Doc# 2015005400

AFFIDAVIT OF RESTATED AND AMENDED BYLAWS

OF

THE MASTER KINGS CROSSING ASSOCIATION, INC.

BEFORE ME, the undersigned authority, on this day personally appeared John Valls to me known and who, after being duly sworn, deposes and says:

"My name is John Valls and I reside in Corpus Christi, Nueces County, Texas. I am the President of the The Master King's Crossing Association, Inc. (the "Association"), a Texas non-profit corporation comprised of all of the Owners of The King's Crossing Subdivision, a planned residential community, in Corpus Christi, Nueces County, Texas, established in conformance with the laws of the State of Texas. On or about December 4, 2014, at a duly called Owner's Meeting, the Restated and Amended Bylaws of the Master King's Crossing Association, Inc. were adopted and ratified by the vote or written consent of at least a majority of a quorum of the Owners at such meeting. Further, as there are no Class B membership in existence there is no VA and FHA letter of acceptance currently outstanding on the subject property. Said Restated and Amended Bylaws shall, upon the filing of this affidavit for record in the office of the County Clerk of Nueces County, Texas, become a part of the governing documents of The Master King's Crossing Association.

John Valls

John Valls, President of the Board of Directors

THE STATE OF TEXAS §
§
COUNTY OF NUECES §

BEFORE ME, the undersigned authority on this day personally appeared John Valls, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he is the President of the Board of Directors of The Master King's Crossing Association, that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

MARY JANE CAMACHO
Notary Public
STATE OF TEXAS
My Comm. Exp.03-01-2018

Mary Jane Camacho

Notary Public, State of Texas

RESTATED AND AMENDED BYLAWS

OF

THE MASTER KINGS CROSSING ASSOCIATION, INC.

THESE RESTATED AND AMENDED BYLAWS are a conformed restatement and amendment of the original Bylaws and incorporate all amendments thereto as of the filling date of this document of 4th day of December, 2014, and are being filed for the purpose of clarity of understanding, in context, of all properly approved amendments thereto, and are meant to and do hereby supersede the original filing, but does in no way change the date of formation of the Association, as hereinafter defined.

"ARTICLE I

NAME AND LOCATION

The name of the Corporation is THE MASTER KING'S CROSSING ASSOCIATION, INC., hereinafter referred to as the "Association The principal office of the Association shall be located at 5966 S. Staples–Ste. # 321 Corpus Christi, Texas 78413 but meetings of Members and Directors may be held at such places within the state of Texas, County of Nueces, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The definitions for purposes of these Bylaws are the same as provided in the Master Declaration of covenants, Conditions and Restrictions for KING'S CROSSING (TM), a Planned Residential Community, hereinafter referred to as the "Declaration".

ARTICLE III

MEETING OF MEMBERS

Section 1. Meetings. The semi-annual meetings of the Members shall be held each year in the months of February and August each year. The annual meeting of the Members shall not be held on a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4th) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting by mailing 1 copy of such notice postage prepaid, at least fifteen (15) days before such meeting except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws to each Member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast or of proxies entitled to cast ten percent 10% of all votes that may be cast of the membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If however such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot(s) and/or Living Units.

Section 6. Unanimous Consent. Any action required to be or which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof and then delivered to the Secretary of the Association for inclusion in the minute book of the Association.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Five (5) Directors, each of whom must be Members of the Association.

Officer positions President, Vice President, Treasurer, Secretary, At-Large and be decided by the BOD at its first regular meeting following an election at the general meeting

Section 2. Term of Office For B.O.D.

Staggering elections of the directors will ensure continuity on the Board.

Board Position # 1 - 2/2013 – 2/2016
Board Position # 2 - 2/2014 - 2/2017
Board Position # 3 - 2/2015 - 8/2017
Board Position # 4 - 2/2015 - 8/2017
Board Position # 5 - 2/2015 - 2/2018

THEREAFTER – THREE YEAR TERMS

Section 3. Removal. Any Director may be removed from the "Board", with cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected (within 60 days) by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action approved shall have the same effect as though taken at: a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1 Nomination Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors and one (1) or more Members of the Association who do not currently serve on the board of directors. The Nomination Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nomination Committee shall make as many nominations for election to "the Board of Directors "as shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held monthly at such place and hour as may be fixed from time to time by resolution of the Boa d, and will be announced on the website. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next business day which not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) day's notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(A) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon; and to establish penalties for the infraction thereof;

(B) Suspend the voting rights and right to use of the recreational facilities, if any of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(C) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws the Articles of Incorporation, or the Declaration;

(D) Declare the office of a Member of the Board of Directors to be vacant in the event such Members shall be absent from three consecutive regular meetings of the Board of Directors. (Replace within 60 days.)

(E) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the Class A Members who are entitled to vote;

(B) Supervise all officers, agents and employees of the Association. and to see that their duties are properly performed;

(C) As more fully provided in the Declaration to:

(1) Fix the amount of the annual assessment (one-twelfth (l/12th) of which is to be paid each month) against each Lot and/or Living Unit at least thirty (30) days in advance of each annual assessment period;

Increase in member dues are only permissible upon approval by the membership and are limited, annually, to a 10% maximum increase.

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) Bill a Lot and/or Living Unit Owner for an entire year's assessment in advance, if the Board determines that it is in the Association's best interest to do so, when such Lot Owner has been late in paying assessments; and

(4) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same and/or by appropriate resolution, impose a late charge against the delinquent Owner.

(D) Issue, or to cause an appropriate officer to issue, upon written request being made by any prospective purchaser or mortgagee of a Lot and/or Living Unit, a certificate setting forth whether or not 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;

(E) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(F) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(G) Cause the Common Area and Association Maintenance Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two (2) or more offices except President and Secretary may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

(A) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(B) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(C) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(D) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all Checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

- Obtaining an extension of credit from a third party is only permissible with the approval of a majority of the members voting at a duly called meeting. All capital expenditures will require BOD approval
- Emergency expenditures (those that respond to threats to the well being of residents, their property or common areas controlled by the association) require BOD approval.
- All non-emergency expenditures in excess of $10,000 require both BOD and member approval by a majority of a quorum at a duly called meeting.
- All discretionary expenditures (travel, meals, entertainment, supplies, non-essential third party services, etc) will require BOD approval. Discretionary expenditures in excess of $1,000 require prior BOD approval.
- The BOD will establish and maintain both a capital reserve fund account and an operating account.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint a Nomination Committee as provided in these Bylaws. In addition the Board of Directors shall appoint other committees such as Architecture, Landscaping and Maintenance Committees as deemed appropriate In carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The books records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the

property against which the assessment is made. Any assessments which are not paid when due shall be delinquent.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal as established by the Board of Directors. However, the use of such corporate seal is not necessary to validate any acts of, or documents, or legal instruments, signed by the Association.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended at a regular or a special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that so long As there is valid VA or FHA letter of acceptance on the subject property, the Federal housing Administration of the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall be established by the Board of Directors.

CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting Secretary of THE MASTER KING'S CROSSING ASSOCIATION INC.; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association as duly adopted at a meeting of the Board of Directors thereof held on the.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association.

THE MASTER KING'S CROSSING ASSOCIATION

BY: /s/_____
Bryan R. Tucker, Secretary"

Porter, Rogers, Dahlman & Gordon, P.C
P.O. Box 2748
CC TX 78403

Doc# 2015005400
Pages 13
02/13/2015 2:49PM
Official Records of
NUECES COUNTY
KARA SANDS
COUNTY CLERK
Fees $63.00

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of Race, Color, Religion, Sex, Handicap, Familial Status, or National Origin is invalid and unenforceable under FEDERAL LAW, 3/12/89.

STATE OF TEXAS
COUNTY OF NUECES
I hereby certify that this instrument was FILED in file number sequence on the date and at the time stamped herein by me, and was duly RECORDED in the Official Public Records of Nueces County, Texas
KARA SANDS

Kara Sands