
**BYLAWS
OF MEDINA VILLAS HOMEOWNERS ASSOCIATION
(A Non-Profit Corporation)**

These Bylaws of Medina Villas Homeowners Association ("Bylaws") to be effective as of February 15, 2013, are adopted, executed and agreed to by the Board of Directors as follows:

Article One - Formation

1.1 Formation. The Certificate of Formation of MEDINA VILLAS HOMEOWNERS ASSOCIATION (the "Corporation") was duly filed with the Texas Secretary of State and became effective on June 27, 2012. The Corporation has been organized as a Texas non-profit corporation under and pursuant to the Texas Business Organizations Code ("TBOC").

1.2 Purpose. Pursuant to the TBOC, the purpose for which the Corporation is organized is:

- a) To own, manage, and develop for recreational use the Common Area, as defined in the Declaration of Covenants, Conditions and Restrictions for Medina Villas Residential Neighborhood referenced in subparagraph e) below ("CCRs"), located in the residential housing development commonly known as Medina Villas, an addition in the City of Plano, Collin County, State of Texas;
- b) To collect periodic homeowners association dues;
- c) To pay expenses in connection with the Common Area;
- d) To maintain insurance on the Common Area;
- e) To enforce the CCRs filed in the Collin County Clerk's office on February 15, 2013 as Document No. 2013-0215000212360;
- f) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing.

1.3 Registered Office and Registered Agent. The address of the Registered Office is:

1625 Ferris Road
Garland, Texas 75044

The name of the Registered Agent of the Corporation is Sammy Jibrin. The address for such Registered Agent is 1625 Ferris Road, Garland, Texas 75044.

1.4 Initial Principal Place of Business. The address of the Corporation's principal place of business is 1625 Ferris, Garland, Texas 75044. The Corporation may have additional business

offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board may from time to time designate.

Article Two - Management

2.1 Governing Authority. The affairs of the Corporation shall be managed by members of the Corporation through a Board of Directors consisting of no less than three (3) directors at any time (the "Board"). The Board shall be elected by the Members at the first annual meeting of the Corporation upon transfer of control and management of the Association. Any director so elected by the members must be a member of the Corporation. The Board may adopt such rules and regulations to implement the CCRs and these Bylaws.

2.2 Voting and Transacting Business of the Corporation. The Board shall only act in the name of the Corporation when it shall be regularly convened after due notice to all of the Directors, and shall have passed a resolution regarding the particular matter. A majority of the members of the Board shall constitute a quorum. Each Director shall have one vote.

2.3 Term of Office. Each Director shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified.

2.4 Conduct of Meetings. The President shall chair all meetings of the Board. In the President's absence, the Vice President or a Chairman chosen by a majority of the Directors present shall preside. The Secretary of the Corporation shall act as Secretary of the Board meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as secretary of that meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set date, time, and place if notice is duly given to the absent directors, or until the time of the next regular meeting of the Board.

2.5 Regular Meetings. Regular meetings of the Board may be held with or without notice at such time and place as may be from time to time determined by the Board. Notice of the date, hour, place, and general subject of the board meeting may be mailed to all Members of the Corporation or posted in a conspicuous manner reasonably designed to provide notice to the Members of the Corporation both on the Corporation's common property and on any internet website maintained by the Corporation. The Board may meet by any method of communication, including electronic and telephonic, without prior notice to Members if each Director may hear and be heard by every other Director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.6 Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Written notice of the special meeting shall be provided in the same

manner as set forth for the notice of regular meetings in Section 2.5 herein.

2.7 Vacancies. Whenever a vacancy shall occur on the Board, it shall be filled without undue delay by appointment by the Board if the vacancy is caused by a resignation, removal, death or disability. A Director who is appointed to fill a vacant position shall serve for the unexpired term of his or her predecessor. Vacancies reducing the number of Directors to fewer than three shall be filled before the transaction of any other business by the Board. A Director may be removed from office, with or without cause, by the Members of the Corporation. Removal requires an affirmative vote equal to the vote necessary to elect the Director.

2.9 Location of Meetings. All meetings of the Board will be held in the county in which all or part of the property in the subdivision is located or in a county adjacent to that county that may be designated from time to time by resolution of the Board.

2.10 Indemnification of Directors and Officers. The Corporation shall indemnify all officers and Directors to the extent required by Chapter 8 of the TBOC. The Board may, by separate resolution, provide for additional indemnification as allowed by law.

2.11 Insuring Directors and Officers. The Corporation may purchase, procure, or establish and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Section 8.151 of the TBOC, whether or not the Corporation has the power to indemnify that person against liability for any acts.

2.12 Board Committees - Authority to Appoint. The Board may create standing and special committees as it deems necessary. All Members shall be eligible to serve on committees. The President shall be an ex-officio member of the all committees except the nominating committee.

Article Three – Members, Member’s Meetings and Voting

3.1 Members. The Corporation shall have Members. Each owner of a Lot, defined in the CCRs as any of the plots of land shown on the Plat on which there is or will be built a single family dwelling not including the Common Area, shall automatically be a Member of the Corporation. Ownership of a Lot is the sole criterion for membership in the Corporation.

3.2 Termination of Membership. The Board, by affirmative vote of one-third of the Board, may suspend or expel a member upon loss of ownership for any reason, other than conveyance to a bona fide purchaser.

3.3 Voting Rights.

(a) Class A Members are entitled to one vote for each Lot in which they hold the interest required for membership. No more than one vote can be cast with respect to any Lot owned by a Class A Member. Where a Lot is owned by more than one person there shall be but one vote among the owners. The owners must designate in writing which one of them shall be entitled to vote. All

owners shall be entitled to speak at any meeting.

(b) Class A Members shall be all Members with the exception of Class B Members. Class B Members other than the Declarant are non-voting members of the Corporation.

(c) A Class B Member is any bona fide owner of a Lot who is engaged in the process of constructing a residential dwelling on any Lot. A Class B Member automatically becomes a Class A Member upon completion of construction of a residential dwelling, as evidenced by the issuance of a certificate of occupancy by the City of Plano, on such Member's Lot. The Declarant, defined in the CCRs as Medina Villas, LLC, and its successors and assigns, is a Class B member and is entitled to three votes for each Lot owned by a Class B Member, including the Declarant's own Lot.

(d) Membership can only be transferred to the grantee of a conveyance of a Lot in fee, and shall not be assigned, pledged, or transferred in any other way. Any attempt to make a prohibited transfer shall be void.

(e) A quorum at any membership meeting shall be Members holding one-tenth of the votes entitled to be cast. At any meeting of the Members at which a quorum is not present, the present Members may vote to adjourn the meeting until such time and to such place as may be determined by a vote of the majority of Members represented in person at that meeting.

(f) A Member may vote in person only. No proxy votes will be accepted.

3.4 Member's Failure to Pay Dues or Comply with Bylaws. When any Member shall be in default in the payment of dues or special assessments, as determined by the Board, the Board may suspend the voting rights of a Member upon majority vote. When any Member fails to comply with these Bylaws or the requirements of membership in the Corporation other than failure to pay dues or special assessments, as determined by the Board, the Board may suspend the voting rights of a Member for willful failure to comply with the Bylaws or the requirements of membership upon notice and hearing by a majority vote of the Board. Unpaid dues shall be a lien against the Lot owned by the delinquent Member(s) as set forth in the CCRs.

3.5 Conduct of Meetings. Members' meetings shall be chaired by the President, or, in the President's absence, the Vice President or any other person chosen by a majority of the Members present in person and entitled to vote. The Secretary of the Corporation shall act as Secretary of the Members' meetings. When the Secretary is absent from any meeting, the Chairman of the meeting may appoint any person to act as secretary of that meeting. In the absence of a quorum, a majority of the Members present may vote to adjourn the meeting.

3.6 Annual Meetings. The time, location, and date of the annual meeting of the Members, for the purpose of electing Directors and for the transaction of any other business the Board chooses to place before the Members, shall be set by a majority vote of the Members. Notice shall be delivered either personally, by facsimile transmission, by mail, or by electronic message to all Members not less than five (5) days prior to such meetings. Subject to the notice provisions

required by these Bylaws, the Texas Property Code and the TBOC, the Members may meet by any method of communication, including electronic and telephonic, if each Member may hear and be heard by every other Member. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.7 Special Meetings. A special Members' meeting may be called at any time by the President, the Board, or one or more Members holding one-fifth or more of all the votes entitled to be cast at the meeting. Notice shall be sent in the manner described in Article 3.6 of these Bylaws. Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

3.8 Location of Meetings. Members' meetings shall be held at locations in or outside the State of Texas as may be designated by the written consent of all persons entitled to vote at a Members' meeting. The location of a meeting shall be stated in the notice of the meeting or in a duly executed waiver thereof.

3.9 Annual Dues. The Board, in accordance with the CCRs, may determine from time to time the annual dues and any special capital assessment payable to the Corporation but, in compliance with the CCRs, may not increase the maximum annual assessment more than twenty-five percent (25%) above the maximum annual assessment for the previous year without the approval by majority vote of the Members. The annual dues shall be payable in advance on the date specified by the Board. In addition, the Board may levy special individual assessments by majority vote of the Board.

Article Four - Officers

4.1 Title and Appointment. The officers of the Corporation shall include a President and a Secretary and may include a Vice President, Treasurer, and other officers as the Board may designate. Any two or more offices, except President and Secretary, may be held by the same person. All officers shall be elected by and hold office at the pleasure of the Board, who shall fix the tenure, not to exceed three (3) years, of all officers. The Board may delegate this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint, subject to the power of the Board as a whole. Election or appointment of an officer shall not itself create contract rights.

4.2 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall sign all formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, other evidences of indebtedness of the Corporation, and all other corporate documents required to be executed on behalf of the Corporation unless otherwise specifically determined by the Board or otherwise required by law; and in general he or she shall perform all duties incident to the office of president and such other powers and duties as may be prescribed by

the Board or the Bylaws. In addition, the President shall preside at all the meetings of the Members and Board.

4.3 Vice President. The Vice President, if any, shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board, or the President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, pending action by the Board. While so acting, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

4.4 Secretary. The Secretary shall:

(a) See that all notices are duly given as required by law, the Certificate of Formation, or these Bylaws. The President is authorized to issue such notice in the absence or disability of the Secretary, or the Secretary's refusal or neglect to act.

(b) Be custodian of the minutes of the Corporation's meetings, its Company Record Book, its other records, and any seal which it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.

(c) Maintain, in the Company Record Book, a record of all Members of the Corporation, together with their current mailing addresses and e-mail addresses.

(d) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Five of these Bylaws, or by these Bylaws generally, by the President, by the Board, or by law.

4.5 Treasurer. The Treasurer, if any, shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories as the Board selects.

(b) Receive, and give receipt for, monies due and payable to the Corporation.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for those disbursements.

(d) If required by the Board or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board, with one or more individual securities or with a surety company satisfactory to the Board.

(e) In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Five of these Bylaws, by these Bylaws generally, by the President, by the Board, or by law.

4.6 Removal and Resignation. Any officer may be removed, with or without cause, by vote of a majority of the Board, at any regular or special meeting of the Board, or except in the case

of an officer chosen by the Board, by any committee or officer upon whom that power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.7 Term of Office. Each Officer, if any, shall serve until the Board elects a successor by vote of a majority of the Board, or until his or her earlier death, resignation, or removal from office.

4.8 Collection of Dues. The Board may, at its discretion, contract with a management company in lieu of hired staff to collect and disburse all dues to be assessed according to these Bylaws and the CCRs. Any contract with a management company shall not exceed one year in duration.

Article Five – Corporate Records and Administration

5.1 Minutes of Corporate Meetings. The Corporation shall keep at its principal office, or such other place as the Board may order, a Company Record Book containing the minutes of all meetings of the Corporation's governing authority, Members, and committees, if any. The minutes shall show the time and location of each meeting; whether such meeting was annual, regular, or special; a copy of the notice given or the written waiver thereof; and, if special, how the meeting was authorized. The minutes shall further show the names and number of votes of the Members present or represented at meetings of the Members, and the names of all those present at, and the proceedings of, all meetings.

5.2 Membership Roster. The Corporation shall keep, at its principal office, a membership roster showing the names of the Members, their addresses, including e-mail addresses, the date they became a Member, the class of their membership interest, and the date any former Member's membership suspended or terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Corporation during regular business hours.

5.3 Books of Account and Annual Reports. The Corporation shall maintain current and accurate financial records with complete entries as to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting principles. Based on these records, the Board shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses, a statement of changes in fund balances, a statement of functional expenses, and a balance sheet for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal

business hours. The Corporation may charge for the reasonable expense of preparing a copy of the record or report.

5.4 Corporate Seal. The Board may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board may direct.

5.5 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board and approved by the Internal Revenue Service.

5.6 Waiver of Notice and Consent to Action. Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice of such meeting, unless a person participates in or attends a meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

Article Six - Miscellaneous Provisions

6.1 Interpretation and Severability. These Bylaws are governed by, and shall be construed in accordance with the laws of the State of Texas. If any provision of these Bylaws or the application thereof to any person or circumstance is held invalid or unenforceable, the remainder of these Bylaws and the application of that provision to other persons or circumstances are not affected thereby, and that provision shall be enforced to the greatest extent permitted by the applicable law.

6.2 Adoption, Amendment, and Repeal of Bylaws. The Board may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All amendments are recommended to be upon advice of counsel as to legal effect. Bylaw changes shall take effect upon adoption unless otherwise specified. Notice of Bylaw changes shall be given in or before notice of the first Members' meeting following their adoption.

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Article Seven – Adoption of Initial Bylaws

The foregoing Bylaws were adopted by the Board acting as the governing authority to be effective as of February 15, 2013.



Sammy Jibrin, Director



Dina Jibrin, Director



Wael Saymeh, Director