

BY
LAWS
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**BY-LAWS
OF
RIVERPOINT VILLAGE
COMMUNITY ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Riverpoint Village Community Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at 3800 Southwest Freeway, Suite 302, Houston, Texas 77027, but meetings of Members and directors may be held at such places within the State of Texas as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to Riverpoint Village Community Association, Inc., a Texas non-profit corporation, its successors and assigns.

Section 2. "Common Area" shall mean and refer to any properties, real or personal, owned by the Association for the common use and enjoyment of the Members of the Association.

Section 3. "Declarant" shall mean and refer to Riverpoint Village Partners, LLC, a Texas limited liability company, its successors and assigns.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Riverpoint Village, recorded in the Official Public Records of Real Property of Harris County, Texas, and as the same may be amended from time to time as therein provided.

Section 5. "Lot" shall mean and refer to any of the numbered lots shown on a plat of a portion of the Properties intended for the construction of a single family residence, excluding all reserve tracts, but including lots created by the platting or replatting of a reserve tract.

Section 6. "Member" shall mean and refer to every person or entity which holds a Membership in the Association, and shall include each Owner.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation or those owning an easement right, a mineral interest, or a royalty interest.

Section 8. "Properties" shall mean and refer to the real property within the jurisdiction of the Association, including the property within Riverpoint Village Subdivision, and any additional property hereafter added to the jurisdiction of the Association as provided In the Declaration.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year after the date of the conveyance of the first completed residence in the Properties to a home buyer on a date designated by the Association's Board of Directors, and each subsequent regular annual meeting of the Members shall be held on a date in the same month selected by the Association's Board of Directors, at a time designated by the Board of Directors.

Section 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-third (1/3) of the aggregate votes of the Members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the president or secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) nor more than sixty (60) 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 of 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 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of the Members shall constitute a quorum for any action except as otherwise provided in the Certificate of Formation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.

Section 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 conveyance by the Member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors containing three (3) members who need not be Members of the Association. The number of directors may be changed at any time by amendment of these By-Laws. The initial Board shall consist of three (3) members as identified in the Certificate of Formation.

Section 2. Term of Office. During the period prior to the termination of the Class "B" Membership, all members of the board of directors shall be appointed by the Declarant. At the first annual meeting of the Members after the expiration of the Class B Control Period, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years. At each annual meeting of the Members thereafter, the Members shall elect the number of directors equal to the number of directors whose terms expire at such time for a term of three (3) years.

Section 3. Removal and Vacancies. Any director may be removed, with or without cause, by the Declarant during the Class B Control Period and thereafter by the Members at a meeting called for such purpose. Any director whose removal is sought by vote of the Members after the expiration of the Class B Control Period shall be given notice prior to any meeting called for that purpose. Upon removal of a director during the Class B Control Period, a successor shall be designated by the Declarant. Thereafter, the successor to a removed director shall be designated by the remaining directors. The replacement director shall serve for the remainder of the term of the removed director. In the event of death, disability, removal or resignation of a director during the Class B Control Period, the Declarant shall appoint a successor. In such an event thereafter, the remaining members of the Board shall appoint a successor.

Section 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.

Section 5. Action Taken Without a Meeting. Any action required to be taken at a meeting of the Directors or an action that may be taken at a meeting of the Directors or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. The consent must state the date of each Director's or committee member's signature. Prompt notice of the taking of an action by Directors or a committee without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Section 6. Right to Disapprove Actions. So long as the Class "B" Membership exists, the Declarant shall have the right to disapprove any action, policy or program of the Association, the Board or any committee, which in the sole judgment of the Declarant, would tend to impair rights of the developers or builders or interfere with the development, construction or marketing of any portion of Riverpoint Village, or diminish the level of services being provided by the Association.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. After the expiration of the Class "B" Control Period, Nominations 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 2. Election. Election to the Board of Directors shall be by secret written ballot 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such frequency as the Board from time to time deems necessary.

Section 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 no less than three (3) days notice to each director.

Section 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.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

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

(b) suspend the right after notice and hearing to use of the Association's facilities of a Member during any period in which such Member shall be delinquent in the payment of any assessment levied by

the Association in excess of 30 days. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, the Certificate of Formation, or the Declaration;

(d) 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;

(e) employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties; and

(f) borrow funds required to conduct its operations and enter into agreements with the Declarant or any other party to repay any such loans with future assessments pursuant to the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) 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-third (1/3) of the Members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot as set forth in the Declaration;

(2) send written notice of each assessment to every Owner subject thereto as set forth in the Declaration; and

(3) foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association and, at the option of the Board of Directors, directors and officers liability insurance;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and other areas within or in the vicinity of the Properties to be maintained; and

(h) perform the other duties of the Association set forth in the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 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 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 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 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 written 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two (2) or more offices may be held by the same person except the offices of president and secretary may not be held by the same person.

Section 8. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time specifically be conferred or imposed by the Board of Directors. The president shall be the chief

executive officer of the Association. The Treasurer shall have the primary responsibility for the preparation of the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent or both.

Section 9. Agreements, Contracts, Deeds, Leases, Checks, etc. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by at least two (2) officers or such other person or persons as may be designated by resolution of Board of Directors.

ARTICLE IX COMMITTEES

The Association shall appoint a Nominating Committee as provided in these By- Laws. The Board of Directors may appoint other committees as it deems appropriate in carrying out its purposes.

ARTICLE X 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 Declaration, the Certificate of Formation and the By-Laws of the Association shall

be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost in accordance with the Association's records production and copying policy.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual assessments and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and shall bear interest from the due date at a rate of interest to be set from time to time by the Board of Directors not in excess of the maximum lawful rate. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest as provided above and a late charge if applicable, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for in the Declaration by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII
AMENDMENTS

Section 1. Amendment. These By-Laws may be amended at any time by:
(a) the majority vote of the Directors at a meeting of the Board of Directors, so long as any amendment is proposed at the preceding meeting of the Board of Directors; or (b) the majority vote of the Members at a meeting of the Members, so long as any proposed amendment is described in the notice of the meeting sent pursuant to Article Three, Section Three of these By-Laws. Notwithstanding the foregoing, however, as long as there is a Class B Membership in the Association, any amendment of these By-Laws must be approved by the Declarant.

Section 2. In the case of any conflict between the Certificate of Formation and these By-Laws, the Certificate shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

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.

ER 052 - 96 - 0523

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned Directors, being all of the Directors of Riverpoint Village Community Association, Inc., hereby certify that these Bylaws are the true and correct Bylaws of the Association voted upon and adopted at the Organizational Meeting of the Board of Directors duly held on the 6th day of January, 2014.

Kurt Adkins
Kurt Adkins

Robert Wanninger
Robert Wanninger

Vicente Jaramillo
Vicente Jaramillo

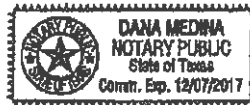
STATE OF TEXAS

COUNTY OF TEXAS

This instrument was acknowledged before me on January 6th, 2014, by KURT ADKINS, ROBERT WANNINGER, and VICENTE JARAMILLO, as Members of the Board of Directors of Riverpoint Village Community Association, Inc., a Texas corporation, on behalf of said entity.

Dana Medina
Notary Public, State of Texas

My Commission Expires:
12/7/17



ER 052 - 96 - 0524

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Pages 16
01/07/2014 08:24:11 AM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
STAN STANART
COUNTY CLERK
Fees 72.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

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.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS