

RESTATED BYLAWS OF
NORTH GATE HOMEOWNERS ASSOCIATION, INC.
(A Texas Non-Profit Corporation)

Doc# 00011747

ARTICLE I
DEFINITIONS

1.01. Definitions. (a) All terms used herein, such as (but not by way of limitation) "owners", "lot", "land", "Areas of Common Responsibility", "Declarant", and "assessments" shall have the same meanings as set forth in that certain Declaration of Covenants, Conditions and Restrictions filed of record on June 25, 2015, as Document 2015-23516 of the Real Property Records of Bell County, Texas (the "Declaration").

(b) "TBOC" shall refer to the Texas Business Organizations Code, as amended from time to time.

ARTICLE II
NAME

2.01. Name. The name of this corporation is NORTH GATE HOMEOWNERS ASSOCIATION INC., (hereinafter called the "Association").

ARTICLE III
OFFICES OF THE ASSOCIATION

3.01. Principal Office. The initial principal office of the Association shall be located at 1 Bending Branch, Belton, Texas 76513, but meetings of members and directors may be held at such place within the State of Texas as may be designated by the Board of Directors.

3.02. Other Offices. The Association may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or as the business of the Association may require.

ARTICLE IV
ASSOCIATION RESPONSIBILITIES AND MEETINGS OF MEMBERS

4.01. Association Responsibilities. The members will constitute the Association, which shall be responsible for administering and enforcing the covenants, conditions and restrictions contained in the Declaration, including with respect to the collection and disbursement of charges and assessments as provided therein, and coordinating with other homeowners associations in the adjacent subdivisions in administering and enforcing such covenants, conditions and restrictions through their respective boards of directors. In the event of any dispute or disagreement between any members relating to the land, or any questions of interpretation or application of the provisions of the Declaration, Certificate of Formation of the Association or these Bylaws, such dispute or disagreement shall be submitted to the Board of Directors of the Association. The resolution

of such dispute or disagreement by such Board of Directors shall be binding on each and all such members, subject to the right of members to seek other remedies provided by law after such determination by such Board of Directors.

4.02. Place of Meeting. Meetings of the Association shall be held at such suitable place, reasonably convenient to the members, within the State of Texas, County of Bell, as the Board of Directors may determine.

4.03. Annual Meetings. The first meeting of the Association shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter unless otherwise determined by the Board. Except as specifically provided in Articles 5.01 and 5.04 hereof, there shall be elected a Board of Directors by ballot of the members in accordance with the requirements of Article V of these Bylaws.

4.04. Special Meetings. It shall be the duty of the President of the Association to call a special meeting of the members as directed by resolution of the Board of Directors or upon receipt of a written request of members entitled to vote at least one-fourth (1/4) of all of the votes of either class of membership. No business except as stated in the notice shall be transacted at a special meeting of the members. Any such meetings shall be held after the first annual meeting and shall be held within forty-five (45) days after receipt by the President of such request or petition.

4.05. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by the Secretary of the Association not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the Association, with postage thereon prepaid. Business transacted at any special meeting shall be confined to the purposes stated in the notice or waiver thereof.

4.06. Quorum. The holders of one-tenth (1/10) of the votes of each class of membership, represented in person or by proxy, shall constitute a quorum for any meetings of members except as otherwise provided in the Certificate of Formation of the Association, the Declaration or the Bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members present, or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which may have been transacted at the meeting as originally notified.

4.07. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by a member of his lot.

4.08. Voting by Association and Members. The Association shall not be a voting member of the Association by virtue of its ownership of any lot. The Association shall have two classes of Members. Class "A" Members shall be all owners of Property subject to the Declaration, other than Declarant. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. The Class "B" Member shall be Declarant. Each Class "A" Member shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest 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 (1) vote be cast with respect to any such lot. In the event that Members jointly entitled to cast one vote do not agree as to how their vote is to be cast, their vote shall be void and of no effect.

4.09. Order of Business. The order of business at all meetings of the Members shall be as follows:

- (a) roll call and certifying proxies;
- (b) proof of notice of meeting or waiver of notice;
- (c) reading and disposal of unapproved minutes of prior meetings;
- (d) reports of officers;
- (e) reports of committees;
- (f) election of directors;
- (g) unfinished business;
- (h) new business; and
- (i) adjournment

4.10. Membership List. The officer or agent having charge of the membership books shall make, at least five (5) days before each meeting of members, a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and number of votes held by each, which list, for a period of five (5) days prior to such meeting, shall be kept on file at the principal office of the Association, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any member during the whole time of the meeting. The original member books shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any such meeting of members.

ARTICLE V

BOARD OF DIRECTORS

5.01. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors consisting of the three (3) persons.

5.02. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and for the operation and maintenance of the land in keeping with the character and quality of the area in which it is located. The business and affairs of the Association shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute, the Certificate of Formation of the Association, these Bylaws or the Declaration directed or required to be exercised or done by the members.

5.03. No Waiver of Rights. The omission or failure of the Association or any member to enforce the covenants, conditions, restrictions, easements, uses, liens, limitations, obligations or other provisions of the Declaration, these Bylaws or the rules and regulations adopted pursuant thereto or hereto, shall not constitute or be deemed a waiver, modification or release thereof, and the Board of Directors shall have the right to enforce the same at any time thereafter.

5.04. Election and Term of Office. During the Development Period, Declarant shall appoint and remove Directors as needed.

At the first annual meeting of the Association following the date on which the Development Period ends (the Transition Meeting), there shall be elected three (3) directors to the Board of Directors who shall thereafter govern the affairs of the Association until their successors have been duly elected and qualified. At the Transition Meeting, the members of the Association shall elect the Board of Directors as follows: the candidate receiving the third-highest number of votes shall be elected for a term of one (1) year, the candidate receiving the second-highest number of votes shall be elected for a term of two (2) years, and the candidate receiving the highest number of votes shall be elected to a term of three (3) years. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of three (3) years. The Directors shall hold office until their successors have been elected and hold their first meeting, except as is otherwise provided herein.

5.05. Vacancies. Vacancies in the Board of Directors caused by death, resignation or disqualification (i.e., by any reason other than the removal of a Director by a vote of the Association as set forth in Section 5.06 hereof) shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until his successor is elected at the next annual meeting of the Association to serve out the unexpired term (if any) of his predecessor in office. Vacancies in the Board of Directors caused by a removal of a Director by a vote of the Association shall be filled in the manner set forth in Section 5.06 hereof.

5.06. Removal of Directors. At any annual or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by the affirmative vote of a majority of members of each class entitled to vote who are present at a meeting at which a quorum is present, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

5.07. Organizational Meeting. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the members at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the members to fix the time and place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the members, the meeting shall be held within ten (10) days after the annual meeting of the members at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a quorum of the Board of Directors shall be present.

5.08. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one (1) such meeting shall be held during each calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

5.09. Special Meetings. Special meetings of the Board of Directors may be called by the President upon five (5) days' notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary of the Association in like manner and on like notice on the written request of one (1) or more Directors.

5.10. Meeting by Telephonic Means. Members of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 5.10 shall constitute presence in person at the meeting.

5.11. Waiver of Notice. Before or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all of the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

5.12. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Directors present by proxy may not be counted toward a quorum. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

5.13. Compensation. No member of the Board of Directors shall receive any compensation for acting as such.

5.14. 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 any 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.

ARTICLE VI

OFFICERS

6.01. Designation. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, and such assistant officers as the Board of Directors shall, from time to time, appoint. Such officers need not be members of the Board of Directors. The offices of President and Treasurer may be held by the same person, and the offices of Vice-President and Secretary may be held by the same person. The offices of President and Secretary may not be held by the same person.

6.02. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, and such new officers shall hold office subject to the continuing approval of the Board of Directors.

6.03. Resignation and Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor appointed at any regular or special meeting of the Board of Directors called for such purpose. An officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date such notice is received, or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.04. Vacancies. A vacancy in any office due to the death, resignation, removal or other disqualification of the officer previously filling such office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

6.05. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of an association; including but not limited to the power to appoint committees from the members from time to time as he may in his discretion decide is appropriate to

assist in the conduct of the affairs of the Association, or as may be established by the Board of Directors or by the members of the Association at any annual or special meetings.

6.06. Vice-President. The Vice-President shall have all the powers and authority and perform all the functions and duties of the President in the absence of the President or his inability for any reason to exercise such powers and functions or perform such duties, and shall also perform any duties he is directed to perform by the President.

6.07. Secretary. The Secretary shall keep all of the minutes of the meetings of the Board of Directors and the Association. The Secretary shall have charge of such books and papers as the Board of Directors may direct, and shall, in general, perform all the duties incident to the office of Secretary as provided in the Declaration, these Bylaws and the Certificate of Formation of the Association.

6.09. Treasurer.

(a) The Treasurer shall have custody of and be responsible for Association funds and for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer, and of the financial condition of the Association.

ARTICLE VII

AMENDMENTS TO BYLAWS

7.01. Amendment to Bylaws. These Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy; provided, however, that such authority may be delegated by the majority of such members to the Board of Directors if allowed by the TBOC.

Declarant may amend the Bylaws at any time during the Development Period.

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE VIII

EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS

8.01. Proof of Ownership. Except for those owners who purchase a lot from Declarant, any person, on becoming an owner of a lot, shall furnish to the Board of Directors a true and correct copy of the original or a certified copy of the recorded instrument vesting that person with an interest or ownership in the lot, which copy shall remain in the files of the Association.

8.02. Registration of Mailing Address. Members collectively owning one lot shall have the same registered mailing address to be used by the Association for mailing of monthly statements, notices, demands and all other communications, and such registered address shall be the only mailing address of a person or persons to be

used by the Association. The registered address of a Member or Members shall be deemed to be the mailing address of the lot owned by said Member or Members unless a different registered address is furnished by such Member(s) to the Board of Directors within fifteen (15) days after transfer of title, or after a change of address. Such registration shall be in written form and signed by all of the owners of the lot or by such person(s) as are authorized by law to represent the interest of all of the owner(s) thereof.

ARTICLE IX

GENERAL

9.01. Assessments and Liens. As more fully provided in the Declaration, each member shall pay to the Association annual and special assessments which are secured by a continuing lien upon the lot against which the assessment is made.

9.02. Abatement and Enjoinment. The violation of any rule or regulation, or the breach of any Bylaw or any provision of the Declaration, shall give the Board of Directors the right, in addition to any other rights set forth in the Declaration or herein, to enjoin, abate or remedy by appropriate legal proceedings, either at law or in equity, the continuance of such violation or breach.

9.03. Committees. The Association may appoint an Architectural Control Committee, subject to the terms of and as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

9.04. Books and Records. The books, records and accounts of the Association shall, at reasonable times upon reasonable written notice, be subject to inspection by any member at such member's sole cost and expense. The Declaration, the Certificate of Formation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, and copies of such documents may be purchased from the Association at a reasonable cost.

9.05. Non-Profit Association. This Association is not organized for profit. No member of the Association, member of the Board of Directors, officer or person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of, any member of the Board of Directors, officer or member; provided, however, that (a) reasonable compensation may be paid to any member, Director or officer while acting as an agent or employee of a third party for services rendered to the Association in effecting one or more of the purposes of the Association, and (b) any member, Director or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

9.06. Execution of Documents. The persons who shall be authorized to execute any and all contracts, documents, instruments of conveyance or encumbrances, including promissory notes, shall be the President or any Vice President, and the Secretary, of the Association.

9.07. Proxy for Beneficiary or Mortgagee Under Deed of Trust. Owners shall have the right to irrevocably constitute and appoint their Mortgagees their true and lawful attorney to vote their lot membership in this Association at any and all meetings of the Association and to vest in such beneficiary or his nominees any and all rights, privileges and powers that they have as owners under the Bylaws of this Association or by virtue of the Declaration. Such proxy shall become effective upon the filing of a notice by the beneficiary with the Secretary of the Association at such time or times as the beneficiary shall deem its security in jeopardy by reason

of the failure, neglect or refusal of the Association or the owners to carry out their duties as set forth in the Declaration. Such proxy shall be valid until such time as a release of the beneficiary's deed of trust is executed and a copy thereof delivered to the Secretary of the Association, which shall operate to revoke such proxy. Such proxy may be terminated prior to such revocation by the beneficiary's delivering written notice of such termination to the Secretary of the Association. Nothing herein contained shall be construed to relieve owners of, or to impose upon the beneficiary of the Deed of Trust, the duties and obligation of an owner.

9.08. Conflicting or Invalid Provisions. Notwithstanding anything contained herein to the contrary, should all or part of any Article or Section of these Bylaws be in conflict with the provisions of the TBOC or any other Texas law, such provision of the TBOC or law shall control, and should any part of these Bylaws be invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall be valid and operative.

9.09. Notices. All notices to members of the Association shall be given by delivering the same to each member in person or by depositing the notices in the U.S. Mail, postage prepaid, addressed to each member at the address last given by each member to the Secretary of the Association. If a member shall fail to give an address to the Secretary for mailing of such notices, all such notices shall be sent to the street address of the lot owned by such member. All members shall be deemed to have been given notice of the meetings upon the proper mailing of the notices to such addresses irrespective of the actual receipt of the notices by the members.

9.10. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

These Bylaws were adopted by the Declarant on behalf of the North Gate Homeowners Association Inc, on March 21, 2017.

Affirmed By:

Ronny Mikeska

Ronny Mikeska
President, WEST TANGLEFOOT DEVELOPMENT, INC

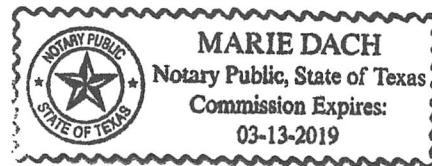
STATE OF TEXAS
COUNTY OF WILLIAMSON

THIS INSTRUMENT ACKNOWLEDGED BEFORE ME, the undersigned authority, by Ronny Mikeska, President of WEST TANGLEFOOT DEVELOPMENT, INC. Subscribed and sworn to before me on this, the 24 day of March, 2017, to which witness my hand and seal of office.

Notary Public, State of Texas

Marie Dach

(seal)



After Recording, Please Return To:

Colby Property Management
10800 Pecan Park Blvd, Suite 340
Austin, TX 78750

Bell County
Shelley Coston
County Clerk
Belton, Texas 76513



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Instrument Number: 2017-00011747

As

Recorded On: March 27, 2017

Recordings

Parties: NORTH GATE HOMEOWNERS ASSOCIATION INC

Billable Pages: 9

To EXPARTE

Number of Pages: 10

Comment:

(Parties listed above are for Clerks reference only)

**** Examined and Charged as Follows: ****

Recordings	43.00
Total Recording:	43.00

***** DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 2017-00011747

Receipt Number: 297001

Recorded Date/Time: March 27, 2017 12:00:33P

User / Station: M Harr - Cash Station 1

Record and Return To:

COLBY PROPERTY MANAGEMENT
10800 PECAN PARK BLVD SUITE 340
AUSTIN TX 78750



I hereby certify that this instrument was filed on the date and time stamped hereon and was duly recorded in the Real Property Records in Bell County, Texas

Shelley Coston
Bell County Clerk