MANSFIELD POINT SUBDIVISION
PROPERTY RESTRICTIONS

Mansfield Point LLC, known as Mansfield Point Subdivision as recorded in Map Records of Willacy County, Texas, does hereby approve and adopt the following restrictions of the use of lots within the Mansfield Point Subdivision, which restrictions shall be covenants to run with the land and shall be binding on all parties now or hereafter owning or using the leasehold estate in said lots in said subdivision and do hereby specify and provide that any person or persons now or hereafter owning any real property situated in such subdivision may enforce these restrictions, at law or in equity, against any person or persons violating or attempting to violate any such covenant or restriction.

1. **Residential Use.** No lot in Mansfield Point Subdivision shall be used except for residential purposes, single-family dwelling only; and no building shall be designed for, or erected, placed, occupied, altered, or permitted to remain on any lot or portion thereof other than a residence and an attached or separate garage. See Item #1, Mansfield Point Design Code.

2. **Temporary Buildings Prohibited.** No trailer, tent, shack, barn, or outbuilding shall ever be erected on any lot in Mansfield Point Subdivision, nor shall any of these ever be used as a residence temporarily or permanently. House trailers and mobile homes are strictly prohibited from ever being used on any lot of this subdivision, temporarily or permanently, by any owner of any lot in this subdivision or any guest of any such owner. No structure or any part of the property shall be occupied or used as a residence temporarily or permanently, until the exterior thereof is completely finished and all plumbing connected.

3. No structure shall be placed on any lot without first obtaining the required permits for construction especially including, but not restricted to, the permit to be issued by the Willacy County Navigation District.

4. **Nuisances**: No noxious nor offensive, unlawful or immoral activity shall be carried on upon any lot, nor shall anything be done thereon which shall become an annoyance or nuisance to any part of this subdivision.

5. **Trash and Garbage Disposal**: No lot shall be used or maintained as a dumping ground for rubbish or any other material.

6. **Signs**: No sign of any kind shall be kept or displayed to the public view, except by the Developer or its assigns, other than name and street number signs.

7. **Lot Maintenance**: The owners or occupants of all lots shall at all times keep weeds and grass cut in a sanitary, healthful and attractive manner.

Deputy McCormick 8-11-04

8. **No Livestock or Poultry**: No animals, livestock or poultry of any kind shall be raised, bred or kept on any lot; except dogs, cats or other household pets may be kept provided they are not kept, bred, or maintained for any commercial purposes.

9. **Amendments**: These restrictions may be amended by formal consent and approval on the basis of one vote allowed for each lot and the approval of the Board of Navigation and Canal Commissioners of the Willacy County Navigation District, and any such changes of these restrictions will be binding on all lots and lot owners and shall apply to any buildings or structures not commenced at the time of such amendment.

10. **Enforcement of Restrictions**: It is expressly provided that each lot in the subdivision is burdened with following the provisions concerning enforcement and obligations of lot owners contained in this instrument. In the event any owner or occupant of any lot of this subdivision shall violate any of the restrictions or neglect to perform any of his obligations herein contained which can be remedied by the Developer or his respective successors or assigns, either of said parties shall cause such violation to be remedied. The cost of such remedial action shall be chargeable against the owner of the offending lot and a lien against said lot is hereby created to secure payment to the party named above making the expenditure, to bring said lot into compliance with these restrictions, which indebtedness and lien securing the same shall be enforced in any manner provided by law or equity.

11. **Mansfield Point Subdivision Homeowners' Association**: A homeowners' association consisting of all homeowners of the subdivision will exist to maintain, repair, and replace common property of the subdivision. Each member will be assessed his/her share of related expenses of the homeowners' association.

EXECUTED on the 28 day of June, 2004.

BY: MANSFIELD POINT, LLC, ("Developer")

By: _____
Mark Brown, Manager

By: _____
R. Spencer Gaille
aka Spencer Gaille, Manager

ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF WILLACY

This instrument was acknowledged before me on the 7 day of July, 2004, by Mark Brown, Manager, and R. Spencer Gaille aka Spencer Gaille, Manager.

_____
Notary Public, State of Texas

FRANCES FITCH
MY COMMISSION EXPIRES
APRIL 15, 2005

Mansfield Point Subdivision
Property Restrictions

Approved:
WILLACY COUNTY NAVIGATION DISTRICT

By: Raymond A. Snow
Chairman

Date: August 11, 2004

STATE OF TEXAS
COUNTY OF WILLACY

BEFORE ME, the undersigned authority, on this day personally appeared Raymond A. Snow, Chairman of the Board of Navigation and Canal Commissioners of the Willacy County Navigation District, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of said District and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 11th day of August, 2004.

MICHAEL G. WILSON
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-02-2004

Michael G. Wilson
Notary Public, State of Texas

NOTICE

This Design Code is binding on all parties owning property in the Mansfield Point Subdivision (A Gated Community).

INTRODUCTION

The development of Mansfield Point Subdivision hopes to incorporate some of the best features of vernacular architecture of the Texas Gulf Coast region. Vernacular architecture (not high style and makes little or no attempt to emulate popular architectural fashions) of the Texas Gulf Coast is otherwise known as casual, "beach house" style of elevated houses to seek protection of the living areas from coastal flooding with unadorned facades, decks, porches, breezeways and verandas, typically of wood or vinyl siding or plaster exterior.

The common grounds, architectural design of all residences and associated site improvements shall be governed by the Mansfield Point Subdivision Homeowners' Association (MPSHA). To maintain a community with an integrated and aesthetically pleasing look and feel, it is necessary to establish a Design Code that will give all components of the Subdivision a sense of belonging, while at the same time allowing for individual expression. The following Design Code is administered by the Mansfield Point Architectural Control Committee (MPACC) that is appointed by the MPSHA and sets out the parameters under which all improvements must be designed. The committee shall consist of permanent members Spencer Gaille, Mark Brown and one registered architect appointed by the permanent members.

BUILDING CODES

The 2000 International Residential Code, Texas Department of Insurance Windstorm Resistant Construction Guide, Texas State Energy Code and all other local applicable codes and ordinances must be strictly followed.

CONSTRUCTION CONTRACTOR

Each building contractor must be approved by the MPACC. Contractors are encouraged to have Workmen's Compensation as required by law, bodily injury and property damage with limits of at least $500,000.00 per occurrence with a general aggregate of at least $1,000,000.00.

ARCHITECTURAL STYLES

Vernacular architecture (not high style and makes little or no attempt to emulate popular architectural fashions) of the Texas Gulf Coast, otherwise known as casual, "beach house" style. The house is to have elevated living areas to seek protection from coastal

flooding. It is to have unadorned facades, decks, porches, breezeways covered loggias and verandas. The beach house is typically of masonry construction on the first floor finished with plaster and frame or masonry construction on the second and third floors clad with wood or vinyl siding or plaster exterior (although brick is allowed).

In order to maintain an orderly casual appearance of the all of the homes within the subdivision, formal architectural styles such as Colonial, Spanish Colonial, Southwest, Adobe, Mediterranean, other Provincial, and Ultra Modern Contemporary styles are not permitted.

ARCHITECTURAL STANDARDS & ELEMENTS

The goals of Architectural Standards & Elements are to define a common level of quality by which all plans are reviewed and to help define the architectural character of the community. These standards cover all aspects of buildings and lots. Variances may be allowed by MPSHA if the architectural control committee determines that they are appropriate with the architectural design.

Note: Where stucco is referred to in this document, it is meant to include synthetic products such as EIFS.

Size

The following are minimum sizes for finished areas of residences, excluding porches:

	Ground Floor	2+ story
Lots 1 through 9	800 sq. ft.	1,600 sq. ft.
Lots 10 through 13	800 sq. ft.	1,200 sq. ft.

Exterior Wall Finishes

Acceptable Materials

Stucco
Wood clapboard, finished with paint or solid stain
Cedar shingles, finished with paint or stain
Fiber-cement (Hardiplank" or equal) lap siding, finished with paint
Brick, traditional colors with minimal color blend
Vinyl siding, minimum 44mil thickness, acceptable profiles are limited to triple 3" and double 4.5" shiplap

Prohibited Materials

Wood fiber composites
Aluminum siding
Stone

Methods and Configuration

Generally, siding shall be horizontal with no greater than a 7.5" exposure, except as noted for vinyl siding. Where stucco type materials are used, they shall have a background color and a complimentary trim color to include banding, window and door trim.

Foundations

Acceptable Materials

Poured concrete
Concrete friction pilings

Prohibited Materials

Timber pilings

Methods & Configuration

Foundations must be a minimum of 12 inches above the highest point of the street directly in front of the lots but not lower than the lowest allowed elevation set by the County and by FEMA.

Roofs

Acceptable Materials

30 year or better dimensional asphalt or fiberglass shingles
Standing seam and batten seam metal
Copper
Slate or approved synthetic slate
Membrane or built-up (for flat roof)

Prohibited Materials

Corrugated metal
Roll roofing
Cedar shingles or shakes

Methods and Configuration

Minimum pitch of the main roof shall be 5:12. If shed roofs are attached to the main roof the minimum roof pitch shall be 3:12. Porch roofs may be a minimum of 3:12. Flat roofs may be permitted under upper level decks and porches or if

hidden by a facade parapet. Mansard roofs are not permitted. Double-pitched roofs (otherwise known as oriental style) are not permitted.

Soffit and Fascia

Acceptable Materials

Wood, painted or stained
Pre-finished aluminum
Fiber-cement (Hardisoffit, Hardipanel)
Vinyl

Methods and Configuration

There must be a minimum 2'-0" roof overhang beyond the bearing wall on all roofs and the fascia must be at an angle perpendicular to the roof plane. Exposed rafter tails are encouraged but soffits may be boxed.

Porches & Exterior Balconies

Porches are considered covered balconies or patios.

Acceptable Materials

Columns:
- Wood, painted or stained
- Concrete masonry plastered or clad
- Fiberglass, painted
- Stucco

Balustrades:
- Wrought, cast or extruded aluminum
- Wood, painted or stained

Floors:
- Wood, painted or stained
- Concrete
- Tile
- Brick pavers
- Synthetic material (at balconies only, above dry areas)

Porch Ceilings:
- Wood, painted or stained
- Stucco
- Exposed rafters, painted or stained

Methods and Configuration

Porches are required on the front facade (the facade facing the primary street) of

all houses. The minimum size of the required front porch is 8' deep and 12' wide. All houses on waterfront lots shall have porches on the waterside of house with the same minimum size as the front porches. Wrap-around porches are encouraged. Porch columns shall be at least 6" in diameter. If porch columns are greater than 8' in height, the diameter shall be increased 2" for each foot above 8'. Balustrades shall have top and bottom rails with eased edges, centered on balusters.

If no patio is located on the first floor below second and/or third floor porch or deck the area between support columns is to be screened with lattice, painted or stained.

Decks

Acceptable Materials

Wood, CCA treated, western red cedar or red wood
Composition decking

Methods and Configuration

Decks are uncovered porches located on the second and or third floors. All columns and balustrades shall match those located on porches.

Patios

Acceptable Materials

Concrete, plain, colored, stamped or exposed aggregate
Concrete or brick pavers

Methods and Configuration

Patios are uncovered paved areas or may be covered by a deck adjacent to the house located on the first floor.

Windows

Acceptable Materials

Frame & Sash:
Aluminum Clad Wood Windows
Vinyl Clad Wood Windows

Glazing:

Clear glass
Beveled or stained
Lightly tinted

Prohibited Materials

Highly reflective glazing
Painted wood, vinyl, steel and aluminum windows

Methods and Configuration

Windows width shall not exceed a ratio of 1:2 of the height to maintain vertical proportions. Windows shall have exterior trim of brick mould or a minimum width of 3.5" synthetic plaster trim band on all walls facing the street and the water. Brick veneer walls may be excluded from this requirement, provided that a decorative brick detail is substituted. Shutters installed to meet the building code requirements must be integral with the wall construction and should not protrude beyond the wall face more than 4 inches.

Doors

Acceptable Materials

Solid wood with glazing and/or panels, painted or stained
Fiberglass with glazing and/or panels, painted.

Prohibited Materials

Steel flush and/or panel
Flush doors or any material

Methods and Configuration

Main entry doors shall have the same exterior trim requirements as windows.

Garages and Garage Doors

Methods and Configuration

No double width garage doors shall be allowed for front-loading garages. When garage doors are on the front or street side of a building, they shall be recessed into an alcove, arbor or lattice screen. Garages shall be 1 or 2 cars, and may be attached or detached. 3 car garages are not permitted.

Acceptable Materials

Wood clad style and rail
Aluminum clad style and rail embossed design

Prohibited Materials

Steel
Wood fiber composites

Garden & Retaining Walls & Fences

Acceptable Materials

Wrought, cast or extruded aluminum
Vertical wood, painted or stained
Brick
Stucco
Stone

Prohibited Materials

Chain link and all other wire
Exposed concrete block (except decorative block at retaining walls)
Railroad ties

Methods and Configuration

Privacy walls or fences at or near common property lines shall present a simple surface to adjoining neighbor. Maximum height shall not exceed 6'. Compatibility with adjacent lots and buildings shall be carefully considered. Maximum height for fences within the required front yard and along the waterfront is 42". All retaining walls shall be faced with wood, brick or stone.

Driveways and walks

Acceptable Materials

Concrete, plain, colored, stamped or exposed aggregate
Concrete or brick pavers

Prohibited Materials

Gravel
Caliche

Color

All exterior finishes shall be carefully reviewed to ensure compatibility with surrounding buildings. Muted colors are encouraged and excessively bright or harsh colors are not permitted. Complimentary trim and siding colors are encouraged.

Outbuildings

Outbuildings must be within the build to lines and must match the main house in all aspects of design and finished materials.

Outbuildings shall match the architectural style, color and material of the primary building. Portable sheds are not allowed.

General, Miscellaneous

All residences shall have a porch on the street side and waterfront residences shall have a porch on the waterside.

Permanent grilles, hot tubs, sports equipment shall be located in rear yards.

No satellite dish with a diameter of greater than 3' shall be allowed and must be located on the side of the residence.

Buildings on corner lots shall have the street side fully detailed in terms of windows and other architectural elements.

No mechanical equipment of any kind is allowed to be visible attached to the exterior walls (except required electrical service equipment). Air conditioning compressors must be placed on the ground or within a screened area of a porch or balcony where they are not visible from the street, waterfront or adjacent houses.

SITE REGULATIONS

Building placement and configuration is to be planned to achieve a neighborhood that provides a pleasing streetscape and assures privacy where desirable. Site regulations provide the structure to achieve these goals.

Build-to (Set-back) Lines

All primary residences are to be placed a minimum of 20 feet from the front property line. In the case of curved or angled front yards, at least one point of the house must touch the build-to-line. A variance may be granted for a bay, turret or other feature of architectural merit. Porches decks and patios may be 12 feet from the front property line. The minimum rear or water facing build-to line is 14 feet

and the minimum rear build-to line for non-water facing lots 10 feet.

The minimum side build-to line is 5 feet. No elements of the structure, including roof overhangs shall be allowed to project beyond the side build-to line. Air conditioning compressors are allowed between the build-to line and the lot line but must be screened with a 42" high fence.

Swimming Pools/Spas

Above ground-level swimming pools are prohibited.

Garbage & Trash Containers

Garbage and refuse shall be placed in containers such that they are inaccessible to animals. Containers shall be stored in a walled enclosure, minimum 3' high and maximum 4' high. The design of the enclosure shall be compatible with the design of the house and cannot be located nearer than 5' to any property line.

Seawall (Bulkhead) Maintenance

It is the responsibility of the individual homeowners of waterfront property to maintain that portion of the seawall. It must be kept in repair with like and kind quality as original installation.

REVIEW PROCESS

In order to ensure that the Design Code is implemented, a specific review process has been established. The review process is administered by Mansfield Point Architectural Control Committee and approval may be denied if the submitted material is incomplete. It is the responsibility to submit and if necessary re-submit to the committee.

Approval of Architects, Designers and Builders

The MPACC retains the right to approve or disapprove any architect, designer or builder that it believes may not perform satisfactorily.

Review Fees

A fee of $200 is required for the preliminary review and $200 is required for the construction document review. ~~No fee is charged at the time of the Preliminary Review and the final review.~~

Variances

Variances may be granted based upon architectural merit or hardship, but shall not constitute a precedent for future variances.

Construction Deposit

A construction deposit of $1,000.00 is required from the contractor for each lot to assure compliance with the submitted plans. The deposit shall be submitted before a Notice to Proceed is issued. The deposit shall be returned upon final inspection, provided that compliance is complete and unless it is required to clean up or repair common areas damaged due to construction. Contractor shall be notified in writing prior to the use of the deposit.

Power to Enforce

Should a violation occur, MPSHA has the right to enforce the code by legal action, including injunction relief, which requires the owner to stop, remove, and/or alter any improvement in a manner that complies with the standards established herein. The MPSHA shall also be entitled to collect reasonable attorney's fees. Approval by the MPSHA does not relieve an owner of his or her obligation to obtain any government or governmental board approvals or permits.

Limitations of Responsibility

The main purpose of the MPACC is to review submitted material in order to determine if the proposed construction meets the Design Code. MPACC does not assume any responsibility for structural integrity, existing site and soil conditions, governmental requirements, and the work of the owner's architect, designer, engineer or contractor.

Procedure

There are 3 phases to the review: Preliminary Review, Construction Document Review and Final Inspection. If an owner desires, the preliminary and construction document review may be combined, but this may result in additional plan work and expense to the owner. The MPACC is not responsible should such work and expense occur. All documents are to be submitted in duplicate. One approved set shall be returned following review.

Preliminary Review

This assures that the designer and owner understand the Design Code and may save time and expense and later stages of the process. If the applicant has a photograph or rendering of a similar building, this is the appropriate stage to include it. The following drawings are to be submitted:

a. Site plan showing placement of all structures, drives and walk.
b. Floor plans (interior walls and elements need not be shown), to scale, showing patios, decks and sizes and locations of garage doors.
c. Exterior elevations, to scale, of all 4 sides with materials indicated and roof pitches noted.

Construction Document Review

This is the final review prior to construction. In addition to the Construction Documents the owner shall submit the Exterior Materials Schedule and color samples.

Final Inspection

This is an exterior inspection and occurs upon receipt of the Certificate of Occupancy and completion of all work, including the required landscaping. It is to verify complete compliance. If approved, the construction deposit is returned at this time.

BY-LAWS

OF

MANSFIELD POINT SUBDIVISION HOMEOWNERS' ASSOCIATION

ARTICLE 1

DEFINITIONS

Project Defined

1.01 "Subdivision" shall mean all of that certain real property located in Port Mansfield in Willacy County, State of Texas, including the land, all improvements and structures thereon, and all easements, rights and appurtenances thereto, more particularly described as **Mansfield Point Subdivision, Willacy County, Texas.** All ownership interest in this Subdivision is "Leasehold" only. There is no "fee simple title" ownership.

ARTICLE 2

APPLICABILITY OF BY-LAWS

Association

2.01 The provisions contained herein constitute the By-Laws of the association known as MANSFIELD POINT SUBDIVISION HOMEOWNERS' ASSOCIATION and hereinafter referred to as the "Association".

Project Applicability

2.02 The provisions of these By-Laws are applicable to the subdivision as defined in Paragraph 1.01, above. The Association in empowered to regulate the property

described in paragraph 1.01 and shall determine the needs of the subdivision including security common area maintenance, fences, landscaping and any other features required to assure the comfort and maintenance of the property for the benefit of all the property owner's, and is empowered to enforce all of the property restrictions of the Mansfield Point Subdivision, including the imposition of assessments necessary to properly maintain the needs of the subdivision.

Personal Application

2.03 All present or future leasehold owners, tenants, future tenants or their employees, or any other person that might use the facilities of the subdivision in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition or rental of any of the lots in the subdivision or the mere act of occupancy of any of the dwellings will signify that these By-Laws

are accepted and ratified and will be complied with by the purchaser, tenent or occupant.

ARTICLE 3

OFFICES

Principal Office

3.01 The principal office of the Association shall be designated by the Association.

ARTICLE 4

QUALIFICATIONS FOR MEMBERSHIP

proxy shall be revocable and shall automatically cease on conveyance by the member of his lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

Quorum

5.03 The presence, either in person or by proxy, at any meeting, of members entitled to cast at least fifty-one (51) percent of the total voting power of the Association shall constitute a quorum for any action. In the absence of a quorum at a meeting of the members, a majority of those members present in person or by proxy may adjourn the meeting to a time not less than one (1) day nor more than thirty (30) days from the meeting date.

Required vote

5.04 The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of the members, unless the vote of a greater number is required by statute.

ARTICLE 6

MEETINGS OF MEMBERS

Annual Meetings

6.01 The first meeting of the members of the Association shall be held within thirty (30) days after the closing of the sale of the lot that represents the sale of fifty (50) percent or more of the proposed lots. Thereafter, the annual meeting of the

members of the Association shall be held on the same day of each succeeding calendar year at the hour of 7:00 p. m. If the day for the annual meeting of the members is a legal holiday, the meeting shall be held at the same hour on the first day following which is not a legal holiday (excluding Saturday and Sunday).

Special Meetings

6.02 Special meetings of the members may be called by the President, the Board of Directors or by members representing at least thirty-three (33) percent of the total voting power of the Association.

6.03 Meetings of the members shall be held within the subdivision or at a meeting place as close thereto as possible as the Board may specify in writing.

Notice of Meetings

6.04 Written notice of all members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least five (5), but not more than thirty (30) days before such meeting to each member entitled to vote at such meeting, 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 nature of the business to be undertaken.

Action Without Meeting

6.05 Any action required by law to be taken at a meeting of the members, or

any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members and filed with the Secretary of the Association.

ARTICLE 7

BOARD OF DIRECTORS

Number

7.01 The affairs of the Association shall be managed by a Board of Directors consisting of three (3) persons, all of whom must be members of the Association.

Term

7.02 At the first meeting of the Association, the members shall elect the initial Directors who shall hold office until the next annual meeting. Thereafter, Directors shall be elected at the annual meeting of the members and shall hold office for a term of one year until their successors are elected and qualified.

Vacancies

7.03 In the event of a vacancy of the Board caused by the death, resignation or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor.

Compensation

7.04 With the prior approval of a majority of the voting power of the Association residing in the members, a Director may receive compensation in a reasonable amount for services rendered to the Association. A Director may be reimbursed by the Board

for actual expenses incurred by him in the performance of his duties.

ARTICLE 8

NOMINATION AND ELECTION OF DIRECTORS

Nomination

8.01 Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the members.

Election

8.02 Directors are elected at the annual meeting of members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as each is entitled to exercise under the provisions of these By-Laws. The nominees receiving the highest number of votes shall be elected.

ARTICLE 9

MEETINGS OF DIRECTORS

Regular Meeting

9.01 Regular meetings of the Board of Directors shall be held when needed at such place within the subdivision and at such time as may be fixed from time to time by resolution of the Board. Notice of the time and place of such meeting shall be posted at a prominent place or places within the Common Properties.

Special Meetings

9.02 Special meetings of the Board of Directors shall be held when called by written notice signed by at least thirty-three (33) percent of the members. The notice shall

specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than three (3) days or more than ten (10) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or telegram to each Director at his address as shown on the records of the Assosciation. A copy of such notice shall be posted in a prominent place or places in the Common Area of the subdivision within three (3) days prior to the date of the meeting.

Quorum

9.03 A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors as fixed by these By-Laws.

Voting Rquirements

9.04 The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Open Meetings

9.05 Regular and special meetings of the Board shall be open to all members of the Association, provided, however, that Association members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

Executive Session

9.06 The Board may, with the approval of a majority of a quorum, adjourn a

meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE 10

OFFICERS

Enumeration of Officers

10.01 The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

Term

10.02 The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for not more than three (3) years, unless such officer shall sooner resign, be removed or be otherwise disqualified to serve.

Resignation and Removal

10.03 Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be

served by such removal.

Multiple Offices

10.04 Any two or more offices may be held by the same person, except the offices of President and Secretary.

Compensation

10.05 Officers shall receive such compensation for services rendered to the Association as determined by the Board of Directors and approved by a majority of the voting power of the Association residing in the members.

ARTICLE 11

BOOKS AND RECORDS

Maintenance

11.01 Complete and correct records of account and minutes of proceedings of meetings of members, Directors and committees shall be kept at the office of the Association. A record containing the names and addresses of all members entitled to vote shall be kept at the office of the Association.

Inspection

11.02 The membership register, the books of account and the minutes of proceedings shall be available for inspection and copying by any member of the Association or any Director for any proper purpose at any reasonable time.