

The names and addresses of the persons who currently serve as the Directors are:

NAME	ADDRESS
Guy Lipe	PO Box 176 Hunt, Texas 78024
Cheryl Bunyard	PO Box 176 Hunt, Texas 78024
Kristin Smith	PO Box 176 Hunt, Texas 78024
Lisa Stone	PO Box 176 Hunt, Texas 78024
Andy Durham	PO Box 176 Hunt, Texas 78024
Dave Bahlert	PO Box 176 Hunt, Texas 78024

Terms of all directors shall be three years.

Amendments

Article 9. Amendment of these Articles must be approved by a vote of the Members of the Association as provided in Section 10(a)(ii) and Exhibit D of the Amended and Restated Declaration.

Liabilities

Article 10. The highest amount of indebtedness or liability, direct or contingent, to which the Association may be subject at any one time shall not exceed two hundred percent (200%) of the Association's receipts for the previous fiscal year, provided that additional amounts may be incurred by a vote of the Members of the Association as provided in Section 10(a)(ii) and Exhibit D of the Amended and Restated Declaration.

Annexation of Additional Properties

Article 11. The Association may, at any time, annex additional properties and common to the properties described in Article 4, paragraph (a), and so add to its membership under the provisions of Article 5, provided that any such annexation must be approved by a vote of the Members of the Association as provided in Section 10(a)(ii) and Exhibit D of the Amended and Restated Declaration.

Dissolution

Article 12. The Association may be dissolved by an affirmative vote in writing and signed by Members eligible to cast at least 75% of the total votes in the Association as provided in the Amended and Restated Declaration for a vote on an "Other Special Assessment." Upon dissolution of the Association, the assets, both real and personal, of the Association shall be distributed to an appropriate public agency to be devoted to purposes as nearly as practicable as those to which they were required to be devoted by the Association. In the event that the Association is refused acceptance, such assets shall be granted, conveyed and assigned to any other corporation, association, trust or other organization to be devoted to purposes and

uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

Meetings for Actions Governed By Article 4 and Articles 9 through 12, Inclusive

Article 13. In order to take action under Article 4, paragraph (b)(v), (vi), (vii), and (x), and Article 9 through Article 12, inclusive, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting, shall be given to all Members of record for notification and voting purposes not less than 30 days nor more than 60 days in advance of the meeting. Written notice may be made by any method permitted by the Amended and Restated Declaration. Quorum for any meeting pursuant to this Article 13 shall be as provided in Section 10 of the Amended and Restated Declaration.

The undersigned, being the President of River Bend Ranch Owners Association, Inc., does hereby certify that at a meeting of the Members of the Association duly called and held on the 23rd day of March, 2024, the foregoing "Amended and Restated Articles of Incorporation of River Bend Ranch Owners Association, Inc." were duly approved by the affirmative vote of Members at a meeting in person or by proxy, representing at least a majority of the total votes eligible to be cast by the Members.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the date shown below but made effective recording in Kerr County, Texas.

RIVER BEND RANCH OWNERS
ASSOCIATION, INC.
a Texas non-profit corporation

By: Elizabeth C. Stone
Printed: Elizabeth C. Stone
Its: President

THE STATE OF TEXAS §
COUNTY OF KERR §

BEFORE ME, the undersigned notary public, on this 29th day of April, 2024, personally appeared Elizabeth Stone, President of River Bend Ranch Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purpose and in the capacity therein expressed.

Notary Public in and for the State of Texas



24-02730

AMENDED AND RESTATED BYLAWS
OF
RIVER BEND RANCH OWNERS ASSOCIATION, INC.

Article I

Name, Definitions, Applicability and Membership

Section 1. Name. The name of the Association is River Bend Ranch Owners Association, Inc. (hereinafter referred to as the "Association").

Section 2. Declaration. "Declaration" as used in these Bylaws will mean the Amended and Restated Declaration of Covenants, Conditions and Restrictions for NF-RB Ranch, Section Two, Section Three, and Section Four also known as River Bend Ranch, Kerr County, Texas, as amended or supplemented.

Section 3. Definitions/Gender. All capitalized terms used in these Bylaws will have the same meanings as those set forth in the Declaration unless otherwise provided. Pronouns, wherever used in these Bylaws, will include all persons regardless of gender.

Section 4. Member. "Member" as used in these Bylaws will mean those persons entitled to membership in the Association as provided in the Declaration.

Section 5. Board of Directors or Board. "Board of Directors" or "Board" as used in these Bylaws will mean the Association's Board of Directors.

Section 6. Director. "Director" as used in these Bylaws will mean a member of the Association's Board of Directors.

Section 7. Common Properties. "Common Properties" as used in these Bylaws will mean the Access Easement, Private Roads, and any property owned or maintained by the Association and held for the benefit of the Owners.

Article II

Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Member Meetings. Meetings of the Association will be held at a suitable place as may be designated by the Board either in the community or as convenient to the Members as possible and practical. The principal office of the Association shall be located in Kerr County, Texas.

Section 2. Annual Meetings of the Members. The annual meeting of the Association will be held each year on a date, at a time, and at a place designated by the Board. No business will be transacted at the annual meeting except as stated in the annual meeting notice.

Section 3. Special Meetings of the Members. Special meetings of the Members may be called at any time by the President of the Board. In addition, it will be the duty of the President to call a special meeting of the Association if so directed by vote of a majority of a quorum of the Board

Amended and Restated
BYLAWS

OF RIVER BEND RANCH OWNERS ASSOCIATION, INC.

1. a petition signed by Members representing at least twenty percent (20%) of the total entitled to be cast (as identified in Exhibit D of the Declaration in relation to the Annual ("Members' Petition"). When a special meeting is requested by Members' Petition, the must include the proposed purpose of the special meeting. When a special meeting of others is called, the Board will set the date, time, and place of the special meeting. No will be transacted at a special meeting except as stated in the special meeting notice.

4. Notice of Member Meetings. It will be the duty of the Secretary to send to each written notice of each annual or special meeting of the Association stating the purpose meeting, as well as the time and place where it is to be held. Such written notice will be d as provided in the Declaration. Any change in the Member's mailing address, e-mail and/or facsimile number must be provided in writing to the Association's Secretary or other party as designated by the Board.

lection or vote to be taken at a meeting of the Members, notice will be served not less (10) nor more than sixty (60) days before the meeting. If mailed, the notice of a meeting deemed to be delivered when deposited in the United States mail, first class postage pre- dresed to the Member. If sent by e-mail, the notice will be deemed to be delivered e electronic message is transmitted [See Texas Business and Organizations Code Section 2)]. If faxed, the notice will be deemed to be delivered as of the date and time shown on a confirmation that the facsimile was successfully transmitted. Notwithstanding any language in these Bylaws, the Board may, at its sole and absolute discretion, choose to teeing notice by regular mail only to all Members.

5. Waiver of Notice. Waiver of notice of meeting of the Members will be deemed the nt of proper notice. Any Member may, in writing, waive notice of any meeting of the s, either before or after such meeting. Attendance at a meeting by a Member, whether in r by proxy, will be deemed waiver by such Member of notice of the time, date, and reof, unless such Member specifically objects to lack of proper notice at the time the is called to order. Attendance at a special meeting will also be deemed waiver of notice stiness transacted at such meeting unless objection to the calling or converting of the is raised before the business (of which proper notice was not given) is put to a vote.

1. Quorum. Quorum for any meeting of the Association will be pursuant to Article 10 of ration.

1. Adjournment of Member Meetings. If any meeting of the Association cannot be held a quorum is not present, either in person or by proxy, the presiding officer will adjourn ing and another meeting must be called subject to the notice requirements in Article 11, of these Bylaws.

1. Meeting Agenda. The Board will set the agenda for all meetings of the Members.

1. Voting. The voting rights of the Members will be as set forth in the Declaration. s may vote in person or by proxy.

Section 10. Absentee Ballots. Notwithstanding any other language in these Bylaws, a majority of the Board may, but is not required to, authorize the use and implementation of an absentee ballot in any election or other Association wide vote that it deems appropriate. When absentee ballots are authorized by the Board for an Association wide vote, said ballots will be prepared and mailed to the Members at least twenty (20) days before the latest date on which a ballot may be submitted to be counted. Completed ballots will be returned to the Association in accordance with the instructions contained on the ballot. Per Texas Property Code Section 209.00592 (or its successor statute), an absentee ballot will be counted as a Member present and voting for the purpose of establishing a quorum only for items appearing on the ballot. The Board may authorize voting in the election of Directors by absentee ballot in addition to any other voting method authorized by the Board for the election of Directors.

Section 11. Tabulation of Ballots. All ballots for an Association election or vote will be tabulated by a person other than a person who is a candidate in an Association vote, or a person related to that person. A person who tabulates votes may not disclose to any other person how an individual voted.

Section 12. Proxies. All proxies will be in writing and filed with the Secretary at or before the meeting at which proxies will be utilized. Every proxy will be revocable and will automatically cease upon (i) conveyance by the Member of the Member's interest in a lot; (ii) receipt of notice by the Association of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation; or (iv) expiration of eleven (11) months from the date of the proxy. In the event a Member executes more than one (1) proxy, the proxy with the most current date will be valid. If a Member executes more than one (1) proxy and none of the proxies are dated, all proxies submitted by that owner will be invalid. The Board may announce for any vote or any meeting at which proxies are to be utilized a deadline for accepting proxies. Proxies not delivered or submitted prior to the announced deadline, if any, will not be valid. Only the proxy approved by the Board and distributed by the Association will be valid at any meeting of the Members. A Member may only appoint either another Member or the Member's spouse as the Member's proxy holder and proxies may be voted only by another Member of the Association or a Member's spouse.

Section 13. Conduct of Meetings. The President, or another Director or Officer designated by the Board in the President's absence, will preside over all meetings of the Association and the Secretary, or another person designated by the Board, will keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

Article III

Board of Directors: Number, Powers, Meetings

Section 1. Governing Body: Composition. The affairs of the Association will be governed by a Board of Directors. Each Director must be a Member of the Association or an individual authorized to act on behalf of an entity that is a Member of the Association. No more than one (1) representative of a particular corporation or other entity that is a Member may serve on the Board at any given time. Any Director who ceases to be a Member of the Association or an

rized representative of an entity that is a Member of the Association is immediately able to serve on the Board and is automatically considered removed from the Board. A n is not eligible to serve on the Board if the person has been convicted of a felony or crime ring moral turpitude within the previous twenty (20) years and there is written, nented evidence of such a conviction from a database or other record maintained by a nmental law enforcement authority. Per the Texas Property Code, a person is not eligible ve on the Board if the person cohabits at the same primary residence with another Board er of the Association. If persons who cohabit are elected to the Board in the same n, the person with the most votes will serve on the Board and the other person(s) is alified from serving on the Board.

n 2. Number and Term of Directors. The Board will be comprised of not less than three more than six (6) Board positions. Directors will serve a term of three (3) years. All tors shall hold office until their successors have been elected.

n 3. Candidates for Election to the Board. All Members and authorized representatives of as that are Members have the right to run for a position on the Board subject to the allying factors in Article III, Section 1 of these Bylaws.

n 4. Nominations from the Floor. Nominations from the floor at an election meeting of the bers will be allowed.

n 5. Voting Procedure for the Election of Directors (See also the section titled "Voting" in e II of these Bylaws). The election of the Directors will be conducted at the annual meeting Association or in such other manner allowed by law and approved by the Board. At such n, each Member, or the Member's proxy holder may cast, with respect to each vacancy, as votes as the Member is entitled to exercise under the provisions of the Declaration. Unless wise determined by the Board, voting for Directors will be by written and signed ballots. the ballot approved by the Board will be used in the election of Directors. In the event of contested race (i.e., the number of candidates is equal to or less than the number of open positions), written and signed ballots will not be required, and the candidate(s) will be 1 on the Board without the necessity of a vote. Cumulative voting is not permitted. The date(s) receiving the most votes will be elected to the open position(s). If the terms of the Board positions are not the same, the candidate(s) with the most votes will fill the longer 5). The winning candidate(s) will take office at the later of the conclusion of the Member ng at which the Director was elected or when the election results are announced.

n 6. Resignation from the Board. A member of the Board may resign from the Board at me by giving written notice (including e-mail notice) to the Board, the President, or the ary. Such resignation will take effect on the date of the receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such nation will not be necessary to make it effective. If a Director orally resigns from the Board ten refuses to give written notice of resignation after being requested to do so in writing ding an e-mail request), the Board may note the resignation in the minutes of the next meeting at which time the oral resignation will be deemed to be effective.

Section 7. Vacancies on the Board. A vacancy on the Board arising because of death, resignation, removal or otherwise will, unless otherwise determined by the Board, be filled by a majority of the remaining Directors though less than a quorum or, when applicable, by a sole remaining Director. Any Director so appointed will hold office for the unexpired term of the Board position to which she/he was appointed. If by reason of death, resignation, or otherwise, the Association has no Directors in office, any Member of the Association may call a special meeting of Members for the purpose of electing a Board.

Section 8. Removal of Directors. Any Director may be removed from the Board, with or without cause, by Members representing at least a majority of the total votes entitled to be cast (as identified in Exhibit D of the Declaration in relation to the Annual Budget) voting in person or by proxy at a special meeting called for that purpose or at an annual meeting for which the removal of a Director(s) is on the meeting notice. If the vote to remove a Director(s) is held at a meeting of the Members, quorum must be obtained at the meeting for the vote to be valid. If the vote to remove a Director(s) is held at a Member meeting, any Director(s) whose removal is proposed must be given the opportunity to be heard at the meeting.

If the Board is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member was convicted of a felony or crime involving moral turpitude not more than 20 years before the date the Board is presented with the evidence, the Board member is immediately ineligible to serve on the Board and will, therefore, be immediately considered removed from the Board. In the event of the removal of a Director under this section, a successor for the removed Director will be appointed by a majority of the remaining Directors or, if applicable, by the sole remaining Director.

Section 9. Regular Board Meetings. Regular meetings of the Board may be held at such time, date, and place as will be determined from time to time by a majority of the Directors. The frequency of regular meetings will be as deemed necessary and appropriate by the Board. In addition to meeting in person, the Board may also participate in and hold a regular or special meeting by means of:

- a. conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other; or
- b. another suitable electronic communications system, including video conferencing technology or the Internet, only if:
 - i. each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - ii. the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant;
 - iii. all Directors may hear and be heard by every other Director;
 - iv. except for any portion of the meeting conducted in executive session, all Members in attendance at the meeting may hear all Directors and Members are allowed to listen using any electronic or telephonic

communication method used or expected to be used by a Director to participate; and

- v. the notice of the meeting includes instructions for Members to access any communication method required to be accessible under subsection iv above.

Participation in a meeting by conference telephone or similar communication or video conferencing technology or the Internet will constitute presence in person at such meeting except where a Director participates in the 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. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to the Members, if each Director is given a reasonable opportunity to express the Director's opinion to all other Directors and to vote. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. Provided further that, the Board may not take action without prior notice to the Members on any matter prohibited by law to be taken without prior notice to the Members, unless done in an open meeting for which prior notice was given to the Members.

10. Special Meetings of the Board of Directors. Special meetings of the Board will be then called by the President or by a majority of the Directors then in office. The notice specifying the date, time, and place of the meeting and the nature of any special business to be transacted. The notice will be given to each Director by any of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by facsimile; or (d) by email. All such notices will be given or sent to the Director's address, email, or facsimile as shown on the records of the Association. Notices sent by first class mail will be mailed into a United States mailbox, at least three (3) days before the time set for the meeting. Notices given by personal delivery, email, or facsimile will be delivered or given at least three (3) days before the time set for the meeting.

11. Notice to the Membership of Board Meetings. The Board will give Members notice of meetings (regular and special), including the date, hour, place, and general subject of each meeting, including a general description of any matter to be brought up for action in closed executive session. A notice of meeting will be:

- a. mailed to all Members at least ten (10) days before the date of the meeting; or
- b. provided at least 144 hours before the start of a regular Board meeting and at least 72 hours before the start of a special Board meeting by:
 - i. being posted in a conspicuous location, either in or on a Common Properties or, with the owner's consent, on conspicuously located privately owned property within the Association, or on the Association's website; and
 - ii. being emailed to all Members who have registered their email addresses with the Association.

It is a Member's responsibility to register and keep an updated email address with the Association.

Section 12. Waiver of Notice of a Board Meeting. Notice of a Board meeting will be deemed to have been properly given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice thereof.

Section 13. Quorum of Board of Directors. At all meetings of the Board, a majority of the Directors then in office will constitute a quorum for the transaction of business, and the vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the decision of the Board. A meeting at which a quorum is initially present may continue and business may be transacted notwithstanding the withdrawal of Directors during the meeting if any action taken is approved by at least a majority of the required quorum for that meeting. Open or vacant Board positions will not be counted when determining quorum for a meeting of the Board.

Section 14. Compensation. No Director will receive any compensation from the Association for acting in such capacity. However, Directors may be reimbursed for out-of-pocket expenses incurred on Association business. Directors may receive compensation from the Association when taking action at the request of the Association other than in the capacity of Director, however, the Association must comply with Texas Property Code Section 209.0052 before entering into a contract with a Director.

Section 15. Conduct of Meetings. The President will preside over all meetings of the Board and the Secretary, or such other Director as the Board may designate, will keep a minute book of the Board, recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings. If the President is unwilling or unable to preside at a Board meeting, then the Secretary or such other Board member as designated by a majority of the Board will preside at the Board meeting.

Section 16. Open Meetings. All meetings of the Board will be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board. If a Member unreasonably disrupts a meeting of the Board or repeatedly interrupts the discussion between Directors, the Board will have the authority, after an initial warning, to cause that Member to be removed from the meeting.

Section 17. Executive Session. The Board may adjourn a regular or special Board meeting and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members, and matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in executive session will be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual Members, violating any privilege, or disclosing any information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session. If the executive session is

the end of a properly noticed Board meeting, the oral summary of the actions taken in executive session must be presented at the next properly noticed Board meeting.

18. **Action Without a Formal Meeting.** The Board may take action outside of a meeting, voting by electronic or telephonic means, without prior notice to Members, if each member is given a reasonable opportunity to express the Board member's opinion to all Board members and to vote. The reasonable opportunity for a Board member to express opinion and vote will be not less than twenty-four (24) hours or more than seventy-two (72) hours.

The President will determine the time period for the Board members to express an opinion and vote in accordance with the time frame described above. If the Board President is unable to determine such time period, a majority of the Directors then in office will determine the time period. The vote of a majority of the Directors under this provision will be the decision of the Board. Any action taken without notice to Members under this provision must be summarized orally, including an explanation of any known actual or estimated figures approved at the meeting, and documented in the minutes of the next regular Board meeting. The Board may not, unless done in an open meeting for which prior notice was given to all Members in accordance with state law, consider or vote on:

- a. fines;
- b. damage assessments;
- c. initiation of foreclosure actions;
- d. initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- e. increases in assessments;
- f. levying of special assessments;
- g. appeals from a denial of approval by the Architectural Design Review Committee;
- h. a suspension of a right of a particular Owner before the Owner has an opportunity to attend a Board meeting to present the Owner's position, including any defense, on the issue;
- i. lending or borrowing money;
- j. the adoption or amendment of a Dedicatory instrument;
- k. the approval of an annual budget or the approval of an amendment of an annual budget;
- l. the sale or purchase of real property;
- m. the filling of a vacancy on the Board;
- n. the construction of capital improvements other than the repair, replacement or enhancement of existing capital improvements; or
- o. the election of an Officer.

19. **Powers and Duties.** The Board of Directors will be responsible for the affairs of the Association and will have all the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things that are not otherwise prohibited by the Declaration, or per these Bylaws, as an act or thing directed to and exercised exclusively by the Members. The Directors shall discharge their duties in a manner with ordinary care, and in a manner reasonably believed to be in the best interest of the Association. They may not assent to improper distribution of the Association's assets, nor are they liable if they rely in good faith, and with ordinary care on information,

opinions, reports, financial data, or other statements prepared by professionals, experts, or advisors to the Association. Any Director having a financial interest in a matter must disclose the nature of said interest and facts pertaining to said interest and gain approval for his participation in the matter. Approval shall be given by the other disinterested Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board will have the power, but not the obligation unless otherwise provided for in the Association's Dedicatory instruments [as that term is defined in Section 202.001(1) of the Texas Property Code], to do the following (by way of explanation, but not limitation):

- (a) to keep all books and records of the Association in accordance with good accounting procedures and to provide to Members financial statements at least once a year as provided for in the Declaration;
- (b) to supervise all officers, managers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) to fix the amount of the annual assessment to be assessed to each Owner as more fully provided in the Declaration;
- (d) to send written notice of each assessment to every Owner subject thereto at least 30 days before it is due under the terms of the Declaration;
- (e) to issue, or to cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (f) to procure and maintain adequate liability and hazard insurance on property owned by the Association and to adjust the amount, collect, and use any insurance proceeds to repair damage or replace lost property; if proceeds are insufficient to repair damage or replace lost property and if excess operating funds are unavailable, to assess all Tracts pro rata to cover such deficiency;
- (g) to procure and maintain adequate fidelity coverage to protect against dishonest acts by the manager, Officers, Directors, trustees and other employees of the Association having fiscal responsibilities and all others who are responsible for handling funds of the Association;
- (h) to cause the Common Properties to be maintained; and
- (i) to perform any and all other duties and exercise any and all powers necessary and proper to further the business of the Association, including but not limited to those specified in the Declaration and Bylaws.

Article IV Officers

tion 1. Officers. The officers of the Association will be the President, Vice President, Secretary and Treasurer (herein "Officers"). With the exception of the Secretary and Treasurer, all Officers must also be members of the Board. The Board may select, appoint 1/ or remove such other officers as it shall deem appropriate, such Officers to have the authority to perform the duties prescribed by these Bylaws and/or the duties prescribed from time to time by the Board.

tion 2. Multiple Offices. Any two or more offices may be held by the same person except offices of President and Secretary in accordance with Texas Business and Organizations Code Section 22.231(a).

tion 3. Election, Term of Office and Vacancies. The Officers of the Association will be elected annually by the Board at the first meeting of the Board held after the annual meeting of the members. A vacancy in any office arising because of death, resignation, removal, or otherwise will be filled by the Board.

tion 4. Removal. Any Officer may be removed by a majority vote of the Board, at a duly called meeting of the Board, at which a quorum is present, whenever in its judgment the best interests of the Association will be served thereby. The Board may fill any vacant officer position in the open session of a properly noticed Board meeting.

tion 5. Powers and Duties. The Officers of the Association will each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board.

The President shall be the chief executive officer of the Association, shall preside at all meetings of the Members and the Board of Directors, shall have general and direct management Association business, and shall see that all orders and resolutions of the Board of Directors carried into effect. He/ she shall execute bonds, mortgages, and other contracts requiring the nature of the Association, except where required or permitted by law to be otherwise signed and executed.

The Vice President shall, in the absence or disability of the President, perform the duties 1/ exercise the powers of the President. He/ she shall perform such other duties and have such other powers as prescribed by the Board.

The Secretary shall attend and record the proceedings of all meetings of the Board, all meetings of the Members and, when required, all meetings of the standing committees. The Secretary shall give notice of all such meetings, maintain a minute book of all such meetings, 1/ perform all other duties as may be prescribed by the Board of Directors or the President, under whose supervision he/ she shall be.

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Association as may be authorized by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at its regular meetings or when the Board of Directors so requires an accounting of all her/his transactions and a statement of the financial condition of the Association.

The Treasurer will have primary responsibility for the preparation of the budget, and, with the approval of the Board, may delegate all or part of the preparation and notification duties to a finance committee or third-party contractor. If required by the Board of Directors, the Treasurer shall give, at the expense of the Association, a bond, for the faithful performance of the duties of Treasurer, and for the restoration to the Association, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under her/his control belonging to the Association. The Treasurer shall cause an annual financial statement of the Association at the completion of each fiscal year in accordance with the Declaration; and shall prepare (i) an annual budget and (ii) a statement of income and expenditure to be presented to the membership at its regular annual meetings; a copy of each of which shall be made available to each Member upon request.

Section 6. Resignation of an Officer. Any Officer may resign his or her office at any time by giving written notice (including e-mail notice) to the Board, the President, or the Secretary. Such resignation will take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective. If an Officer orally resigns his or her office and then refuses to give written notice of resignation after being requested to do so in writing (including an e-mail request), the Board may, if the Officer in question does not attend the next Board meeting for any reason, note the resignation in the minutes of the next Board meeting at which time such oral resignation will be effective.

Section 7. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, and leases of the Association will be executed by the President of the Association or, if the President is unwilling or unable to execute such document, by at least one (1) Officer designated by the Board or by such other person or persons as may be designated by resolution of the Board. The Board may designate any officer of the Association to execute any other Association document.

Article V Committees

The Board is authorized to form committees as it deems necessary or as required by the Declaration. Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by the Board. Such committees will perform such duties and have such powers as directed by the Board. The size of each committee will be in the sole and absolute discretion of the Board. Unless otherwise provided by the Declaration, the Board has the authority to appoint and remove committee members, at any time with or without cause, in

sole discretion. The Board may, but is not required to, adopt committee rules or a committee charter for any committee formed under these Bylaws which rules or charter may describe, among other things, the function of the committee and the rules under which the committee will operate.

Any Owner disputing the decision of a committee, regarding that Owner's property, may, in writing, request a review of that committee's decision by the Board. The Owner shall, in order to obtain such review, submit all relevant documents along with a written statement of the evidence to the reviewing Board members. Thereafter, upon Owner's written demand, the Board may appoint three impartial Owners, in good standing, to a special review committee to review its decision. Each committee and Board members reviewing shall, submit findings of fact and conclusions in writing to the grieving party and for the record.

Article VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association will begin on the first day of January and end on the 31st of December of every year.

Section 2. Parliamentary Rules. Simple parliamentary procedure will govern the conduct of association proceedings when not in conflict with Texas law, the Declaration, or these Bylaws.

Section 3. Conflicts. If there are conflicts or inconsistencies among the provisions of Texas law, the Declaration, the Articles of Incorporation, these Bylaws, and/or any rules, regulations or policies of the Association, the provisions of Texas law, the Declaration, the Articles of Incorporation, these Bylaws, and the rules, regulations or policies of the Association (in that order) will prevail.

Section 4. Books and Records. Books and records of the Association will be retained by the Association in accordance with the Association's Records Retention Policy. Each Member or member's designated representative will have a right to either inspect the requested books and records before obtaining copies or to have the Association forward copies of the requested books and records in accordance with the Association's recorded Open Records Policy. This provision will not require the Association to release or allow inspection of books and records if they are not required by law to be released or inspected, as set forth in the Association's recorded Open Records Policy.

Section 5. Owner's Mailing Address. It is the responsibility of each Owner to provide the Owner's mailing address to the Association and to promptly notify the Association in the event of a change of the Owner's mailing address. In order to be effective, notice of the Owner's mailing address or a change of the Owner's mailing address must be mailed to the Association by any method of mailing for which evidence of receipt of such mailing by the Association is provided to the United States Postal Service or a common carrier. It is the Owner's responsibility to obtain evidence of receipt by the Association of owner's notice of address change. The Association may, at its discretion, accept a notification of a change in an Owner's mailing address sent by regular mail or e-mail; however, an Owner that disputes the mailing address

listed in the Association's records must be able to prove that the Owner sent an address change notification by providing evidence of receipt by the Association of Owner's notice of address change that was sent by any method of mailing for which evidence of receipt of such mailing by the Association is provided by the United States Postal Service or a common carrier.

Section 6. Audit. An audit of the accounts of the Association may be performed by a qualified, independent certified public accountant if deemed necessary by the Board. Any such audit, if deemed necessary by the Board, will be in accordance with generally accepted auditing standards.

Section 7. Indemnification. The Association must indemnify a Director, Officer or committee member who was, is or is threatened to be named as a defendant or respondent in a claim or proceeding to the extent indemnification is consistent with the Texas Business Organizations Code, as it now exists or may hereafter be amended.

Section 8. Invalidation. The invalidation of any term or provision of these Bylaws by a court of competent jurisdiction will not operate to void or otherwise invalidate the remaining terms and provisions hereof.

Section 9. Amendment. These Bylaws may be amended by Members representing at least a majority of the total votes entitled to be cast (as identified in Exhibit D of the Declaration in relation to the annual budget) voting in person or by proxy at a regular or special meeting of the Members, subject to notice requirements provided by law or in these Bylaws.

CERTIFICATION

The undersigned, being the President of River Bend Ranch Owners Association, Inc., does hereby certify that at a meeting of the Members of the Association duly called and held on the 25th day of March, 2024, the foregoing "Amended and Restated Bylaws of River Bend Ranch Owners Association, Inc." were duly approved by the affirmative vote, in person or by proxy, of at least a majority of the votes cast by the Members voting at the meeting called to consider such amendment.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the date shown below but made effective recording in Kerr County, Texas.

RIVER BEND RANCH OWNERS
ASSOCIATION, INC.
a Texas non-profit corporation

By: Elizabeth C. Steve
Printed: Elizabeth C. Steve
Its: President

STATE OF TEXAS §
§
COUNTY OF KERR §

BEFORE ME, the undersigned notary public, on this 29th day of April, 2024
I have personally appeared Christy Stone, President of River Bend Ranch Owners
Association, Inc., known to me to be the person whose name is subscribed to the foregoing
instrument, and acknowledged to me that s/he executed the same for the purpose and in the
manner therein expressed.

Notary Public in and for the State of Texas



Amended and Restated
**DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS**

for

NF-RB RANCH, SECTION TWO, SECTION THREE,
AND SECTION FOUR

also known as

RIVER BEND RANCH, KERR COUNTY, TEXAS