

**BY-LAWS
OF THE
OMEGA BAY IMPROVEMENT COMMITTEE**

COPY

ARTICLE I - NAME

Omega Bay Improvement Committee (OBIC). Hereafter, the Omega Bay Improvement Committee will be referred to as OBIC. Should a conflict arise between the OBIC By-Laws and the Deed Restrictions, The Deed Restrictions will control the outcome.

ARTICLE II - PURPOSE

To enforce the restrictions and covenants of the Omega Bay Subdivisions (the Subdivision) in Galveston County, Texas as set forth in the Restrictions and Covenants (the Restrictions) for Omega Bay, and to perform all duties assigned to the OBIC by the restrictions as such restrictions now exist or are hereafter amended.

ARTICLE III - MEMBERSHIP/VOTING RIGHTS/PROXIES

SECTION 1 MEMBERSHIP

Each owner of a Lot in each of the Subdivisions shall automatically be a member of the corporation (OBIC) and no other person or entity shall be entitled to membership.

SECTION 2 VOTING RIGHTS

Each owner will be entitled to one vote for each whole lot owned by the owner as set forth in the Deed Restrictions.

SECTION 3 PROXIES

The vote of each owner may only be cast by such owner as outlined in Section 2 or by a proxy given by such owner to his duly authorized representative. If title to a lot shall be in the name of two or more owners, any one of such owners may vote as the owner of the lot at any meeting of the corporation and such vote shall be binding on such other owners who are not present at such meeting until written notice to the contrary has been received by the corporation in which case the unanimous action of all such owners (in person or by proxy) shall be required to cast their vote as Owners. If two or more of such owners are present at any meeting of the corporation, then unanimous action shall be required to cast their votes as Owners.

ARTICLE IV - GOVERNANCE/LEADERSHIP/STRUCTURE

SECTION 1 LEADERSHIP AND ACCOUNTABILITY

The leadership of OBIC will be provided by the Board of Directors. The Board of Directors will serve as the officers of the corporation in the positions of President, Vice President, Secretary and Treasurer per the Deed Restrictions. Board positions are voluntary positions. The Board of Directors serve at the discretion of the general membership and will NOT be compensated for said service from any funds of any accounts of the OBIC. All reasonable and necessary expenditures incurred to conduct the business of OBIC may be expensed with proper and approved documentation. The Board of Directors is entitled to indemnification by the corporation for acts done in the course and scope of their duties as directors.

SECTION 2 COMMITTEES

Committees will be formed to assist the Board of Directors in the governance of OBIC.

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SECTION 2.1 FORMATION OF STANDING COMMITTEES

Standing Committees shall be activated by a majority vote of the general membership. The chairman of each committee shall be selected and appointed by the OBIC Board of Directors. All volunteers will be considered.

SECTION 2.2 STANDING COMMITTEES

Building
Beautification
Internet
Newsletter
Roads
Canals
Budget and Fiscal Oversight
Membership
Social

SECTION 2.3 FORMATION OF AD HOC COMMITTEES

Ad Hoc committees will be appointed as deemed necessary by the president for any purpose not under the purview of a standing committee.

SECTION 3 LEADERSHIP DUTIES, RESPONSIBILITIES AND AUTHORITIES OF THE BOARD OF DIRECTORS AND OFFICERS

If an officer is unable to perform any of the duties of the office or has reason to delegate certain of the defined duties, the officer may delegate such responsibility to any property owner in good standing with prior approval of the Board.

The duties, responsibilities and authorities of the elected officials are as follows:

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.

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.

Secretary

The secretary shall record the votes and keep the minutes of all meeting and proceedings of the Board of Directors and of the general membership; serve notice of meetings of the Board of Directors and of the general membership, 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.

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 co-sign all checks and promissory notes of the Association; keep proper books of account; cause a periodic review of Association books to be made public accountant; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

Section 3.1 TERM LIMITATIONS AND ELECTIONS

- Directors may serve for two (2). Terms are to be staggered in the order of first in first out. Should all

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directors commence service at the same time the president will serve for one year, the vice president and secretary, treasurer will appoint a new director and the new board will determine the offices held for the following year. At the end of that year the Board will determine which of the two original members to replace and appoint a new member. The next year, tenure can and will be the determining factor for the election.

- Elections shall be held within the first quarter of an election year.

Section 3.2 DUTIES OF THE BOARD

- Oversee the collection and disbursement of the maintenance charges in the interest of all lots subject to the jurisdiction of the OBIC as a whole
- Authorize such expenditures that fall under a reasonable dollar amount cap that is determined at each annual general membership meeting and remains in effect until the next annual general membership meeting
- Submit requests for competitive bids for good or services that are over the predetermined reasonable dollar amount
- Interpret and enforce the restrictions and covenants of any and all Omega Bay Additions made subject to the jurisdiction of said committee by appropriate proceedings, provided however, that the power to enforce these Restrictions and Covenants is not intended to be and shall not be exclusive and may be exercised by any other person or persons vested with the right to enforce such Restrictions and Covenants.
- Enforce any lien imposed on any lot subject to the jurisdiction of OBIC given and created to secure the payment of the maintenance charges hereinafter levied upon the default in payment of the same.
- Approve or reject plans and specifications in writing with the OBIC seal for improvements to be erected upon any lot subject to the jurisdiction of the committee. Notwithstanding any other provisions of these Restrictions and Covenants, it shall remain the prerogative in the jurisdiction of the Committee to review applications and grant approval for exceptions to those portions of these Restrictions and Covenant which relate to buildings and structures upon the lots. Variations from the building requirements imposed by these restrictions may be made when and only when such exceptions, variances, and deviations do not in any way detract from the appearance of the premises and are not in any way detrimental to the welfare of the subdivision as a whole or to the property of other persons located in the vicinity thereof, all in the sole opinion of the Committee.
- Be ex-officio members of all committees
- Insure dual signatures on all OBIC checks.

Section 3.3 MULTIPLE OFFICES

The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to section 4.

SECTION 4 BOARD VACANCIES

Upon resignation, removal, or death of a Board Member, the remaining Board Members may appoint a replacement Director for the remainder of the term. A majority vote of the remaining Directors is required to appoint a replacement.

SECTION 5 REMOVAL OF BOARD MEMBERS

Impeachment of a Board Member occurs with a majority vote of the membership. The committee shall arrange and call for an impeachment vote when requested to do so in writing by (10) ten or more property owners.

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ARTICLE V - ACTIVITIES

SECTION 1 GENERAL MEMBERSHIP MEETINGS

General membership meetings will be held quarterly or more often as needed.

SECTION 2 BOARD MEETINGS

Board meetings shall be called at the discretion of any OBIC member.

SECTION 3 QUORUM

A quorum will be 1/3 of the total membership at general membership meetings. At Board meetings a quorum will be 2 of the 3 presiding officers of the Board.

SECTION 4 RULES OF ORDER

The most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of the members and Board of Directors.

ARTICLE VI - ELECTIONS OF OFFICERS

Directors of the OBIC will serve at the discretion of the property owners. Elections shall be arranged for and called by the existing Board and property owners shall be given no less than (60) sixty days notice by mail of an upcoming election.

ARTICLE VII - AMENDMENTS.

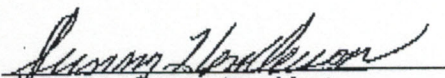
SECTION 1 AMENDMENT SUBMISSION

Amendments to the By-Laws may be submitted to the Directors of the Board and/or by the Directors of the Board.

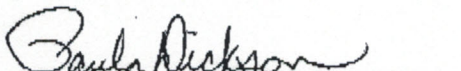
SECTION 2 AMENDMENT ACCEPTANCE

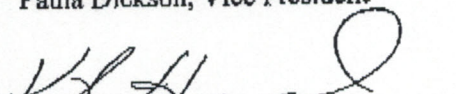
After presentation to the general membership for comment and discussion, revisions or amendments to the Bylaws may be incorporated into the Bylaws upon approval by a majority of Members as indicated by written ballot.

APPROVED:


Sunny Henderson, President

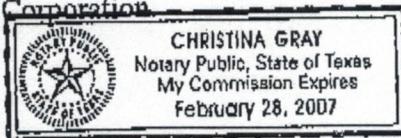
DATE: 07/30/2006


Paula Dickson, Vice President


Kirk Howard, Secretary-Treasurer

THE STATE OF TEXAS
COUNTY OF GALVESTON

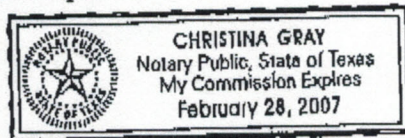
This instrument was acknowledged before me on this 30th day of July, 2006, by SUNNY HENDERSON, President of Omega Bay Improvement Committee, a Texas Non-Profit Corporation.





NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS
COUNTY OF GALVESTON

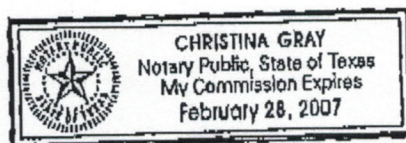
This instrument was acknowledged before me on this 30th day of July, 2006, by PAULA DICKSON, Vice-President of Omega Bay Improvement Committee, a Texas Non-Profit Corporation.

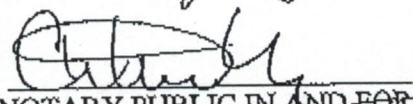



NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS
COUNTY OF GALVESTON

This instrument was acknowledged before me on this 30th day of July, 2006, by KIRK HOWARD, Secretary-Treasurer of Omega Bay Improvement Committee, a Texas Non-Profit Corporation.




NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

ADDITIONAL DEDICATORY INSTRUMENTS
for
OMEGA BAY IMPROVEMENT COMMITTEE

COPY

THE STATE OF TEXAS §

COUNTY OF GALVESTON §

BEFORE ME, the undersigned authority, on this day personally appeared Kirk Howard, who, being by me first duly sworn, states on oath the following:

"My name is Kirk Howard, I am over twenty-one (21) years of age, of sound mind, capable of making this affidavit, authorized to make this affidavit, and personally acquainted with the facts herein stated:

"I am the Secretary of OMEGA BAY IMPROVEMENT COMMITTEE. Pursuant with Section 202.006 of the Texas Property Code, the following documents are copies of the original official documents from the Association's files:

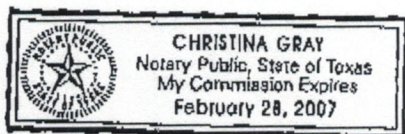
By-Laws of the Omega Bay Improvement Committee

DATED this 30 day of July, 2006.

OMEGA BAY IMPROVEMENT COMMITTEE

BY: Kirk Howard, Secretary

SUBSCRIBED AND SWORN TO BEFORE ME by the said Kirk Howard,
on this the 30th day of July, 2006.

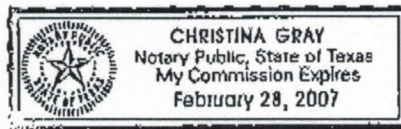


Christina Gray
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

254 1050-875-208
THE STATE OF TEXAS §

COUNTY OF GALVESTON §

THIS INSTRUMENT was acknowledged before me on this the 30th day of July, 2006, by Kirk Howard, Secretary of OMEGA BAY IMPROVEMENT COMMITTEE, a Texas non-profit corporation, on behalf of said corporation.



Christina Gray
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

After recording return to:

DAUGHTRY & JORDAN, P.C.
17044 El Camino Real
Houston, Texas 77058