

Lakecliff on Lake Travis Property Owners Association
Governing Documents
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Tab	Date	Public Instrument #	Description
<i>Bylaws:</i>			
1-1	04/01/97	2017179498	Lakecliff Original Bylaws (filed 12/28/2017)
1-2	05/18/08	2017001111	Bylaw amendment changing director term
1-3	05/25/08	2017001111	Bylaw amendment increasing board size to 5
1-4	12/04/14	2014180626	Bylaw amendment changing amendment article to 2/3rds (prepared 11/02/13)

Tab 1-1

BYLAWS OF
LAKECLIFF ON LAKE TRAVIS
PROPERTY OWNERS ASSOCIATION
A TEXAS NONPROFIT CORPORATION

As Adopted
By Its Board Of Directors On
the First day of April, 1997

BYLAWS OF
LAKECLIFF ON LAKE TRAVIS
PROPERTY OWNERS ASSOCIATION
A TEXAS NONPROFIT CORPORATION

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**BYLAWS OF
LAKECLIFF ON LAKE TRAVIS
PROPERTY OWNERS ASSOCIATION**

A TEXAS NONPROFIT CORPORATION

ARTICLE I

OFFICES

1.1 **Principal Office.** The principal office of Lakecliff on Lake Travis Property Owners Association (the "Association") shall be located in Spicewood, Texas.

1.2 **Other Offices.** The Association may have such other offices, either within or without the State of Texas, as the Board of Directors (the "Board") may determine or as the affairs of the Association may require from time to time.

1.3 **Registered Office and Registered Agent.** The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas NonProfit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 11

MEMBERS

2.1 **Classes of Members.** The Association shall have Members. The designation of such and the qualifications and rights of the Members of such shall be as follows: Members shall be any person or persons, firm, Association or other entity or any combination thereof that owns, of record, title to any lot ("Lot") in Lakecliff on Lake Travis, Sections One through Four or any other Real Property that may be added from time to time. Collectively, the Lots shall be known as the "Subdivision". Membership in the Association is mandatory for all Lot owners.

There shall be two classes of membership in the Association. Class A Members shall be all persons (other than Lake Travis Properties, Inc. ("Declarant")) owning one or more Lots. The Class B Member shall be the Declarant. The Class B membership shall terminate upon the first to occur of: (a) when the then Class B Member so designates in a writing delivered to the Association, (b) ten (10) years after the date of the recording of the Declaration of Covenants, Conditions, and Restrictions of Lakecliff on Lake Travis filed at Volume 12339, Page 0558 et

seq. of the Real Property Records of Travis County, Texas ("Declaration"), or (c) when ninety percent (90%) of the Lots in the Subdivision are owned by persons other than the Declarant.

2.2 Voting Rights. When entitled to vote, each Member shall be entitled to one (1) vote for each Lot owned by that Member. Until such time as Class B membership terminates, the Class B Member shall be vested with the sole and exclusive voting rights except on such matters as to which the Declaration, the Articles of Incorporation, or the Bylaws specifically require a vote of the other classes of Members.

In the event that ownership interests in a Lot are owned by more than one Member of the Association, such Members shall exercise their right to vote in such manner as they may among themselves determine, but in no event shall more than one vote be cast for each Lot. Such owners shall appoint one of them as the Member who shall be entitled to exercise the vote of that Lot at any meeting of the Association and shall provide written notice of such designation to the Board. Such designation shall be effective until written notice revoking such designation is received by the Board.

In the event that a Lot is owned by more than one Member of the Association and no single Member is designated to vote on behalf of the Members having an ownership interest in such Lot, then none of such Members shall be allowed to vote. All Members of the Association may attend meetings of the Association and all voting Members may exercise their vote at such meeting either in person or by proxy. The Declarant may exercise the voting rights with respect to Lots owned by it.

2.3 Termination of Membership. Membership shall terminate automatically when ownership of a lot ceases. Upon the transfer of any lot, howsoever achieved, the new owner of such lot shall immediately become a Member of the Association.

2.4 Transfer of Membership. Membership in this Association is transferable only to the transferee of any Lot transferred by a Member. Any other attempted transfer of membership shall be void.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Initial Meeting of Members. The first meeting of the Members shall be held when called by the Board of Directors upon no less than ten (10) and no more than fifty (50) days prior written notice to the Members. Such written notice may be given at any time but must be given no later than thirty (30) days after ninety percent (90%) of all the Lots in the Subdivision have been sold by the Declarant and a deed recorded for each Lot in the office of the County Clerk of Travis, Texas. The first Elected Board of Directors shall be elected at the first meeting of the Members of the Association. *

3.2 Annual Meeting. An annual meeting of the Members shall be held at such time and place within or without the State of Texas and at such date and time as shall be designated by the Board of Directors and stated in the notice of the meeting, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the date fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

3.3 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

3.4 Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Texas; but if all of the Members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

3.5 Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally or by mail, to each Lot Owner who is a Member of a class which is entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid.

3.6 Informal Action by Members. 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 of the Members entitled to vote with respect to the subject matter thereof.

3.7 Quorum. The Members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

3.8 Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.9 Voting by Mail. When Directors or officers are to be elected by Members or any class or classes of Members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Powers and Duties. The affairs of the Association shall be managed by its Board of Directors. Notwithstanding the foregoing, the Board of Directors may retain, hire, employ, or contract with such professional management as the Board deems appropriate to perform the day to day functions of the Association. The Board may set, collect and disburse Dues and Assessments, enter into agreements and contracts, and borrow funds. Directors need not be residents of Texas or Members of the Association.

4.2 Number, Tenure, and Qualifications. The number of Directors shall be three. Each Director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified. Notwithstanding the foregoing, the Declarant shall determine the number of Directors and shall retain all power to elect and remove directors until the Initial Meeting of Members is held pursuant to Section 3.1 herein.

4.3 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

4.5 Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail, overnight delivery, facsimile transmission or telegram to each Director at his address or facsimile number as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If by facsimile, such notice shall be deemed delivered when confirmation of successful transmission is received by the sender provided such notice is also delivered by any one other method described in this Section 4.5. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.6 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.7 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

4.8 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor-in-office.

4.9 Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

4.10 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE V

OFFICERS

5.1 Officers. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

5.2 Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon

thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

5.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these bylaws, or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.6 Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

5.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.8 Secretary. The Secretary shall keep the minutes of the meetings of the Members and the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association, if any, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its

seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address and facsimile transmission number of each Member which shall be furnished to the Secretary by each Member; keep a register of each Member who has been appointed to exercise the vote of multiple Owners of any one Lot; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.9 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

COMMITTEES

6.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any Member of any such committee or any Director or officer of the Association; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

6.2 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Directors may establish one or more committees comprised in whole or in part of Members of the Association. Such committees may include an architectural control committee and a committee for resolving disputes between the Members and the Board. 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 Members thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interest of the Association shall be served by such removal.

6.3 Term of Office. 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 for any reason, including but not limited to termination of membership in the Association.

6.4 Chairman. One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the Members thereof.

6.5 Vacancies. 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.

6.6 Quorum. Unless otherwise provided in the resolution 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.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors, provided, however, that any architectural control committee shall not adopt rules which conflict with the Declaration as amended from time to time.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. 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 in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

7.2 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 such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

7.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

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

ARTICLE VIII

BOOKS AND RECORDS

8.1 Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

9.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day in December in each year.

ARTICLE X

SEAL

10.1 Seal. The Board of Directors may provide for a corporate seal, which if provided for, shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal of Lakecliff on Lake Travis Property Owners Association."

ARTICLE XI

WAIVER OF NOTICE

11.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas NonProfit Corporation Act or under the provisions of the articles of Incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

12.1 Amendment of Bylaws. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XIII

PROTECTION OF OFFICERS, DIRECTORS AND EMPLOYEES

13.1 Indemnification at the Discretion of the Association. The Association shall have the power to indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XIV

MISCELLANEOUS

14.1 Definitions. Any capitalized word herein which is not defined in these Bylaws shall have the meaning given to that word in the Lakecliff on Lake Travis Section One Declaration of Covenants, Conditions, and Restrictions filed in Volume 12339, Page 0558 et seq. of the Real Property Records of Travis County, Texas as may be amended from time to time.

14.2 Declaration. Lake Travis Properties, Inc. has caused to be recorded in Volume 12339, Page 0558 et seq. of the Real Property Records of Travis County, Texas the Lakecliff on Lake Travis Section One Declaration of Covenants, Conditions, and Restrictions (":Declaration"). The Directors of the Association shall manage the affairs of the Association in accordance with the Declaration. These Bylaws supersede the Declaration to the extent there is any conflict between the Bylaws and the Declaration.

Tab 1-2

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
LAKECLIFF ON LAKE TRAVIS PROPERTY OWNERS ASSOCIATION
AMENDING BYLAWS**

The undersigned constitute all three members of the first elected Board of Directors of the Lakecliff on Lake Travis Property Owners Association, an Association incorporated under the Texas Non-Profit Corporation Act (the "Association"). Pursuant to the authority granted the Directors in Article 12.1 of the Bylaws of the Association, and Articles 1396-2.09B and 1396-2.15A of the Texas Non-Profit Corporation Act, the Directors hereby amend the Bylaws to modify the term of each of the Directors to provide for a more orderly transition of management by only one of the Directors being replaced by election of the Members of the Association at each annual meeting, amending the second sentence of Article 4.2 of the Bylaws from "[e]ach Director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified", to [o]ne Director shall be replaced by election of the Members of the Association at each annual meeting. The Director shall remain in office until his successor shall has been elected and qualified "

This Unanimous Consent is executed pursuant to Article 4.10 of the Bylaws.

This Unanimous Consent may be executed in any number of counterparts, including counterparts with less than all signatures on one page. Copies, including facsimile or e-mail transmitted copies, shall be effective as originals.

SIGNED on the respective dates shown below to be effective as of the date of the latest date of execution.

Date: May 18, 2008


ANNEMARIE KOCHER

Date: May _____, 2008


MALCOLM BAILEY

Date: May 18, 2008

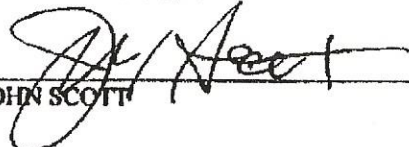

JOHN SCOTT

Exhibit A

O'Keefe 0018

Tab 1-3

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
LAKECLIFF ON LAKE TRAVIS PROPERTY OWNERS ASSOCIATION
AMENDING BYLAWS**

The undersigned constitute all three members of the first elected Board of Directors of the Lakecliff on Lake Travis Property Owners Association, an Association incorporated under the Texas Non-Profit Corporation Act (the "Association"). Pursuant to the authority granted the Directors in Article 12.1 of the Bylaws of the Association, and Articles 1396-2.09B and 1396-2.15A of the Texas Non-Profit Corporation Act, the Directors hereby amend the Bylaws to increase the number of Directors from 3 to 5, amending the first sentence of Article 4.2 of the Bylaws from "[t]he number of Directors shall be three", to "[t]he number of Directors shall be five."

Pursuant to the authority granted the Directors in Article 4.8 of the Bylaws, the undersigned Directors further exercise their authority to fill any vacancy occurring in the Board of Directors by reason of an increase in the number of Directors by appointing JEFF KENT and MARK SITTERLE as additional Directors of the Association.

This Unanimous Consent is executed pursuant to Article 4.10 of the Bylaws.

This Unanimous Consent may be executed in any number of counterparts, including counterparts with less than all signatures on one page. Copies, including facsimile or e-mail transmitted copies, shall be effective as originals.

SIGNED on the respective dates shown below to be effective as of the date of the latest date of execution.

Date: May 25th, 2008


ANNEMARIE KOCHER

Date: May 25, 2008


MALCOLM BAILEY

Date: May 25, 2008

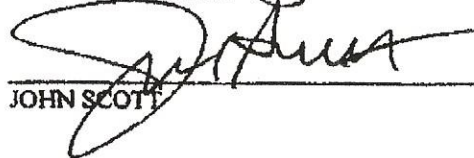


JOHN SCOTT

Exhibit B

O'Keefe 0017



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS


DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

January 04 2017 10:58 AM

FEE: \$ 34.00 2017001111

Tab 1-4

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
LAKECLIFF ON LAKE TRAVIS PROPERTY OWNERS ASSOCIATION
AMENDING BYLAWS**

The undersigned, being all currently serving members of the elected Board of Directors of the Lakecliff on Lake Travis Property Owners Association, an Association incorporated under the Texas Non-Profit Corporation Act (the "Association"), waiving any and all notice requirements for a special meeting of the of the Directors, hereby adopt the following Unanimous Consent:

WHEREAS, Article XII, Section 12.1, of the Lakecliff on Lake Travis Bylaws (the "Bylaws") dated April 1, 1997 and recorded in the Real Property Records of Travis County, Texas, authorizes the majority of the Directors present at any regular or special meeting of the Directors to amend, repeal and/or adopt new bylaws; and

WHEREAS, the Directors have, by unanimous consent and agreement, waived any and all notice requirements for a special meeting of the of the Board and, through this unanimous vote and consent, have agreed to amend Article XII, Section 12.1, of the Bylaws to read as follows:

12.1 Amendment of Bylaws. These bylaws may be only amended by an instrument in writing signed by property owners having not less than two-thirds (2/3) of the total votes in the Association that may be cast thereupon, but no such amendment shall be effective until a written notice thereof is duly recorded in the Office of the County Clerk of Travis County. Notwithstanding the foregoing, in no event shall the Bylaws be amended in any way that alters, impairs, restricts or adversely affects the rights of, or increases the obligations of, the property owners in the Lakecliff on Lake Travis subdivision.

NOW THEREFORE, the undersigned hereby adopt by unanimous vote and consent the foregoing amendment to the Bylaws of the Association.

DocuSigned by:
Ana Maria Kocher 11/25/2013
Ana Maria Kocher Date

DocuSigned by:
Sheryl Scott 11/28/2013
Sheryl Scott Date

DocuSigned by:
Mark Little 11/25/2013
Mark Little Date

DocuSigned by:
Jeff Kent 11/25/2013
Jeff Kent Date

Exhibit B

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dana Debeauvoir



DANA DEBEAUVOIR, COUNTY CLERK
TRAVIS COUNTY, TEXAS

November 09 2017 02:34 PM

FEE: \$ 102.00 2017179498