

CORPORATE CERTIFICATE
POINT AQUARIUS PROPERTY OWNERS ASSOCIATION

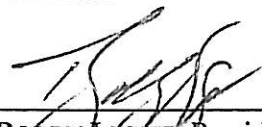
The undersigned certifies that he is the President of Point Aquarius Property Owners Association (the "Association"). The Association is the property owners' association for Point Aquarius and Summerchase Section One, subdivisions in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the Point Aquarius Property Owners Association **Annual Meeting of Members – Election Process**.

Signed this 15 day of March, 2013.

**POINT AQUARIUS PROPERTY OWNERS
ASSOCIATION**

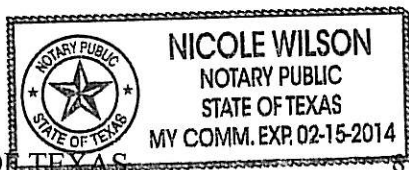
By: _____


BOBBY LIGHT, President

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED BEFORE ME on the 15 day of March, 2013, by **BOBBY LIGHT**, President of **POINT AQUARIUS PROPERTY OWNERS ASSOCIATION**, a Texas non-profit corporation.

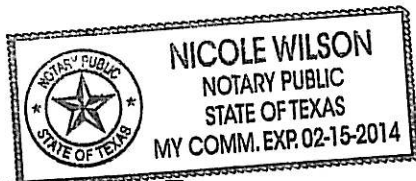


THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §


NOTARY PUBLIC, State of Texas

This instrument was acknowledged before me on the 15 day of March, 2013, by **BOBBY LIGHT**, President of **POINT AQUARIUS PROPERTY OWNERS ASSOCIATION**, a Texas non-profit corporation, on behalf of said corporation.




NOTARY PUBLIC, State of Texas

AFTER RECORDING RETURN TO:

The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301

POINT AQUARIUS PROPERTY OWNERS ASSOCIATION

ANNUAL MEETING OF MEMBERS – ELECTION PROCESS

WHEREAS, the property affected by this instrument is subject to certain dedications, covenants and restrictions (the “Declaration”) set out in instruments recorded in the Official Public Records of Real Property at Montgomery County, Texas, as follows:

- *Section One* – Clerk’s File No. 267859; *Section One (Amendment)* – Clerk’s File No. 273735; *Section One (Amendment)* – Clerk’s File No. 289514; *Section One (Amendment)* – Clerk’s File No. 289517; *Section One (Amendment)* – Clerk’s File No. 363418; *Section Two* – Clerk’s File No. 267860; *Section Two (Amendment)* – Clerk’s File No. 363419; *Section Three* – Clerk’s File No. 274519; *Section Three (Amendment)* – Clerk’s File No. 363420; *Replat of Section Five (Amendment and Restatement)* – Clerk’s File No. 9147286; *Section Six* – Clerk’s File No. 291427; *Section Six (Amendment)* – Clerk’s File No. 363423; *Section Seven* – Clerk’s File No. 8931385; *Section Seven (First Amendment)* – Clerk’s File No. 8947594; *Section Seven (Second Amendment)* – Clerk’s File No. 9019239; *Section Eight* – Clerk’s File No. 9021168; *Section Nine* – Clerk’s File No. 9021170; *Partial Replat of Section One* – Clerk’s File No. 9125463; *Partial Replat of Reserve of Section One (First Amendment)* – Clerk’s File No. 9131033; *Section Ten (Amended and Restated)* – Clerk’s File No. 9149702; *Summerchase Section One (Corrected Declaration)* – Clerk’s File No. 2006-047887; and

WHEREAS, pursuant to the authority vested in Point Aquarius Property Owners Association (the “Association”) in the Declaration and as required by the TEXAS PROPERTY CODE, the Board of Directors of the Association (the “Board”) hereby promulgates the following Annual Meeting of the Members-Election Process; and

WHEREAS, TEXAS PROPERTY CODE Section 204.010 permits the Association, acting through its board of directors, exercise all powers necessary and proper for the governance and operation of the Association; and

WHEREAS, the Association finds it necessary and desirable, in order set out a clear, concise, and a uniform set of procedures for the election process at the annual meetings of members;

NOW, THEREFORE, BE IT RESOLVED that the following procedures are hereby established for Association regarding annual meeting of members election process.

I. ANNUAL ELECTIONS FOR OPEN BOARD POSITIONS

Elections for open Board positions will be held at the **Annual Meeting**. The Open Board positions shall be those director positions whose term expires at the annual meeting. Members interested in serving on the Board shall obtain a candidate packet from the Association office.

II. NOMINATING COMMITTEE

The Association Bylaws state:

Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board or from the floor at the Annual Meeting of Members. The Nominating Committee will consist of a Chairman, who must be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee can make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than one for each vacancy to be filled. . . . Members with a felony conviction or a conviction for any crime involving moral turpitude are not eligible to serve.

III. NOMINATIONS FOR THE BOARD

The Nominating Committee ("N/C") meeting the qualifications above, will be appointed by motion placed before the Board at a Board meeting in March of each year, and shall consist of a Chairperson and two Committee Members.

The President of the Board shall announce the open positions at the March Board meeting and post the call for nominations on both the website and at the Association office. Applications must be received by the N/C **not later than the date set by the N/C**. Posting of the open positions will be made on the website and by notice at the Association office.

Association members may submit an application for nomination for the open position.

IV. NOMINATING COMMITTEE'S CHARTER

Pursuant to the Bylaws of the Association, the N/C should "in its discretion determine" candidates, and not simply act as conduit for members to run for the Board. The N/C shall exercise due diligence in nominations and may interview candidates prior to their being placed on the ballot. As Board positions have recently been subject to high rates of resignation, due to a variety of reasons, the Committee should question candidates regarding their awareness and intent for being on the Board.

Therefore, candidates for Board positions should:

- Demonstrate a commitment to the general welfare of Point Aquarius Subdivision;
- Be aware of and agree with the election process detailed here;
- Understand and accept the personal time commitment, if elected; and
- Not have a conviction of a felony or a crime involving moral turpitude.

Persons submitting applications who fail to meet the N/C's approval shall be notified and advised of their alternatives. (Floor nomination and write-in candidates).

On or before **dates sets by the Board each year**, the Nominating Committee shall forward to the Secretary the names of all candidates for inclusion on the respective absentee ballots.

V. NOMINATIONS

All members who meet the qualifications set out herein have the right to be nominated from the floor at the Annual Meeting. Write-ins shall be treated as floor nominations, subject to the same qualifications. (See below).

VI. PROCEDURES FOR COUNTING, TABULATING AND REPORTING ELECTION RESULTS

A. ELECTION CHAIRPERSON

The Election Committee Chair is the Secretary of the Board of Directors. The Election Committee Chair has the right to make decisions with respect to exceptional circumstances not considered in these procedures. The Secretary, or an appointee working under the Secretary's direction, will establish procedures for the counting of votes cast, conduct of elections, tabulating and reporting election results, and determining if a quorum is present at any Meeting of Members. However, as set out in the Bylaws for the Association, a person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

VII. VOTING RULES

The Bylaws state:

Voting shall be a one-vote-per-assessed-lot basis. The Owner or Owners of each assessed Lot are entitled to one vote for each assessed Lot owned in the Subdivision. If record title to a particular assessed Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association, but the voting rights appurtenant to each assessed Lot or tract may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such assessed Lot or tract so owned at any meeting of the Members, and such vote shall be binding and conclusive on all of the other co-owners of said assessed Lot or tract who are not present; provided, if one of the non-attending co-owners have given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said assessed Lot or tract except upon notice of unanimous consent by all such co-owners' being given to the Association. In the event more than one vote is cast for a single assessed Lot or tract by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

VIII. METHODS OF VOTING

The Bylaws state:

The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;*
- (2) by absentee ballot; or*
- (3) by electronic ballot by electronic mail or facsimile.*

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

All proxies shall be in writing and filed with the Secretary of the Association. Proxies shall remain in effect until a decision has been made regarding the subject designated in the proxy.

IX. ABSENTEE AND ELECTRONIC BALLOTS COMMUNICATION

In accordance with the Bylaws, absentee and electronic ballots will be mailed to Members neither less than ten (10) nor more than sixty (60) days before the election, along with the written Notice of Meeting.

Absentee ballots must be executed in writing by the Member or by the Member's duly authorized attorney in fact. Members will be instructed to return the absentee ballots to the attention of the Association's managing agent, 13189 Point Aquarius Boulevard, Willis TX, 77318, at least three (3) days prior to the Meeting.

Property owners can:

- A. HAND DELIVER TO THE OFFICE - Return their ballot in an envelope included in the annual packet that is marked with the Association office address, along with the word "Ballot", to an election box located in the Association office. Any absentee or electronic ballot received after the deadline indicated will not be counted.
- B. MAIL TO ASSOCIATION - Return their ballot by U.S. Mail by applying a postage stamp to the envelope provided in the annual packet that is marked with the word

'Ballot'. Upon receipt, the managing agent will place envelopes into ballot box in the Association office. Any absentee or electronic ballot received after the deadline indicated will not be counted.

X. LOST BALLOT(S)

In the instance of a **lost ballot**, the property owner may contact the managing agent for a replacement ballot that will be initialed by both the Election Committee Chair and the managing agent or submit a notarized copy. Copies of ballots that are not initialed by said individuals or notarized will be deemed invalid. The Election Committee Chair can also delegate the responsibility to initial replacement ballots as needed.

XI. ABSENTEE AND ELECTRONIC BALLOT TABULATION

Absentee and electronic ballots received will be counted and tabulated as follows:

- A. An Election Committee member or managing agent representative will initial ballots received in sealed envelopes as an indication that the ballot was received unopened. Any erasures, strike outs, or other corrections on a ballot will be verified and initialed by two (2) Election Committee members; these initials will indicate that the ballot was assumed to have been corrected by the voting Member and is, therefore, a legitimately cast ballot.
- B. A managing agent representative or an Election Committee member will record the vote on the **Official Detailed Tabulation Form**.
- C. Ballots received that are not in a sealed envelope (except for unsigned ballots), will be accepted as legitimately cast provided that there are no alterations or evidence of corrections, or unless such alterations or corrections are initialed by the voting Member, or can otherwise be reasonably ascertained by the Election Committee as changed by the voting Member; otherwise, the ballot will be deemed invalid.
- D. Unsigned Official Ballots will be accepted providing they have a mailing label attached which indicates the property owner, or if the property description is completed so that the Election Committee can verify the accuracy of the votes cast; otherwise, the ballot will be deemed invalid.
- E. A list of all absentee voters will be maintained so that such Members may not vote a second time at the Annual Meeting. (See "Ballots Cast at the Annual Meeting".)
- F. Ballots will be counted and recounted. Write-in candidates will be tabulated and added to the form. Write-in candidates must be eligible members.
- G. Ballots will be placed in a sealed envelope after counting has been completed. Ballots will be retained in the Association permanent records for at least three (3) years.

XII. QUORUM AT THE ANNUAL MEETING

The Bylaws state:

"Quorum" of Members shall mean the presence of Members representing at least seventy-five (75) eligible votes.

Per Robert's Rules of Order, the Chair should not call the meeting to order until the Secretary has determined a Quorum is present. The only floor (non-election) business that can be transacted in the absence of a quorum is:

- A. The taking of measures to obtain a quorum;
- B. Fixing the time to which to adjourn; and
- C. To adjourn, or to take a recess.

However, for the purposes of the Board of Directors Election only, a quorum shall be determined by the sum of absentee and electronic ballots and ballots issued at the Annual Meeting. Other issues brought to the floor of the Annual Meeting shall require a quorum as set out in the Bylaws.

XIII. BALLOTS CAST AT THE ANNUAL MEETING

All Members attending the Annual Meeting will sign in as attendees.

A Member wishing to vote in person, who has not voted by absentee ballot, will be given a Ballot. Election Committee members and N/C will verify the voting eligibility of the Member. Any member who voted by absentee or electronic ballot will not be issued a ballot.

Any absentee or electronic ballots turned in at the Annual Meeting will be considered invalid; only ballots handed out by the Election Committee and the managing agent will be considered as valid ballots.

XIV. VOTING AT THE ANNUAL MEETING

Ballots cast in person will be counted and recorded as follows:

- A. The managing agent and the Election Committee will distribute ballots to eligible voters based on the Official Detailed Tabulation records.
- B. After the Meeting has been called to order, nominations from the floor will be opened, to be made and seconded by Members.
- C. All confirmed candidates so requesting will be afforded the opportunity to speak on their own behalf, limited to 5 minutes each.
- D. Voting will be by signed, written ballot only.

- E. The Election Committee and managing agent personnel will collect and tally the ballots. The Election Committee and managing agent representatives will retire to a private, secure location to count the ballots.
- F. The Official Detailed Tabulation Form for each section will then be marked appropriately as each vote is counted.
 - 1. Votes cast for more than one person, or those that it is unclear which person received the vote, will be reviewed and only tabulated if confirmed by the Election Chairperson.
 - 2. Any erasures, strike outs, or other corrections on a ballot will be verified and initialed by the Election Committee; these initials will indicate that the ballot was assumed to have been corrected by the voting Member and is, therefore, a legitimately cast ballot.
- G. Ballots cast at the meeting will be counted.
- H. Ballots will then be recounted by another member of the Election Committee and any discrepancies resolved. The Election Committee Chair is the final authority on these matters.
- I. The Election Committee will then sum results of absentee/electronic ballots and Annual Meeting ballots to produce the final election results. A Certification of Election Results will be completed and signed by the Election Committee Chair
- J. The Election Committee Chair will deliver the results to the Association. At the appropriate time the Chair will report the Election results.
- K. All Ballots will be placed in a sealed envelope after counting has been completed. Ballots will be retained in Association permanent records for at least three (3) years.

This is to certify that the foregoing Annual Meeting of Members Election Process was adopted by the Board of Directors until such date as it may be modified, rescinded or revoked.

The Board of Directors hereby adopts, approves and authorizes the above Annual Meeting of Members Election Process.

Signed this 14 day of March, 2013.

**POINT AQUARIUS PROPERTY OWNERS
ASSOCIATION**

By:


BOBBY LIGHT, President

Attest:


Secretary