

**AFFIDAVIT AND NOTICE
OF THE
DEDICATORY INSTRUMENTS OF THE BASTROP RIVERSIDE GROVE
HOMEOWNERS ASSOCIATION, INC.**

STATE OF TEXAS §
 §
COUNTY OF BASTROP §

Before me, the undersigned authority, personally appeared John Bolt Hams, who upon oath deposed and stated

1 My name is John Bolt Hams and I am the current President of the Board of Directors of the Bastrop Riverside Grove Homeowners Association, Inc , a Texas non-profit corporation (the "Association")

2 I have personal knowledge of the facts set forth below, which are all true and correct, am over 18 years of age, am competent to make this affidavit and have authority to do so on behalf of the Association

3 The Declaration of Covenants, Conditions and Restrictions, Bastrop Riverside Grove, Bastrop County is recorded in Volume 0934, Pages 473-501, Official Records of Bastrop County, Texas (the "Declaration") The Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for Bastrop Riverside Grove, Bastrop County is recorded as Instrument # 199810907 (Volume 937, Pages 583-588). The Second Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for Bastrop Riverside Grove is recorded as Instrument # 199913476 (Volume 11010, Pages 562-566). The Third Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for Bastrop Riverside Grove is recorded as Instrument # 200005634 (Volume 1045, Pages 327-331). The Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for Bastrop Riverside Grove is recorded as Instrument # 200006946 (Volume 853-585). The following documents have been recorded adding land to the Declaration: Declaration of Annexation for Riverside Grove Phase 2, which is recorded as Instrument # 1999912957 (Volume 1008, Pages 560-562), Declaration of Annexation for Riverside Grove Phase 3, which is recorded as Instrument # 1999164188 (Volume 1022, Pages 243-245) and Declaration of Annexation for Riverside Grove Phase 4, which is recorded as Instrument # 200015879 (Volume 1089, Pages 197-199) all of which pertain to real property in Bastrop County, Texas described therein

4 The Association was incorporated as a Texas non-profit corporation on September 9, 1998, as evidenced by the Certificate of Incorporation issued by the Secretary of State on that date, which is attached to a copy of the Articles of Incorporation of the Association True and correct copies of that Certificate of Incorporation and the Articles of Incorporation of the Association are attached hereto and labeled as Exhibit "A"

5. The Association has adopted Bylaws consisting of 10 pages dated the 16th day of September, 1998, a true and correct copy of which is attached hereto and labeled as Exhibit "B"

6 This Affidavit and Notice is being recorded in the Official Records of Bastrop County, Texas to comply with §202 006, Texas Property Code

THE BASTROP RIVERSIDE GROVE
HOMEOWNERS ASSOCIATION, INC.
(The "Association")

By: John Bolt Harris
John Bolt Harris
President of the Board of Directors

SUBSCRIBED AND SWORN TO BEFORE ME this 9th day
of ~~December, 2000.~~
January, 2001

Brandy A. Avants
Notary Public, State of Texas

[SEAL]



Brandy A. Avants
Notary's Name Typed or Printed
Commission Expires: 11-04-03

ACKNOWLEDGEMENT

STATE OF TEXAS

VOL 1099 PAGE 119

COUNTY OF BASTROP

Before me the undersigned authority, on this day personally appeared John Bolt Harris, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 9th day of ~~December, 2000~~
January, 2001

Brandy A. Avants
Notary Public, State of Texas

(Seal)



Brandy A. Avants
Notary's Typed or Printed Name
My Commission Expires: 11-04-03



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

BASTROP RIVERSIDE GROVE HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01504744

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

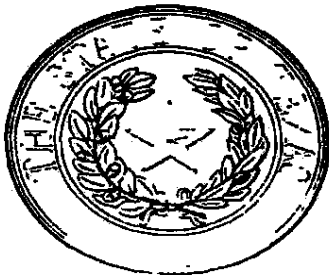
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHURIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

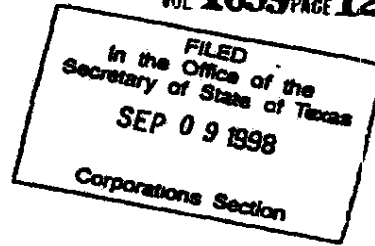
DATED SEP. 9, 1998

EFFECTIVE SEP. 9, 1998

COUNTY CLERK'S MEMO
PORTIONS OF THIS
DOCUMENT NOT
REPRODUCIBLE
WHEN RECORDED



Alberto R. Gonzales, Secretary of State



**ARTICLES OF INCORPORATION
OF**

BASTROP RIVERSIDE GROVE HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Bastrop Riverside Grove Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for preservation of the common area and common maintenance areas within that certain real property known as single family residential lots of Riverside Grove Subdivision Phase I, a subdivision in Bastrop County, Texas, and any additional property that may be annexed into the Association pursuant to the Declaration (hereinafter defined), and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

- (a) To pay all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (b) To purchase, receive, lease or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (c) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and
- (e) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The owners of residential Lots (as defined in the Declaration) and areas annexed thereto as described on Exhibits "A" and "C" to the recorded Declaration of Covenants, Conditions and Restrictions for Bastrop Riverside Grove, Bastrop County ("Declaration") shall be members of the Association. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lots is held by more than one person or by a legal entity which is not a natural person, all such owners shall be members of the Association, however, the voting rights of such members shall be limited to the number of votes set forth herein exercised as they among themselves shall determine.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

a. **Class A.** Class A members shall be all Owners with the exception of Declarant (as defined in the Declaration) and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised as they among themselves determine, and in no event shall more than one (1) vote be cast with respect to any Lot. Notwithstanding the foregoing, Riverside Grove, Ltd., a Texas limited partnership ("Riverside Grove") shall be a Class A non-voting member of the Association.

b. **Class B.** The Class B members shall be the Declarant who shall be entitled to three (3) votes for each Lot that Declarant owns. The Class B membership shall cease and be converted to Class A membership one hundred eighty (180) days after the conveyance of the Lot which causes the total votes outstanding in the Class A membership to equal the total votes outstanding in the Class B membership, or ten (10) years after conveyance of the first Lot to a Class A member, whichever occurs earlier

c. **Suspension** All voting rights of an Owner shall be suspended during any period in which such Owner is delinquent in the payment of any assessment duty established by the Association or is otherwise in default hereunder or under the Bylaws or rules and regulations of the Association.

ARTICLE VII

AGENT AND OFFICES

8140 N. Mopac, Bldg. 4, Suite 150-B, Austin, Texas 78759, and Don Hayter, at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 8140 N. Mopac, Bldg. 4, Suite 150-B, Austin, Texas 78759.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of no less than three (3) and not more than five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to serve until the election of their successors are:

John Bolt Harris	8140 N. Mopac, Bldg. 4, Suite 150-B Austin, Texas 78759
Lowell Stacy	8140 N. Mopac, Bldg. 4, Suite 150-B Austin, Texas 78759
Vera D. Massaro	8140 N. Mopac, Bldg. 4, Suite 150-B Austin, Texas 78759

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting membership.

ARTICLE X

AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the common area shall have the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI**AUTHORITY TO DEDICATE**

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire membership agreeing to such dedication, sale or transfer.

ARTICLE XII**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII**MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII**

In order to take actions under Articles IX through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast two-thirds (2/3) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XIV**AMENDMENTS**

Amendments of these Articles shall require the assent of three-quarters (3/4) of the entire membership.

ARTICLE XV

CONFLICTS

In the event of a conflict between these Articles of Incorporation and the Declaration of Covenants, Conditions and Restrictions, the Declaration of Covenants, Conditions and Restrictions shall control. In the event of a conflict between these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

ARTICLE XVI

INCORPORATOR

The name and address of the incorporator is:

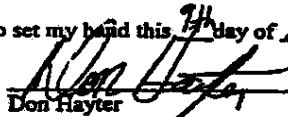
Don Hayter
8140 N. Mopac Bldg. 4, Suite 150-B
Austin, Texas 78759

ARTICLE XVII

FHA/VA APPROVAL

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, conveyance of Common Area, dissolution and amendment of these Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand this ^{7th} day of ~~SEPTEMBER~~ 1998.


Don Hayter

THE STATE OF TEXAS

§
§
§

COUNTY OF TRAVIS

I, the undersigned authority, do hereby certify that on this ^{9th} day of ~~SEPTEMBER~~ 1998, personally appeared before me Don Hayter, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

SEAL



Janice M. Mills

Notary Public
The State of Texas

Notary Printed Name: _____
Commission Expires: _____

BY-LAWS
OF
BASTROP RIVERSIDE GROVE HOMEOWNERS
ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Bastrop Riverside Grove Homeowners Association, Inc , hereinafter referred to as the "Association" The initial registered office of the corporation shall be located at, 8140 N. Mopac, Bldg. 4, Suite 150B, Austin, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Bastrop or Travis, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.1 "Association" shall mean and refer to Bastrop Riverside Grove Homeowners Association, Inc., a Texas nonprofit corporation established for the purposes set forth herein.

Section 2.2 "Common Areas" shall mean and refer to that portion of the Property, if any, including any improvements thereon, conveyed to the Association free and clear of monetary encumbrances for the common use and benefit of the Owners (hereinafter defined). The Common Areas shall be owned by the Association.

Section 2.3 "Common Maintenance Areas" shall mean and refer to the Common Areas, if any, and any areas within public rights-of-way, easements (public and private), public parks, and any improvements or landscaping that the Board of Directors of the Association deems it necessary or appropriate to maintain for the common benefit of the members

Section 2.4 "Lot" shall mean and refer to any of the plots of land indicated upon a recorded subdivision plat(s) of the Property (hereinafter defined) or any part thereof creating single-family homesites, but only if the plot of land has in place an infrastructure (including utilities and streets) necessary to allow construction of a single-family home Common Area and areas deeded to a governmental authority or utility, together with all improvements thereon, shall not be included as part of the definition of a Lot.

Section 2.5 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Bastrop Riverside Grove, Bastrop County, recorded in Volume 0934, Page 473, of the Real Property Records of Bastrop County, Texas, and any amendments and supplements thereto made in accordance with its terms

Section 2.6 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation

Section 2.7 "Property" shall mean and refer to the Initial Property (as defined in the Declaration) together with such portions of the Eligible Property (as defined in the Declaration) as may from time to time be made subject to the Declaration but shall not include any of the Eligible Property unless and until such Eligible Property is so annexed. All of the Property may sometimes be known as phases or sections of Riverside Grove subdivision.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership Every Owner of a residential Lot in Riverside Grove Subdivision Phase 1, recorded in Cabinet 3, Slide 118B, Deed and Plat Records of Bastrop County, Texas, and areas annexed thereto pursuant to the recorded Declaration, shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lot is held by more than one person or by a legal entity which is not a natural person, all such Owners shall be members of the Association, however, the voting rights of such members shall be limited to the number of votes set forth herein exercised as they among themselves shall determine. Notwithstanding the foregoing, Riverside Grove, Ltd., a Texas limited partnership ("Riverside Grove") shall be a non-voting member of the Association.

Section 3.2 Suspension of Membership During any period in which a member shall be in default in the payment of any annual regular or special assessment levied by the Association, the voting rights and right to use of the recreational facilities, if any, of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE IV

PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Section 4.1 Each member shall be entitled to the use and enjoyment of the Common Areas as may be depicted on the Plat of Riverside Grove Subdivision Phase 1 and any future subdivision plat recorded against the Property that subdivides the Property or a portion thereof into single family residential lots.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 5.1. Number The affairs of the Association shall be managed by a Board of not less than three (3) and not more than five (5) directors, who need not be members of the Association.

Section 5.2. Election The initial directors shall be appointed by the incorporator. At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years, and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

Section 5.3. Removal Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successors shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5.4. Compensation No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 6.1. Regular Meetings Regular meetings of the Board of Directors shall be held annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.2. Special Meetings Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 6.3. Quorum A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 6.4. 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.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 7.1. Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 7.2. Election Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. At such election the members or their proxies may cast, in respect to each vacancy, as many

votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1. Powers. The Board of Directors shall have the power:

(a) To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Articles of Incorporation;

(c) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without just cause having been furnished to and accepted by the Board;

(d) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association, and

(e) To engage the services of a manager, an independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

Section 8.2. Duties. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) To establish membership fees or assessments;

(d) To procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) To cause all officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate, and

- (f) To cause the Common Area to be maintained.

ARTICLE IX

COMMITTEES

Section 9.1. The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the following:

(a) **A Recreation Committee** to advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and to perform other such functions as the Board in its discretion determines;

(b) **A Maintenance Committee** to advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Areas, if any, and to perform such other functions as the Board in its discretion determines;

(c) **A Publicity Committee** to inform the members of all activities and functions of the Association and after consulting with the Board of Directors, to make such public releases and announcements as are in the best interest of the Association, and

(d) **An Audit Committee** to supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, as provided in Article XI, **Section 11.8(d)**. The Treasurer shall be an ex-officio member of this committee when formed.

Section 9.2 It shall be a function of each committee to receive complaints from members on any matter involving Association duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE X

MEETINGS OF MEMBERS

Section 10.1. Annual Meetings. The first annual meeting of the members shall be held between thirty (30) days before and 30 days after the date which is one 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, at the hour of 7 00 p m provided that the Board of Directors may upon written notice to the members at least ten (10) days prior to 45 days either side of the previous regular annual meeting date scheduling the annual meeting date for a date not more than fourteen (14) days subsequent to the regular annual meeting date. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first business day following which is not a legal holiday.

Section 10.2 Special Meetings Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 10.3. Notice of Meetings Except as otherwise provided in the Articles of Incorporation, or these By-Laws, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 10.4 Quorum The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of each of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration of Covenants, Conditions and Restrictions or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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.

Section 10.5 Proxies At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon cessation of membership or restriction of the member's voting rights.

Section 10.6 Canvass in Lieu of Meeting In the event that a quorum of members is not achieved at any scheduled meeting, the Board of Directors may authorize a door-to-door canvass of all members whose votes shall be duly recorded, and any action so taken shall have the same force and effect as if taken at a meeting at which a quorum of members was present. Any such canvass must be completed within 30 days of the Board's decree.

Section 10.7 Majority Vote; Withdrawal of Quorum When a quorum is present at any meeting of the members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall decide any question brought before such meeting unless the question is one upon which by express provision of the statutes, the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE XI

OFFICERS AND THEIR DUTIES

Section 11.1 Enumeration of Officers The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 11.2. Election of Officers The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 11.3 Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 11.4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 11.5 Resignation and Removal Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 11.6 Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 11.7 Multiple Offices The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 5 of this Article.

Section 11.8 Duties The duties of the officers are as follows.

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all promissory notes

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

ARTICLE XII

ASSESSMENTS

Section 12.1. Personal Obligation for Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association annual regular and special assessments which are secured by a continuing lien upon the Lot against which such assessment is made. Any assessments which are not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six (6) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her Lot.

ARTICLE XIII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any members at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV

CORPORATE SEAL

The Association shall have seal in circular form having within its circumference the words: Bastrop Riverside Grove Homeowners Association, Inc

ARTICLE XV

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.

ARTICLE XVI

AMENDMENTS

Section 1. These By-Laws 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, except that the Federal Housing Administration or the Veteran's Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XVII

GENDER AND GRAMMAR

The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.

ARTICLE XVIII

ENFORCEMENT

In the event that the Association institutes legal action to enforce any restrictive covenant or other condition of the Declaration, Articles of Incorporation or Bylaws, and the violator voluntarily corrects or abates such violation after litigation has been filed, the Association shall not dismiss or abandon such legal action until it has been reimbursed all of its expenses, including reasonable attorney's fees and court costs

IN WITNESS WHEREOF, we being all the Directors of Bastrop Riverside Grove Homeowners Association, Inc., have hereunto set our hands this 16 day of September 1998

John Bolt Harris
John Bolt Harris
Lowell Stacy

Vera D. Massaro
Vera D. Massaro

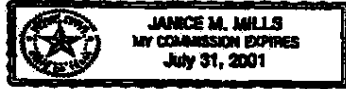
THE STATE OF TEXAS
COUNTY OF TRAVIS

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this day, the 16 day of September, 1998, personally appeared before me John Bolt Harris, Lowell Stacy, and Vera D Massaro, who, each being by me first duly sworn, each personally declared that he is one of the persons who signed the foregoing document as a member of the Board of Directors of Bastrop Riverside Grove

Homeowners Association, Inc. and that the above is a true and correct statement of the By-Laws adopted by said Board.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

SEAL



Janice M. Mills
Notary Public
State of Texas

My Commission expires: _____

Notary Printed Name

CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting Secretary of Bastrop Riverside Grove Homeowners Association, Inc., a Texas non-profit corporation, and that the foregoing By-Laws constitute the original By-Laws of the said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 11th day of September, 1998

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of September, 1998.

[Signature]
Secretary

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Shirley Wilhelm
2001 JAN 12 09:13 AM 200100463
MITCHELL \$49.00
Shirley Wilhelm, COUNTY CLERK
BASTROP COUNTY, TEXAS