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**CORPORATE CERTIFICATE
DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned certifies that he is the Attorney-in-Fact for Del Lago Section III Property Owners Association, Inc. (the "Association"). The Association is the property owners' association for del Lago Section Three, a subdivision in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the **Bylaws of Del Lago Section Three [sic] Property Owners Association, Inc.**

Signed this 17th day of March, 2014.

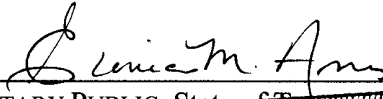
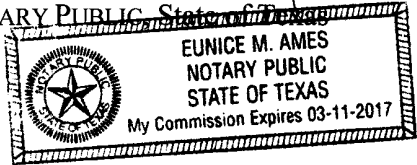
DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC.

By: 
BRYAN P. FOWLER, Attorney-in-Fact

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

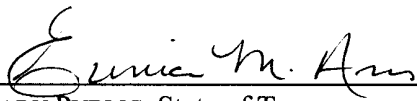
SWORN TO AND SUBSCRIBED BEFORE ME on the 17th day of March, 2014, by **BRYAN P. FOWLER**, Attorney-in-Fact for DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation.


NOTARY PUBLIC, State of Texas


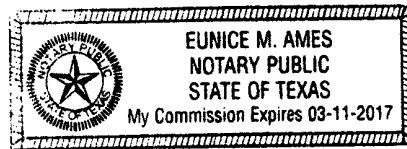
THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 17th day of March, 2014, by **BRYAN P. FOWLER**, Attorney-in-Fact for DEL LAGO SECTION III PROPERTY OWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.


NOTARY PUBLIC, State of Texas

AFTER RECORDING RETURN TO:
The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301



BY-LAWS OF
DEL LAGO SECTION THREE
PROPERTY OWNERS ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION

ARTICLE I

GENERAL

1. APPLICABILITY. These by-laws provide for the governance of Del Lago Section III, a sub-division recorded in the Real Property Records of the County Clerk of Montgomery County.
2. NAME. The name of the corporation, which is the Association referred to in the Declaration of Covenants, Conditions, Assessments, Charges, Servitudes, Liens, Reservations, and Easements as filed in the Real Property Records of the County Clerks office of Montgomery County, County Clerks File number 8257208 (hereinafter referred to as the "Declaration"), and 8305387 as amended, and 8353871 as amended, and as may from time to time by further amended, is Del Lago Section III Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

OFFICES

1. PRINCIPAL OFFICE. The principal office of the corporation in the State of Texas shall be located in the city of Montgomery, County of Montgomery.
2. REGISTERED OFFICE. The registered office of the corporation in the State of Texas may be, but need not be the same as the principal office, and the registered office may be changed from time to time by the Board of Directors.

ARTICLE III

MEMBERS

1. MEMBERSHIP. Each person who is an owner as that term is defined in the Declaration, shall be a member of the Association. A member shall remain a member for the entire period of ownership. If title to the property of the owner is held by more than one person, the membership shall be shared in the same proportion as the title; provided this shall not create multiple memberships for one person. Membership does not include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate membership. Membership shall be appurtenant to ownership of a lot or reserve area in the Property and may be transferred only in connection with the transfer of title.

2. VOTING. Each member shall be entitled to one vote for each lot or reserve area owned in the property. If an owner owns a residence on a reserve area or any part of a reserve area then that owner is allowed one vote. Only one vote may be cast for each lot in the property even if a lot is owned by more than one person or entity. In the case of Time Interval Interest, the vote for each unit will be cast by an agent so registered with the Board.
3. MAJORITY. As used in these by-laws, the term "majority" shall mean those votes, owners, or other group, as the context may indicate, totalling more than fifty (50%) percent of the total of eligible votes. Unless otherwise provided all decisions shall be by majority vote.
4. PURPOSE. The Association shall have the responsibility of administering the affairs of the common areas of the property, establishing the means and methods of collecting the contributions to the common expenses, arranging for the management of the property, and performing all of the other acts that may be required by the Declaration. Except as provided in the Declaration the administration of the foregoing acts shall be performed by the Board of Directors or committees appointed by the Board.

ARTICLE IV

DEFINITIONS

1. Unless the context otherwise states, the terms used herein shall have the same meanings as those term defined in the Declaration. Additionally, the following terms shall have the following meanings:
 - "Eligible votes" shall mean those votes represented by the sum of all owners of lots and reserve areas whose obligations to the association have been met, provided that such vote has not been suspended by the terms of these by-laws.
 - "Total votes" shall mean those votes represented by the sum of owners of of all lots, and reserve areas.
 - "Officer" shall mean an individual who is elected by the Board of Directors to serve as President, Vice President, Secretary, Treasurer, or such other subordinate offices as the Board may determine necessary.
 - "Director" shall mean an individual who is elected by the members to serve as a member of the Board of Directors of the Association.

ARTICLE V

MEETINGS OF MEMBERS

1. ANNUAL MEETING. The regular meeting of the members shall be held once each year at a time and place set by the Board of Directors.
2. SPECIAL MEETINGS. Special meetings of the members for any purpose may be called by the President, or Secretary, or by the request of at least 10% of the members of the Association.
3. NOTICE OF MEETINGS. It shall be the responsibility of the Secretary to mail to each member of the association a notice of each meeting or special meeting at least 10 but not more than 45 days in advance of the meeting. The notice shall state the purpose of the meeting as well as the time and place of the meeting. Notices may be delivered personally or mailed to each member of record at his or her last known address, as such address appears on the books of the association. It shall be the responsibility of each member to ensure that the association has the correct address on file.
4. QUORUM. Except as provided elsewhere, the presence of members entitled to cast 1/4 of the eligible votes of the association, in person, shall constitute a quorum.
5. ADJOURNMENT. Any meeting of the members may be adjourned from time to time by a majority vote of the members at such meeting, regardless of whether a quorum is present. Any business transacted at such session shall be deemed valid as if such business was transacted at the original session.
6. PROXY. Except where otherwise provided herein voting by proxy is not allowed.
7. VOTES BY MAIL. Any action which may be taken by vote may be taken by written consent through the mail, signed by the members.
8. CONDUCT OF MEETINGS. ROBERTS RULES OF ORDER shall govern conduct of all meetings of the members when not in conflict with the Declaration, these By-Laws, or Resolutions of the Board of Directors.

ARTICLE VI

BOARD OF ADMINISTRATION

1. BOARD OF DIRECTORS. The affairs of the association shall be governed by a Board of Directors. The Board shall consist of not less than three (3) persons, nor more than an amount equal to 10% of the total members of the association. No owner and his or her spouse may serve on the Board at the same time. Where a corporation or other entity owns a lot, such entity may be represented by any person so designated by proper proxy. Where a person or entity is the owner of more than one lot or reserve area, such person or entity may hold as many seats on the Board as number of lots or reserve areas owned.

2. TERM OF OFFICE. Directors shall be elected for a term of three years. The expiration of the term shall be fixed by the Board so that not more than 1/2 of the terms will expire in any one year.
3. REMOVAL OF DIRECTORS. At any regular or special meeting of the members duly called, any one or more of the members of the Board of Directors may be removed with or without cause by a majority vote of the members present at such meeting, and a successor may then and there be elected to fill the vacancy being created.
4. VACANCIES. Vacancies on the Board of Directors other than a vacancy created by paragraph 3 herein shall be filled by the appointment by the remaining members of the Board of Directors.
5. COMPENSATION. Directors may not be compensated for their performance as a Director, however, Directors may be reimbursed for expenses actually incurred and approved by a majority of the remaining members of the Board.
6. MEETINGS. Meetings of the Board may be held regularly without notice, or otherwise by notice to each director given by mail, telephone, or in person. Such notice shall give the agenda, time, and place of such meeting. Special meeting may be called by any two of the members of the Board, or by the President.
7. CONDUCT OF MEETINGS. The president shall preside over all meetings of the Board and the Secretary shall keep a record of all business transacted at all meetings. A majority of directors shall constitute a quorum for the transaction of all business. A decision of the Board shall be by a majority of those directors present.
8. TELEPHONE MEETINGS. Any meeting of the Board may be held by conference telephone if all persons participating in the meeting may be heard at the same time.
9. POWERS AND DUTIES. The board of directors shall manage the affairs of the association and shall have all the powers necessary for the administration of the association.
10. COMMITTEES. The board may establish committees and designate authority to such committee as it deems necessary, provided however, a committee may not be formed for the purpose of architectural control. Architectural control shall be only administered by the Board of Directors.

ARTICLE VII

OFFICERS

1. DESIGNATION. The principal officers of the corporation shall be the President, Secretary, and Treasurer all of whom shall be elected by and from the Board of directors. The board of directors may appoint a vice-president or other such subordinate officers as in its judgement may be necessary. No person may hold more than one office.

2. ELECTION OF OFFICERS. The officers shall be elected on the first regular meeting of the board following the annual meeting and shall hold office until a successor is elected.
3. PRESIDENT. The president shall be the chief executive officer of the association and shall preside at all meetings of the association and board of directors. The president shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Texas Non-Profit Corporations Act, including, but not limited to, the power to appoint committees from and among the members from time to time as he in his discretion decide is appropriate to assist in the conduct of the affairs of the corporation.
4. VICE-PRESIDENT. The vice-president, if any, shall act in the absence of the president and shall have all powers, duties, and responsibilities provided for the president when so acting.
5. SECRETARY. The secretary shall keep the minutes of all meetings of the association and of the board of directors and shall have charge of such books and papers as the board of directors may direct.
6. TREASURER. The treasurer shall have such responsibilities as the board may resolve.
7. AGREEMENTS, CONTRACTS, DEEDS, ETC. Except as otherwise provided herein all Agreements, Contracts, Deeds, and other such documents shall be executed by at least two (2) members of the Association, except funds from the association checking account may be disbursed by only one (1) member of the Board.

ARTICLE VIII

MISCELLANEOUS

1. OPERATING BUDGET. It shall be the duty of the board of directors to compute an operating budget in accordance with the Declaration and to make such budget available to the members at least 30 days prior to the effective date of such budget. The budget shall become effective unless within 30 days following the effective date of the budget at least 25% of the members sign a petition to convene a meeting to vote on the budget.
2. FINANCIAL INSTITUTIONS. All funds of the association shall be maintained in one or more accounts in a financial institution which shall be insured by the Federal Government to the extent of the funds deposited in such institution.
3. AMENDMENTS. These by-laws may be amended by the affirmative vote, written consent, or any combination thereof, of the members holding a majority of the total vote of the association. Notice of any meeting where an amendment to these by-laws is proposed shall state that fact and the subject matter of the proposed amendment.

FILED FOR RECORD

03/17/2014 4:37PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify this instrument was filed in file number
sequence on the date and at the time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas.

03/17/2014



County Clerk
Montgomery County, Texas