

**Kaufman County
Laura Hughes
County Clerk**

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**STATE OF TEXAS
COUNTY OF KAUFMAN**

I hereby certify that this instrument was filed on the date and time stamped hereon by me and was duly recorded in the Official Public Records of Kaufman County, Texas.

Laura A. Hughes

Laura Hughes, County Clerk

Recorded By: Ashley Kirby, Deputy

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.

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**AMENDED AND RESTATED BYLAWS
OF
WINDMILL FARMS ASSOCIATION, INC.**

**ARTICLE I
INTRODUCTION**

WHEREAS, Windmill Farms Association, Inc. (the “Association”) is a Texas non-profit corporation.

WHEREAS, the Association has previously adopted those certain Bylaws (the “Original Bylaws”) of the Association, such Original Bylaws being set forth in the Certificate of Adoption of Bylaws of Windmill Farms Association, Inc. recorded on August 11, 2005, in Volume 2698, Page 323-342, and under Document No. 00016873, of the Official Public Records, Kaufman County, Texas, and modified and amended by that certain First Amendment to the Bylaws of Windmill Farms Association Phase 1, Inc. as included in the First Certificate and Memorandum of Recording of Association Documents for Windmill Farms Association Phase 1, Inc. recorded on October 1, 2008, in Volume 3474, Page 321, and under Document No. 2008-00019070, of the Official Public Records, Kaufman County Texas (the Association and Windmill Farms Association Phase 1, Inc. having merged by the terms of that certain Certificate of Merger and Agreement and Plan of Merger filed with the Texas Secretary of State on August 22, 2013, and Windmill Farms Association, Inc. being the surviving entity in such merger);

WHEREAS, the Association desires to amend and restate the Original Bylaws in their entirety so that these Amended and Restated Bylaws supersede the Original Bylaws in their entirety;

WHEREAS, Article 13, Section 13.1 of the Original Bylaws provides that the same may be amended at any annual or special meeting of the Members called for that purpose, at which a quorum is present or represented, upon the approval of a majority of the votes of Members present or represented at the meeting;

WHEREAS, these Amended and Restated Bylaws were approved at an annual/special meeting of the Members held on **March 23, 2022** at which a quorum was present, by a majority of the votes of Members present or represented at such meeting.

Notwithstanding anything to the contrary in these Bylaws, several provisions are modified by the Declarant’s reservations in the Declaration, including the number, qualification, appointment, removal, and replacement of Directors.

**ARTICLE II
DEFINITIONS**

Unless the context otherwise specifies or requires, the following words and phrases when used in these Bylaws shall have the meanings hereinafter specified:

Section 2.1 Assessment. “Assessment” or “Assessments” shall mean assessment(s) levied by the Association under the terms and provisions of the Declaration.

Section 2.2 Association. “Association” shall mean and refer to Windmill Farms Association, Inc., a Texas non-profit corporation, with its principal office at 512 Crescent Dr Suite 112, Carrollton, Texas located in Denton County, Texas, or such other principal office as designated by the Board of Directors of the Association from time to time.

Section 2.3 Association Property. “Association Property” shall mean all real or personal property now or hereafter owned by the Association, including without limitation, all easement estates, licenses, leasehold estates and other interests of any kind in and to real or personal property which are now are hereafter owned or held by the Association.

Section 2.4 Association Restrictions. “Association Restrictions” shall mean the Declaration, as the same may be amended from time to time, together with the Certificate, Bylaws, and Association Rules from time to time in effect.

Section 2.5 Association Rules. “Association Rules” shall mean the rules and regulations adopted by the Board pursuant to the Declaration, as the same may be amended from time to time.

Section 2.6 Board. “Board” shall mean the Board of Directors of the Association. During the period of Declarant control, Declarant shall have the sole right to appoint and remove Directors of the Board.

Section 2.7 Bylaws. “Bylaws” shall mean these Amended and Restated Bylaws of the Association, and any modifications, amendments, and/or restatements hereof which may be adopted by the Board from time to time.

Section 2.8 Certificate. “Certificate” shall mean the Certificate of Formation for Windmill Farms Association, Inc., a Texas non-profit corporation, filed in the office of the Secretary of State of the State of Texas, as the same may from time to time be amended.

Section 2.9 Declarant. “Declarant” shall mean EQK BRIDGEVIEW PLAZA, INC., a Nevada corporation, and its duly authorized representatives or their successors or assigns; provided that any assignment of the rights of Declarant must be expressly set forth in writing and the mere conveyance of a portion of the Property without written assignment of the rights of Declarant shall not be sufficient to constitute an assignment of the rights of Declarant hereunder.

Section 2.10 Declaration. “Declaration” shall mean the “Amended and Restated Declaration of Covenants, Conditions and Restrictions for Windmill Farms”, dated April 10, 2014, recorded on April 16, 2014 as Doc. No. 2014-0006193, in Volume 4547, Page 266 of the Real Property Records of Kaufman County, Texas, as modified, amended and supplemented now and hereafter from time to time.

Section 2.11 Development. “Development” shall mean and refer to the property subject to the terms and provisions of the Declaration.

Section 2.12 Manager. “Manager” shall mean the person, firm, or corporation, if any, employed by the Association pursuant to the Declaration and delegated the duties, powers, or functions of the Association.

Section 2.13 Member. “Member” or “Members” shall mean any person(s), entity or entities holding membership privileges in the Association as provided in the Declaration. Members include Class A Members (as defined in the Declaration) and Class B Members (as defined in the Declaration).

Section 2.14 Mortgage. “Mortgage” or “Mortgages” shall mean any mortgage(s) or deed(s) of trust covering any portion of the Property given to secure the payment of a debt.

Section 2.15 Mortgagee. “Mortgagee” or “Mortgagees” shall mean the holder or holders of any lien or liens upon any portion of the Property.

Section 2.16 Owner. “Owner” or “Owners” shall mean the person(s), entity or entities, including Declarant, holding a fee simple interest in any Lot, but shall not include the Mortgagee of a Mortgage.

Unless otherwise defined in these Bylaws or the context otherwise requires, each term used in these Bylaws with its initial letter capitalized which has been specifically defined in the Declaration and not otherwise specifically defined in this Article II shall have the same meaning herein as given to such term in the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 3.1 Annual Meetings. The first annual meeting of the Members shall be held on such date as selected by the Board of Directors which is on or before the date which is one hundred twenty (120) days after seventy-five percent (75%) of the Maximum Number of Lots (as defined in the Declaration) have been sold to non-Declarant Owners, and each subsequent regular annual meeting of the Members shall be held on such date as selected by the Board of Directors who shall, whenever possible, hold the annual meeting in the same month each year thereafter unless a different date is selected by the Board of Directors. The annual meeting shall not be held on a Saturday, Sunday, or legal holiday.

Section 3.2 Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority vote of the Board of Directors, or upon written request of the Members who are entitled to vote fifty-one percent (51%) or more of the votes of the Association.

Section 3.3 Place of Meetings. Meetings of the Association may be held at the Development or at a suitable place convenient to the Members, as determined by the Board.

Section 3.4 Notice of Meetings. At the direction of the Board, written notice of meetings of the Association will be given to the Members at least thirty (30) days but not more than sixty (60) days prior to the meeting. Notices of meetings will state the date, time, and place the meeting is to be held. Notices will identify the type of meeting as annual or special and will state the particular purpose of a special meeting. Notices may also set forth any other items of information deemed appropriate by the Board.

Section 3.5 Voting Member List. The Board will prepare and make available a list of the Association's voting Members in accordance with the Texas Business Organization Code.

Section 3.6 Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the total votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Certificate, the Declaration, or these Bylaws. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be five percent (5%) of all the votes of all Members. No such subsequent meeting shall be held more than thirty (30) days following the preceding meeting. If the required quorum is not present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 3.7 Proxies. Votes may be cast in person or by written proxy. To be valid, each proxy must: (i) be signed and dated by a Member or his attorney-in-fact; (ii) identify the Lot to which the vote is appurtenant; (iii) name the person or title (such as "presiding officer") in favor of whom the proxy is granted, such person having agreed to exercise the proxy; (iv) identify the meeting for which the proxy is given; (v) not purport to be revocable without notice; and (vi) be delivered to the secretary, to the person presiding over the Association meeting for which the proxy is designated, or to a person or company designated by the Board. Unless the proxy specifies a shorter or longer time, it terminates eleven (11) months after the date of its execution. Perpetual or self-renewing proxies are permitted, provided they are revocable. To revoke a proxy, the granting Member must give actual notice of revocation to the person presiding over the Association meeting for which the proxy is designated. Unless revoked, any proxy designated for a meeting which is adjourned, recessed, or rescheduled is valid when the meeting reconvenes. A proxy may be delivered by fax. However, a proxy received by fax may not be counted to make or break a tie-vote unless: (a) the proxy has been acknowledged or sworn to by the Member, before and certified by an officer authorized to take acknowledgments and oaths; or (b) the Association also receives the original proxy within five (5) days after the vote.

Section 3.8 Conduct of Meetings. The president, or any person designated by the Board, presides over meetings of the Association. The secretary keeps, or causes to be kept, the minutes of the meeting which should record all resolutions adopted and all transactions occurring at the meeting, as well as a record of any votes taken at the meeting. The person presiding over the meeting may appoint a parliamentarian. Votes should be tallied by tellers appointed by the person presiding over the meeting. Votes may be taken by electronic ballot or other means permitted under applicable law at any meeting of the Members.

Section 3.9 Order of Business. Unless the notice of meeting states otherwise or the assembly adopts a different agenda at the meeting, the order of business at meetings of the Association is as follows:

- Determine votes present by roll call or check-in procedure
- Announcement of quorum
- Proof of notice of meeting

- Approval of minutes of preceding meeting
- Reports of Officers (if any)
- Election of Directors (when required)
- Unfinished or old business
- New business

Section 3.10 Adjournment of Meeting. At any meeting of the Association, a majority of the Members present at that meeting, either in person or by proxy, may adjourn the meeting to another time and place.

Section 3.11 Action without Meeting. Subject to Board approval, any action which may be taken by a vote of the Members at a meeting of the Association may also be taken without a meeting by written consents. The Board may permit Members to vote by any method allowed by the Texas Business Organization Code, which may include hand delivery, United States Mail, facsimile, e-mail, or any combination of these. Written consents by Members representing at least a majority of votes in the Association, or such higher percentage as may be required by the Documents, constitutes approval by written consent. This Section may not be used to avoid the requirement of an annual meeting and does not apply to the election of Directors.

Section 3.12 Telephone and Electronic Meetings. Members of the Association may participate in and hold meetings of the Association by means of conference telephone, internet conference, electronic means, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting constitutes presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Authority; Number of Directors.

(a) The affairs of the Association shall be governed by a Board of Directors. The number of Directors shall be fixed by the Board of Directors from time to time. The initial Directors were three (3) in number and were those Directors named in the Certificate of Formation. The Board of Directors may increase or decrease the number of Directors to serve on the Board of Directors at any given time by a majority vote of the Board of Directors; provided that (i) at no time will there be more than five (5) or less than three (3) Director positions on the Board of Directors, and (ii) after the right of Declarant to appoint Directors to the Board of Directors expires, any new Director positions established by the Board shall not be deemed vacant and shall be established effective as of the date a new Director is elected into such position and shall be filled at the election held at the next scheduled annual meeting of Association or other special meeting scheduled for Board elections where required notice of such meeting has been provided in compliance with any and all applicable laws. The initial Directors shall serve until their successors are elected and qualified. The number of Directors on the Board of Directors is hereby increased to include five (5) Directors. **Except as is provided in the**

Declaration and in Sections 4.1(b) and 4.1(c) below, Declarant shall have the absolute right to appoint and remove members of the Board of Directors during for as long as Declarant owns any Lot affected by the Declaration.

(b) As of the date of these Bylaws, the Board includes five (5) persons of which (i) one (1) of the Directors on the Board of Directors shall be elected by a majority vote of Class A Members, (i) one (1) of the Directors on the Board of Directors shall be a Class A Member appointed by Declarant, and (iii) three (3) of the Directors on the Board of Directors shall be persons appointed by Declarant who need not be Members of the Association. From and after the first annual meeting of Members and until the date (the "Transition Date") which is one hundred-twenty (120) days after seventy-five (75%) of the Maximum Number of Lots have been sold to non-Declarant Owners, the Board of Directors shall consist of solely persons appointed by Declarant who need not be Members of the Association. On and after the Transition Date, the Board of Directors shall include three (3) persons appointed by Declarant and two (2) persons elected by a majority vote of Class A Members (each a "Non-Declarant Director") at such meeting at which quorum is present, which Non-Declarant Directors shall serve for a period which is the shorter of one (1) year, or until the next annual meeting of the Members at which the Non-Declarant Directors (or replacement thereof) shall be elected by non-Declarant Owners. The Non-Declarant Director(s) shall be elected at the first annual meeting (or special meeting called for such purpose by the President of the Association) of Members held on or after the Transition Date. On and after the earlier of (i) December 31, 2067, or (ii) the date on Which Declarant relinquishes its rights to appoint members to the Board by instrument recorded in Kaufman County, Texas referencing the Declaration (the "Declarant Turnover Date"), the President of the Association will call a meeting of the Members of the Association where the Members will elect one (1) Director for a three (3) year term, and two (2) Directors for a two (2) year term, and two (2) Directors for a one (1) year term. The member obtaining the most votes will serve the three (3) year term, the two (2) members with the next highest number of votes will each serve a term of two (2) years, and the members obtaining the next highest number of votes will each serve a term of one (1) year. Upon expiration of the term of a Director elected by Members at the first meeting of the Members after the Declarant Turnover Date pursuant to this Section 4.1(b), his or her successors shall serve a term of two (2) years. A Director takes office upon the adjournment of the meeting or balloting at which he is elected or appointed and, absent death, ineligibility, resignation, or removal, will hold office until his successor is elected or appointed. The Board of Directors shall have the power and authority when it is deemed in the best interest of the Association to change or alter the terms of office of directors on the Board or increase the number of Directors to serve on the Board, which shall be done by Board resolution notwithstanding, terms must remain staggered for the purpose of continuity.

(c) Each Director, other than Directors appointed by Declarant, shall be a Member and resident or Owner, or in the case of corporate or partnership ownership of a Lot, a duly authorized agent or representative of the corporate or partnership Owner. The corporate, or partnership Owner shall be designated as the Director in all correspondence or other documentation setting forth the names of the Directors.

Section 4.2 Compensation. The Directors shall serve without compensation for such service.

Section 4.3 Nominations to Board of Directors. Members may be nominated for election to the Board of Directors in either of the following ways:

(a) A Member who is not a Director and who desires to run for election to that position shall be deemed to have been nominated for election upon his filing with the Board of Directors a written petition of nomination; or

(b) A Director who is eligible to be re-elected shall be deemed to have been nominated for re-election to the position he holds by signifying his intention to seek reelection in a writing addressed to the Board of Directors.

Section 4.4 Removal of Directors for Cause. If a Director breaches such Director's duties hereunder or violates the terms of the Declaration, the Certificate, the Association Rules or these Bylaws, such Director may be removed by Declarant unless Declarant no longer has the right to appoint and remove Directors in accordance with Section 4.1 of these Bylaws, and then by a majority vote of the remaining Directors after Declarant's right to appoint and remove Directors has expired. No Director shall have any voting rights, nor may such Director participate in any meeting of the Board of Directors at any time that such Director is delinquent in the payment of any Assessments or other charges owed to the Association.

Section 4.5 Vacancies on Board of Directors. At such time as Declarant's right to appoint and remove Directors has expired or been terminated, if the office of any elected Director shall become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors, at a special meeting duly called for this purpose, shall choose a successor who shall fill the unexpired term of the directorship being vacated. If there is a deadlock in the voting for a successor by the remaining Directors, the one Director with the longest continuous term on the Board shall select the successor. At the expiration of the term of his position on the Board of Directors, the successor Director shall be re-elected or his successor shall be elected in accordance with these Bylaws.

Section 4.6 Removal of Directors by Members. Subject to the right of Declarant to nominate and appoint Directors as set forth in Section 4.1 of these Bylaws, an elected Director may be removed, with or without cause, by a majority vote of the Members at any special meeting of the Members of which notice has been properly given as provided in these Bylaws; provided the same notice of this special meeting has also been given to the entire Board of Directors, including the individual Director whose removal is to be considered at such special meeting.

Section 4.7 Consent in Writing. Any action by the Board of Directors, including any action involving a vote on a fine, damage assessment, appeal from a denial or architectural control approval, or suspension of a right of a particular Member before the Member has an opportunity to attend a meeting of the Board of Directors to present the Member's position on the issue, may be taken without a meeting if all of the Directors shall unanimously consent in writing to the action. Such written consent shall be filed in the Minute Book. Any action taken

by such written consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE V MEETINGS OF DIRECTORS

Section 5.1 Regular Meetings. Regular meetings of the Board shall be held annually, or such other frequency as determined by the Board, without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 5.2 Special Meetings. Special meetings of the Board 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 5.3 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 of Directors.

Section 5.4 Telephone or Electronic Meetings. Members of the Board or any committee of the Association may participate in and hold meetings of the Board or committee by means of conference telephone, internet conference, electronic means, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting constitutes presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.5 Action without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all Directors individually or collectively consent in writing to such action. The written consent must be filed with the minutes of Board meetings. Action by written consent has the same force and effect as a unanimous vote.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

Section 6.1 Powers. The Board shall have power and duty to undertake any of the following actions, in addition to those actions to which the Association is authorized to take in accordance with the Declaration:

(a) adopt and publish the Association Rules, including regulations governing the use of the Association Property and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) to the maximum extent permitted under applicable law, suspend the voting rights of a Member and right of a Member to use of the Association Property during any period in which such Member shall be in default in the payment of any Assessment levied by the

Association, or after notice and hearing, for any period during which an infraction of the Association Rules by such Member exists;

(c) exercise for the Association all powers, duties and authority vested in or related to the Association and not reserved to the membership by other provisions of the Association Restrictions, including, without limitation, employing and contracting for the services of a Manager (and to delegate any of the powers, duties, or functions of the Board to the Manager), and to enter into contracts on behalf of the Association as necessary or appropriate for the daily management, operation and maintenance of Common Areas and performance of other rights, duties, and obligations of the Association;

(d) to enter into any contract or agreement with a municipal agency or utility company to provide electric utility service to all or any portion of the Property;

(e) declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

(f) employ such employees as they deem necessary, and to prescribe their duties;

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

(1) fix the amount of the Assessments against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and

(2) foreclose the lien against any property for which Assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(h) 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 and to levy a reasonable charge for the issuance of these certificates (it being understood that if a certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment);

(i) procure and maintain adequate liability and hazard insurance on property owned by the Association, which policies of insurance shall name the Declarant during the Development Period, and any managing agent of the Association as "additional insured;"

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

(k) To borrow funds on behalf of the Association to pay any costs of operation, secured by an assignment or pledge of rights against owners for current, delinquent and/or future assessments, that the Board may determine, in its sole judgement and discretion, to be necessary or appropriate; and

(l) exercise such other and further powers or duties as provided in the Declaration or by law.

Section 6.2 Duties. It shall be the duty of the Board 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 Members who are entitled to cast fifty-one percent (51%) of all outstanding votes; and

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

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 7.1 Enumeration of Offices. The officers of the Association shall be a President and a Vice-President, who shall at all times be members of the Board, a Secretary and a Treasurer, and such other officers as the Board may from time to time create by resolution.

Section 7.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 7.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he resigns sooner or shall be removed or otherwise disqualified to serve.

Section 7.4 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 7.5 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 7.6 Vacancies. A vacancy in any office may be filled through appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7.7 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 7.4.

Section 7.8 Duties. The duties of the officers are as follows:

(a) President. The President, or any person designated by the Board, presides over meetings of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments such as promissory notes.

(b) Vice President. The Vice President or Vice Presidents (including, without limitation, Executive Vice Presidents and Senior Vice Presidents), if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated by the President or the Board.

(c) Secretary. The Secretary shall cause to be recorded the votes and cause to be kept the minutes of all meetings and proceedings of the Board and of the Members; serve notice or cause to be served notice of meetings of the Board and of the Members; cause to be kept appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.

(d) Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him or her by the Secretary, the President, the Board or any committee established by the Board.

(e) Treasurer. The Treasurer shall oversee the receipts and deposits in appropriate bank accounts all monies of the Association and shall oversee the disbursement of such funds as directed by resolution of the Board; shall sign, at the direction of the Board, promissory notes of the Association; cause to be kept proper books of account in appropriate form such that they could be audited by a public accountant whenever ordered by the Board or the membership; and shall cause to be prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and cause to be delivered a copy of each to the Members.

ARTICLE VIII OTHER COMMITTEES OF THE BOARD OF DIRECTORS

The Board may, by resolution adopted by affirmative vote of a majority of the number of Directors fixed by these Bylaws, designate two or more Directors (with such alternates, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans, programs and rules theretofore approved, authorized and adopted by the Board. Notwithstanding the foregoing or anything to the contrary contained herein, for as long as Declarant owns any Lot within the Property or earlier expiration of the Development Period or termination of Declarant's rights to appoint members of the Architectural Control Committee under the Declaration, the Architectural Control Committee for plans and specifications for new homes, buildings or other Improvements to be constructed on vacant Lots or modifications to any home, building or other Improvements on a Lot is the Declarant or its delegates in accordance with Section 4.1 of the Declaration, as amended from time to time.

ARTICLE IX 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 Association Restrictions shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association Assessments which are secured by a continuing lien upon the property against which the Assessments are made. Assessments shall be due and payable in accordance with the Declaration.

ARTICLE XI CORPORATE SEAL

The Association may, but shall have no obligation to, have a seal in a form adopted by the Board.

ARTICLE XII DECLARANT PROVISIONS

Section 12.1 Conflict. The provisions of this Article control over any provision to the contrary elsewhere in these Bylaws.

Section 12.2 Board of Directors. As provided in Section 4.1 of these Bylaws, Declarant is entitled to appoint and remove all members of the Board of Directors until the Transition Date and thereafter, two members of the Board of Directors until the Declarant no longer owns any portion of the Property. Until Declarant's right to appoint members of the Board of Directors terminates, the Directors appointed by Declarant need not be Owners or residents and may not be removed by the Owners. In addition, Declarant has the right to fill vacancies in any directorship vacated by a Declarant appointee.

ARTICLE XIII AMENDMENTS

Section 13.1 These Bylaws may be amended, (i) on or before the Declarant Turnover Date, by unilateral vote or written consent of Declarant, and thereafter (ii) by a majority vote or written consent of a majority of the Directors on the Board of Directors of the Association.

Section 13.2 In the case of any conflict between the Certificate and these Bylaws, the Certificate shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

THE ASSOCIATION SHALL INDEMNIFY EVERY DIRECTOR AND OFFICER OF THE ASSOCIATION AGAINST, AND REIMBURSE AND ADVANCE TO EVERY DIRECTOR AND OFFICER FOR, ALL LIABILITIES, COSTS AND EXPENSES' INCURRED IN CONNECTION WITH SUCH DIRECTORSHIP OR OFFICE AND ANY ACTIONS TAKEN OR OMITTED IN SUCH CAPACITY TO THE GREATEST EXTENT PERMITTED UNDER THE TEXAS BUSINESS ORGANIZATION CODE AND ALL OTHER APPLICABLE LAWS AT THE TIME OF SUCH INDEMNIFICATION, REIMBURSEMENT OR ADVANCE PAYMENT; PROVIDED, HOWEVER, NO DIRECTOR OR OFFICER SHALL BE INDEMNIFIED FOR: (A) A BREACH OF DUTY OF LOYALTY TO THE ASSOCIATION OR ITS MEMBERS; (B) AN ACT OR OMISSION NOT IN GOOD FAITH OR THAT INVOLVES INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW; (C) A TRANSACTION FROM WHICH SUCH DIRECTOR OR OFFICER RECEIVED AN IMPROPER BENEFIT, WHETHER OR NOT THE BENEFIT RESULTED FROM AN ACTION TAKEN WITHIN THE SCOPE OF DIRECTORSHIP OR OFFICE; OR (D) AN ACT OR OMISSION FOR WHICH THE LIABILITY OF SUCH DIRECTOR OR OFFICER IS EXPRESSLY PROVIDED FOR BY STATUTE.

**ARTICLE XV
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.

I, the undersigned, being the Secretary of Windmill Farms Association, Inc. do hereby certify that the foregoing are the Bylaws of said non-profit corporation, as approved by a majority of the Members at a meeting of the Members on March 23, 2022, at which Member entitled to cast, or proxies of such Members entitled to cast, twenty percent (20%) of the total votes of the membership in the Association were present, in accordance with Article 13, Section 13.1 of the Original Bylaws.

[Signature Page Follows this Page]

WINDMILL FARMS ASSOCIATION, INC.,
a Texas non-profit corporation

By: _____

Name: Ronald J. Corcoran

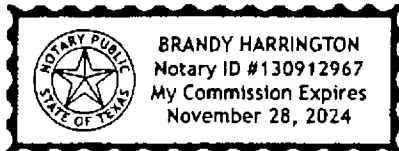
Title: Secretary

STATE OF TEXAS §

COUNTY OF KAUFMAN §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Ronald J. Corcoran, Secretary of the Windmill Farms Homeowners Association, Inc., before me on this 21st day of April, 2022, in the capacity of Secretary as named above.

Seal



Notary Public in and for the State of Texas.

Notary Public Signature

My Commission Expires:

11 / 28 / 20 24

Amended and Restated Bylaws
(Windmill Farms Association, Inc.)

#2022-0015749

Filed for Record in Kaufman County TX
04/22/2022 09:13:38 AM