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**AMENDED AND RESTATED BYLAWS OF
WESTMINSTER GLEN HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I
PURPOSE

Section 1.1 Westminster Glen Homeowners' Association, Inc., a Texas non-stock, non-profit corporation (herein called the "Corporation"), shall not be for pecuniary gain to its members, shall pay no dividends or other pecuniary remuneration, directly or indirectly, to its members as such, and shall have no capital stock. No part of its net earnings shall inure to the benefit of its members or any private individual, other than by acquiring, constructing, or providing management, maintenance, and care of "association property" (defined in part (ii) of the next succeeding sentence of this Section 1.1), and other than by a rebate of excess membership dues, fees, or assessments. The purposes for which the Corporation is formed and is to be operated are (i) to devote itself to civic development and social improvement of the lands and improvements contained within or adjacent to all property subject to the Declarations of Covenants, Conditions, and Restrictions recorded at Volume 9333, Page 874, Real Property Records, Travis County, Texas (Lot 121), Volume 12504, Page 0001, Real Property Records, Travis County, Texas (Phase I), document 1999037729, Official Public Records, Travis County, Texas (Phase II), document 2002091593, Official Public Records, Travis County, Texas (Phase III), and all amendments to the foregoing documents (Lot 121, and Phases I, II, and III, collectively referred to as the **Property**, and the Declarations for the Property, and all amendments thereto, being collectively referred to as the **Declarations**), (ii) to acquire, construct, manage, maintain, and care for "association property," as such term is defined in paragraph (4) of subsection (c) of Section 528 of the Internal Revenue Code of 1954, as amended, including, without limitation, the common areas conveyed to the Corporation, (iii) to be a "nonprofit homeowners' organization," as such term is defined in Paragraph 23.18(d) of the Tax Code, Texas Revised Civil Statutes, as amended, (iv) to be a "homeowners association," as such term is defined in paragraph (1) of subsection (c) of Section 528 of the Internal Revenue Code of 1954, as amended, (v) to be the "Association," as such term is defined in the Declarations, and (vi) to engage in any other activity permitted by law which may be useful or helpful in accomplishing any of the foregoing, or administrating, interpreting or enforcing the Declarations.

ARTICLE II
MEMBERSHIP

Section 2.1 Persons Who Shall Be Members. The Corporation shall have members. The membership of the Corporation shall be composed of the Owners, as defined in the Declarations.

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Section 2.2 Membership Inseparably Appurtenant to Lots. Membership in the Corporation shall be inseparably appurtenant to the legal, fee title to the Lots, and upon the transfer of the legal, fee title to any such Lot, the membership appurtenant thereto shall be deemed to be transferred to the grantee of such Lot, upon recordation of the deed or other conveyance thereof in the Official Public Records of Travis County, Texas. No membership in the Corporation may be conveyed or transferred in any other manner whatsoever. When the legal, fee title to a Lot is owned by more than one person, firm, corporation, or other entity, each such person, firm, corporation and entity shall be a member of the Corporation.

Section 2.3 No Member May Withdraw Except by Transfer of Title. No member may withdraw from membership in the Corporation except by transfer of legal, fee title to the Lot to which such membership is appurtenant.

ARTICLE III
MEMBERSHIP MEETINGS

Section 3.1 Annual Meetings. The annual meeting of the members of the Corporation shall be held between September 1 and October 31 of each year. At the annual meeting, the members shall elect a Board of Directors and shall transact such other business as may come before the meeting.

Section 3.2 Special Meetings. A special meeting of the members of the Corporation may be called by the President or any Vice President at any time, or shall be called upon petition therefor to the President by members having ten percent (10%) of the votes of all members of the Corporation or by a majority of the Board of Directors.

Section 3.3 Place of Meeting. All meetings of the members of the Corporation shall be held in Travis County, Texas, at such place as may be designated by the Board of Directors in the notice of such meeting.

Section 3.4 Notice of Meeting. Written notice of the time of each annual meeting shall be given by the Board of Directors to the members of the Corporation not less than ten (10) nor more than thirty (30) days prior to the date fixed for such meeting by the Board of Directors. Except as otherwise required by statute, notice of special meetings of the members of the Corporation shall be given in writing to the members of the Corporation not less than ten (10) nor more than thirty (30) days before the date of such meeting.

Section 3.5 Waivers, Etc. Anything herein contained to the contrary notwithstanding, notice of any meeting of the members of the Corporation shall not be required as to any member who shall attend such meetings in person or by proxy; and, if any member of the Corporation shall, in person, or by attorney duly authorized, waive notice in writing of any meeting, whether before or after such meeting, notice thereof shall not be required as to him.

Section 3.6 Quorum. At all meetings of the members of the Corporation (except as otherwise provided by statute, by the Articles of Incorporation of the Corporation, or by these

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Bylaws), at the first call of such meeting, the presence, in person, or by the proxy duly authorized, of sixty-six percent (66%) of the total votes of the membership shall constitute a quorum for the transaction of business. In the absence of a quorum, the members to whom a majority of the votes present are allocated, may adjourn for a period not to exceed seven (7) days and the required quorum at the meeting following the adjournment shall be one-half (1/2) of the required quorum at the immediately preceding meeting which was adjourned. This procedure shall be continued until a quorum has been obtained; provided, however, that (a) such reduced quorum shall not be applicable at a meeting held more than sixty (60) days following the originally scheduled meeting, (b) if a quorum cannot be achieved at 16.5%, it shall be reduced to 10%, and (c) the quorum shall never be less than 10%. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally called. No notice of any adjourned meeting need be given.

Section 3.7 Voting. The voting rights of members of the Corporation are stated in the Articles of Incorporation of the Corporation. For the purposes of determining the members entitled to notice of a meeting and to vote at any meeting, the membership of the Corporation shall be determined at the close of business on the twenty-fifth (25th) day preceding the day on which notice of such meeting is given or if no notice thereof is required, then on the twenty fifth (25th) day preceding the day of such meeting.

Section 3.8 Proxy. Each member of the Corporation may vote by proxy duly filed with the Secretary of the Corporation prior to or at any annual or special meeting. No proxy shall be voted more than eleven (11) months after the date it is signed, unless such proxy provides for a longer period.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Number, Tenure, Election, and Vacancies. The direction and management of the affairs of the Corporation, the control and disposition of its properties and funds and the performance and exercise of the respective obligations and rights imposed upon and granted to the "Board of Directors" hereunder shall be vested in and conducted by a Board of Directors. The Board of Directors shall consist of eight (8) persons who are members of the Corporation, except that at the 2007 annual meeting of members the terms of all eight directors shall expire, and the size of the Board of Directors shall be reduced to five (5). At that meeting, three Directors shall be elected for a term of 2 years, and two Directors shall be elected for a term of 1 year. At each annual meeting thereafter, an election shall be held for all terms then expiring, and the terms shall be for two years. At each election, the nominees receiving the highest number of votes cast in person or by proxy shall be declared the winners of such election and shall take their positions commencing with the adjournment of such annual meeting. Directors shall serve until their successors are elected and qualify. Nominations for election to the Board of Directors may be made by any member. A vacancy shall be declared upon the death or resignation of any Director; a vacancy may be declared upon the disability of any Director rendering that Director permanently incapable of participating in the management and affairs of the Corporation, or upon the Director's failing to attend, in person, a minimum of 2/3rds of the regularly scheduled

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Board meetings. The Board shall have the power to declare a vacancy, and to fill any vacancy until the next annual meeting of the members, at which time the members shall elect a Director to fill the remainder (unexpired portion) of the term.

Section 4.2 Place of Meeting. Meetings of the Board of Directors, or of any committee thereof, shall be held in Travis County, Texas, or other place mutually agreed by the directors.

Section 4.3 Stated Meetings. The Board of Directors may, by resolution adopted by vote of a majority of the whole Board of Directors, from time to time, appoint the time and place of holding stated meetings of the Board of Directors, if by it deemed advisable; and such stated meetings shall thereupon be held at the time and place so appointed and no notice thereof shall be required to be given. In case the day appointed for the stated meeting shall fall on a legal holiday, such meeting shall be held on the next following day not a legal holiday, at the regular appointed hour.

Section 4.4 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, any Vice President, or any two of the directors. Written notice of any such meeting shall be given by the Secretary of the Corporation at least three (3) days prior to the date for such meeting. Notice of any meeting of the Board of Directors need not be given, however, to any director, if waived by him before or after such meeting in writing (including e-mail or facsimile), or if he shall be present at the meeting except when he attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not duly called or convened; and any meeting of the Board of Directors shall be a legal meeting without any of them having been given notice, if all the members shall be present thereat. Except as otherwise provided in these Bylaws, or as may be stated in the notice thereof, any and all business may be transacted at any special meeting of the Board of Directors.

Section 4.5 Quorum and Manner of Acting. Except as herein otherwise provided, a majority of the then directors shall constitute a quorum for the transaction of business; and, except as otherwise required by statute or by these Bylaws, the act of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Section 4.6 Resignations. Any director of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor; and, unless required by the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.7 Filling of Vacancies Not Caused by Removal. In case of any increase in the number of directors, or of any vacancy created by death, incapacity, or resignation, the additional director or directors may be elected, or, as the case may be, the vacancy or vacancies

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may be filled, either (a) by the Board of Directors at any stated meeting, or at a special meeting called for the purpose, by vote of a majority of the directors then in office, or (b) by vote of a majority of the membership votes represented at a special meeting of the members called for the purpose of electing such directors.

ARTICLE V
MAINTENANCE ASSESSMENTS AND ACCOUNTING

Section 5.1 Maintenance Assessments. Maintenance assessments shall be calculated, made, approved, collected, enforced, and paid in accordance with the terms of the respective Declarations.

Section 5.2 Account and Audit. The Board of Directors shall keep or cause to be kept books of detailed account of the receipts and expenditures affecting the properties owned by the Corporation and its administration and specifying the maintenance and repair expenses of its properties and any other expenses incurred by or on behalf of such properties or the Corporation. Both the books of accounts and all vouchers supporting the entries made therein shall be available for examination at the office of the Corporation by all members at convenient hours on working days and the Board of Directors shall cause to be established and announced for general knowledge the days and hours within which such books shall be available for inspection. All such books and records shall be kept in accordance with generally accepted accounting procedures, consistently applied. The fiscal year of the Corporation shall be the calendar year unless another period is established by a resolution of the Board of Directors.

ARTICLE VI
OFFICERS AND AGENTS: POWERS AND DUTIES

Section 6.1 Officers. The elected officers of the Corporation shall be a President and a Secretary. The Board of Directors may also appoint a Treasurer, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation.

Section 6.2 Term of Office. All elected officers shall be elected at the annual meeting of the Board of Directors in each year, and shall hold office subject to the pleasure of the Board of Directors, until the annual meeting of the Board of Directors in the next subsequent year or, if later, until their respective successors are chosen; provided, however, that by written contract an officer may be employed for a period longer than the term specified herein, subject to the terms and conditions of such contract.

Section 6.3 Removal of Elected Officers. Any elected officer may be removed at any time, either with or without cause by vote of a majority of the whole Board of Directors at any meeting of the Board of Directors.

Section 6.4 Vacancies. If any vacancy occurs in any office, the Board of Directors may elector appoint a successor to fill such vacancy for the remainder of the term.

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Section 6.5 President. The President shall be the chief executive officer of the Corporation and shall have general and active control of its business and affairs. He shall preside, when present, at all meetings of the members (except as otherwise provided by statute) and of the Board of Directors. He shall have general power to execute bonds, promissory notes, evidence of indebtedness, deeds, and contracts in the name of the Corporation, and to affix the corporate seal when and if one is adopted by the Corporation; to appoint and fix, subject to the approval of the Board of Directors, the compensation of all employees and agents (other than elective officers) of the Corporation whose appointment is not otherwise provided for; to remove or suspend such employees or agents as shall not have been elected or appointed by the Board of Directors; and to exercise all the powers usually appertaining to the office of president of a corporation.

Section 6.6 Vice Presidents. One Vice President may be elected and any additional Vice Presidents shall be appointed by the Board of Directors. The several Vice Presidents shall perform all such duties and services as shall be assigned to or required of them, from time to time, by the Board of Directors and the President, respectively, and, unless their authority be expressly limited, shall act, in the order stated in the next sentence, in the place of the President, exercising all his powers and performing his duties, during his absence or disability. In respect of exercising the powers and performing the duties of the President during his absence or disability, the Vice Presidents shall act in the order of their election followed by the order of their appointment.

Section 6.7 Secretary. The Secretary shall attend to the giving of notice of all meetings of members and of the Board of Directors and shall keep and attest true records of all such meetings. He shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Corporation, except those which are hereinafter directed to be in the charge of the Treasurer, and shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence of the Secretary, an Assistant Secretary or Secretary pro tempore shall perform his duties.

Section 6.8 Treasurer. The Treasurer shall have the care and custody of all monies, funds, and securities of the Corporation, and shall deposit, or cause to be deposited, all funds of the Corporation in and with such depositories as the Board of Directors shall from time to time, direct. He shall have power to endorse for deposit or collection, or otherwise, all checks, draft, notes, bills of exchange or other commercial paper payable to the Corporation, and to give proper receipts or discharges therefor. He shall keep all books of account relating to the business of the Corporation, and shall render a statement of the Corporation's financial condition when required so to do by the Board of Directors or the President. In the absence of the Treasurer, an Assistant Treasurer or acting Treasurer may perform his duties.

Section 6.9 Additional Powers and Duties. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as may be provided in these bylaws or as the Board of

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Directors may, from time to time, determine, or as may be assigned to them by any competent superior officer.

ARTICLE VII
MISCELLANEOUS

Section 7.1 Indemnification of Officers, Directors, Employees and Agents.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, or joint venture against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or joint venture against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent, that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (a) and (b) or in defense of any claim, issue, or matter therein, the Corporation shall indemnify such person against expenses (including attorneys fees) actually and reasonably incurred by him in connection herewith notwithstanding that he has not been successful on any other claim, issue, or matter in any such action, suit, or proceeding.

(d) Any indemnification under subsections (a) and (b), unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination

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that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) if not made in the instances provided for in (1) or (2) above, by the members.

(e) Expenses (including attorneys fees) incurred in defending a civil or criminal claim, action, suit, or proceeding, when authorized in the manner provided in subsection (d), shall be paid by the Corporation upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section.

(f) The indemnification provided for herein shall not be deemed exclusive of, and shall be in addition to, any other rights (whether created prior or subsequent to the adoption of this Section of the bylaws) to which an indemnified individual may be entitled under any statute, rule of law, provision of Articles of Incorporation, bylaws, agreement, vote of members, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7.2 Surety Bonds. Such officers or agents of the Corporation as the Board of Directors may direct, from time to time, shall be bonded for the faithful performance of their duties, in such amounts and by such surety companies as the Board of Directors may determine. The premiums on such bonds shall be paid by the Corporation, and the bonds so furnished shall be in the custody of the Treasurer.

Section 7.3 Seal. The Corporation shall never be required to use a Corporate Seal for any purpose; however, if the Board of Directors desires to do so, one may be adopted by it. If adopted, said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 7.4 Signature of Negotiable Instruments. All bills, notes, checks, or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as, from time to time, may be prescribed by resolution (whether general or special) of the Board of Directors. .

Section 7.5 Severability. The provisions of these bylaws are severable. If any provision hereof is for any reason, held invalid, such invalidity shall in no way affect the remaining provisions hereof.

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ARTICLE VIII
AMENDMENTS

Section 8.1 The bylaws of the Corporation may be altered or repealed, in any particular, and any new bylaws, not inconsistent with any provision of the Articles of Incorporation or any provision of law, may be adopted by a vote of a majority of the whole Board of Directors, except that the Board of Directors may not alter, amend, or repeal any bylaws establishing the number of directors, the time or place of members' meeting, or what constitutes a quorum at such members' meeting, unless such alteration, amendment, or repeal is approved by the members to whom are allocated at least two-thirds (2/3rds) of the votes of all members of the Corporation.

Adopted effective June 5, 2007.

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

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DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS