

Final  
9/11/96

AMENDED AND RESTATED  
BY-LAWS OF ST. PAUL SQUARE ASSOCIATION

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ARTICLE I.

DEFINITIONS

SECTION 1. "Association" shall mean and refer to the St. Paul Square Association, a non-profit corporation organized and existing under the laws of the State of Texas.

SECTION 2. "The Properties" shall mean and refer to all Lots in New City Block (NCB) 588 and in that portion of NCB 679 bounded by E. Commerce Street, S. Hoefgen Ave., Heiman Street and Sycamore Street, San Antonio, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation as provided in Article V., Section 2 herein.

SECTION 3. "Common Properties" shall mean and refer to those areas of land so referenced on any heretofore recorded subdivision plat or Urban Renewal Plan document and the attendant improvements intended for common use and enjoyment by the Owners of The Properties. The Common Properties are further defined in the Declaration.

SECTION 4. "Lot" shall mean and refer to any Lot, except for Common Properties, on the Plat (there are sixteen (16) Lots on the Plat); however, Lot 13, Block 1, New City Block 588 shall for ASSOCIATION purposes, be considered as two (2) Lots [Commercial Unit #1 = 1 Lot; Commercial Unit #s 2,3, 4 = 1 Lot];

SECTION 5. "Unit" shall mean and refer to any portions of a building or buildings intended for use and occupancy as a separately owned space or combined as a single ownership.

SECTION 6. "Mixed-Use" shall mean and refer to any building containing two or more different and distinct uses within the same structure, under one roof except when such unit is situated upon its own individual Lot.

SECTION 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Unit situated upon The Properties, but notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

SECTION 8. "Member" shall mean and refer to all those Owners who are members of the Association as provided in Article III, Section 1 of the Amended and Restated Declaration of Restrictive Covenants of St. Paul Square.

BY-LAWS (continued)

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SECTION 9. "Board" shall mean the Board of Directors of St. Paul Square Association.

SECTION 10. "Declaration" shall mean the Amended and Restated Declaration of Restrictive Covenants to which the Properties are subject. Said Declaration being recorded in Volume 6753, Page 0083, Deed Records of Bexar County, Texas, a copy of which is attached to these by-laws as Appendix "A".

ARTICLE II.

LOCATION

SECTION 1. The principal office of the Association shall be located at 1150 East Commerce Street, San Antonio, Texas.

ARTICLE III.

MEMBERSHIP

SECTION 1. Membership and voting rights in the association are governed by the terms and provisions of Article III of the Declaration.

SECTION 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of said assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article VI of the Declaration.

SECTION 3. The membership rights of any person whose interest in The Properties is subject to assessments under Article III, Section 2 above, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Board during the period when the assessments remain unpaid; but upon payment of such assessments, his rights and privileges shall be automatically restored.

ARTICLE IV.

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT  
OF COMMON PROPERTY

SECTION 1. To the extent The Common Properties have not been leased to a third party by the Association, each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by deed of dedication and Article V of the Declaration applicable to the Properties.

BY-LAWS (continued)

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SECTION 2. Any member may delegate his rights of enjoyment in the Common Properties and facilities to his customers, guests and his tenants who have a leasehold interest in a unit for a term of one year or more. Such members shall notify the Secretary in writing of the name of any such tenant. The rights and privileges of such person are subject to suspension under Article III, Section 3 above, to the same extent as those of the member.

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1. The number of positions on the Board of Directors and certain restrictions relative to the selection of persons to fill said positions are governed by Article IV of the Declaration. Each director shall hold office until his successor shall have been elected and qualified.

SECTION 2. Vacancies in the 9 positions of the Board shall be filled by a majority vote of all the remaining Board members. Any such appointed director shall hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

ARTICLE VI.

ELECTION OF DIRECTORS

SECTION 1. Election to the Board of Directors shall be written ballot as hereinafter provided, and shall be held at the annual meeting of the Members. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration applicable to The Properties. The names receiving the largest number of votes shall be elected.

SECTION 2. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

SECTION 3. The ballots shall be counted, examined by the members, and the results of the election announced at said annual meeting.

BY-LAWS (continued)

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ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have the power:

- (a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided herein and/or in the Declaration.
- (b) To appoint and remove at pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these by-laws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.
- (c) To establish, levy and assess, and collect the assessments or charges referred to in Article VI of the Declaration.
- (d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.
- (e) To exercise for the Association, all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to the members in the Declaration.
- (f) In the event that any member of the Board of Directors of this Association shall be absent, without providing a proxy, from three (3) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

SECTION 2. It shall be the duty of the Board of Directors:

- (a) To 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 is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XI.
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

BY-LAWS (continued)

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- (c) As more fully provided in Article VI Sec. 8 of the Declaration applicable to The Properties:
- (1) To fix the amount of the assessment against each lot or unit for each assessment period at least thirty days in advance of such date or period, and at the same time.
  - (2) To prepare a roster of the properties and assessments applicable thereto which shall be kept by the Association and shall be open to inspection by any member, and at the same time.
  - (3) To send written notice of each assessment to every owner subject thereto.
- (d) 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. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE VIII.

DIRECTORS' MEETINGS

SECTION 1. A regular annual meeting of the Board shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members.

SECTION 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

SECTION 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than three (3) days' notice to each director.

SECTION 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

BY-LAWS (continued)

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SECTION 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE IX.

OFFICERS

SECTION 1. The officers shall be a president, a vice-president, a secretary and a treasurer. The president and vice-president shall be members of the Board of Directors.

SECTION 2. The officers shall be chosen by majority vote of the directors.

SECTION 3. All officers shall hold office during the pleasure of the Board of Directors.

SECTION 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

SECTION 5. The vice-president shall perform all the duties of the president in his absence.

SECTION 6. The secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose, the names of all members of the Association, together with their addresses as registered by such members.

SECTION 7. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by a motion of the Board of Directors, provided, however, that a motion of the Board of Directors, shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association.

SECTION 8. The treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

BY-LAWS (continued)

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ARTICLE X.

COMMITTEES

SECTION 1. The Standing Committee of the Association shall be The Architectural Control Committee. The Board may designate and appoint one or more additional committees; each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors prior to each annual meeting 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 such annual meeting.

SECTION 2. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XI.

MEETINGS OF MEMBERS

SECTION 1. The regular annual meeting of the members shall be held on the 2nd Wednesday of the month of June in each year, at the hour of 12 o'clock noon. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

SECTION 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all the votes of the entire membership.

SECTION 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general, the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VI or any action governed

BY-LAWS (continued)

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by the Articles of Incorporation or by the Declaration applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

SECTION 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a simple majority (9) of the votes of the membership shall constitute a quorum for any action governed by these by-laws. Any action requiring a decision of the Board shall require the presence of a simple majority (5) of the Board members or their proxies to constitute a quorum. Any action governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

ARTICLE XII.

PROXIES

SECTION 1. At all corporate meetings of members, each member may vote in person or by proxy.

SECTION 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his lot or unit or other interest in The Properties.

ARTICLE XIII.

BOOKS AND PAPERS

SECTION 1. The books, records and papers of the Association shall at all times, during reasonable business hours, with reasonable advance notice, be subject to the inspection of any members.

ARTICLE XIV.

CORPORATE SEAL

SECTION 1. The Association shall not have a seal.



BY-LAWS (continued)

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ARTICLE XV.

AMENDMENTS

SECTION 1. These by-laws may be amended at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of the Members present in person or by proxy, provided that those provisions of these by-laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to The Properties may not be amended except as provided in such Declaration.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these by-laws, the Articles shall control; and in the case of any conflict between the Declaration applicable to The Properties referred to in Section 1 and these by-laws, the Declaration shall control.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly elected and acting Secretary of the St. Paul Square Association (the "Corporation"), a Texas Non-Profit corporation, do hereby certify that the foregoing Amended and Restated Bylaws of St. Paul Square Association are the Bylaws of the Corporation, as duly adopted by the consent of the Board of Directors of the Corporation effective the 11 day of Sept, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 11 day of September, 1996.

Cora Clayton  
Cora Clayton, Secretary  
of St. Paul Square Association

APPENDIX A  
AMENDED AND RESTATED  
DECLARATION  
OF  
RESTRICTIVE COVENANTS  
OF  
ST. PAUL SQUARE

FIRST AMENDMENT  
OF THE  
AMENDED AND RESTATED  
BY-LAWS OF ST. PAUL SQUARE ASSOCIATION

On July 6, 2005 in a properly noticed and duly called regular meeting of the Members, by a unanimous vote the Members present in person or proxy, it was Resolved;

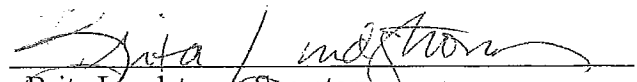
That the Article IX, Section 8. be amended by striking the word "audit," in line two (2) and replacing the word with "compilation." Additionally the following sentence shall be added following the first complete sentence of Section 8.

"The treasurer shall cause an audit of the Association books to be made by a certified public accountant every third fiscal year beginning in fiscal year 2007."

All other provisions of the Amended and Restated By-Laws of St. Paul Square Association dated September 11, 1996 shall remain in full force and effect.

Secretary's Certificate

I, the undersigned, the duly elected and acting secretary of the St. Paul Square Association (the "corporation"), a Texas Non-Profit corporation, do hereby certify that the foregoing First Amended to the Amended and Restated By-Laws of St. Paul Square Association has been duly adopted by the consent of the Board of Directors of the Corporation effective the 6<sup>th</sup> day of July, 2005.

  
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Brita Lundstrom, Secretary  
Of St. Paul Square Association

**SECOND AMENDMENT  
OF THE  
AMENDED AND RESTATED  
BY-LAWS OF ST. PAUL SQUARE ASSOCIATION**

On August 15, 2012 in a properly noticed and duly called regular meeting of the Members, by a unanimous vote the Members present in person or proxy, it was Resolved;


That the First Amendment be deleted and that the first sentence in Article IX Section 8 be replaced with the following sentence.

“The treasurer shall keep proper books of account and cause a compilation of the Association books to be made by a certified public accountant every third year starting 2014.”

All other provisions of the Amended and Restated By-Laws of St. Paul Square Association dated September 11, 1996 shall remain in full force and effect.

Secretary's Certificate

I, the undersigned, the duly elected and acting secretary of the St. Paul Square Association (the “corporation”), a Texas Non-Profit corporation, do hereby certify that the foregoing Second Amended to the Amended and Restated By-Laws of the St. Paul Square Association has been duly adopted by the consent of the Board of Directors of the Corporation effective the 15<sup>th</sup> day of August, 2012

  
\_\_\_\_\_  
Gladys Bundick, Secretary  
Of St. Paul Square Association

**SECTION 8.** The treasurer shall keep proper books of account and cause a compilation of the Association books to be made by a certified public accountant every third year starting 2014. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.