

BY-LAWS OF
MADISON GROVE OWNERS ASSOCIATION

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MADISON GROVE SUBDIVISION -PHASE 1

AMENDED AND RESTATED

BY-LAWS OF THE MADISON GROVE OWNERS' ASSOCIATION

**THE STATE OF TEXAS
COUNTY OF CAMERON**

WHEREAS, Bayview Madison Grove, Ltd., as Declarant, adopted By-laws for the MADISON GROVE OWNERS' ASSOCIATION which were executed by the Directors named in the Articles of Incorporation, dated September 3, 2003 and which are recorded in volume 9477 of the Official Records of Cameron County, Texas;

WHEREAS, the By-laws of the MADISON GROVE OWNERS ASSOCIATION provide in ARTICLE XI, Amendment to the By-laws, that the By-Laws may be altered, amended or repealed and new laws may be adopted by a majority of the Directors present at any regular meeting;

WHEREAS, a majority consent to amend the By-laws is recorded in signed Board of Director's minutes of September 02, 2015;

NOW, THEREFORE, I, CHARLES WOODWORTH, the President of the MADISON GROVE OWNERS ASSOCIATION, a Texas non-profit corporation, do hereby certify on behalf of the BOARD OF DIRECTORS that By-laws of the MADISON GROVE OWNERS ASSOCIATION have been amended and restated as follows, and the below Amended and Restated By-laws replace and supersede the original By-laws dated September 30, 2003 to wit:

AMENDED AND RESTATED BY-LAWS

By this notice and in accord with ARTICLE XI OF THE MADISON GROVE HOMEOWNERS ASSOCIATION BY-LAWS, those same By-laws are hereby repealed and amended. The following paragraph is adopted in its stead to read,

AMENDED AND RESTATED
BY-LAWS
OF
MADISON GROVE OWNERS ASSOCIATION, INC.

ARTICLE I

Offices

The initial principal office of the Corporation in the State of Texas shall be @ 132 Madelyn Rose Blvd., Bayview, Tx., 78566.

The corporation 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 Business Organizations Code. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1: Membership

Members shall be those individuals who own a lot or lots in the Madison Grove Subdivision, Phase I.

Section 2: Voting Rights

Each member shall be entitled to one vote per lot, regardless of size, on each matter submitted to a vote of the members. Multiple owners of a single lot may cast only one vote.

Section 3: Termination of Membership

A member shall cease to be a member upon the sale or transfer of ownership of a lot in the member's name, and the new owner or transferee shall automatically become a member with voting privileges.

Section 4: Transfer of Membership

Membership in this Corporation is not transferrable or assignable, except by sale or transfer as provided in Section 3.

ARTICLE III

Meetings of Members

Section 1: Annual Meeting

With the intention of electing and limiting a Board of Directors to a 12 month term, an annual meeting of the members shall be convened by the current President, Board of Directors, or at least one third of the properly owners with voting rights on or about 12:00A.M. on a Saturday of the same month, but one year later, from the last election of a Board of Directors held at an Annual or Special Meeting. Transaction of business may come before the election and a Board meeting following it without notice. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding Saturday. If that election of Directors is not held on the day designated herein for an Annual Meeting, or there is any adjournment thereof, the Board of Directors shall cause an election at a Special Meeting of the members within 10 business days. If no election has occurred by that time the expired Board shall dissolve and a new election held according to Section 209 of the Texas Property Code.

Section 2: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate any place within 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 corporation in the State of Texas.

Section 4: Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty 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 by these By-laws, the purpose 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 and addressed to the member at his address as it appears on the records of the corporation, the postage thereon prepaid.

Section 5: 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 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

Section 6: Quorum

The members holding one-half (1h) 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. In the event a quorum is not met at any meeting, the Board may call a Special Meeting not less than 10 days nor more than 30 days later at which a majority of the members present at the original called meeting shall constitute a quorum for purposes of conducting business.

Section 7: 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 months from the date of execution, unless otherwise provided in the proxy.

Section 8: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-laws.

Section 9: Voting by Mail

Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine but not to exclude voting by absentee ballots or proxies.

ARTICLE IV

Board of Directors

Section 1: General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas.

Section 2: Number, Tenure and Qualifications

The number of Directors shall be three (3). Each Director shall hold office until the next Annual Meeting of the Members and/or until his/her successor shall have been elected and qualified.

Section 3: Regular Meetings

A regular Annual Meeting of the Board of Directors shall be held without other notice than this By-law, 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 within the State of Texas for the holding of additional regular meetings of the Board without other notice than such resolution so long as the resolution contains the requirements of § 209.0051 of the Texas Property Code regarding "Open Board Meetings".

Section 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 within the State of Texas as the place for holding any special meeting of the Board called by the authorized person(s) so long as the resolution contains the requirements of § 209.0051 of the Texas Property Code regarding "Open Board Meetings".

Section 5: Notice

Owners shall be given notice of the date, hour, place and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

- (1) Mailed to each property owner not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or
- (2) Provided at least seventy-two (72) hours before the start of the meeting by:

- (A) Posting the notice in a conspicuous manner reasonably designed to provide notice to property owners' association members:
 - (i) In a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
 - (ii) On any Internet website maintained by the association or other Internet media; and
- (B) Sending the notice by e-mail to each owner who has registered an e-mail address with the association.

Notice of any regular and/or special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered^o personally or sent by regular U.S. mail, facsimile or e-mail to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. 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 By-laws.

Section 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.

Section 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 By-laws.

Section 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 may be filled by the affirmative vote of a majority 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 9: Compensation

Directors as such shall not receive any stated salaries for their services but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 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

Section 1: Officers

The officers of the corporation 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. Any two or more offices may be held by the same person, except the office of President and Secretary by the same person.

Section 2: Election and Term of Office.

The officers of the corporation 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 at a Special Meeting according to Article III, Section 1 of these By-laws or as conveniently may be done. 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 qualified.

Section 3: Removal

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

Section 4: Vacancies

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

Section 5: 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, or at his absence the Vice-President, shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or at least one other proper officer of the corporation 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 or by these By-laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by a majority of the Board of Directors to include Rules and Regulations filed with Cameron County pertaining to the President's performance, adopted by the Board and filed with Cameron County.

Section 6: VicePresident

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the 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 except as may be stipulated by Rules and Regulations adopted by a majority of the Board. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, the Board of Directors and/or Rules and Regulations adopted by a majority of the Board and filed with Cameron County.

Section 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her 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 corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general perform all the duties as from time to time may be assigned to him or her by the President, the Board of Directors, and/or Rules and Regulations adopted by the majority of the Board and filed with Cameron County.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; file a management certificate in Cameron County setting forth all information as required by § 209.001 of the Texas Property Code be custodian of the corporate records; keep a register of the post office address and email address of each member which shall be furnished to the Secretary by such member; 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 or her by the President, the Board of Directors and/or Rules and Regulations adopted by a Board Majority and filed with Cameron County.

Section 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 will perform the duties as shall be assigned to them by the Treasurer or the Secretary or by the President, and/or a majority of the Board of Directors filed with Cameron County.

ARTICLE VI

Committees

Section 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 in accordance with Property Code 209 which, to the extent provided in said resolution and the Code, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; 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 repeated 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 upon it or him or her by law.

Section 2: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and a majority of the Board of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and/or 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 cease to qualify as a member thereof.

Section 4: Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 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.

Section 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.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 Vice President of the corporation.

Section 3: Deposits

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

Section 4: Gifts

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

ARTICLE VIII

Books and Records

In accordance with the Madison Grove Owners Association Document Retention Policy the corporation 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 its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall be in on January 1 and end on December 31 in each year.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Property Code and/or Texas Business Organization Code and under the provisions of the articles of incorporation or the By-laws of the corporation, 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 XI

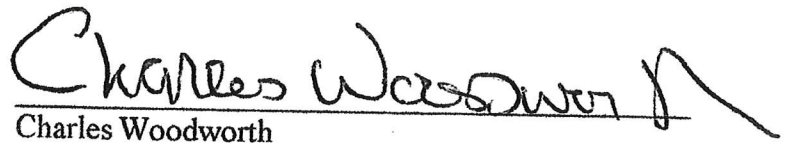
Amendments to By-laws

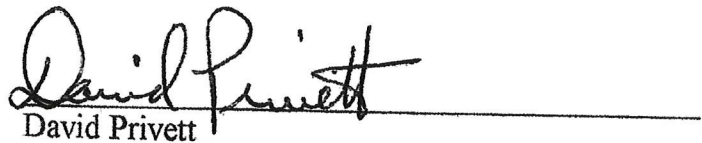
These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at any regular meeting or special meeting of the Board, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting.

ARTICLE XII

Adoption of By-laws

The foregoing Amended By-laws of this Corporation are hereby adopted by the undersigned, being all the Directors of such Corporation named in the Articles of Incorporation on September 08 2015.


Charles Woodworth


David Privett

Reuben Trevin

This Policy is effective upon recordation in the Public Record of , Cameron County, Texas, and shall supercede any By-Laws which may have previously been in effect. Except as affected by Section 209.0062 and/ or this Policy, all other provisions contained within the Associations Declaration or any dedicatory instruments of the Association shall remain in full force and effect.

Approve and adopted by the Board on this 12 day of September, 2015.

Charles B. Woodworth
Charles B. Woodworth, M.D., President

David Privett
David Privett, Secretary

Reuben Trevino, Treasurer

STATE OF TEXAS

COUNTY OF CAMERON

Before me, the undersigned authority, on this day personally appeared
Charles B. Woodworth and David Privett
President and Secretary of the Madison Grove Owners Association, a Texas non-profit corporation, know to be the persons and officers whose name are subscribed to the forgoing instrument and acknowledged to me that he/she had executed the same as the act of said corporation for the purpose and consideration therein expressed, and in the capacity therein state.



Given under my hand and seal of
of office this 15 day of September, 2015

Maria M Rosales

Notary Public, State of Texas

MARIA M. Rosales
Printed Name

My commission expires: 12-16-15