

**Management Certificate  
for  
La Joya De La Costa Townhome Association, Inc.**

Pursuant to Section 209.004 of the Texas Property Code, **La Joya De La Costa Townhome Association, Inc.** the ("Association"), a non-profit corporation organized and existing under the laws of the State of Texas, notifies the public of the following matters concerning La Joya De La Costa Townhomes.

1. The name of the subdivision is Padre Island – Corpus Christi Ports O’Call.
2. The name of the Association is La Joya De La Costa Townhome Association, Inc.
3. The plat of the subdivision is recorded in Volume 65, Page 129, Map Records of Nueces County, Texas.
4. The Declaration is recorded under Clerk’s Document No. 2006037099, Official Public Records of Nueces County, Texas.
5. First Amendment to Declaration recorded under Document No. 2019021524, Official Public Records of Nueces County, Texas.
6. The name and mailing address of the Association is:  
  
La Joya De La Costa Townhome Association, Inc.  
c/o Coldwell Bank Island Escapes  
14945 S. Padre Island Drive  
Corpus Christi, Texas 78418
7. The name and mailing address of the person managing the Association is:  
  
Coldwell Banker Island Escapes  
14945 S. Padre Island Drive  
Corpus Christi, Texas 78418  
Attn: Callie Tyson
8. Additional information to be considered are the following Association documents:  
  
**Exhibit “A”**- Articles of Incorporation, dated July 13, 2006  
**Exhibit “B”**- Amended and Restated Bylaws, dated June 1, 2019

Executed on this 5 day of July, 2019.

LA JOYA DE LA COSTA TOWNHOME ASSOCIATION, INC., a Texas Non-Profit Corporation

By: [Signature]  
Brooklyn Olive, Secretary

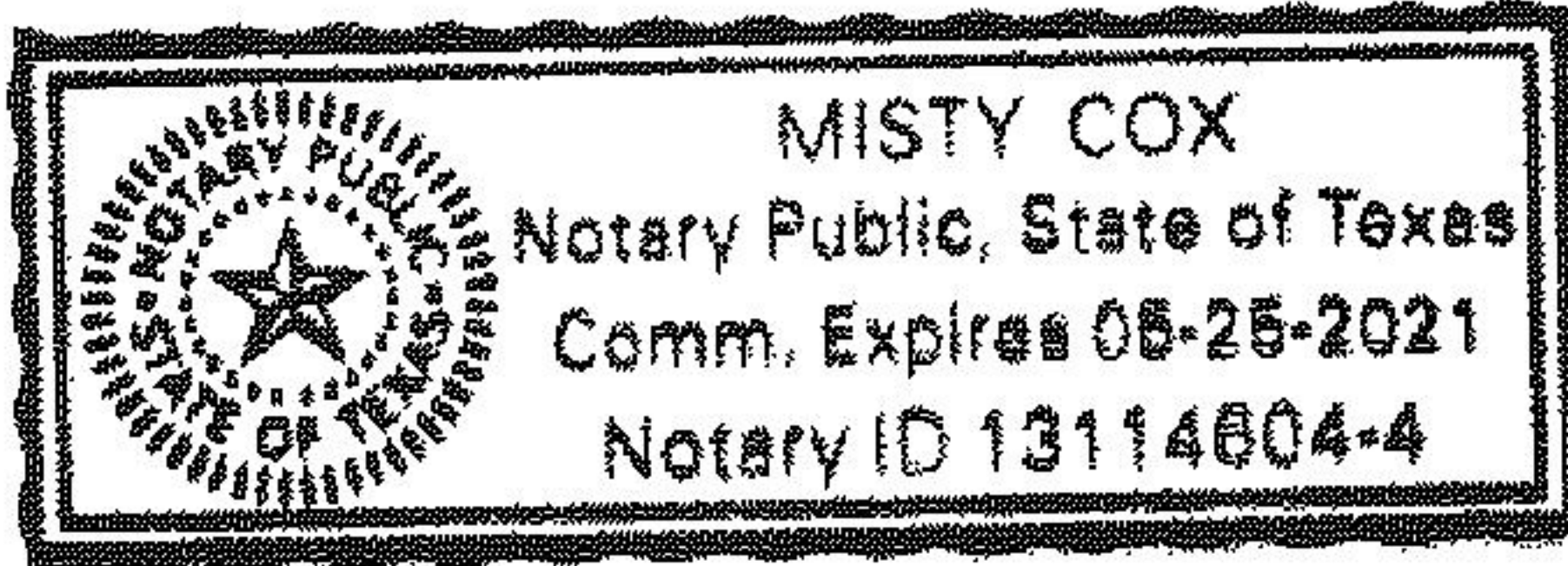
THE STATE OF TEXAS

COUNTY OF Nueces

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This instrument was acknowledged before me on this 5<sup>th</sup> day of July, 2018, by Brooklyn Olive, Secretary of La Joya De La Costa Townhome Association, Inc., a Texas non-profit corporation, in said capacity and on behalf of said entity.

[Signature]  
Notary Public, State of Texas



**AFTER RECORDING RETURN TO:**

NICOLAS, MORRIS, GILBREATH & SMITH, L.L.P.  
Mark B. Gilbreath  
5306 Holly Road, Suite A  
Corpus Christi, Texas 78411

**FILED**  
In the Office of the  
Secretary of State of Texas  
JUL 13 2006  
Corporations Section

**ARTICLES OF INCORPORATION**  
**OF**  
**LA JOYA DE LA COSTA TOWNHOMES, INC.**

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is **LA JOYA DE LA COSTA TOWNHOMES, INC.**

**ARTICLE TWO**

The corporation is a non-profit corporation.

**ARTICLE THREE**

The period of its duration is perpetual.

**ARTICLE FOUR**

The purposes for which the corporation is organized are:

- (1) to serve as the Council of Owners for the Townhome Project known as La Joya De La Costa Townhomes, located in Corpus Christi, Nueces County, Texas, established by the filing of a "Declaration for La Joya De La Costa Townhomes" in the Official Records of the County Clerk of Nueces County, Texas.
- (2) to provide for and do all activities necessary, useful and expedient to protect,

preserve, maintain and repair in accordance with the Declaration the project of La Joya De La Costa Townhomes for the use, enjoyment and benefit of the members of the corporation;

- (3) to borrow or raise money for any of the purposes of the corporation and from time to time, without limit as to the amount, to draw, make, accept, endorse and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof by mortgage, deed of trust, pledge, security agreement or financing statement covering the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired; and
- (4) in general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Texas upon corporations formed under the Texas Non-Profit Corporation Act and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

Nothing in these stated purposes shall limit any general power conferred upon corporations by the Texas Non-Profit Corporation Act.

#### **ARTICLE FIVE**

The street address of the initial registered office of the corporation is 4933 Ambassador Row, Corpus Christi, Texas 78416, and the name of its initial registered agent at such address is Alan L. Torres.

**ARTICLE SIX**

Affairs of the corporation shall be managed by a Board of Directors of not less than three (3) directors. The number of directors shall be fixed by the Bylaws of this corporation. All directors shall at all times be persons directly or indirectly owning or having an ownership interest in a Building Site located in the Townhome Project known as La Joya De La Costa Townhomes. If any Owner is a corporation, partnership, trust or other legal entity, an officer, director, shareholder, partner, trustee or beneficiary of such Owner may be a member of the Board of Directors. The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Alan L. Torres	P.O. Box 10633 Corpus Christi, TX 78410
James L. Tracey	P.O. Box 10633 Corpus Christi, TX 78410
Gary Grumm	14613 South Padre Island Dr. Corpus Christi, TX 78418

M&M  
JM

**ARTICLE SEVEN**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Alan L. Torres	P.O. Box 10633 Corpus Christi, TX 78410

## **ARTICLE EIGHT**

The Corporation shall be a membership corporation. Each Owner of a Building Site, including the Developer of the Project, shall be a member. Should any Owner cease to own a Building Site, such Owner's membership shall automatically terminate. Upon any transfer of ownership of a Building Site, the new Building Site Owner shall succeed to such membership. The Owner of each Building Site or the Owner's legally authorized representative and proxy shall be entitled to vote at all meetings of the Council of Co-Owners, the number of votes appurtenant to such Building Site as set forth in the Declaration.

Voting rights attributable to any Apartment which shall have been acquired by the Council of Co-Owners shall, while owned by the Council of Co-Owners, be entitled to be represented at meetings of the members of the Council of Co-Owners for purposes of determining the existence of a quorum, and shall be exercised and voted as directed by the Board of Directors of the corporation at such meetings. Qualifications for membership and rights, duties and obligations of members shall be as further set forth in the Declaration for La Joya De La Costa Townhomes.

## **ARTICLE NINE**

The corporation shall indemnify any director or officer or former director or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any asserted claim, by action in court or otherwise, by reason of such person being or having been a director or officer, except as relates to



**FIRST AMENDED AND RESTATED**

**BYLAWS**

**OF**

**LA JOYA DE LA COSTA TOWNHOMES, INC.**

**These First Amended and Restated Bylaws have been approved and adopted by a majority of the Owners and the Board of Directors of the Association. These First Amended and Restated Bylaws replace the Bylaws adopted July 20, 2006.**

**Property Owners Association:** **La Joya de la Costa Townhomes, Inc.**, established by the Articles of Incorporation, filed with the Secretary of State of Texas on July 13, 2006, a Texas non-profit corporation.

**Principal Office:** **14945 South Padre Island Drive, Corpus Christi, Texas 78418.** The Property Owners Association may have other offices.

**Declaration:** The Declaration for **La Joya de la Costa Townhomes**, recorded under Document No. 2006037099, Official Public Records of Nueces County, Texas.

**Definitions:** Capitalized terms used but not defined herein have the meaning set forth in the Declaration.

**Voting Members:** Members entitled to vote or their proxies. Any Member delinquent in payment of any Assessment is not a Voting Member.

**A. Members**

*A.1. Membership.* Every Owner is a Member of the Property Owners Association. Membership is appurtenant to and may not be separated from ownership of a Building Site.

*A.2. Place of Meeting.* Members meetings will be held at the Property Owners Association's Principal Office or at another place designated by the Board.

*A.3. Annual Meetings.* An annual meeting of the Members of the Association shall be held each year for the election of directors and the transaction of such other business as may properly be brought before the meeting. The annual meeting shall be held within one hundred twenty (120) days after the end of each fiscal year to be designated by the Board. Written notice stating the date, time and place of the meeting shall be mailed, emailed, or personally delivered to all Members not less than ten (10) nor more than fifty (50) days before the meeting.

*A.4. Special Meetings.* The president may call special meetings. The president must call a special meeting if directed by the Board or by a petition signed by fifty percent (50%) of the Members.

*A.5. Notice of Meetings, Election, and Vote.* Written notice stating the place, day, and hour of each Members meeting, other than a reconvened meeting, must be given to each Member not less than thirty nor more than sixty days before the meeting. For voting not at a meeting, notice must be given not later than the twentieth day before the latest day on which a ballot may be submitted to be counted. The special Members meeting notices must also state the meeting's purpose, and no business may be conducted except as stated in the notice. Notice to a Member must state the purpose of an association-wide election or vote and is deemed given when hand delivered, mailed, or emailed to an email address provided by the Member to the Association for the purpose of receiving notices. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, postage prepaid. If emailed, notice is deemed given when sent by the sender.

*A.6. Waiver of Notice.* A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

*A.7. Quorum.* A majority of the Voting Members is a quorum. If a Members meeting cannot be held because a quorum is not present, a majority of the Voting Members who are present may adjourn the meeting. At the reconvened meeting, fifty-one percent of the Voting Members is a quorum. If a quorum is not present, a majority of the Voting Members who are present may adjourn the meeting. At the second reconvened meeting, one-half of the Voting Members required at the preceding meeting is a quorum. Written notice of the place, date, and hour of each reconvened meeting must be given to each Member not less than thirty nor more than sixty days before the reconvened meeting.

*A.8. Majority Vote.* Voting by Members may be at a meeting or outside of a meeting. Voting must be as required by law. Votes representing more than 50 percent of the Voting Members present at a meeting at which a quorum is present are a majority vote.

*A.9. Proxies.* Voting Members may vote by written proxy.

*A.10. Conduct of Meetings.* The president will preside over Members meetings. The secretary will keep minutes of the meetings and will record in a minutes book the votes of the members.

## **B. Board**

*B.1. Governing Body; Composition.* The affairs of the Property Owners Association are governed by the Board. Each director has one vote. The initial Board is composed of the directors appointed in the certificate of formation. Each director must be a Member or, in the case of an entity Member, a person designated in writing to the secretary.

*B.2. Number of Directors.* The Board consists of three directors.

*B.3. Term of Office.* The First Board of Directors shall be elected on the date set out in the Articles of Incorporation. At that time, the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years. These Directors collectively constitute the First Board of Directors. At each annual

meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. Directors may serve consecutive terms.

*B.4. Election.* At the first annual meeting of Members, the Voting Members will elect directors to succeed the current directors. At subsequent annual Members meetings, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The directors elected by the Voting Members will hold office until their respective successors have been elected.

*B.5. Removal of Directors and Vacancies*

*B.5.a. Removal by Members.* Any director may be removed, with or without cause, by a majority of the Voting Members. Any director whose removal is sought will be given notice of the proposed removal.

*B.5.b. Removal by Board.* Any director may be removed at a Board meeting if the director—

- i. failed to attend three consecutive Board meetings;
- ii. is delinquent in the payment of any Assessment for more than 90 days; or
- iii. is the subject of an enforcement action by the Property Owners Association for violation of the Dedicatory Instruments.

*B.5.c. Vacancies.* A director's position becomes vacant if the director dies, becomes incapacitated, resigns, or is no longer a Member.

*B.5.d. Successors.* If a director is removed or a vacancy exists, a successor will be elected by the remaining directors for the remainder of the term.

*B.6. Compensation.* Directors will not receive compensation. A director may be reimbursed for expenses approved by the Board.

*B.7. Powers.* The Board has all powers necessary to administer the Property Owners Association's affairs including the following to:

*B.7.a.* Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

*B.7.b.* To the extent allowed by law, suspend the voting rights and right to use of the recreational facilities, if any, of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association or failure to comply with the Association's request for designation of a voting Member as allowed in the Certificate of Formation;

*B.7.c.* Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Certificate of Formation, or the Declaration;

*B.7.d.* Declare the office of a Member of the Board of Directors to be vacant in the event such Members shall be absent from three (3) regular meetings of the Board of Directors in any given year;

*B.7.e.* Employ a manager or such other employees as they deem necessary, and to prescribe their duties; and

*B.7.f.* Retain the services of an attorney, accountant, or such other independent professionals or contractors as they deem necessary.

*B.8. Management.* The Board may employ a managing agent. Declarant, or an affiliate of Declarant, may be the managing agent.

*B.9. Accounts and Reports.* Accounting and controls must conform to good accounting practices. Accounts will not be commingled with accounts of other persons. The books, records, financial statements, and papers of the Association shall at all times, during reasonable business hours be subject to inspection by any Member, or the holders of first mortgages that are secured by a Building Site. The Declaration, the Articles of Incorporation, the Bylaws, and any other rules of the Association shall be available for inspection by any Member or the holders of fast mortgages that are secured by Building Sites in the project at the principal office of the Association, where copies may be purchased at reasonable cost (\$75.00 to \$150.00). In the event the Board has an audited statement of the Association, it shall make same available to all first mortgage holders who submit a written request of same and pay a reasonable cost therefore. Although the Board may not deem necessary an annual audit statement, any holder of a first mortgage shall be allowed to have an audited statement prepared at its own expense.

*B.10. Borrowing.* The Board may borrow money to maintain, repair, or restore the Common Area without the approval of the Members. If approved in advance by the Members in the same manner as approving a Special Assessment, the Board may borrow money for any other purpose.

*B.11. Rights of Association.* With respect to the Common Area, and in accordance with the Declaration, the Property Owners Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

*B.12. Enforcement Procedures*

*B.12.a. Notice.* Before the Board may (i) suspend an Owner's right to use a Common Area, (ii) file a suit against an Owner other than a suit to collect any Assessment, (iii) foreclose the Property Owners Association's lien, (iv) charge an Owner for property damage, or (v) levy a fine for a violation of the Dedicatory Instruments, the Property Owners Association or its agent must give written notice to the Owner as required or permitted by law. The notice must describe the violation or property damage that is the

basis for the suspension action, charge, or fine and state any amount due the Property Owners Association from the Owner. The notice must also (i) inform the Owner that if the violation is curable and does not pose a threat to public health or safety, which means it could not materially affect the health or safety of an ordinary resident, the Owner is entitled to a reasonable period to cure the violation and avoid the fine or suspension unless the Owner was given notice and a reasonable opportunity to cure a similar violation within the preceding six months; (ii) indicate that the Owner may request a hearing in accordance with Texas Property Code section 209.007 on or before the thirtieth day after the date the notice was mailed to the Owner; (iii) state that the Owner may have special rights if the Owner is serving on active military duty, and (iv) state the date by which the Owner must cure a curable violation that does not pose a threat to public health and safety.

*B.12.b. Hearing.* If the Owner is entitled to an opportunity to cure the violation, the Owner has the right to submit a written request for a hearing to discuss and verify facts and resolve the matter in issue before a committee appointed by the Board or before the Board if the Board does not appoint a committee. If a hearing is to be held before a committee, the notice must state that the Owner has the right to appeal the committee's decision to the Board by written notice to the Board.

The Property Owners Association must hold a hearing under this section not later than the thirtieth day after the date the Board receives the Owner's request for a hearing and must notify the Owner of the date, time, and place of the hearing not later than the tenth day before the date of the hearing. The Board or the Owner may request a postponement, and, if requested, a postponement will be granted for a period of not more than ten days. Additional postponements may be granted by agreement of the parties. The Owner or the Property Owners Association may make an audio recording of the meeting.

The hearing will be held in executive session affording the alleged violator a reasonable opportunity to be heard. Before any sanction hereunder becomes effective, proof of proper notice will be placed in the minutes of the meeting. Such proof will be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered the notice. The notice requirement will be satisfied if the alleged violator appears at the meeting. The minutes of the meeting will contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board may, but will not be obligated to, suspend any proposed sanction if the violation is cured within a five-day period. Such suspension will not constitute a waiver of the right to sanction violations of the same or other provisions and rules by any person.

*B.12.c. Appeal.* Following hearing before a committee, if any, the violator will have the right to appeal the decision to the Board. To perfect this right, a written notice of appeal must be received by the managing agent, if any, president, or secretary within five days after the hearing date.

*B.12.d. Changes in Law.* The Board may change the enforcement procedures set out in this section to comply with changes in law.

## **C. Board Meetings**

*C.1. Meetings.* Except as permitted by law, all regular and special meetings of the Board must be open to the Owners. Except for a meeting held by electronic or telephonic means, a Board meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county. A Board meeting may be held by electronic or telephonic means, provided all Owners and Board Members have access to the communication at the meeting as required by law.

*C.2. Notice.* Owners and Board Members must be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. Notice must be given as required by law.

*C.3. Waiver of Notice.* The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either proper notice of the meeting was given to each director or a written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

*C.4. Quorum of Board.* At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board.

*C.5. Conduct of Meetings.* The president will preside at Board meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the directors. The Board meeting will be conducted as required by law.

*C.6. Proxies.* Directors may vote by written proxy.

## **D. Officers**

*D.1. Officers.* The officers of the Property Owners Association are a president, vice president, secretary, and treasurer, to be elected from the Members. The Board may appoint other officers having the authority and duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

*D.2. Election, Term of Office, and Vacancies.* Officers will be elected annually by the Board at the first meeting of the Board following each annual meeting of the Voting Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

*D.3. Removal.* The Board may remove any officer whenever, in the Board's judgment, the interests of the Property Owners Association will be served thereby.

*D.4. Powers and Duties.* Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The president is the chief executive officer of the Property Owners Association. The treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all

or part of the preparation and notification duties to a finance committee, management agent, or both.

*D.5. Resignation.* Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

## **E. Committees**

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

## **F. Miscellaneous**

*F.1. Fiscal Year.* The Board may establish the Property Owners Association's fiscal year by resolution.

*F.2. Rules for Meeting.* The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

*F.3. Conflict.* The Declaration controls over these Bylaws.

*F.4. Inspection of Books and Records*

*F.4.a. Inspection by Member.* After a written request to the Property Owners Association, a Member may examine and copy, in person or by agent, any Property Owners Association books and records relevant to that purpose. The Board may establish rules concerning the (i) written request; (ii) hours, days of the week, and place; and (iii) payment of costs related to a Member's inspection and copying of books and records.

*F.4.b. Inspection by Director.* A director has the right, at any reasonable time, and at the Property Owners Association's expense, to (i) examine and copy the Property Owners Association's books and records at the Property Owners Association's Principal Office and (ii) inspect the Property Owners Association's properties.

*F.5. Notices.* Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given as required or as permitted by law. All other notices may be given by regular mail. Notice by mail is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to (a) a Member at the Member's last known address according to the Property Owners Association's records and (b) the Property Owners Association, the Board, or a managing agent at the Property Owners Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered, is sufficient.

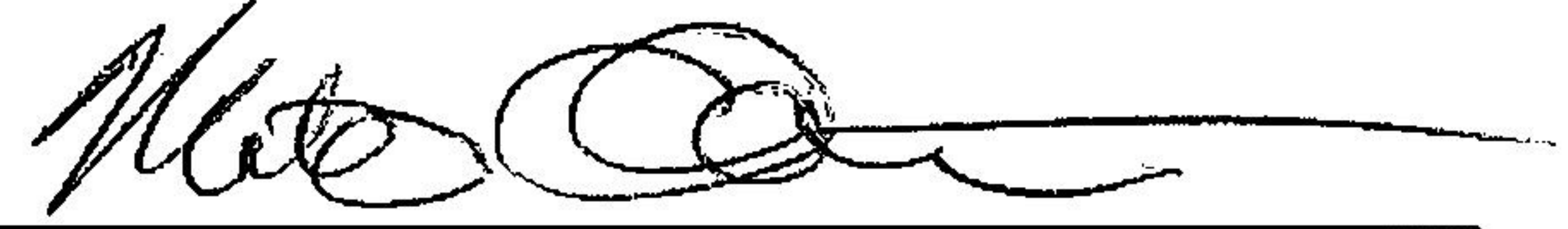
*F.6. Amendment.* These Bylaws may be amended at any time by the vote of fifty-one percent of the Voting Members in the Property Owners Association. This provision will not be

construed as limiting the Board's power to amend the enforcement procedures to comply with changes in law.

The undersigned, being all of the Board of Directors of the Association, ratify and confirm that these **First Amended and Restated Bylaws La Joya de la Costa Townhomes** were duly adopted by Members of the Association at the Annual Meeting held on June 1, 2019.



Kevan Billings



Matt Oatman



Brooklyn Olive

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**Nueces County  
Kara Sands  
Nueces County  
Clerk**

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**Instrument Number:** 2019027197

eRecording - Real Property

MISCELLANEOUS

Recorded On: July 09, 2019 02:36 PM

Number of Pages: 16

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**" Examined and Charged as Follows: "**

Total Recording: \$67.00

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\*\*\*\*\* THIS PAGE IS PART OF THE INSTRUMENT \*\*\*\*\*

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.

**File Information:**

Document Number: 2019027197  
Receipt Number: 20190709000164  
Recorded Date/Time: July 09, 2019 02:36 PM  
User: Lisa C  
Station: CLERK01

**Record and Return To:**

CSC  
2411 Centerville Road, Suite 400  
Wilmington DE 19808



**STATE OF TEXAS  
NUECES COUNTY**

**I hereby certify that this Instrument was FILED In the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Nueces County, Texas.**

Kara Sands  
Nueces County Clerk  
Nueces County, TX

*Kara Sands*