



**AFFIDAVIT AND NOTICE**  
**OF**  
**DEDICATORY INSTRUMENT OF DAVIS SPRING**  
**RESIDENTIAL PROPERTY OWNERS ASSOCIATION, INC**

STATE OF TEXAS                   §  
  §  
COUNTY OF WILLIAMSON       §

Before me, the undersigned authority, personally appeared Craig Isley, who upon oath disposed and stated:

1. My name is Craig Isley, and I am an employee of RealManage, the current Manager of Davis Spring Residential Property Owners Association, Inc, a Texas non-profit corporation (Association).
2. I have personal knowledge of the facts set forth below, which are all true and correct, am over 18 years of age, am competent to make this affidavit and have authority to do so on behalf of the Association.
3. Attached hereto and labeled as Exhibit "A" is a true and correct copy of the Unanimous Consent Resolution amending the Bylaws of the Association which are filed in Williamson County.
4. This Affidavit and Notice is being recorded in the Official Records of Williamson County Texas to comply with §202.006, Texas Property Code.

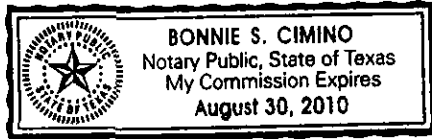
By:

  
 \_\_\_\_\_  
 Craig Isley,  
 Community Association Manager

Unofficial Document

SUBSCRIBED AND SWORN TO BEFORE ME this 18<sup>th</sup> day of  
January, 2010

Bonnie S. Cimino  
Notary Public, State of Texas



[SEAL]

BONNIE S. CIMINO  
Notary's Name Typed or Printed  
Commission Expires: AUG. 30, 2010

After Recording Return to:

RealManage  
10800 Pecan Park Blvd, Ste 100  
Austin, TX 78750

**RESOLUTION OF THE DIRECTORS OF  
DAVIS SPRING RESIDENTIAL PROPERTY OWNERS' ASSOCIATION, INC.  
ADOPTED BY WRITTEN UNANIMOUS CONSENT WITHOUT A MEETING  
CONCERNING AMENDMENTS TO BYLAWS**

**RECITALS**

WHEREAS, the Board of Directors of the Association has determined that it is in the best interest of the Association for amendments to the Bylaws to be made at this time to modify the quorum requirement for meetings of members, to document the long-standing practice of electing Directors for two-year terms, an amendment that may have been previously approved but which no formal documentation can be located, and to correct the reference to the Association's name in the Bylaws; and

WHEREAS, Article 4, Section 7, of the Bylaws states in the first sentence, "Members holding at least 20% of the votes entitled to be cast at a meeting of the Members, represented in person or by proxy, as such votes are allocated pursuant to the provisions of these Bylaws and the Declaration shall constitute a quorum at a meeting of the Members."; and

WHEREAS, Article 5, Section 3, in the May 6, 2002 version of the Bylaws, states, "The term of office for each member of the Board of Directors shall be one year. The Members shall elect Directors at each annual meeting of the Members. Unless removed in accordance with these Bylaws, each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified."; and

WHEREAS, typographical errors are in the current Bylaws which do not state the correct name of the Association; and

WHEREAS, in the past, the Association has had great difficulty in meeting a quorum requirement of 20% for Annual Member Meetings, which has the potential for causing the Association to incur additional expense in rescheduling annual meetings, and may also impact the ability of the Members of the Association to address the business of the Association in a formal and proper manner; and

WHEREAS, the Board of the Association is of the opinion that decreasing the quorum requirement for Member meetings from 20% to 10% will enable the Association to conduct business with the requisite number of Members present and will help avoid additional and unnecessary expense of scheduling meetings where a quorum may not have been obtained in the past; and

WHEREAS, because formal documentation has not been located changing the terms of Directors, and given the fact that there has been a long-standing practice of electing Directors for two-year terms, the Board of the Association is of the opinion that the Bylaws should be amended to reflect the practice that has been followed in the past and to allow for future election of Directors for two-year staggered terms, and to ratify and confirm that the terms of all prior elected Directors; and

WHEREAS, the Board of Directors is of the opinion that the incorrect references in the Bylaws to the Association's legal name should be corrected; and

WHEREAS, Section 22.102 of the Texas Business Organizations Code provides that the Board of Directors may amend or repeal the Bylaws or adopt new Bylaws unless the Articles of Incorporation (certificate of formation) or Chapter 22 of the Texas Business Organizations Code reserves the power exclusively to the members in whole or in part, the management of the corporation has vested in its members, or the members in amending, repealing or adopting a particular Bylaws expressly provides that the Board of Directors may not amend or repeal that Bylaws; and

WHEREAS, in accordance with Section 22.102 of the Texas Business Organizations Code, the Board of Directors of the Association has the power to amend the Bylaws; and

WHEREAS, Article 5, Section 17, of the Association's Bylaws provides that 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 a written approval of all of the Directors and Section 6.201 of the Texas Business Organizations Code provides that any action required to be taken at a meeting of the Directors may be taken without a meeting if the consent in writing, setting forth the action to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof; and

WHEREAS, the Board of Directors of the Association has determined that it is in the best interest of the Association for it to immediately amend the Bylaws in order to avoid additional unnecessary expense to the Association.

NOW, THEREFORE, PREMISES CONSIDERED IT IS HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF THE ASSOCIATION THAT:

1. The first sentence of Article 4, Section 7 of the Association's Bylaws shall be amended to read as follows, "Members holding at least 10% of the votes entitled to be cast at a meeting of the Members, represented in person or by proxy, as such votes are allocated pursuant to the provisions of these Bylaws and the Declaration shall constitute a quorum at a meeting of the Members."

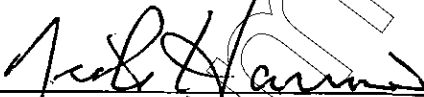
2. Article 5, Section 3 of the Bylaws shall be amended to read as follows: "Section 3. **Election and Term of Office.** At the Annual Meeting of Members held in 2010, two Directors shall be elected to serve two-year terms and two Directors shall be elected to serve one-year terms. The two candidates for Director receiving the highest number of votes shall serve two-year terms and the remaining two Directors shall serve one-year terms. At the Annual Member meeting held in 2011 and at all subsequent Annual Member meetings, Directors shall be elected for two-year terms. Unless removed in accordance with these Bylaws, each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified. All elections of Directors held prior to the Annual Meeting of Members in 2010, and the terms of such Directors are


hereby ratified and confirmed.”

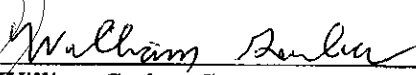
3. All references in the Bylaws to the Association’s name shall be corrected to refer to Davis Spring Residential Property Owner’s Association, Inc.


4. The foregoing amendments to the Bylaws shall be effective immediately upon execution of this Resolution by all of the Directors of the Association.

APPROVED AND ADOPTED:

  
\_\_\_\_\_  
Nick Harris, President  
Board of Directors  
Dated: January 16, 2010

  
\_\_\_\_\_  
Dan Harrison, Vice President  
Board of Directors  
Dated: January 16, 2010

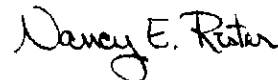
  
\_\_\_\_\_  
William Gerber, Secretary  
Board of Directors  
Dated: January 16, 2010

  
\_\_\_\_\_  
David Parrish, Treasurer  
Board of Directors  
Dated: January 16, 2010

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1/13/10

① REALMANAGE  
10800 PECAN PARK BLVD STE 100  
AUSTIN, TX 78750

**FILED AND RECORDED**  
OFFICIAL PUBLIC RECORDS 2010005511



01/28/2010 02:16 PM  
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NANCY E. RISTER, COUNTY CLERK  
WILLIAMSON COUNTY, TEXAS