

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that she is the duly elected, qualified and acting Secretary of 8888 Tallwood Condominium Homeowner's Association, Inc., a Texas non-profit corporation (the "Association"), and that attached hereto as **Exhibit A** and made a part hereof is a true and correct copy of that certain Amendment to the Bylaws of the Association (the "Amendment"). The Amendment was duly adopted at a meeting of the owners on or about March 28, 2016, and the Amendment replaces those original sections of the Bylaws referenced therein.

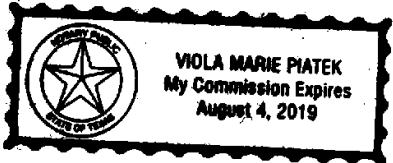
IN WITNESS WHEREOF, the undersigned has executed this certificate on the 6th day of April, 2016.

Colleen Lysell Johnson
Colleen Lysell Johnson, Secretary

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned Notary Public on this 6th day of April 2016, appeared Colleen Lysell Johnson, 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, on behalf of said corporation.

This instrument was given to me under my hand and seal of this office this 6th day of April, 2016.



Viola M. Piatek
Notary Public

EXHIBIT A
Amendments to Bylaws of 8888 Tallwood Condominiums

BOARD OF DIRECTORS

2.1 **Number and Term of Office.** The board shall consist of at least three (3) but no more than seven (7) persons. For the annual meeting of 2016 only, the three directors with the greatest number of votes shall serve terms of three (3) years and the remaining four directors shall serve terms of two (2) years. For every subsequent election, each director shall serve a term of three (3) 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.

2.2 **Qualification.** No person shall be eligible for election or appointment to the board unless such person is a member, an immediate family member of a member, or an officer or partner of a member if the member is a corporation or partnership.

EXAMPLES OF QUALIFICATION PROVISIONS

2.2.1. **Entity Member.** If a unit is owned by a legal entity, such as a partnership of corporation, any officer, partner, or employee of that entity member shall be eligible to serve as a director and shall be deemed to be a member for the purposes of this section. If the relationship between the entity member and the director representing it terminates, that directorship shall be deemed vacant.

2.2.2 **Co-Owners.** Co-owners of a single unit may not serve on the board at the same time. Co-owners of more than one unit may serve on the board at the same time, provided the number of co-owners serving at one time does not exceed the number of units they co-own.

2.2.3 **Immediate Family Members.** The immediate family member of a member shall be eligible to serve as a director and shall be deemed to be a member for purposes of this section. Immediate family member shall mean a member's parent, child, sibling, or spouse. If the relationship between the member and the eligible family member terminates, that directorship shall be deemed vacant. The immediate family member's eligibility is based upon the eligibility of the homeowner member. If the homeowner is ineligible for delinquency or any other reason, the immediate family member is also ineligible.

2.2.4 **Delinquency.** No member may be elected or appointed as a director if any assessment against the member or his unit is delinquent at the time of election or appointment. No member may continue to serve as a director if any assessment against the member or his unit is more than sixty (6) days delinquent.

2.5 Removal of Directors.

(a) *By the Members.* At any annual meeting or special meeting of the Association, any one or more of the directors may be removed with or without cause by members representing at least two-thirds (2/3) of the votes present in person or by proxy at such meeting, and a successor shall then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

(b) *By the Directors.* At any meeting of the board, any one or more of the directors may be removed with or without cause by unanimity of the remaining directors, and a successor shall be appointed pursuant to Bylaw Article 2.4. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

MEETINGS OF THE ASSOCIATION

4.1 Annual Meeting. An annual meeting of the Association shall be held at least once during each twelve month period on a date and at a time determined by the Board. At the annual meetings the members shall elect directors in accordance with these Bylaws. The members may also transact such other business of the Association as may properly come before them.

4.8 Quorum. At any meeting of the Association, the presence in person or by proxy of members entitled to cast at least twenty percent (20%) of the votes that may be cast for election of the board shall constitute a quorum. Members present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal, during the course of the meeting, of members constituting a quorum.



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana Debeauvoir

DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

April 12 2016 07:22 AM

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