



OVERLOOK VILLAS NORTH HOMEOWNERS ASSOCIATION

COUNCIL OF CO-OWNERS
BYLAWS

SECTION 1. MEMBERS

1.1 MEMBERS: All future ownership by any one person or entity shall be limited to no greater than Ten Percent (10%) of total condominium units comprising the Overlook Villas North Condominiums, with a grandfathered exception to person(s) who owned more than 10% of the condominium units as of September 20, 2003.

Each person who shall be the owner and holder of record of the local title to a condominium unit located in or on the following described property (sometimes hereinafter referred to as "real property"), situated at Lago Vista, Texas, to-wit:

All real property described in that certain Declaration for Establishment of Condominium Regime for Lago Vista, Texas (hereinafter "Declaration") filed for record in the Condominium Records of the County Clerk of Travis County, Texas.

Shall for the duration of such ownership be a member of Overlook Villas North Council of Co-Owners, Inc. (hereinafter referred as "Council"), a membership corporation organized under the provisions of the Texas Non-Profit Corporation Act, save and except that any lien holder or mortgagee, trustee under a deed of trust, and any holder or owner of any right-of-way easement or similar interest, shall not, as such, be deemed to be the owner of record of the legal title of a portion of the subject property and shall not by reason of any such interest owned or held or acquired by them be or become a member of the Council. Members shall be responsible to keep the Council informed of their mailing addresses and shall notify the Council of mortgages placed or released on their apartments.

1.2 VOTING RIGHTS. Each member of the Corporation shall have such voting rights as are set forth in the Declaration, filed for record in the records of the County Clerk of Travis County, Texas, which is hereby incorporated by reference herein as fully as if set forth at length at this point.

1.3 ANNUAL MEETING. An annual meeting of the Corporation shall be held on the third Saturday of July or any other Saturday no later than August 15th that permits for proper meeting space within Travis County, Texas. Notice of the meeting, time and place to be given 30 days prior to the required date by written invitation.

1.4 NOTICE Reasonable notice of no less than ten (10) days of any annual or special meeting of the members of the Corporation shall be required.

SECTION 2. GOVERNORS

2.1 NUMBER. The number of governors of the Corporation shall not exceed nine (9). A majority of the members of the Board of Governors (hereinafter referred to as "Board") shall at all times be persons directly or indirectly owning or having an ownership interest in an apartment which is a part of the subject property.

2.2 CLASSIFICATION OF GOVERNORS. The entire Board shall at all times be divided as nearly as possible into three classes, each such class initially to consist of three (3) governors. One such class shall be elected each year to serve for a term of three (3) years. The initial Board shall be divided into classes by the drawing of straws, or such other means as they may deem advisable, with one class consisting of three (3) governors to be designated to serve for a term of three (3) years and one class consisting of three (3) governors to be designated to serve for a term of two (2) years, and the remaining class consisting of three (3) governors to serve for a term of one (1) year. Thereafter, the members of each respective class shall be elected for three-year terms upon the expiration of their respective initial terms of office.

2.3 QUALIFICATIONS. Subject to the provisions of paragraph 2.1, above, governors need not be members of the Corporation.

2.4 MEETINGS. An annual meeting of the Board of the Corporation shall be held each year immediately following the adjournment of the annual meeting of the Council, and at the same place as the annual meeting of the Council; and no notice of such annual meeting of the Board shall be required. Special meetings of the Board may be called by any three (3) governors or by the President, and shall be held at such time and place as shall be specified in the notice given of such meeting. No particular form of notice shall be required for the calling and holding of a special meeting of the Board, providing that actual notice thereof shall have been given to each governor in advance of a time of such meeting. Absent actual notice, proper notice shall be deemed to have been given of any special meeting of the Board if notice in writing, or by telephone or telegraph message, shall have been sent to either the usual business or residence address of the person entitled to receive notice not less than two (2) days preceding the date of the meeting.

2.5 MANAGEMENT. The business affairs and property of the Corporation shall be managed and controlled by the Board. The Board shall have the duty to maintain, operate, repair, and replace the general and limited common elements as described in the Declaration referred to herein, to administer the common surplus, if any, and to perform such other duties as shall be appropriate to the management of the subject property for the use, enjoyment and benefit of the members of the Corporation in accordance with the terms and provisions of the Declaration referred to herein, and they are expressly given full powers not inconsistent with these bylaws, the Articles of Incorporation of the Corporation, the Declaration referred to herein which is filed in the records of the County Clerk of Travis County, Texas, and applicable provisions of law, to accomplish such purpose. The Board shall maintain a current list of names, addresses and telephone numbers of owners and their mortgagees.

2.6 AUTHORITY. The Board shall have power to make rules for their own government and for the government of the Corporation; to prescribe and enforce penalties for violations of the rules and bylaws of the Corporation; to assess and fix charges to be levied against the members of the Corporation; and to exercise such other powers as may be necessary or proper to attain the objective of the Corporation. The Board shall have authority to create committees and specify the duties of any committee so created.

2.7 EMPLOYEES. The Board shall have responsibility and authority to employ such employees as the affairs of the Corporation shall require, and may delegate to any such employee so much of its authority as it shall deem advisable. The Board may engage the services of a Managing Agent who shall manage and operate the general and limited common elements for the members of the Corporation, upon such terms and for such compensation and with such specific duties and authority as the Board may approve and delegate to such Managing Agent. The compensation paid to such Managing Agent shall be deemed to be part of the common expenses for which the members shall be assessed. The Board shall likewise have power for any cause they deem sufficient to discharge their authority to do so to any officer or committee of the Corporation. Fidelity bonds in such amounts as determined by the Board shall be required of employees handling funds of the Council.

2.8 BUDGET. The Board shall be responsible for the preparation of an annual budget for the operation and maintenance of the condominium project, which such budget shall be distributed to members (and to mortgagees, if required) at least fifteen (15) days prior to the annual meeting of members for approval at such meeting. The budget shall provide for payment into a replacement reserve account of not less than three (3%) percent of the operating income of the corporation.

SECTION 3. OFFICERS

3.1 The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board at its annual meeting. The Board shall have full authority to remove any officer of the Corporation from office by the vote of a majority of the members of the entire Board at any time; and the election of each officer of the Corporation shall be subject to such power of the Board.

3.2 The duties of the officers of the Corporation shall be as follows:

(a) President: The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the shareholders and governors and be responsible for the carrying out of their decisions in the administration of the affairs of the Corporation. The President shall also execute contracts, conveyances and other documents on behalf of the Corporation.

(b) Vice-President. In the absence of the President or when it is inconvenient for the President to act, the Vice-President shall perform the duties and exercise the powers of the President. At any time when the Vice-President is performing a duty or exercising a power of the President, any third party dealing with the Corporation may presume conclusively that the President was absent and that the Vice-President was authorized to act in his place.

(c) Secretary/Assistant Secretary. The Secretary shall issue notices of Board and Council meetings if so directed by the party or parties calling the meeting, and shall be responsible for the corporate minutes and records. The Secretary shall, at least ten (10) days

before each meeting of the Council, make a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with address of, and the number of votes held by each, which list for a period of ten (10) days prior to such meeting shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. The Board may, if it deems it advisable, from time to time designate one or more persons as Assistant Secretaries, who may perform the duties and exercise the powers of the Secretary when the Secretary is absent or it is inconvenient for him to act. Any third person dealing with the Corporation may presume conclusively that any Assistant Secretary acting in the capacity of the Secretary was duly authorized so to act.

(d) Treasurer/Assistant Treasurer. The Treasurer shall be responsible for the custody of corporate funds and securities and the keeping of adequate books of accounts. The Board may, from time to time, if it deems advisable, designate one or more persons as Assistant Treasurers who may perform the duties and exercise the powers of the Treasurer if the Treasurer is absent or it is inconvenient for him to act. Any third person dealing with the Corporation may presume conclusively that any Assistant Treasurer acting in the capacity of the Treasurer was duly authorized so to act. The Treasurer shall prepare a roster of the members and the assessments applicable thereto, and a record of the payment of such records shall be kept in the principal offices of the Corporation and shall be open to inspection by any member at any reasonable time during business hours.

3.3 After the first (1st) annual Co-Owners Council meeting, if majority quorum is not met and a second meeting is called, and the majority quorum is not met at that meeting, a third meeting will be called immediately, and the majority quorum requirement will be waived for the purpose of election of officers and all other matters on the agenda for that meeting.

SECTION 4. ASSESSMENTS

4.1 The Board shall have full power and authority to assess or charge the members of the Corporation for funds required for the performance of its objects and purposes as set forth in the Declaration referred to herein. Each assessment shall be due and payable by each member at the time and in the manner set forth in the resolution fixing such assessment. In the absence of specific provision therefore in such resolution, each assessment shall be due and payable on or before ten (10) days from and after the date of the adoption of such assessment, and shall be payable in cash at the bank designated as depository by the Board.

4.2 Assessments may be levied and assessed upon members of the Corporation according to the schedule set forth in the Declaration, filed for record in the records of the County Clerk of Travis County, Texas. Where a single apartment shall be owned by more than one person, such members shall not be assessed a sum in excess of the amount which a single individual member owning such apartment would have been assessed, for each apartment jointly owned by them.

4.3 The Board shall also fix and determine the charges, if any, to be made to members with respect to the use by such persons of various facilities, property and equipment maintained and operated by the Corporation.

4.4 Assessments levied by the Board upon members of the Council which are paid on or before ten (10) days after the date when due shall not bear interest, but all sums not paid on or before ten (10) days after the date when due shall pay an assessment of Fifteen Dollars (\$15) per month per assessment. After ninety (90) days in arrears, all utilities furnished by the Corporation will terminate to this unit. All payments upon accounts shall all be first applied to interest and then to the assessment payment first due.

4.5 No member who is delinquent in the payment of any assessment, charge, fee or other sum from such member to the corporation, shall be entitled to vote as a member of the Corporation upon any matter, unless and until all such delinquent sums shall have been paid to the Corporation in full.

SECTION 5. AMENDMENTS

5.1 These bylaws may be amended at any annual, regular or special meeting of the Board by a majority vote of the entire Board, subject to the approval of the members by a vote of a majority of the votes present and entitled to vote cast by members of the Corporation at a meeting duly called at which a quorum is present, provided that no amendment inconsistent with the provisions of the Articles of Incorporation, applicable law, or the Declaration shall be valid.

SECTION 6. QUORUM AND ACTION BY MEMBERS

6.1 Except as otherwise provided in these bylaws, members holding at least twenty-five percent (25%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise required by law, by the Declaration described above or by these bylaws, the vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting shall be the act of the members meeting.

SECTION 7. DECLARATION

7.1 This Corporation shall at all times be subject to, and operated in conformity with, the terms of the Declaration recorded in the Condominium Records of Travis County, Texas, which are incorporated as part hereof.


WE DECLARE, by our signatures hereto, that an exhaustive search of the records in the Condominium Records Division, Travis County, Texas, has discovered the following:

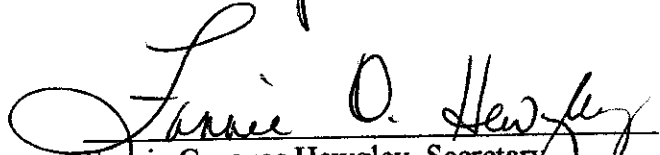
Initial bylaws were filed on April 11, 1973;
Amendment to Section 3 was filed on August 18, 1983;
Amendment to Sections 1.3 and 1.4 were filed on July 29, 1987;

Amendment to Section 1.4 was filed on July 19, 1989;
Amendment to Section 6.1 was filed on July 19, 1989;
Amendment to Section 1.1 was made on September 20, 2003 and filed on _____; and
Amendment to Section 6.1 was made on September 20, 2003 and filed on _____.

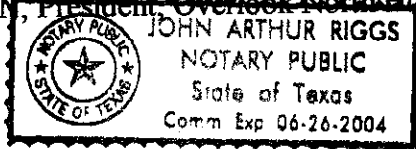
Copies of these amendments are attached hereto, in the form of 13 pages, some of which include duplicate amendment filings, and incorporated herein by reference.

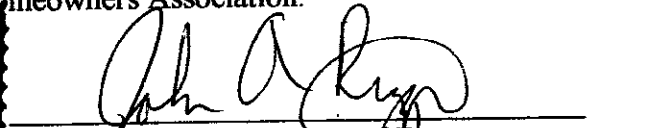
SIGNED AND DATED on this the 24th day of April, 2004.


Iva Fann, President
Overlook North Homeowners Association

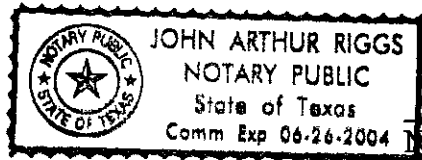

Fannie Cavazos Hewgley, Secretary
Overlook North Homeowners Association


SWORN TO AND SIGNED before me on the 24th day of April, 2004, by IVA FANN, President, Overlook North Homeowners Association.




Notary Public for the State of Texas

SWORN TO AND SIGNED before me on the 24th day of April, 2004, by FANNIE CAVAZOS HEWGLEY, Secretary, Overlook North Homeowners Association.




Notary Public for the State of Texas

FILED in the Real Property Records Division, Travis County, Texas, on the _____ day of _____, 2004.

S E A L

Recording Official

OVERLOOK VILLAS NORTH
P. O. Box 4210, Lago Vista, Texas 78645

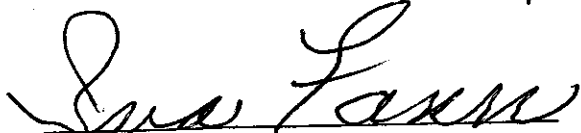
RESOLUTION
And
AMENDMENTS TO BYLAWS

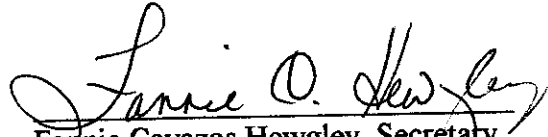
BE IT RESOLVED, that by a majority vote of the Homeowners at the Annual Meeting of the Overlook Villas North Homeowners Association held on September 20, 2003, the following Amendments to the By Laws were made and adopted:

Section 6.1 is changed to read as follows:

Except as otherwise provided by these bylaws, members holding at least FIFTY PERCENT (50%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise required by law, by the Declaration described above or by these bylaws, the vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting shall be the act of the members meeting.

SIGNED on the 24th day of April, 2004.


Iva Fann, President


Fannie Cavazos Hewgley, Secretary

Filed with the Travis County Real Property Records on: _____

S E A L

OVERLOOK VILLAS NORTH
P. O. Box 4210, Lago Vista, Texas 78645

RESOLUTION
And
AMENDMENTS TO BYLAWS

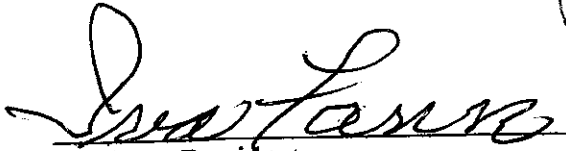
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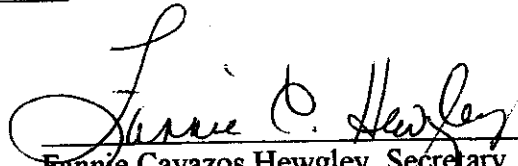
Section 1.1 MEMBERS is changed to read as follows:

All future ownership by any one person or entity shall be limited to no greater than Ten Percent (10%) of total condominium units comprising the Overlook Villas North Condominiums, with a grandfathered exception to person(s) who owned more than 10% of the condominium units as of September 20, 2003.

Each person who shall be the owner and holder of record of the local title to a condominium unit located in or on the following

SIGNED on the 24th day of April, 2004.


Iva Fann, President


Fannie Cavazos Hewgley, Secretary

Filed with the Travis County Real Property Records on: _____

S E A L

Return:

OVERLOOK VILLAS NORTH HOA
PO 4210
LAGO VISTA TX 78645

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS



2004 May 07 02:13 PM 2004087242

HAYWOODK \$28.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS