

**AMENDED AND RESTATED BYLAWS OF
SUMMIT ESTATES AT FISCHER MAINTENANCE CORPORATION**

These Amended and Restated Bylaws (referred to as the "Bylaws") govern the affairs of **SUMMIT ESTATES AT FISCHER MAINTENANCE CORPORATION**, a nonprofit corporation (referred to as "Corporation" or the "Association") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

**ARTICLE 1
OFFICES**

Principal Office

1.1 The principal address of the Corporation in the State of Texas is 415 Let's Roll, Fischer, Texas 78623. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.2 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
MEMBERS**

Membership Appurtenant to Lot

2.1 (a) There shall be one Membership appurtenant to each Lot in **SUMMIT ESTATES AT FISCHER** (Unit 1 and Unit 2), being two (2) recorded Subdivisions in Comal County, Texas (the "Subdivision"). A Membership may not be separated from the ownership of the Lot to which it is appurtenant.

(b) Any Membership appurtenant to a Lot having more than one Owner shall be shared by such Owners, and each such Owner shall be a member of the Association. The voting rights of any such members shall be shared between or among the Owners as provided in paragraph 2.3 below.

Transfer of Membership

2.2 An Owner shall not sell, assign, transfer, convey, pledge or encumber the Owner's Membership in any way, except upon the sale or encumbrance of the Lot to which the Membership is appurtenant, and then only to the purchaser(s) of fee simple title to the Lot or the mortgagee of

the Lot. A transfer of ownership of a Lot may be made by deed, intestate succession, testamentary disposition, foreclosure of a mortgage of record or such other legal process as is now effective or may hereafter become effective in that regard under the laws of the State of Texas. Any attempt to transfer a Membership in a manner other than those permitted by this Section shall be null and void.

2.3 (a) The Owner (at the time the vote is cast) of each Lot to which a Membership is appurtenant shall be entitled to one vote, except that the Association shall have no voting rights.

(b) If a Lot to which a Membership is appurtenant is owned by more than one Person, such Owners shall be entitled to cast one collective vote; fractional voting shall not be allowed. If such Owners cannot agree as to how to cast their vote when they are required to cast their vote on a particular matter, they shall lose their right to vote on such matter. If any Owner casts a vote representing a certain Membership, it will thereafter be conclusively presumed for all purposes that the Owner was acting with the authority and consent of all other Owners with whom such Owner shared the Membership, unless objection to such vote is made to the chairperson of the meeting at the time the vote is cast. If more than one vote is cast for any particular Membership, none of such votes shall be counted and all of such votes shall be deemed null and void.

(c) Any director(s) shall be elected by the affirmative vote of a majority of the Owners present in person or by proxy at a meeting at which a quorum is present called for the purpose of electing directors. In any election of members of the Board of Directors for the Association, each Membership shall have a number of votes equal to the number of members to be elected to the Board of Directors of the Association. Cumulative voting shall not be allowed in the election of members of the Board of Directors or for any other purpose.

(d) All meetings at which the Owners shall be presented with matters to vote on shall be called by the Board of Directors of the Association of not less fifteen days' written notice to all Owners, which notice shall be delivered by hand or regular 1st class U.S. mail to each such Owner at the address of such Owner's property within the Subdivision, unless such Owner designates another address for such purpose by written notice the Secretary of the Association.

Membership Rights and Obligations

2.4 Each owner shall have the rights; duties and obligations set Forth in the Corporation Documents.

Waiver of Interest in Corporation Property

2.5 All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest

in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3 MEETINGS OF MEMBERS

Annual Meeting

3.1 The Corporation's Board of Directors shall hold an annual meeting of the members each year, at the time that the Board of Directors designates on a day falling between January 15th and March 1st of each calendar year, subject to the 15-day notice requirement under Section 2.3(d) of these Bylaws. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors.

Special Meetings

3.2 Special meetings of the members may be called by the Board of Directors.

Place of Meeting

3.3 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

Quorum

3.4 The members holding 10% of the votes that may be cast at a meeting who attend the meeting in person or by proxy shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

Actions of Membership

3.5 The membership shall try to act by consensus. However, the vote of a majority of voting members entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. Voting shall be by ballot or voice, except that any election of the Board of Directors shall be by ballot.

Proxies

3.6 A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

3.7 The Board of Directors may authorize members to vote by mail on the election of directors and officers or on any other matter that may be voted on by the members.

ARTICLE 4 BOARD OF DIRECTORS

Management of the Corporation

4.1 The affairs of the Corporation shall be managed by the Board of Directors.

Numbers, Qualifications, and Tenure of Directors

4.2 The number of directors shall be a minimum of three (3). Directors need not be residents of Texas. Directors shall be owners of lots located in the Subdivision. Each director shall serve for a term of two (2) years.

Nomination of Directors

4.3 At any meeting at which the election of a director occurs, a member may nominate a person with the second of any other member. In addition to nominations made at meetings, a nominating committee selected by the Board of Directors may consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs.

Election of Directors

4.4 A person who meets the qualifications required to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the membership of the Corporation. Each director shall hold office until a successor is elected and qualified. A director may be elected to succeed himself or herself as director.

Vacancies

4.5 Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less

than a quorum of the Board of Directors, or it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Annual Meeting

4.6 The annual meeting of the Board of Directors may be held without notice other than stated in these Bylaws. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

Regular Meetings

4.7 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

4.8 Special meetings of the Board of Directors may be called by or at the request of any two (2) directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place within Comal County, Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

Notice

4.9 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director no less than 3 nor more than 30 days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

4.10 Three directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

4.11 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances; the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

4.12 The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

Proxies

4.13 A director may vote by proxy.

Compensation

4.14 Directors shall not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

Removal of Directors

4.15 The members may vote to remove a director at any time, with good cause. A meeting of members to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda. The director shall have the right to present evidence at the meeting as to why he or she should not be removed. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of 60% of the members attending the meeting, providing a quorum is present.

ARTICLE 5 OFFICERS

Officer Positions

5.1 The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

Election and Term of Office

5.2 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Vacancies

5.3 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

5.4 The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

Vice President

5.5 When the President is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Board of Directors.

Treasurer

5.6 The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation.

(b) Receive and give receipts for moneys due and payable to the Corporation from any sources.

(c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or President.

(d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,000.00 without the signature of the President or a Vice President and the signature of the Treasurer.

(e) Maintain the financial books and records of the Corporation.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the President or by the Board of Directors.

(h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.

(i) Perform all of the duties incident to the office of treasurer.

Secretary

5.7 The Secretary shall:

(a) Give all notices as provided by the bylaws or as required by law.

(b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and of the seal of the Corporation.

(d) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.

(e) Perform duties as assigned by the President or by the Vice President or by the Board of Directors.

(f) Perform all duties incident to the office of secretary.

ARTICLE 6 COMMITTEES

Establishment of Committees

6.1 The Board of Directors may adopt a resolution establishing one or more committees delegating specific authority to a committee, and appointing or removing members of a committee. A committee may include persons who are not directors. The Architectural Control Committee established under the Restrictions, Assessments and Easements of the Summit Estates at Fischer, Texas, filed under Comal County Clerk's Documents Nos. 200306025937 and 200506004842 (the "ACC") shall review proposed improvements to any Lot in the Subdivision, approve or disapprove such improvements, report to the Board of Directors any violation of the recorded restrictions to the Subdivision together with its recommendations, and perform such other duties as the Board may direct. In connection with its duties, the ACC may promulgate and utilize forms to be submitted by Subdivision lot owners for approval by the ACC of the construction plans and material lists for any buildings or other structures located on lots in the Subdivision. The ACC may also require that a lot owner shall pay inspection fees and other reasonable fees to cover costs and expenses to be incurred in connection with the construction of buildings within the Subdivision. These fees shall be paid as a condition of the ACC's written approval of the lot owner's plans for its building.

Term of Office

6.2 Each member of a committee shall continue to serve on the committee at the will of the Board of Directors. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Chair and Vice-Chair

6.3 One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the president of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Notice of Meetings

6.4 Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than 3 nor more than 15 days before the date of the meeting. The notice

shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

Committee Membership Qualifications, Appointment and Removal

6.5 Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee.

Authority of Committee

6.6 The establishment of a committee or the delegation of authority to it shall not relieve the responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the articles of incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another Corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or Officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (g) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (k) Take final action on a matter that requires the approval of the members.

ARTICLE 7
TRANSACTIONS OF THE CORPORATION

Contracts

7.1 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

7.2 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

7.3 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

7.4 The Corporation shall not make any loan to a member director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may not lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation.

Prohibited Acts

7.5 As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 BOOKS AND RECORDS

Required Books and Records

8.1 The Corporation shall keep correct and complete books and records of account. The Corporations' books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (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 assets, liabilities, and net worth of the Corporation at the end of the three most recent years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

8.2 Any member, director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so at a reasonable time no later than 10 working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed 50 cents per page. The Corporation shall provide requested copies of books or records no later than 30 working days after the Corporation's receipt of a proper written request.

Audits

8.3 Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 10 INDEMNIFICATION SCOPE

10.1 When indemnification is permitted, the Corporation may indemnify a director; officer, committee member, or employee of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation, to the extent permitted by law. If the Corporation may indemnify a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding.

Procedure

10.2 Relating to indemnification payments: Before the Corporation may pay any indemnification expenses (including attorney's fees), the Board of Directors shall specifically

determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable.

ARTICLE 11 NOTICES

Notice by Mail

11.1 Any notice required or permitted by the bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with first class prepaid. A person may change his or her address by giving written notice to the secretary of the Corporation.

Signed Waiver of Notice

11.2 Whenever any notice is required to be given under the provisions of Act or under the provisions of the articles of incorporation or the bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

11.3 The attendance of a person at a meeting shall constitute waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12 AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by the Board of Directors, consistent with Article 3 of the Corporation's Articles of Incorporation filed on August 13, 2004, with the Texas Secretary of State.

ARTICLE 13 MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.1 The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.2 If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

13.3 The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Gender

13.4 Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

The Board of Directors may provide for a corporate seal.

Power of Attorney

A person may execute any instrument in any transaction with the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

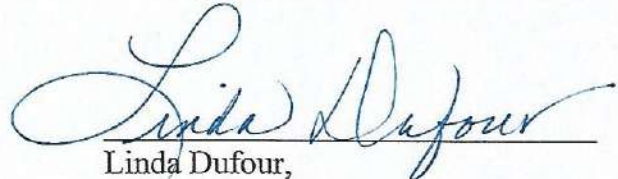
Parties Bound

The bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected an acting secretary of SUMMIT ESTATES AT FISCHER MAINTENANCE CORPORATION and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Corporation.

DATED: November 4, 2020


Linda Dufour,
Secretary of the Corporation