

**BY LAWS
TWIN LAKES CLUB
A TEXAS NON PROFIT CORPORATION**

ARTICLE I.

OFFICES

SECTION 1, Principal Office. The principal office of the corporation shall be in the County of BRAZORIA, State of Texas.

SECTION 2, Other Offices. The corporation may also have offices in HARRIS and FORT BEND within the State of Texas, as the Board of Directors may elect.

ARTICLE II.

MEETING OF MEMBERS

SECTION 1, Place of meetings. The annual meeting of the members shall be in BRAZORIA County or Harris or Fort Bend County as may be designated by the Board of Directors. All other meetings of members may be held at Brazoria County or Harris or Fort Bend County within the State of Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

SECTION 2, Annual Meeting. The annual meeting of the members shall be held on the third (3rd) Sunday of September, if not a legal holiday, and if a legal holiday, or if because of inclement weather, then on the next Sunday following, at 2:00 o' clock P.M., at which time they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

SECTION 3, Special Meetings. Special meeting of the members by any reason or reasons, purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, the Board of Directors or not less than one-tenth (1/10) of all of the members entitled to vote at the meetings. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.

SECTION 4, Notice of Meetings. Written, printed notice of all meetings of members stating the place, day and hour thereof and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be personally served upon or mailed to each member of record entitled to vote thereat at such address as appears on the membership books of the corporation not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

SECTION 5, List of Members. At least ten (10) days before each meeting of the members, a complete list of members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the address of each shall be prepared by the Secretary of the corporation. Such list shall be available for ten (10) days prior to the meeting for examination by any member and shall be produced and kept at the time and place of the meeting for and during the whole time thereof and subject to the inspection of any member who may be present.

SECTION 6, Quorum. Members holding one tenth (1/10) of the votes entitled to be cast, present in person or represented by proxy, shall constitute a Quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, by the articles of incorporation or by these by - laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting at which a quorum shall be absent, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 7, Organization. The president shall preside at all meetings of the members, and in the absence of the president, a vice - president shall preside. In the absence of all of these officers, any member or duly appointed proxy a chairman shall be elected from among the members present.

The Secretary of the corporation shall act as Secretary at all meetings of the members. In the absence thereof an Assistant Secretary shall so act and in the absence of all of these officers the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 8, Voting. When a quorum is present at any meeting the vote of a majority of the members entitled to vote, present in person or represented by proxy, shall decide any matter submitted to such meeting, unless the matter is one upon which by law or by express revision of the articles of incorporation or of the by - laws the vote of a greater present is required, in which case the vote of such greater per cent shall govern and control the decision of such matter

SECTION 9, Proxies. At any meeting of the members every member entitled to vote thereat shall be entitled to vote in person or by proxy appointed by instrument in writing executed by such member or by his duly authorized attorney in fact. No appointment of a proxy shall be valid after the expiration of six (6) months from the date of its execution unless such proxy otherwise provides.

SECTION 10, Number of Votes. Except as otherwise provided by law, the articles of incorporation or these by – laws, each member shall have One (1) vote per certificate of membership.

SECTION 11, Election of Directors. At each election of Directors each member entitled to vote thereat shall have the right to vote for as many persons as there are to be elected and for whose election he has a right to vote. No member shall have the right to accumulate his vote at any election for Directors.

ARTICLE III

DIRECTORS

SECTION 1, Number and Qualification. The property, business and affairs of the corporation shall be managed and controlled by a Board of Nine (9) Directors who shall be elected by the members as provided herein. Directors need not be residents of the State Of Texas, but must be a member of the corporation. The number of Directors may be increased or decreased by multiples of twos, i.e., two, four etc., (But not to a number less than three (3) by amendment of these by – laws in the manner provided for the amendment of same). Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of the members called for that purpose. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

SECTION 2, Election and Term of Office. Directors shall be elected at the annual meeting of the members (except as provided in Section 1 and 5 of this article). At the first members meeting the members shall elect five (5) Directors to serve for One (1) year and Four (4) Directors to serve for Two (2) years and each Director elected thereafter shall hold office for Two (2) years. Each Director elected shall hold office until the next annual meeting of the members or until his successor shall be elected, and shall qualify or until his death or until he shall resign or be removed in the manner hereinafter provided.

SECTION 3, Resignation. Any Director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall be not necessary to make it effective.

SECTION 4, Removal. Any Director may be removed at any time either with cause by a majority vote of the Directors and another person may be elected to serve for the remainder of his term at any special meeting of the members called for the purpose by a vote $\frac{3}{4}$ of all members entitled to vote. In case the members at such meeting shall not fill any vacancy so created, such vacancy may be filled by the Directors as provided in Section 5 of this Article.

SECTION 5, Vacancies. If any vacancy shall occur in the Board of Directors, such vacancy may, subject to the provisions of Section 1 and 4 of this Article, be filled by the affirmative vote of the remaining Directors, though less than a quorum of the Board of Directors; a Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 6, General Powers. On and in addition to the powers and authorities expressly confirmed upon them by these by – laws, the Board of Directors may exercise all such powers of the corporation and do all such acts and things as are not by law or by the articles of incorporation or by these by – laws directed or required to be exercised or done by the members, save and except that other than the ordinary corporation expenses, the Board of Directors shall not be authorized to expend more than the sum of \$2,500.00 for any given item without consent of a majority of the members.

SECTION 7, Indemnification of Directors and Officers. Any and all of the corporation Directors or officers or former Directors or officers or any person who may serve or may have served at the corporation's request as a Director or officer of another corporation in which this corporation owns shares or of which this corporation is a creditor shall be indemnified against and held harmless from any and all claims which may be asserted as against them or any of them based upon or arising out of the acts of omission or commission on the part of such officers or Directors in their capacities as either officer or Director of this corporation or such other corporation except to the extent that such liability is adjudged by final judgment of a court of competent jurisdiction to be based upon willful misconduct in the performance of duty. Such indemnification shall extend to proceedings settled or otherwise disposed of without a determination on the merits provided that the Board of Directors shall be advised by counsel that in the opinion of willful misconduct in the performance of duty and the indemnity shall not exceed the amount which counsel shall have advised the Board of Directors represents the estimated cost of expense of defending such proceedings to a final conclusion.

ARTICLE IV.

MEETINGS OF THE BOARD

SECTION 1, Place of Meetings. The Directors of the corporation may hold their meetings, both regular and special within the County of Brazoria, Harris or Ft. Bend within the State of Texas.

SECTION 2, Annual Meetings. The first meeting of each newly elected Board shall be held at such time and place as shall be fixed by the vote of the members at the annual meeting and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present, or they may meet at such time and place as shall be fixed by the consent in writing of all of the Directors.

SECTION 3, Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

SECTION 4, Special Meetings. Special meetings of the Board may be called by the President on Ten (10) days notice to each Director either by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of three (3) Directors. Attendance of a Director at a 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 on the grounds that the meeting is not lawfully called or convened.

SECTION 5, Quorum and Action. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors at any 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, the articles of incorporation or these by – laws. If a quorum shall not be present at any meeting of Directors, the Directors shall adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

SECTION 6, Presumption of Assent to Action. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the Secretary of the meeting before the adjournment thereof for shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE V.

EXECUTIVE COMMITTEE

SECTION 1, Membership and Authorities. The Directors, by resolution adopted at any given meeting by a majority of the whole Board, may designate two (2) or more Directors to constitute an Executive committee, which committee, TO THE EXTENT PROVIDED IN SUCH RESOLUTION, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the corporation, except where action of the Board of Directors of this corporation is specified by applicable law.

SECTION 2, Minutes. The Executive committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

SECTION 3, Vacancies. The Board of Directors shall have the power to fill vacancies at any time, to change the membership of, or to dissolve, the Executive committee.

ARTICLE VI.

OFFICERS

SECTION 1, Number. The officers of the corporation shall be a President, Vice- President, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice-presidents and Assistant Treasurers. One person may hold any to or more of said offices except those of President and Secretary.

SECTION 2, Election. Term of Office and qualifications. The officers of the Corporation Shall be elected by the Board of Directors immediately following the Annual Meeting of members. The Board shall elect a President and shall elect one or more Vice- Presidents, a Secretary and a Treasurer, who will be members of the Board. Each officer so elected shall hold office until his successor shall have been duly chosen and qualified of until his death or his resignation or removal in the manner herein after provided.

SECTION 3, Subordinate officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such term, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any committee or officer the power to appoint any such subordinate officer or agent.

SECTION 4, Resignation. Any officer may resign at any time by given notice thereof to the Board of Director's or to the President or Secretary of the corporation. Any such resignation shall take effect at the time alleged therein and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

SECTION 5, Removal. Any officer elected or appointed by the Board of Director's may be removed by the Board at any time with cause.

SECTION 6, Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors, but in case of a vacancy occurring in an office filled in accordance with the provisions of Section 3 of this Article, such vacancy may be filled by the Board of Directors of this corporation.

SECTION 7, The President. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and Directors; shall be executive officer a member of all standing committees; shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts and other documents except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer, or agent of the corporation.

SECTION 8, The Vice – President. Vice – President shall perform the duties as are given to them by these by-laws and as may from time to time be assigned to them by the Board of Directors or by the President. At the request of the President or in his absence or disability the Vice – President designated by the President (or in the absence of such designation, the senior Vice – President) shall perform the duties and exercise the powers of the President of this corporation.

SECTION 9, The Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for the purpose and shall perform like duties for executive and standing committees when required. He shall give or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and when authorized by the Board of this corporation, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or any Assistant Secretary.

SECTION 10, Assistant Secretaries. The assistant Secretaries shall perform the duties as are given to them by these by – laws or as may from time to time be assigned to them by the Board of Directors or by the Secretary. At the request of the Secretary or in his absence or disability of the Assistant Secretary designated by the Secretary (or in the absence of such designation the senior Assistant Secretary) shall perform the duties and exercise the powers of the Secretary.

SECTION 11, The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name of the corporation and to the credit of the corporation in such depositories as may be secured and designated by the Board of Directors. He shall disburse the funds there from of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

SECTION 12, Assistant Treasurers. The Assistant Treasurers shall perform the duties as are given to them by these by – laws or as may from time to time be assigned to them by the Board of Directors or by the Treasurer designated by the Treasurer (or in the absence of such designation the senior Assistant Treasurer) shall perform the duties and exercise the powers of the Treasurer.

SECTION 13, Treasurer's bond. The Treasurer and any Assistant Treasurer shall give the corporation his bond at corporate expense in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of what ever kind in his possession or under his control belonging to the corporation, if requested to do so by the Board of Directors.

ARTICLE VII.

CERTIFICATES OF MEMBERSHIP

SECTION 1, Membership Certificate. Upon the formal application hereto to this corporation and acceptance by this corporation and the payment of any initiation and /or other amount due as provided in these by – laws, a certificate of membership shall be issued in the form of a membership certificate. The procedure and form of application shall be prescribed by the Board of Directors.

SECTION 2, Transfer of said Membership. Certificates of Membership cannot be transferred, sold or assigned.

SECTION 3, Rules and Regulations. All members and memberships are specifically made subject to the rules and regulations attached hereto and made a part hereof by reference, just as if the said rules and regulations had been written herein as well as all rules and regulations hereinafter legally adopted.

SECTION 4, Dividends. No dividends shall be paid and no part of the income of this corporation shall be distributed to its members, Directors or Officers. This corporation shall if it elects to do so, pay compensation in a reasonable amount to its members, Directors or, officers for services rendered, may confer benefits upon its members in conformity with its purposes.

ARTICLE V I I I

GENERAL PROVISIONS

SECTION 1, Waiver of Notice. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by – laws, any notice is required to be given to any member or Director, 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 equivalent to the giving of such notice.

SECTION 2, Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

SECTION 3, Annual Statements. The Board of Directors shall present at each annual meeting of members, and when requested by at least one – third of the members of the corporation, a full written report of the business and situation of the corporation.

SECTION 4, Checks, Notes, etc. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

SECTION 5, Examination of the Books and Records. Any member upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the books and records of account, minutes and record of members of the corporation, and shall be entitled to make extracts there from.

SECTION 6, Rules and Regulations. The rules and regulations attached hereto are hereby made a part hereof just as if copied herein reference to which are made for all purposes.

SECTION 7, Directors. The Board of Directors shall be charged with the responsibility for the general management of the Club and shall have the power to make all rules and regulations (not inconsistent with the by – laws) for the operation and use of the Club; provided, however, any such rule or regulation may be abrogated or altered by the members at a membership meeting if done in accordance with the Articles of incorporation, by – laws and rules and regulations.

ARTICLE IX.

AMENDMENTS

SECTION 1, Amendment by members. The power to alter, amend or repeal these by – laws or to adopt new by – laws shall be vested in the members and such action may be taken at any annual or special meeting provided notice thereof is included in the notice of such meeting.

SECTION 2, Delegation of Powers. The power to alter, amend or repeal these by – laws or to adopt new by – laws may be delegated by the members to the Board of Directors by action at any annual or special meeting provided notice of such proposed action is included in the notice of such meeting.

ARTICLE X.

DISSOLUTION

SECTION 1, Dissolution. The corporation may dissolve and wind up its affairs in the following manner:

- A. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members, which may be either annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member within the time and in the manner provided by these by – laws. A resolution to dissolve the corporation shall be adopted upon receiving at least 2/3 of the votes which members present at such meeting in person or by proxy are entitled to cast.
- B. Upon the adoption of such resolution by the members, the corporation shall cease to conduct its affairs except in so far as may be necessary for winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of and claimant against the corporation and shall proceed to collect its assets and apply and distribute them as provided hereinafter.
- C. The assets of the corporation in the process of owes monies to the corporation at the time of the resolution dissolution, that portion that would have been received on dissolution by said delinquent

member necessary to pay said delinquent account shall be kept by the corporation to pay up said monies owed the corporation and shall pass as any other asset under the paragraph. In the event there is sufficient distribution to the delinquent member to pay him current, he shall participate in the distribution of the sum withheld as an asset, however, if there is not sufficient distribution to cover his delinquent account, then his part of distribution withheld shall be applied as a credit to his account and he shall not participate in the distribution of assets. Nothing herein withstanding, in the event the delinquent member pays up his delinquent account prior to the time of the distribution, he shall participate therein just as any other member in good standing.

- D. Plan of Distribution: A plan providing for the distribution of assets, not inconsistent with the provisions of the corporation non – profit act, may be adopted by this corporation for the purpose of authorizing any transfer or conveyance of assets for which plan of distribution is herein required in these by – laws in the following manner.

The Board of Directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members, which may either be a annual of a special meeting. Written of printed notice of setting forth the proposed plan of distribution or a summary thereof shall be given to each member, within the time and in the manner provided for in these by – laws for notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least 2/3 of the votes, which members present at such meeting in person or by proxy are entitled to cast.