



Office of the Secretary of State

CERTIFICATE OF FILING OF

FW Skyline Ranch Residential Association, Inc.
File Number: 800761812

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/18/2007

Effective: 01/18/2007



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

**BYLAWS
OF
FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION**

Organized: January 18, 2007

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**BYLAWS
OF
FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE I
NAME AND LOCATION**

The name of the association is **FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC.** (the "Association"). The Association is a non-profit corporation organized under the Texas Business Organizations Code. The principal office of the Association shall be located at 4131 N. Central Expressway, Suite 1140 - LB 13, Dallas, Texas 75204, 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
PURPOSE AND PARTIES**

Section 2.01. Purpose. The purpose for which the Association is formed is to govern the residential area of Skyline Ranch, situated in the City of Fort Worth, County of Tarrant, State of Texas, which property is described in that certain Declaration of Covenants, Conditions and Restrictions for Skyline Ranch, Fort Worth, Texas (as same may be hereafter amended, the "Declaration").

Section 2.02. Parties. All present or future Owners, tenants or future tenants of any Lot, or any other person who might use in any manner the facilities of the Properties are subject to the provisions and the regulations set forth in these Bylaws. The mere acquisition, lease or rental of any Lot or the mere act of occupancy of a Lot will signify that these Bylaws are accepted, approved, ratified, and will be complied with.

**ARTICLE III
DEFINITIONS**

The definitions contained in the Declaration are incorporated herein by reference.

**ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS**

Section 4.01. Membership. Each and every Owner shall automatically be a Member of the Association without the necessity of any further action on his part, subject to the terms of the Declaration, the Certificate of Formation, these Bylaws, and the rules and regulations with respect to the Common Properties from time to time promulgated by the Association. Membership shall be appurtenant to and may not be separated from the interest of such Owner in and to any portion of the Properties. Ownership of any portion of the Properties shall be the sole qualification for being a Member; provided, however, a Member's voting rights, as herein described, or privileges in the

Common Properties, or both, may be regulated or suspended as provided in the Declaration, these Bylaws, and/or the rules and regulations promulgated thereunder. Persons or entities shall be Members by reason of ownership of land dedicated and accepted by the local public authority and devoted to public use or Common Properties and such land shall be owned subject to all of the terms and provisions of the Declaration except that: (i) ownership of land devoted to purposes described in this sentence shall not create any votes in the Members owning such land, and (ii) such non-voting Members shall not be required to pay any assessments other than special individual assessments as described and authorized in the Declaration. No person or entity shall be a Member by reason of ownership of any easement, right-of-way, or mineral interest. In addition, any person or entity that holds an interest in and to all or any part of the Properties merely as security for the performance of an obligation shall not be a Member.

Section 4.02. Transfer. Membership may not be severed from the Properties nor may it be in any way transferred, pledged, mortgaged or alienated except upon the sale or assignment of the Owner's interest in all or any part of the Properties and then only to the purchaser or assignee as the new Owner thereof. Membership shall not be severed by the encumbrance by an Owner of all or any part of the Properties. Any attempt to make a prohibited severance, transfer, pledge, mortgage or alienation shall be void and of no further force or effect, and will be so reflected upon the books and records of the Association. Any transfer of the fee title to a lot, tract or parcel of real estate out of or a part of the Properties shall automatically operate to transfer membership to the new Owner thereof. In the event an Owner should fail or refuse to transfer the membership registered in such Owner's name to the transferee, the Association shall have the right to record the transfer upon its books and records.

Section 4.03. Classes of Voting Membership and Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Members with the exception of Class B Members. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. Class B Members shall be Declarant and any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Declarant shall be entitled to six (6) votes for each Lot owned by all Class B Members. Class B Members other than Declarant shall be non-voting Members of the Association. The Class B membership shall cease, and the Class B Member shall become a Class A Member, upon the earlier to occur of the following:

- (a) when the total number of votes outstanding in the Class A membership is eight (8) times greater than the total number of votes outstanding in the Class B membership; or

(b) when Declarant no longer owns record title to any of the Lots; or

(c) on the tenth (10th) anniversary of the date this Declaration was recorded in the Office of the County Clerk of Tarrant County, Texas.

Notwithstanding the voting rights within the Association, until the Declarant no longer owns record title to any Lot or the tenth (10th) anniversary of the date this Declaration was recorded in the Office of the County Clerk of Tarrant County, Texas, whichever occurs first in time, the Association shall take no action with respect to any matter whatsoever without the prior written consent of the Declarant.

Owners of exempt properties as described in Section 5.11 of the Declaration shall be Members but shall not have voting rights.

Section 4.04. Multiple Owner Votes. Where there are multiple Owners of a Lot it is not intended by any provision of the Declaration or these Bylaws that each of said Owners shall be entitled to cast the votes allocated to such Lot nor may fractional votes be cast. For example, where three persons own a Lot, they shall jointly be entitled to vote the one vote allocated to such Lot and shall not be entitled to cast a full vote each. When more than one person or entity owns the interest or interests in and to any Lot, as required for membership in the Association, each and every person or entity shall be a Class A Member, and the vote for any such Lot shall be exercised as they, among themselves, collectively determine and they shall designate one person to cast the vote or execute a written consent, as applicable. The Owners of such Lot will notify the Association, in writing, of the person so designated. Such notice will not be valid unless signed by all Owners of such Lot. The Association shall not be required to recognize the vote or written assent of any such multiple Owners except the vote or written assent of the Owner designated in writing executed by all of such multiple Owners and delivered to the Association.

If such Owners are unable to agree among themselves as to how the one vote per Lot shall be cast, they shall forfeit the right to vote on the matter in question. If more than one person or entity purports to exercise the voting rights with respect to any such Lot on any matter in question, none of such votes shall be counted in tabulating the vote on such matter and such votes shall be deemed void.

Section 4.05. Suspension of Voting Rights. The voting rights of any Member may be suspended by the Board for any period during which any assessment levied by the Association remains past due, unless the Member is in good faith contesting the validity or amount of the Assessment. The voting rights of any Member may also be suspended by the Board for a period not to exceed sixty (60) days for an infraction of the rules and regulations set forth in the Declaration.

Section 4.06. Quorum, Notice and Voting Requirements.

(a) Subject to the provisions of Paragraph (d) of this Section, any action taken at a meeting of the Members shall require the assent of the majority of all of the votes of the Members of the Association who are voting in person or by proxy, regardless of class, at a duly called meeting.

(b) The first time a meeting is called, whether regular or special, the presence, in person or by proxy, of Members entitled to cast, or of proxies entitled to cast, at least thirty-five percent (35%) of the votes of all Owners, regardless of class, shall constitute a quorum for any action except as otherwise provided in the Certificate of Formation, the Declaration or these Bylaws. If the required quorum is not present or represented at the meeting, one additional meeting may be called, subject to the notice requirements set forth below, and the required quorum at such second meeting shall be one-half ($\frac{1}{2}$) of the required quorum at the preceding meeting; provided, however, that no such second meeting shall be held more than sixty (60) days following the first meeting.

(c) Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to 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.

(d) As an alternative to the procedure set forth above, any action referred to in this Section may be taken without a meeting if a consent in writing, approving of the action to be taken, shall be signed by seventy-five percent (75%) of all Members entitled to vote at such meeting.

(e) Except as specifically set forth in these Bylaws, notice, voting and quorum requirements for all actions to be taken by the Association shall be consistent with its Certificate of Formation and the Declaration, as the same may be amended from time to time.

Section 4.07. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year after the date of formation of the Association. Thereafter, annual meeting shall be set by the Board so as to occur not later than one hundred twenty (120) days after the close of the Association's prior fiscal year. The time and place of all annual meetings shall be determined by the Board. The Board shall give written notice of the place of holding of the meeting to all Members.

Section 4.08. Special Meetings. Special meetings of the Members may be called at any time by the Declarant, by the President, by the Board, or upon the written request for a special meeting from Members who are entitled to vote at least fifty percent (50%) of the outstanding votes of the Members, regardless of class.

Section 4.09. 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 or the Association's managing agent at least twenty-four (24) hours before the appointed time of each meeting. Proxies shall be revocable and shall be valid until the adjournment of the meeting for which they were given, unless such meeting is adjourned and reconvened, in which case, the proxy shall remain valid until such reconvened meeting is adjourned.

Section 4.10. Action Without Meeting By Written Ballot. Any action which may be taken by the Members at a regular or special meeting, other than the election of directors, may be taken without a meeting if done in compliance with relevant provisions of the Texas Business Organizations Code, and these Bylaws.

ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 5.01. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors (herein, the "Board"), all of whom, except for the members of the first Board, must be Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner. The number of directors may be changed by amendment of these Bylaws. The members of the initial Board or their successors, shall serve until the first annual meeting of the Members.

Section 5.02. Term of Office. At the first meeting, the Members voting, regardless of class, shall elect two (2) directors for a term of one (1) year each and one (1) director for a term of two (2) years. At each annual meeting thereafter, the Members voting, regardless of class, shall elect to replace those directors whose terms have expired. With the exception of the two directors elected at the first meeting to serve for a term of one year, all directors shall serve for a term of two (2) years.

Section 5.03. Removal. The entire Board may be removed from office, with or without cause, by a vote of Members holding a majority of the votes, regardless of class. Any individual director may be removed from the Board, with or without cause, prior to the expiration of his term of office by a vote of Members holding a majority of the votes, regardless of class. Any director who has three (3) consecutive unexcused absences from the regularly scheduled Board meetings or who is delinquent in the payment of any assessment or other charge due the Association for more than ninety (90) days may be removed by a majority of the directors present at a regular or special meeting at which a quorum is present, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term.

Section 5.04. Vacancies. Vacancies on the Board shall be filled subject to the following provisions:

(a) Vacancies by Death or Resignation. In the event of the death or resignation of a director, a successor director shall be selected by a majority of the remaining members of the Board and shall serve for the unexpired term of such director.

(b) Vacancies by Removal. Vacancies created by the removal of a director shall be filled only by a vote of Members holding a majority of the votes. Such director shall serve for the unexpired term of the removed director.

(c) Vacancies by Increase in Directorships. Any vacancy to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

Section 5.05. Indemnification of Officers and Directors. Except in cases of fraud, willful malfeasance, gross negligence or bad faith of the director or officer in the performance of duties, and subject to the provisions of applicable Texas law, each director and officer shall be indemnified by the Association and the Members against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her by judgment or settlement in connection with any proceeding to which he or she may be a party, or may become involved by reason of being or having been a director or officer of the Association. The Association may indemnify its officers and directors to the extent permitted by the Texas Business Organizations Code.

The Association may purchase and maintain insurance on behalf of any director or officer or may enter into other arrangements, such as creating a trust fund, establishing a form of self-insurance, or establishing a letter of credit, guaranty or surety arrangement, in connection with indemnification of directors and officers; provided, however, that in no event shall the grant of a security interest or other lien on the assets of the Association ever be given to secure an indemnity obligation under this Section 5.05.

Section 5.06. Compensation and Loans. No director shall receive compensation for any service such director may render to the Association. However, directors shall be reimbursed for actual expenses incurred in the performance of his or her duties of office. No loans may be made by the Association to any officer or director of the Association.

Section 5.07. Action Without Meeting and Telephone Meetings. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. The Board may hold duly called meetings between directors by conference, telephone or other similar communication equipment by means of which all participants in the meeting can hear each other.

**ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS**

Section 6.01. Nominations. Nominations for election to the Board may 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, and two or more Members. The Nominating Committee shall be appointed by the Board not less than thirty (30) days 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 as it in its discretion shall determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner.

Section 6.02. Election of Board. The initial Board shall be set forth in the Certificate of Formation of the Association. The first election of the Board shall be conducted at the first meeting of the Association. All positions on the Board shall be filled at that election. Thereafter, directors shall be elected by Members at the annual meeting. At such elections 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 VII
MEETINGS OF DIRECTORS**

Section 7.01. Regular Meetings. Regular meetings of the Board shall be held, at least, quarter-annually at such place within the State of Texas, and at such hour as may be fixed from time to time by resolution of the Board. Notice of the agenda and place of meeting shall be delivered either personally, by mail, by telephone, telegraph or facsimile communication equipment to the Board members not less than four (4) days prior to the meeting. However, notice of a meeting need not be given to Board members who have signed a waiver of notice or a written consent to the holding of the meeting. Attendance in person at a meeting, except where such director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened, shall constitute waiver of notice and such director's consent to the holding of said meeting. Participation by a director in a meeting by telephone or similar communication equipment shall constitute waiver of notice and attendance in person at such meeting.

Section 7.02. Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President or by any two (2) directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be sent to all directors by mail not less than five (5) days prior to the scheduled time of the meeting, provided that notice of the meeting need not be given to Board members who have signed a waiver of notice or a written consent to the holding of the meeting. An officer of the Association shall make reasonable efforts to notify all directors of the meeting by telephone. Attendance in person at a meeting, except where such director attends for the express

purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened, shall constitute waiver of notice and such director's consent to the holding of said meeting. Participation by a director in a meeting by telephone or similar communication equipment shall constitute waiver of notice and attendance in person at such meeting.

Section 7.03. Quorum. A majority of the total number of directors constituting the Board shall constitute a quorum for the transaction of business. Every act performed or decision 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.

Section 7.04. Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board.

Section 7.05. Executive Session. The Board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, disciplinary matters, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 7.06. Action Without Meeting and Telephone Meetings. The Board may take actions without a meeting if all of its members consent in writing to the action to be taken and may hold duly called meetings between directors by conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting shall constitute presence in person at such meeting, except where a person participates in such 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.

If the Board takes an action by unanimous written consent, an explanation of the action taken shall be sent by mail to all directors within three (3) days after the written consent of all directors have been obtained.

ARTICLE VIII GENERAL POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.01. Powers and Duties. The affairs of the Association shall be conducted by the Board. In addition to the powers and duties enumerated in the Declaration or elsewhere herein, and without limiting the generality thereof, the Board, for the mutual benefit of the Members, shall have the powers and/or duties set forth in the Declaration and the following powers and/or duties:

- (a) If, as and when the Board, in its sole discretion, deems necessary it may take such action to enforce the terms and provisions of the Declaration, the Certificate of Formation and these Bylaws by appropriate means and carry out the obligations of the Association thereunder, including without limitation, the expenditure of funds of the Association, the employment of legal counsel and accounting services, the commencement of legal causes of action, the promulgation

and enforcement of the Association rules which may include the establishment of a system of fines and/or penalties enforceable as special individual assessments as provided in the Declaration and to enjoin and/or seek legal damages from any Owner for violation of such provisions or rules;

(b) To acquire (free and clear of any encumbrances), maintain and otherwise manage all or any part of the Common Properties and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;

(c) Except as may otherwise be provided in the Declaration, to dedicate, mortgage or sell all or any part of the Common Properties and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;

(d) To execute all declarations of ownership for tax assessment purposes and to pay any and all real and personal property taxes and other charges or assessments assessed against the Common Properties, if any, unless the same are separately assessed to all or any of the Owners, in which event such taxes shall be paid by such Owners;

(e) To obtain, for the benefit of the Common Properties, all water, gas and electric services, refuse collections, landscape maintenance services and other services, which in the opinion of the Board shall be necessary or proper;

(f) To make such dedications and grant such easements, licenses, franchises and other rights, which in its opinion are necessary for street, right-of-way, utility, sewer, drainage and other similar facilities or video services, cable television services, security services, communication services and other similar services over the Common Properties to serve the Properties or any part thereof;

(g) To contract for and maintain such policy or policies of insurance as may be required by the Declaration or as the Board deems necessary or desirable in furthering the purposes of and protecting the interest of the Association and its Members;

(h) To borrow funds to pay costs of operation secured by assignment or pledge of its rights against delinquent Owners to the extent deemed advisable by the Board;

(i) To enter into contracts for legal and accounting services, maintain one or more bank accounts, and generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Properties;

(j) If, as and when the Board, in its sole discretion, deems necessary it may, but shall not be obligated to, take action to protect or defend the Common Properties or other property of the Association from loss or damage by suit or otherwise;

(k) If, as and when the Board, in its sole discretion, deems it necessary it may, but shall not be obligated to, sue and defend in any court of law on behalf of the Association or one (1) or more of its Members;

(l) To establish and maintain a working capital and/or contingency fund in an amount to be determined by the Board;

(m) To establish, make, amend from time to time and enforce compliance with reasonable rules and regulations for the operation and use of the Common Properties by any means authorized under the Declaration, Bylaws or Certificate of Formation, which shall include the right to impose reasonable monetary fines;

(n) To make an unaudited annual report available (within one hundred twenty (120) days after the end of each fiscal year) to each Owner and any individual or entity holding a mortgage or deed of trust on any Lot;

(o) Subject to Article VII of the Declaration, to adjust the amount, collect and use any insurance proceeds to repair damage or replace lost property owned by the Association, and if the proceeds are insufficient to repair damage or replace lost property owned by the Association, to assess the Members in proportionate amounts to cover the deficiency as set forth in the Declaration;

(p) To provide services for the benefit of Members, including but not limited to security, entertainment, recreation, education and television cable;

(q) To delegate its powers and duties to committees, officers or employees as provided in these Bylaws, employ a manager or other persons and contract with independent contractors or managing agents who have professional experience to perform all or any part of the duties and responsibilities of the Association, provided that any contract with a person or entity appointed as a manager or managing agent shall be terminable with or without cause on not more than ninety (90) days written notice by the Association and shall have a term of not more than one (1) year with successive one (1) year renewal periods upon the mutual agreement of the parties;

(r) To suspend the voting rights of any Owners who have failed to pay their assessments or who have otherwise violated the Declaration, these Bylaws or the rules and regulations of the Association;

(s) To 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 twenty-five percent (25%) or more of the outstanding votes of the Members, regardless of class.

(t) To elect the officers of the Association, as provided in these Bylaws;

(u) To fill vacancies on the Board, in accordance with Section 5.04(a) hereof; and

(v) Generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Properties.

Section 8.02. Contracts Terminable. Prior to the date that the Class B Membership converts to Class A Membership, the Board shall not enter into any contracts or agreements unless such contracts or agreements are terminable by the Board upon ninety (90) days prior written notice or less.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 9.01. Enumeration of Officers. The officers of the Association shall be as follows:

(a) A President, who shall at all times be a member of the Board;

(b) A Vice President, who shall at all times be a member of the Board;

(c) A Secretary, who may or may not be a member of the Board;

(d) A Treasurer, who may or may not be a member of the Board; and

(e) Such other officers, who may or may not be members of the Board, as the Board may from time to time by resolution create.

Section 9.02. Multiple Offices. The offices of President and Secretary may not be held by the same person.

Section 9.03. Election of Officers. At its organizational meeting following the incorporation of the Association, the directors shall elect officers. Thereafter, the election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 9.04. Term. The officers shall be elected annually by the Board and each shall hold office for one (1) year unless an officer shall sooner resign, be removed, or otherwise become disqualified to serve.

Section 9.05. Special Appointments. The Board may elect such other officers or appoint such other agents 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 9.06. Resignation and Removal. Any officer may be removed from office by the Board with or without cause. 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 9.07. 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 replaced officer.

Section 9.08. Duties. The duties of the officers are as follows:

(a) President. The President shall (i) preside at all meetings of the Board; (ii) see that orders and resolutions of the Board are carried out; (iii) sign all leases, mortgages, deeds and other written instruments; provided, however, that any duly authorized officer may sign checks and promissory notes; and (iv) shall perform such other duties as may be required by the Board.

(b) Vice President. The Vice President shall (i) act in the place and stead of the President in the event of the President's absence, inability or refusal to act; and (ii) shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The Secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; (ii) keep the corporate seal; of the Association and affix it on all papers requiring said seal; (iii) serve notice of meetings of the Board and of the Members; (iv) keep appropriate current records showing the Members of the Association together with their addresses; and (v) perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall (i) receive and deposit in appropriate bank accounts all monies of the Association; (ii) disburse such funds as directed by resolution of the Board; (iii) maintain the financial records of the Association; and (iv) perform such other duties of a similar nature as may be required by the Board.

ARTICLE X COMMITTEES

Section 10.01. Architectural Control Committee. The Board and/or the Declarant shall appoint an Architectural Control Committee, as provided in the Declaration. The provisions of

Article X of the Declaration specifically set forth the rights, duties, obligations, responsibilities and liabilities of the Architectural Control Committee and its members and those provisions are incorporated herein by reference for all purposes.

Section 10.02. Other Committees. In addition to the Architectural Control Committee previously authorized, other committees may be designated by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members, whenever in their judgment the best interests of the Association shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the Members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE XI CONTRACTS, CHECKS, FUNDS AND GIFTS

Section 11.01. Contracts and Documents. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or other document in the name of and on behalf of the Association. The authority may be general or confined to specific instances.

Section 11.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or officers, agent or agents of the Association and in the manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.03. Funds. All funds of the Association shall be deposited from time to time to the credit of the Association in the banks or other depositories as the Board of Directors may select.

Section 11.04. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

**ARTICLE XII
CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the name of the Association.

**ARTICLE XIII
BOOKS AND RECORDS**

Section 13.01. Inspection by Members. The membership register, books of account and minutes of meetings of the Members, of the Board and of committees shall be made available for inspection and copying by any Member or by the Member's appointed representative, at any reasonable time and for a purpose reasonably related to the Member's interest, at the office of the Association or at such other place as the Board may designate.

Section 13.02. Rules for Inspection. The Board shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by the Member desiring to make the inspection;
 - (b) Hours and days of the week when such an inspection may be made;
- and
- (c) Payment of the cost of reproducing copies of requested documents.

Section 13.03. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical property owned by the Association. The rights of inspection by a director includes the right to make extra copies of documents.

**ARTICLE XIV
ASSESSMENTS**

The provisions of Article V of the Declaration specifically set forth the rights, obligations and liabilities of the Association and its Members relative to the levy, collection and use of assessments and those provisions are incorporated herein by reference for all purposes.

**ARTICLE XV
INDEMNIFICATION**

Subject to the provisions of the Texas Business Organizations Code, the Association may indemnify directors, officers, agents and employees as follows:

1. Extent.

(a) Statutorily Required Indemnification. The Association shall indemnify its directors and officers against reasonable expenses incurred in connection with a proceeding in which the director or officer is named as a defendant or respondent because he is or was a director or officer of the Association if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding. The Association may, at the direction and in the sole discretion of the Board, pay for or reimburse the director or officer for the payment of his reasonable expenses in advance of the final disposition of the proceeding, provided that the Association receives in writing (i) an affirmation by the director or officer of his good faith belief that he has met the standards of conduct necessary for indemnification under the Texas Business Organizations Code, and (ii) an undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined such standards of conduct have not been met.

(b) Permitted Indemnification. The Association, at the direction of and in the sole discretion of the Board, shall have the right, to such further extent as permitted by law, but not the obligation to indemnify any person who (i) is or was a director, officer, employee, or agent of the Association, or (ii) while a director, officer, employee, or agent of the Association, is or was serving at its request as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

2. Insurance. The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at its request as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him against that liability pursuant to the provisions of the Texas Business Organizations Code. Furthermore, the Association may, for the benefit of persons indemnified by the Association, (i) create a trust fund; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (iv) establish a letter of credit, guaranty, or surety arrangement.

ARTICLE XVI AMENDMENTS

These Bylaws or the Certificate of Formation may be amended at a regular or special meeting of the Members by a vote (in person or by proxy) or written consent, regardless of class, as provided in Section 4.06 of these Bylaws; provided, however, until such time as the Class B Membership shall have ceased and been converted into Class A Membership, the Association shall not amend these Bylaws or the Certificate of Formation, without the prior written approval of the Class B Member.

ARTICLE XVII MISCELLANEOUS

Section 17.01. Fiscal Year. 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 formation of the Association.

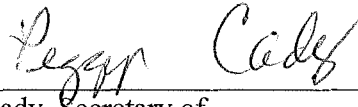
Section 17.02. Interpretation. In the case of any conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the Declaration and the laws of the State of Texas governing non-profit corporations, the laws of the State of Texas shall control; provided, however, to the extent reasonably practical, the Certificate of Formation, Bylaws and Declaration shall be construed and interpreted together as consistent and non-conflicting documents, such being the intent thereof.

CERTIFICATION

I, the undersigned, am the duly elected and acting Secretary of FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing Bylaws were adopted as the Bylaws of said corporation as of January 18, 2007, that the same do now constitute the Bylaws of said corporation, and that they have not been modified, amended nor rescinded.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation as of January 18, 2007.



Peggy Cady, Secretary of
FW Skyline Ranch Residential Association, Inc.

**UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF
FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC.
(A NON-PROFIT ASSOCIATION)**

January 18, 2007

The undersigned, constituting the initial Board of Directors designated in the Certificate of Formation of **FW Skyline Ranch Residential Association, Inc.** (the "Association"), approved by the Secretary of State of the State of Texas and on file with the Secretary of State and the Association, hereby consent to the adoption of the following resolutions, pursuant to the provisions of the Texas Business Organizations Code:

1. Certificate of Formation.

RESOLVED, that the Certificate of Formation of the Association, as filed and approved by the Secretary of State of the State of Texas on January 18, 2007, are approved and accepted as the Certificate of Formation hereof.

2. Directors.

RESOLVED, that Chas Fitzgerald, Peggy Cady, and Aaron Richards, being the persons named in the Certificate of Formation as initial directors, accept appointment to such office and agree to serve as directors of the Association until the first annual meeting of the members of the Association and until their successors shall have been duly elected and qualified, or until their earlier death, resignation, disqualification or removal from office.

3. Minute Book.

RESOLVED, that the Minute Book presented by the Secretary is approved and adopted, and the Secretary is directed to insert in it the Certificate of Filing, the Certificate of Formation, the Bylaws, a copy of the Declaration of Covenants, Conditions and Restrictions for Skyline Ranch, Fort Worth, Texas, and all minutes of meetings of the Board of Directors and committees thereof and of the Members of the Association.

4. Bylaws.

RESOLVED, that the Bylaws in the form inserted by the Secretary in the corporate Minute Book are adopted as the Bylaws of the Association.

5. Officers.

RESOLVED, that the following persons are elected to the office or offices set forth below opposite their names, to serve until the first annual meeting of the Board and until their successors shall have been duly elected and qualified, or until their earlier death, resignation, disqualification or removal from office.

<u>Name</u>	<u>Office</u>
Chas Fitzgerald	President
Aaron Richards	Vice President
Peggy Cady	Secretary and Treasurer

6. Fiscal Year.

RESOLVED, that the fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year; and that the proper officers are authorized, empowered and directed, on behalf of the Association to keep the books of account and financial records of the Association in accordance with such fiscal year.

7. Depository Resolutions.

RESOLVED, that a regular bank account in the name of the Association be opened in such depositories as the executive officers of the Association shall from time to time designate, wherein may be deposited any of the funds of the Association and from which withdrawals are hereby authorized in the name of the Association by the signature of any one (1) of the executive officers or any person designated in writing by the executive officers.

RESOLVED FURTHER, that the Secretary or an Assistant Secretary, if any are appointed, are authorized and directed to certify to such bank resolutions authorizing the opening of such bank accounts in such form as said bank may customarily require, and any such resolutions shall be deemed to be copied in these minutes as if set forth herein in full.

8. Incorporation Expenses.


RESOLVED, that the Treasurer is authorized and directed to pay out of the funds of the Association all fees and expenses incurred incidental and necessary to the organization of the Association.

9. **Enabling Authorization.**

RESOLVED, that the officers are authorized and empowered in the name of, and on behalf of, the Association, from time to time to do, negotiate, or renegotiate any and all matters in connection with, or cause to be done all acts or things, and to execute and deliver all instruments and documents, as shall be necessary, desirable or appropriate to carry out the purposes and intents of the foregoing resolutions, and any modifications, amendments or rearrangements thereof, as they deem to be in the best interest of the Association.

EXECUTED to be effective as of the date first above written.







FILED
In the Office of the
Secretary of State of Texas

JAN 18 2007

CERTIFICATE OF FORMATION
OF
FW SKYLINE RANCH RESIDENTIAL ASSOCIATION, INC.
(Nonprofit Corporation)

Corporations Section

I, the undersigned, a natural person of the age of eighteen (18) years or more, acting as the organizer of a corporation under the Texas Business Organization Code, do hereby adopt the following Certificate of Formation for such corporation.

1. **Name.** The filing entity being formed is a nonprofit corporation. The name of the corporation is **FW Skyline Ranch Residential Association, Inc.** (the "Corporation").

2. **Non-Profit Association.** The Corporation is a non-profit corporation.

3. **Duration.** The period of the Corporation's duration is perpetual.

4. **Purpose.** The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Chapters 2 and 22 of the Texas Business Organizations Code, including any purpose described in Section 2.002 of the Texas Business Organizations Code and the following purposes:

(a) to provide for the maintenance, management, preservation, care, and architectural control of the Properties and the Common Properties;

(b) to promote the health, safety, and welfare of the residents within the Properties and the Common Properties.

(c) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration;

(d) to fix, levy, collect, and enforce payment of all charges and assessments as set forth in the Declaration; and to pay all expenses in connection therewith and all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, and governmental charges levied or imposed against the Corporation or the property of the Corporation;

(e) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(f) to borrow money, and mortgage, pledge, or hypothecate any or all of the real or personal property of the Corporation as security for money borrowed or debts incurred;

(g) to dedicate, sell, or transfer all or any part of the Common Properties to any public agency, authority, or utility in accordance with the Declaration; and

(h) to have and to exercise any and all powers, rights, and privileges which a nonprofit corporation organized under the Texas Business Organizations Code may now or hereafter have or exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

5. Restrictions and Requirements. The Corporation is a nonprofit corporation which has been organized and shall be operated solely and exclusively for the purposes that are specified in Section 4. No Member, director, officer, or employee of the Corporation shall ever receive or be lawfully entitled to receive any profit from the operations of the Corporation.

The Corporation shall not pay or distribute any dividends or other income to its Members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action that is prohibited by the Texas Business Organizations Code. The Corporation shall not have the power to engage in any activities that are not in furtherance of the purposes that are specified in Section 4. Nothing herein shall prevent the payment to the directors and/or officers of the Corporation of reasonable compensation for services rendered and the reimbursement to the directors and/or officers of the Corporation of reasonable expenses that are incurred in connection with the Corporation's affairs.

The Corporation shall have no power to take any action that would violate the requirements for a tax exemption under Internal Revenue Code Section 528 and the related regulations, rulings, and procedures.

6. Registered Agent and Office. The initial registered agent of the Corporation is an individual of the State of Texas whose name is Chas Fitzgerald. The business address of the initial registered agent of the Corporation and the registered office address of the Corporation is 4131 N. Central Expressway, Suite 1140, Dallas, Texas 75204.

7. Management and Directors. The management of the affairs of the Corporation is vested in the board of directors of the Corporation. The number of directors constituting the initial board of directors is three (3). The number of directors may be changed by amendment of the Bylaws of the Corporation, but in no event shall the number of directors be less than the minimum number required by the Texas Business Organizations Code. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the members or until their successors are elected and qualified are:

NAME OF DIRECTOR

ADDRESS OF DIRECTOR

Chas Fitzgerald

4131 N. Central Expressway, Suite 1140
Dallas, Texas 75204

Aaron Richards

4131 N. Central Expressway, Suite 1140
Dallas, Texas 75204

Peggy Cady

4131 N. Central Expressway, Suite 1140
Dallas, Texas 75204

8. Members. The Corporation shall have members. Every Owner of a Lot shall automatically be a Member of the Corporation. Memberships shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration. Ownership of a Lot shall be the sole qualification for membership in the Corporation. The Corporation may (but shall not be required to) issue certificates evidencing membership in the Corporation. The voting rights of the Members are set forth in the Declaration.

9. Voting Rights. The Corporation shall have two (2) classes of voting membership:

Class A. Class A Members shall be all Members with the exception of the Class B Members. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

Class B. Class B Members shall be Declarant and any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Declarant shall be entitled to six (6) votes for each Lot owned by all Class B Members. Class B Members other than Declarant shall be non-voting Members of the Corporation. The Class B membership shall cease, and the Class B Member shall become a Class A Member, upon the earlier to occur of the following:

(a) when the total number of votes outstanding in the Class A membership is eight (8) times greater than the total number of votes outstanding in the Class B membership; or

(b) when Declarant no longer owns record title to any of the Lots; or

(c) on the tenth (10th) anniversary date of the date the Declaration was recorded in the Office of the County Clerk of Tarrant County, Texas.

10. Amendments. Amendments to this Certificate of Formation shall be in accordance with the Bylaws of the Corporation.

11. Organizer. The name and street address of the organizer is Tim Hagen, 2200 One Galleria Tower, 13355 Noel Road, Dallas, Texas 75240.

12. **No Cumulative Voting.** Members shall not be able to cumulate their votes in election of Directors.

13. **Limitation on Liability of Directors.** No Director shall be liable to the Corporation or its Members for monetary damages for an act or omission in the Director's capacity as a Director except to the extent otherwise provided by a statutes of the State of Texas.

14. **Indemnification.** The Corporation shall indemnify a person who was, is, or is threatened to be made or named defendant or respondent in litigation or other proceedings because the person is or was a director, officer, employee, or agent of the Corporation as provided in the Bylaws of the Corporation.

15. **Manner of Distribution.** The Corporation is authorized on its winding up to distribute the Corporation's assets in a manner other than as provided by Section 22.304 of the Texas Business Organizations Code.

16. **Capitalized Terms.** The capitalized terms used herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Skyline Ranch, Fort Worth, Texas, recorded or to be recorded in the Official Public Records of Tarrant County, Texas.

17. **Effectiveness of Filing.** This Certificate of Formation shall become effective when the Certificate of Formation is filed by the Texas Secretary of State.

EXECUTED this the 16th day of January, 2007.



Tim Hagen, Organizer