

**CERTIFICATE OF PRESIDENT
of
THE SEVENTH HOMEOWNERS' ASSOCIATION, INC.
regarding
AMENDMENT
to
BYLAWS OF THE SEVENTH HOMEOWNERS' ASSOCIATION, INC.**

THE STATE OF TEXAS §
 §
COUNTY OF BEXAR §

I, Deborah K. Bertram, President of The Seventh Homeowners' Association, Inc. (the "Association"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the 27th day of February, 2016, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code provides:

The board of directors may amend or repeal the bylaws, or adopt new bylaws, unless:

- (1) this chapter or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members;
- (2) the management of the corporation is vested in the corporation's members; or
- (3) in amending, repealing, or adopting a bylaw, the members expressly provide that the board of directors may not amend or repeal the bylaw.

WHEREAS, there is no such restriction or reservation in the Association's Articles of Incorporation or Bylaws nor are there any vested rights specifically provided to the Association's Members;

WHEREAS, state law supersedes any language contained in the Association's Bylaws regarding the procedure to amend the Bylaws;

WHEREAS, the Board has determined that it would be in the best interests of the Association to amend the Bylaws; and

WHEREAS, at the October 29, 1992 Meeting of the Members of the Association, the Members voted on and approved, in accordance with Section 9 of the Bylaws of the Association, the amendment of Section

3.1 increasing the number of Board of Directors from three (3) to five (5). The meeting minutes of such approval are attached hereto and incorporated herein as Exhibit "A".

NOW THEREFORE, BE IT RESOLVED, the Bylaws are amended as follows:

1. Section 3.1 of the Bylaws is amended and restated to read as follows:

3.1 The management and maintenance of the Property and the administration of the affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than five (5) members of the Association.

2. Section 3.3 of the Bylaws is amended and restated to read as follows:

3.3. At the 2016 annual meeting of the members of the Association, five (5) Directors will be elected as follows: three (3) Directors for two (2) year terms of office and two (2) Directors for one (1) year terms of office. The three (3) Directors receiving the highest number of votes will be awarded the two (2) year terms of office. The other two (2) Directors will be awarded the one (1) year terms of office. At every annual meeting thereafter, the successors of the Directors whose terms are expiring thereat will be elected to serve a two (2) year term of office. The Directors shall hold office until their successors have been elected and hold their first meeting, except as otherwise provided herein.

Any Director may be removed by a vote of a majority of the remaining Directors as the result of the Director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents a Director from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the Director from attending a meeting, and any mandatory business engagement related to the Director's livelihood and/or employment.

3. The Bylaws are amended to add Section 13 to read as follows:

13. FINING

In addition to the rights of the Association to enforce the provisions of the Declaration as provided at law and in the Declaration, the Board shall have the authority to (i)

levy fines for violations of the Declaration, all rules and regulations and all other "dedicatory instrument" of the Association as that term is defined by Section 202.001(1) of the Texas Property Code and (ii) adopt (and amend as needed) a fining policy. Any such fines and notices related to same must be in compliance with state law.

All other provisions of the Bylaws of the Association shall remain in full force and effect.

I hereby certify that I am the duly elected, qualified and acting President of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

TO CERTIFY which witness my hand this the 8th day of March, 2016.

THE SEVENTH HOMEOWNERS' ASSOCIATION, INC.

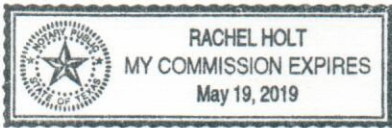
By: Deborah K. Bertram

Printed: Deborah K. Bertram

Its: President

STATE OF TEXAS §
COUNTY OF Bexar §

This instrument was acknowledged before me on 8 day of March, 2016 by Deborah Bertram, President of The Seventh Homeowners' Association, Inc. on behalf of said corporation.



Rhonda Hays
Notary Public in and for the State of Texas

Exhibit A

THE SEVENTH HOMEOWNER'S ASSOCIATION, INC.
MONTHLY MEETING - OCTOBER 29, 1992
7:00 O'CLOCK P.M.

Meeting commenced with general information from Jim Stevens and Linda Pope Jones about the status of the current homeowners association. The following notes do not include all issues and comments discussed due to the lack of an organized format.

It was agreed that Mary McConnell would record the minutes of the meeting.

A sign-in sheet was circulated to record the homeowners present and the members present who would be responsible for voting.

GENERAL DISCUSSION (No format)

J. Stevens

- 1> He spoke with Dresdner representatives and said it was our choice to do a 3/4 vote to vote out Jean Cleveland which would allow us (homeowners) to continue with our business.

Linda P. Jones

- 1> Her involvement has strictly been as a day to day person whose responsibility was to accept HOA checks, etc... and she was hired by Jean Cleveland. She took over the HOA accounting in July 1991.
- 2> She says she has not been paid since March 1992. She intends to officially resign as soon as she has time to write a letter of resignation.
- 3> She said she used a checkbook to handle the HOA accounting because nothing else was available. The account is currently at her bank under her personal social security number.

The current balance is \$15, but there are still some HOA monthly checks that have not yet been deposited.

The checkbook is available for any homeowner's perusal.

She said her accountant has advised her that until she has complete documentation of all the checks, she should not turn it (checkbook) over, but it is available for perusal.

She intends to close the account this next week.

- 4> She requested that when we elect a new board, the Secretary/Treasurer should not be of her GROUP.

Virginia Wagner

- 1> She requested that the homeowners agree to have an

attorney look over the covenants.

- 2> She said there was no official HOA on record. It was terminated in 1988.

Linda P. Jones

- 1> She said she had cancelled checks to prove that the fees had been paid. Leah Reardon? in Dallas takes care of that.

George Freeland

- 1> He said interpreted the covenants to read that under Section 8: a new Board cannot be formed until 1993 or 60 40 days after sale of all lots.

Jim Stevens

- 1> He said Jean Cleveland is the current board along with two other individuals employed by Dresner. Neither he or Linda were able to find these two or to procure a resignation from Jean Cleveland.

GENERAL COMMENTS

It was agreed that Huey Rhudy would conduct the remainder of the meeting so that we could elect a board and bring some organization and structure to the meeting.

- 1> How many members to serve on the Board?

Suggestion: 5 members

Question : How will votes be assigned?

Suggestion: 1 vote per lot. (non-cumulative)

Suggestion: 1 vote per lot for one person. (cumulative)

Pam

- 2> Why would Linda invest her own money in covering HOA overdrafts, etc.. if she was technically not a true homeowner?

Linda P. Jones

- 3> She said she didn't hear the question. Then said she had not closed on the unit because of a problem with the easements and because a stipulation preventing her from closing until Jean Cleveland was completely out.

Jim Stevens

- 4> Joshua Company has been reformed and is now Joshua Group, Inc.
- 5> As of today, the pool, sprinklers and maintenance are no longer to be the responsibility of Joshua Group, Inc.
- 6> Question from general audience: Can HOA survive on current incoming dues?

Answer from Jim Stevens: On a day to day basis, yes.
If major repairs are needed, no.

- 7> Question from general audience: Concerns regarding HOA assessments paid on unimproved lots.

Answer from Jim Stevens: Each month he will deduct \$560 to pay down the outstanding invoices he has submitted to the HOA. It works out to \$20 per lot.

Linda P. Jones

- 8> New lots are for sale starting at \$150,000 for pre-sales. \$70-78 per square foot.
- 9> She says she has cancelled all ads inviting SW Bell to The Seventh because of the four units that have recently been put up for sale and other reasons. She said the current situation will hurt property values.

CONCERN WAS EXPRESSED ABOUT

- 1> Taking over the H.O.A. without lawyer's opinion regarding covenants, accounting and money.
- 2> Certificate of Goodstanding from Secretary of State
- 3> Election of a temporary board to serve until the January, 1993 meeting for the purpose of checking into the problems.
- 4> The transfer of common areas and the payment of taxes or if taxes would be charged on a non-profit corporation.
- 5> Outstanding bills at the present time:
- A. Utilities
 - B. Taxes
 - C. Joshua Company
- 6> Cost of sealing drive and walkways?
How much in 1991 & 1992?

MOTION 1

Proposed by Warren Vail
Seconded by Kim Andritsos
"Vote out Dresdner Representatives"
Motion passed by a unanimous show of hands.

MOTION 2

Proposed by Bob McCormick
Seconded by Jim Stevens
"Nominate 3 members to the Board"
Motion carried by a majority show of hands.

MOTION 3

Proposed by Mary _____.

Seconded by Bob McCormick

"Cumulative Voting method - 1 vote cast per homeowner and top 3 with the highest voted will be the individuals on the Board"

Motion carried by a majority show of hands.

Jim Stevens: He said he will have majority of vote regardless of the number of members on the Board.

OPEN DISCUSSION:

5 vs 3 members

MOTION 4

Proposed by Tom

Seconded by Warren Vail

"Amend the previous motion for 3 members to the Board, to 5 members"

Motion carried by a unanimous show of hands.

MOTION 5

"Nomination of members"

<u>Nominee</u>	<u>Nominated by</u>	<u>Seconded</u>	<u>Accept/Decline</u>
Kim Stevens	Jim Stevens	Stacy Berhand	Accepted
Pam	Mary McConnell		Declined
Huey Rhudy	Tom	Warren Vail	Accepted
B. Colantropo	Barb McCormick	Bob McCormick	Accepted
Linda Jones	Stacy	Jim Stevens	Declined
Tom	B. Colantropo		Declined
Stacy Berhand	Jim Stevens	Mary McConnell	Accepted
Jim Stevens	Stacey Berhand	Linda Jones	Accepted

No official vote taken.

MOTION 6

Proposed by Cliff Wagner

Seconded by Bob McCormick

"Since only 5 persons were nominated, election by acclamation"

Motion carried unanimously by a show of hands.

There was a discussion regarding election of officers. It was determined that the Board would elect the officers.

GENERAL DISCUSSION:

Jim Stevens: Wants to postpone Board meeting for 2 weeks for personal reasons.

Bill Colantropo: Wanted to set date for next meeting far enough in advance to allow time to bring books up to date.

MOTION 7

Proposed by B. Colantropo

Seconded by All

"Adjourn Meeting"

Motion carried unanimously by show of hands.

Lucy J. Ruddy
Secretary Treasurer

Any provision herein which restricts the sale, or use of the described real property because of race is invalid and unenforceable under Federal law
STATE OF TEXAS, COUNTY OF BEXAR
I hereby Certify that this instrument was FILED in File Number Sequence on this date and at the time stamped hereon by me and was duly RECORDED in the Official Public Record of Real Property of Bexar County, Texas on:

MAR 09 2016



Gerard Rickhoff
COUNTY CLERK BEXAR COUNTY, TEXAS

Doc# 20160043385 Fees: \$54.00
03/09/2016 2:15PM # Pages 8
Filed & Recorded in the Official
Public Records of BEXAR COUNTY
GERARD C. RICKHOFF COUNTY CLERK