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**AMENDMENT TO BYLAWS
OF
MIRA LAGOS HOMEOWNERS ASSOCIATION, INC.**

**STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTIES OF TARRANT §
 & DALLAS §**

This AMENDMENT TO THE BYLAWS OF MIRA LAGOS HOMEOWNERS ASSOCIATION, INC. ("**Amendment**") is made effective this 18th day of September, 2009;

WITNESSETH:

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions for Mira Lagos was recorded October 29, 2002, in Volume 16091, Pages 0021.001 through 0021.067 of the Deed Records of Tarrant County, Texas (this instrument together with amendments and supplements thereto hereinafter called the "**Declaration**"); and

WHEREAS, Mira Lagos Homeowners Association, Inc., a Texas nonprofit corporation (the "**Association**"), was formed as a Texas nonprofit corporation by Articles of Incorporation executed December 30, 2003, and filed with the Secretary of the State of Texas on March 30, 2004 to administer and enforce the covenants contained in the Declaration; and

WHEREAS, Bylaws were promulgated for the Association December 30, 2003, and duly filed of record in the Real Property Records of Tarrant County, Texas ("**Bylaws**"); and

WHEREAS, Article IX of the Bylaws of Mira Lagos Homeowners Association, Inc. provides that "The power to alter, amend or repeal these Bylaws shall be vested in the Board."; and

WHEREAS, the Board of Mira Lagos Homeowners Association, Inc., by this resolution unanimously signed by all Board Members desire to make the amendments to the Bylaws set forth herein;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws of Mira Lagos Homeowners Association, Inc. are hereby amended as follows:

1. Number of Directors. Section 1 of Article IV of the Bylaws which currently reads as follows:

"**Section 1. Number.** The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association."

is hereby amended to read as follows:

"**Section 1. Number.** The affairs of this Association shall be managed by a Board of not less than five (5) directors, all of whom, except for the members of the first Board, must be Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner. The number of directors may be changed by amendment of these Bylaws."

2. **Term of Office.** Section 2 of Article IV of the Bylaws which currently reads as follows:

"**Section 2. Term of Office.** Each Director shall be elected for a term of three (3) years. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall be elected and qualified unless soon removed as provided in these Bylaws."

is hereby amended to read as follows:

"**Section 2. Term of Office.** From and after the effective date of this Amendment Directors of Mira Lagos Homeowners Association shall be elected for terms of office as follows:

- The three initial directors ("Developer Members") shall be elected or appointed by the Declarant until after the Conversion Date after which all directors shall be elected by the Class A Members.
- Until the Conversion Date, two members of the Board ("Owner Members") will be selected via on-line poll of the HOA members, to serve from October 15, 2009, until the annual meeting to occur in the spring of 2011.
- At the 2011 annual meeting, two Owner Members will be elected, the party receiving the greatest number of votes to serve for a two year term and the one receiving the next highest number of votes to serve for a one year term.
- Thereafter the directors will be elected at each annual meeting to fill the vacancy of expiring terms to serve for two year terms.
- After the Conversion Date all five directors will be Owner Members. At the first election after the Conversion Date the three persons receiving the highest number of votes will serve for two years. The party receiving the next highest number of votes will serve for one year. The Owner Member whose two year term is not then expired will continue in office until his term expires at which time his position will be filled for a two year term.

3. Qualifications and Conditions of Office. The following provision is added to the Bylaws as Section 5 of Article IV:

Section 5. Qualifications and Conditions of Office. The following rules as to qualifications and conditions for directors of the Association shall govern the election to the Board and conduct of Board members:

- All nominees must be in good standing in order to be qualified for election to, and continued service on the Board. "Good standing" includes [i] such member shall not be delinquent in assessments, fees, or fines as reflected on the member's account with the Association; [ii] the property of such member shall not have uncured violations of the restrictive covenants to which his property is subject and of which he has received written notice from the Association or management company.
- Persons qualified to be elected to the Board must be owners. Tenants or other occupants are not qualified. This does not include a husband or wife of the person shown in the public records to hold title. A spouse of the record owner is qualified to serve.
- After their election, Owner Members will be required to attend an orientation and quarterly Board meetings during regular office hours, as well as quarterly committee chair meetings. Each Owner Member will also be required to be a participating member of a committee.
- Each director will be required, immediately after election, to sign a Code of Conduct to be promulgated by the Board. This agreement may be amended and updated from time to time by the Board with each member agreeing to abide by the Code as changed.
- Section 3 of Article IV is hereby supplemented and amended to provide that a Director may be removed from the Board for cause, by a majority vote of the Board. Cause for removal includes violation of the above requirements and further includes, without limitation, [i] public communications, offensive, drunken, or disorderly conduct, violation of law, or other conduct which, in the opinion of a majority of the Board, is detrimental to the reputation of the Association and community; [ii] violation of, or refusal to abide by, the Articles, Bylaws, Declaration, or rules and policies promulgated by the Board after reasonable written notice; [iii] conduct calculated, in the opinion of a majority of the Board, to disrupt the harmony of the community or the conduct of business of the Board or Association including verbal or written attacks on other Board members; and [iv] failure to sufficiently exercise the duties and assignments accompanying the position as Director. A Declarant Director removed under this provision shall be replaced by the Declarant. A Member Director removed under this provision shall be replaced by a majority of the Board not including such removed director. The removed director will be replaced with 60 days from date of removal and will serve until the next annual meeting.

4. Director's Proxy. The following provision is added to the Bylaws as Section 6 of Article IV:

Section 6. Voting in Person or by Proxy. A director may vote in person or by proxy in accordance with Section 22.215 of the Business Organizations Code ("BOC") codifying Article 1396-2.17D of the Texas Non-Profit Corporation Act. Per BOC Section 22.213(b) a director present by proxy at a meeting may not be counted toward a quorum. A director proxy must be in writing, executed by the director giving the proxy, and maintained on file by the Secretary of the Association or the management company which maintains the Association records. Per BOC Section 22.216 a proxy expires three months after the date of execution and is revocable by the party granting it. It can be replaced with a new proxy within the three-month time period. A director proxy may be given to more than one director any director holding the proxy may vote for the director granting it. But the directors holding the proxy can vote only once on any issue and, if both are present, must agree or the vote cannot be taken.

5. Actions Without a Meeting. Article IV, Section 9, of the Bylaws which currently reads as follows:

Section 9. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

is hereby supplemented by the addition of the following provision:

I am not sure this achieves what we desire. The existing section requires unanimous consent to act between board meetings. We want majority consent to act between board meetings. So I think we should delete Section 9 as existing and replace with language to all approval of A MAJORITY OF the directors rather than ALL the directors. We could then add a section to allow telephonic attendance at board meetings.

IN WITNESS WHEREOF, this Amendment the Bylaws is hereby executed by its duly authorized officer or agent as of the date first above written.

Richard E. LeBlanc

Name: Richard E. LeBlanc

Title: Director

Walter Damon

Name: Walter Damon

Title: Director

Ben Luedke

Name: Ben Luedke

Title: Director

DECLARANT:

MIRA LAGOS DEVELOPMENT
LIMITED PARTNERSHIP,
a Texas limited partnership

By: Hanover Services Group, Inc.,
a Texas corporation,
its sole general partner

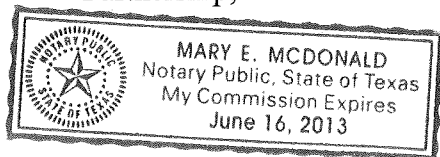
By: Walter Damon
Name: WALTER DAMON
Title: VICE PRESIDENT

STATE OF TEXAS §

§

COUNTY OF DALLAS §

This instrument was acknowledged before me on this 18th day of September, 2009, by Walter Damon the President of Hanover Services Group, Inc., a Texas non-profit corporation, the sole general partner of Mira Lagos Development Limited Partnership, on behalf of said entities.



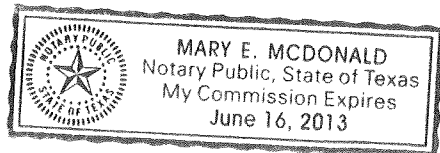
Mary McDonald
Notary Public, State of Texas

STATE OF TEXAS §

§

COUNTY OF DALLAS §

This instrument was acknowledged before me on the 18th day of September, 2009, by Richard E. LeBlanc, Walter Damon, and Ben Luedke.

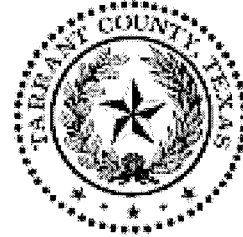


Mary McDonald
Notary Public, State of Texas

AFTER RECORDING RETURN TO:

Premier Communities
3201 Oak Lawn #202
Dallas, Texas 75219

SEP 29 2009



PREMIER COMMUNITIES
3201 OAK LAWN 202

DALLAS TX 75219

Submitter: MIRA LAGOS HOA INC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 09/21/2009 03:37 PM
Instrument #: D209251551
OPR 6 PGS \$32.00

By: _____



D209251551

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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