, and marketing of the Properties, Declarant purposefully did not draft these Bylaws from its own perspective. These Bylaws are to be construed liberally to give effect to the drafter's intent of favorable and preferential treatment of Declarant.

9.2. Conflicting Provisions. If any aspect of these Bylaws conflicts with applicable law, the applicable law controls. If a provision of the Association's Certificate of Formation conflicts with these Bylaws, the Certificate of Formation controls. In the case of a conflict between the Declaration and these Bylaws, the Declaration controls. In the case of a conflict between these Bylaws and community rules or policies adopted by the board, these Bylaws control.

9.3. Severability. Whenever possible, each provision of these Bylaws will be interpreted in a manner as to be effective and valid. Invalidation of any provision of these Bylaws, by judgment or court order, does not affect any other provision which remains in full force and effect.

9.4. Construction. The effect of a general statement is not limited by the enumerations of specific matters similar to the general. The captions of articles and sections are inserted only for convenience and are in no way to be construed as defining or modifying the text to which they refer. The singular is construed to mean the plural, when applicable, and the use of masculine or neuter pronouns includes the feminine.

9.5. Waiver. No restriction, condition, obligation, or covenant contained in these Bylaws may be deemed to have been abrogated or waived by reason of failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

[SIGNATURES ON FOLLOWING PAGE]

Executed this 22nd day of November, 20 22.

Omar Oweis
_____, President
Basem Nimri
_____, Vice President
Adam Lingenfelter
_____, Secretary/Treasurer

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Bartonville Eagle Ridge Home Owners Association Inc, A Texas nonprofit corporation

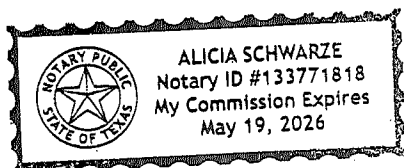
That the foregoing Bylaws constitute the original Bylaws of Bartonville Eagle Ridge Home Owners Association, Inc as duly adopted by resolution of the Board of Directors thereof on the 22nd day of November, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 22nd day of November, 2022.

[Signature]
Secretary

THE STATE OF TEXAS §
COUNTY OF DENTON §

This instrument was acknowledged before me, a Notary Public, on this 22nd day of November 2022, by Adam Lingenfelter the Secretary of Bartonville South 1031, LLC, dba Red Rock Communities on behalf of said limited liability company.



[Signature]
Notary Public, State of Texas

Print Name Alicia Schwarze

My Commission expires: 5/19/26