

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION & BYLAWS  
OF AERO VALLEY PROPERTY OWNERS  
ASSOCIATION**

**Filed in the Office of the Secretary of State of Texas  
on July 31, 2020**

**Recorded in the Real Property Records of Denton  
County, Texas on August 31, 2020**

**Summary of Amendments:**

1. Amend Article I to return the name of the corporation to its original name, Aero Valley Property Owners Association.
2. Amend the registered agent to Lawrence R. Martin, CPA, the POA's treasurer.
3. Amend Article IV to remove reference to the Integrated Deed Restrictions after the Fort Worth Court of Appeals held them invalid in Cause No. 02-17-00385-CV published on December 20, 2018 by Justice Meier.

Denton County  
Juli Luke  
County Clerk

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**Instrument Number:** 133683

ERecordings-RP

AMENDMENT

Recorded On: August 31, 2020 10:02 AM

Number of Pages: 5

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**" Examined and Charged as Follows: "**

Total Recording: \$42.00

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**\*\*\*\*\* THIS PAGE IS PART OF THE INSTRUMENT \*\*\*\*\***

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

**File Information:**

Document Number: 133683  
Receipt Number: 20200831000328  
Recorded Date/Time: August 31, 2020 10:02 AM  
User: Chris P  
Station: Station 42

**Record and Return To:**

Simplifile



STATE OF TEXAS  
COUNTY OF DENTON

I hereby certify that this Instrument was FILED In the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

Juli Luke  
County Clerk  
Denton County, TX

FILED  
In the Office of the  
Secretary of State of Texas  
JUL 31 2020  
Corporations Section

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**

This CERTIFICATE OF AMENDMENT is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code ("Code").

**Article I - Entity Name and Type**

The name of the entity as shown in the records of the Texas Secretary of State and the type of filing entity is: NORTHWEST REGIONAL AIRPORT PROPERTY OWNERS ASSOCIATION, a nonprofit corporation (hereinafter the "Corporation"). The Corporation's date of formation was August 21, 1985, and its assigned file number is 0076411401.

**Article II - Amended Provisions**

Article One of the Articles of Incorporation is amended to read as follows:

*ARTICLE ONE*

*The name of the Corporation is:  
AERO VALLEY PROPERTY OWNERS ASSOCIATION*

Article Four, Paragraph 1 of the Articles of Incorporation is amended to read as follows:

*ARTICLE FOUR*

- 1. To govern and manage Northwest Regional Airport for the benefit of all properties within airport boundaries under the authority of (a) the Deed Restrictions and (b) the Association's amended Bylaws that transfer the rights, duties, and governing authority of the original Architectural Control Committee (established by the original Deed Restrictions of Aero Valley Development Company) to the Association's Board of Directors;*

No other revisions are being made to Article Four.

Article Five of the Articles of Incorporation is amended to read as follows:

*ARTICLE FIVE*

*The registered agent is an individual of this state whose name is set forth below:  
Name: Lawrence R. Martin*

*The business address of the registered agent and the registered office address is:  
Street Address: 12829 Saratoga Springs Circle, Fort Worth, Texas 76244*

**Article III - Approval of Amendments**

This filing amending the Articles of Incorporation has been approved in the manner required by the Code and by the governing documents of the Corporation.

**Article IV - Effective Date of Filing**

This Certificate of Amendment to the Articles of Incorporation becomes effective when the document is filed by the Texas Secretary of State.

**Article V – Execution**

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

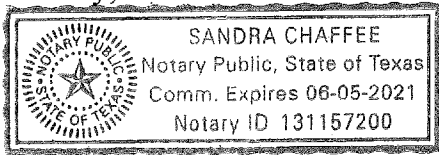
NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

By: *Mitchell R. Whatley*  
Mitchell R. Whatley, President

By: *Douglas G. Reeves*  
Douglas G. Reeves, Secretary

STATE OF TEXAS §  
COUNTY OF DENTON §

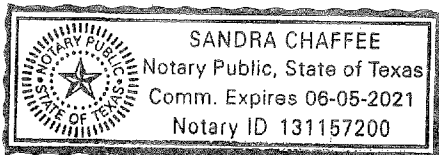
This instrument was acknowledged before me on the 29<sup>th</sup> day of July, 2020, by Mitchell R. Whatley, President of the Northwest Regional Airport Property Owners Association.



*Sandra Chaffee*  
Notary Public, State of Texas

STATE OF TEXAS §  
COUNTY OF DENTON §

This instrument was acknowledged before me on the 29<sup>th</sup> day of July, 2020, by Douglas G. Reeves, Secretary of the Northwest Regional Airport Property Owners Association.



*Sandra Chaffee*  
Notary Public, State of Texas

**AMENDMENT TO THE BYLAWS OF  
THE NORTHWEST REGIONAL AIRPORT PROPERTY OWNERS ASSOCIATION,  
A TEXAS NONPROFIT CORPORATION**

This *Amendment to the Bylaws of The Northwest Regional Airport Property Owners Association, a Texas nonprofit corporation* (“Amendment”) is hereby made.

WHEREAS, The Northwest Regional Airport Property Owners Association, a Texas nonprofit corporation (“Association”) adopted Bylaws to govern the internal operations of the Association, which were amended and restated on April 23, 2016 (“Bylaws”); and

WHEREAS, Article IX (Amendments) of the Bylaws allows the Bylaws to be amended by the affirmative vote of a majority of the members at an annual meeting or special meeting called for that purpose; and

WHEREAS, an annual meeting was held on December 5, 2019 to amend the Bylaws in accordance with the terms herein.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. Amendments.

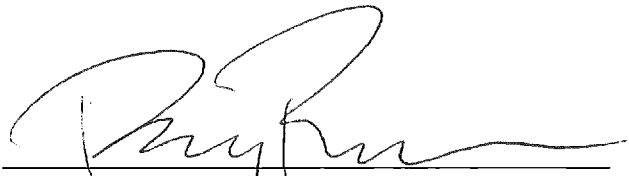
a. The name of the Association has changed from “Northwest Regional Airport Property Owners Association” to “Aero Valley Property Owners Association.” Accordingly, any references to “Northwest Regional Airport Property Owners Association” in the Bylaws are amended to “Aero Valley Property Owners Association.”

b. Article IV, Section 4 of the Bylaws is hereby deleted in its entirety and replaced with the following paragraph:

*Section 4. Duties and powers. The Board of Directors shall have control and management of the affairs and business of the Association. The directors shall in all cases act as Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meeting and the management of the Association as they may deem proper, not inconsistent with laws or these Bylaws.*

2. No Other Changes. Except as expressly modified and amended herein, all terms and conditions of the Bylaws shall remain in full force and effect.

The undersigned, being the duly elected and qualified Secretary of the Association, hereby certifies that a majority of members adopted the foregoing Amendments to the Bylaws of the Association on December 5, 2019.



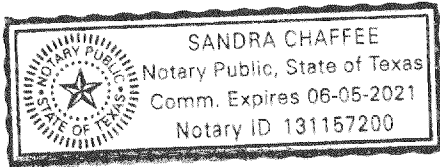
Doug Reeves, Secretary

STATE OF TEXAS                   §  
COUNTY OF DENTON           §

This instrument was acknowledged before me on the 29<sup>th</sup> day of July, 2020, by Douglas G. Reeves, Secretary of the Northwest Regional Airport Property Owners Association.



Notary Public, State of Texas

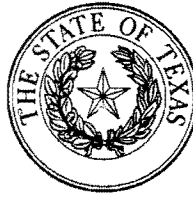


# CERTIFICATE OF AMENDMENT TO THE ASSOCIATION'S ARTICLES OF INCORPORATION

Filed in the Office of the Secretary of State of Texas  
June 6, 2016

## **Summary of Amendments:**

1. Amended Article IV to add to the Corporation's purposes to govern and manage the airport under the Integrated Deed Restrictions and the Association's amended bylaws that transferred the rights, duties, and governing authority under the original Architectural Control Committee to the Association's Board of Directors.
2. Amended Article VIII to read "Membership in the Corporation shall be limited to the owners of property served by the Association as determined from time to time by the Board of Directors."



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

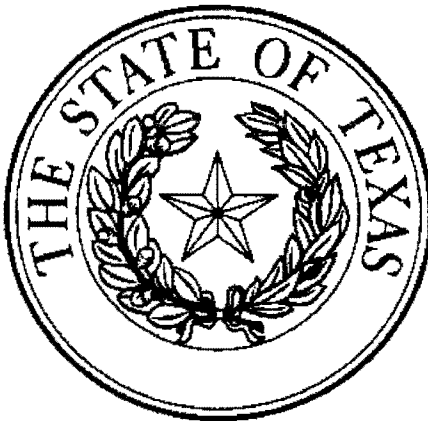
NORTHWEST REGIONAL AIRPORT PROPERTY OWNERS ASSOCIATION  
76411401

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 06/06/2016

Effective: 06/06/2016



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos  
Secretary of State



**Form 424**  
**(Revised 05/11)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



This space reserved for office use.

## Certificate of Amendment

**FILED**  
In the Office of the  
Secretary of State of Texas  
**JUN 06 2016**  
**Corporations Section**

### Entity Information

The name of the filing entity is:

Northwest Regional Airport Property Owners Association

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- |   |   |
|---|---|
| <input type="checkbox"/> For-profit Corporation           | <input type="checkbox"/> Professional Corporation               |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association          | <input type="checkbox"/> Professional Association               |
| <input type="checkbox"/> Limited Liability Company        | <input type="checkbox"/> Limited Partnership                    |

The file number issued to the filing entity by the secretary of state is: 0076411401

The date of formation of the entity is: August 21, 1985

### Amendments

#### 1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

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The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

#### 2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

**RECEIVED**

**JUN 06 2016**

**Secretary of State**

Registered Agent  
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

<i>Street Address (No P.O. Box)</i>	<i>City</i>	TX	<i>State</i>	<i>Zip Code</i>
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### 3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

**Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:  
See attachment.

**Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

**Delete** each of the provisions identified below from the certificate of formation.

### Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

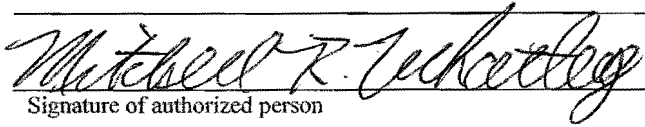
- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: April 23, 2016

By: \_\_\_\_\_  
  
Signature of authorized person

Mitchell R. Whatley  
Printed or typed name of authorized person (see instructions)

## Certificate of Amendment to The Articles of Incorporation of The Northwest Regional Airport Property Owners Association

This certificate of amendment is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code (the "Code").

### **Article I-Entity Name and Type**

The name of the entity as currently shown in the records of the Secretary of State and the type of filing entity are: Northwest Regional Airport Property Owners Association, a Texas nonprofit corporation (hereinafter "Corporation" or "Association"). The Corporation's date of formation was August 21, 1985, and its assigned file number is 0076411401.

### **Article II-Amendments to Articles of Incorporation**

This certificate of amendment amends the Articles of Organization of the Corporation.

Article Four of the Articles of Incorporation is amended to read as follows:

"The Corporation is organized for the following purposes:

1. To govern and manage Northwest Regional Airport for the benefit of all properties within airport boundaries under the authority of (a) the Integrated Deed Restrictions and (b) the Association's amended Bylaws that transfer the rights, duties, and governing authority of the original Architectural Control Committee (established by the original Deed Restrictions of Aero Valley Development Company as identified in the Recitals of the Integrated Deed Restrictions) to the Association's Board of Directors;
2. To acquire and maintain property and facilities for the use, enjoyment, and benefit of individuals who reside within the geographic area served by the Association as may be established by the Board of Directors pursuant to the Association's Bylaws;
3. To promote and encourage the use, operation, and maintenance of Northwest Regional Airport for the benefit of the geographic area served by the Airport, as established by the Board of Directors, and for the benefit of users of the airport, including the flying public, as deemed appropriate by the Board;
4. To acquire other properties and construct buildings for such purposes;
5. To engage in all types of activities not prohibited by law that will promote better citizenship among its members and stimulate educational and other activities as will raise the standards of civic morality and community welfare;

6. To promote and foster mutual understanding, goodwill, and a safe, healthy, and sanitary environment; and
7. To disseminate such knowledge as may be useful for its members in their work, leisure, and home life and, as such, make them more proficient in their activities as citizens and residents of the State of Texas.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in this Article Four.”

Article Eight of the Articles of Incorporation is amended to read as follows:

“Membership in the Corporation shall be limited to the owners of property served by the Association as determined from time to time by the Board of Directors.”

### Article III - Approval of Amendments

This filing amending the Articles of Incorporation has been approved in the manner required by the Code and by the governing documents of the Corporation.

### Article IV - Effective Date of Filing

This certificate of amendment becomes effective when the document is filed by the Secretary of State.

### Article V - Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

DATED: April 23, 2016

NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

BY: Mitchell R. Whatley  
Mitchell R. Whatley, President

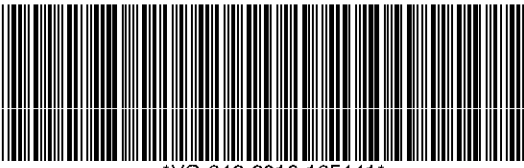
BY: Monica Randolph-Graham  
Dr. Monica Randolph-Graham, Secretary

# AMENDED & RESTATED BYLAWS OF THE ASSOCIATION

Recorded in the Real Property Records  
of Denton County, Texas  
October 26, 2016

## **Summary of amendments:**

1. Amended Article I to state that any person on becoming an owner of a fee simple interest in any property within airport boundaries shall automatically become a member of the Association and be subject to these Bylaws.
2. Amended Article II to clarify the Board's authority to determine the geographic boundaries of the airport.
3. Amended Article III § 1 to allow annual meetings to be held in November or December of each year.
4. Amended Article III § 3 to change the percentage required for a quorum to 20 percent and reduce a quorum by half to 10 percent if a quorum is not present and reschedule the meeting within seven days of the original or rescheduled meeting.
5. Amended Article III § 5 to allow electronic voting.
6. Amended Article IV § 1 to require directors to be members of the Association with at least four directors active aviators.
7. Amended Article IV § 4 to include the duties contained in the Integrated Deed Restrictions.
8. Amended Article VIII to change the Association's principal office to 2408 Texas Drive, Irving, Texas 75062 (the office of Guinn & Smith accounting firm; Robert D. Smith was the Association's treasurer).



\*VG-342-2016-135441\*

Denton County  
Juli Luke  
County Clerk

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**Instrument Number:** 135441

ERecordings-RP

MISCELLANEOUS

Recorded On: October 26, 2016 01:26 PM

Number of Pages: 39

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**" Examined and Charged as Follows: "**

Total Recording: \$178.00

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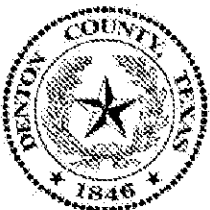
\*\*\*\*\* THIS PAGE IS PART OF THE INSTRUMENT \*\*\*\*\*

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

**File Information:**

Document Number: 135441  
Receipt Number: 20161026000434  
Recorded Date/Time: October 26, 2016 01:26 PM  
User: TJD  
Station: Station 9

**Record and Return To:**



STATE OF TEXAS  
COUNTY OF DENTON

I hereby certify that this Instrument was FILED In the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

Juli Luke  
County Clerk  
Denton County, TX

Amended and Restated Bylaws of  
The Northwest Regional Airport Property Owners Association

Pursuant to Article XI of the Bylaws of the Northwest Regional Airport Property Owners Association (“Association”), the Members hereby amend and restate the Bylaws as follows:

ARTICLE I  
MEMBERSHIP

Any person on becoming an owner of a fee simple interest in any property within the boundaries of Northwest Regional Airport (“Airport Property”), as may be determined by the Board of Directors, shall automatically become a member of the Association and be subject to these Bylaws; provided, however, that any person or entity holding an interest in any such Airport Property merely as security for the performance of an obligation, shall not be a member. Such membership shall terminate without any formal Association action whenever such person ceases to own Airport Property, but such termination shall not relieve or release any such former member from any liability or obligation incurred under or in any way connected with the member’s Airport Property during the period of such ownership and membership in the Association, or impair any rights or remedies that the Board of Directors of the Association or other parties may have against such former member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto. Members shall have the right to attend and vote at all annual and special meetings of the members and may vote for the Board of Directors for the Association and may vote on any other matters as provided in these Bylaws.



ARTICLE II  
BOUNDARIES OF THE AIRPORT

The Board of Directors shall determine from time to time the geographic boundaries of Northwest Regional Airport that will be served and promoted by the Association and shall have the exclusive right to determine which additional properties, if any, shall have the right to access and use the runway and airport facilities regardless of whether any such properties are currently platted but not developed. The Board shall maintain a map depicting the boundaries of the Airport for the benefit of the members and for the conduct of its duties under these Bylaws. The boundaries of the Airport may be amended or revised from time to time as deemed to be in the best interests of the Association.

ARTICLE III  
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members for election of directors and the transaction of such other business as may properly come before it shall be held at such place within or without the state of Texas as shall be set forth in the notice of the meeting. The meeting shall be held during the month of November or December each year. The Secretary shall give written notice of said meeting in person or by mail or email addressed to each member at the member's last known address not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice shall be addressed to the member at his address as it appears on the membership record of the Association. Any notice of meetings may be waived by a member either before or after the meeting or by attendance at the meeting.

Section 2. Special Meeting. Special meetings of members, other than those regulated by statute, may be called at any time by a majority of the directors or the President, and must be called by the President upon written request of ten (10) percent or more of the members. Notice

shall be given to each member of any special meeting in the same manner as the notice required for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting. Notice of special meeting may be waived by submitting a signed waiver or by attendance at the meeting.

Section 3. Quorum. The presence, in person, electronically, or by proxy, of twenty (20) percent of the members shall be necessary to constitute a quorum for the transaction of business. If a quorum shall not be present or represented at any meeting, the members present in person, electronically, or by proxy, shall have the power to adjourn the meeting to a future date within seven (7) days of the original or rescheduled meeting. The percentage of members necessary to constitute a quorum shall be reduced by one-half at each subsequent meeting until a quorum shall be present or represented. At such adjourned meeting, any business may be transacted which might have transacted at the meeting as originally called.

Section 4. Record Date. The directors may fix in advance a date not less than ten (10) nor more than fifty (50) days prior to the date of any meeting as the record date for the determination of the members entitled to vote at said meeting.

Section 5. Voting. A member may vote at such meeting in person, electronically, or by proxy. Every member shall be entitled to one vote regardless of the number of lots a member owns. All Association action shall be determined by majority vote, except as may be provided by law.

Section 6. Proxies. Every proxy must be dated and signed by the member or by his attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE IV  
DIRECTORS

Section 1. Number and qualifications. The Board of Directors shall consist of seven (7) persons. The directors shall be members of the Association with at least four directors active aviators.

Section 2. Manner of election. The directors shall be elected at the annual meeting by a majority vote except as otherwise prescribed by statute.

Section 3. Term of office. The term of office of each director shall be two (2) years commencing when elected at the annual meeting. The term of office of each Director shall be until his term expires or until his successor has been elected.

Section 4. Duties and powers. The Board of Directors shall have control and management of the affairs and business of the Association, which shall include the rights and duties as prescribed in the Integrated Deed Restrictions. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with laws or these Bylaws.

Section 5. Meetings. The Board of Directors shall meet for the election of appointment of officers and for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the members, and other regular meetings of the Board shall be held at such times as the Board may from time to time determine.

Special meetings of the Board of Directors may be called by the President at any time; and he must, upon the written request of any two directors, call a special meeting to be held not more than seven (7) days after the receipt of such request.

Section 6. Notice of meetings. No notice need be given of any regular meeting of the Board. Notice of special meetings shall be served upon each director in person, by mail, or email addressed to him at his last known address at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted that might have been transacted if the meeting had been duly called.

Section 7. Place of meeting. The Board of Directors shall hold its meetings at the principal place of business of the Association or at such other place as may be designated in the notice of any such meeting.

Section 8. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than seven (7) days later.

Section 9. Voting. At all meetings of the Board of Directors, each director shall have one vote.

Section 10. Compensation. Each director shall be entitled to receive for attendance at each meeting of the Board or any duly constituted committee thereof which he attends such fee as is fixed by the Board. In the event the Board has not fixed compensation for the directors, no compensation shall be paid.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise, shall be filled promptly by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within thirty (30) days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor.

Section 12. Removal of directors. Any director may be removed either with or without cause, at any time, by a majority of the members at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by statute, a director may be removed for cause by vote of a majority of the entire Board.

Section 13. Resignation. Any director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

## ARTICLE V OFFICERS

Section 1. Officers and qualifications. The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. Officers need not be members of the Board of Directors.

Section 2. Election. All officers of the Association shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of the members.

Section 3. Terms of office. All officers shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.

Section 4. Removal of officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

Section 5. Duties of officers. The duties and powers of the officers of the Association shall be as follows and as shall hereafter be approved by resolution of the Board of Directors:

PRESIDENT

- A. The President shall preside at all meetings of the Board of Directors.
- B. He shall present at each meeting of the members and directors a report of the condition of the business of the Association.
- C. He shall cause to be called regular and special meetings of the members and directors in accordance with the requirements of the statute and of these Bylaws.
- D. He shall appoint, discharge, and fix the compensation of all employees and agents of the Association other than the duly elected officers, subject to the approval of the Board of Directors.
- E. He shall sign and execute all contracts in the name of the Association, and all notes, drafts, or other orders for the payment of money.
- F. He shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- G. He shall enforce these Bylaws and perform all the duties incident to his office and which are required by law, and, generally, he shall supervise and control the business and affairs of the Association.

VICE PRESIDENT

During the absence or incapacity of the President, the Vice President in order of seniority of election shall perform the duties of the President, and when so acting, he shall have all the powers and be subject to all the responsibilities of the office of President and shall perform such duties and functions as the Board may prescribe.

SECRETARY

A. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

B. He shall attend to the giving of notice of special meetings of the Board of Directors and of all the meetings of the members of the Association.

C. He shall be custodian of the records and seal of the Association and shall affix the seal to corporate papers when required.

D. He shall keep at the principal office of the Association, a book or record containing the names, alphabetically arranged of all persons who are members of the Association, and of all persons who are associate members of the Association, their places of residence, and the dates when they respectively became voting or associate members. He shall keep such book or records and the minutes of the proceedings of the members open daily during normal business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, he shall prepare and make available a current list of the officers and directors of the Association and their resident addresses.

E. He shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by him.

F. He shall perform all the duties incident to the office of Secretary of the Association.

TREASURER

A. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and shall deposit such funds and securities in the name of the Association in such banks or safe deposit companies as the Board of Directors may designate.

B. He shall make, sign and endorse in the name of the Association all checks, drafts, notes and other orders for the payment of money, and payout and dispose of such under the direction of the President or the Board of Directors.

C. He shall keep at the principal office of the Association accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Association during business hours.

D. He shall render a report of the condition of the finances of the Association at each regular meeting of the Board of Directors and at such other times as shall be required of him, and he shall make a full financial report at the annual meeting of the members.

E. He shall further perform all duties incident to the office of Treasurer of the Association.

F. If required by the Board of Directors, he shall give such bond as it shall determine appropriate for the faithful performance of his duties.

#### OTHER OFFICERS

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

Section 7. Compensation of officers. The officers shall receive such salary or compensation as may be fixed by the Board of Directors.



ARTICLE VI  
MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC, OR OTHER REMOTE  
COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors, or members may participate in and hold a meeting of such members, or board by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII  
BILLS, NOTES, ETC.

Section 1. Execution. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by such officer or officers as the Board of Directors shall from time to time by resolution direct.

Section 2. Independent Acts. No officer or agent of the Association, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name and on behalf of the Association except as herein expressly prescribed and provided.

ARTICLE VIII  
OFFICES

The principal office of the Association shall be located at 2408 Texas Drive, Irving, Texas 75062. The Board of Directors may change the location of the principal office of the Association and may, from time to time, designate other offices within or without the state as the business of the Association may require.

ARTICLE IX  
AMENDMENTS

These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of the majority of the members at an annual meeting or special meeting called for that purpose, provided that a quorum is represented and a written notice shall have been sent to each member of record in person, or by mail at his last known physical address, or by email at his last known email address at least ten (10) days before the date of such annual or special meeting, which notice shall state the proposed alterations, amendments, additions or changes to be made in such Bylaws. Only such changes shall be made as have been specified in the notice.

ARTICLE X  
WAIVER OF NOTICE

Whenever under the provisions of these Bylaws or of any statute any member or director is entitled to notice of any regular or special meeting or of any action to be taken by the Association, such meeting may be held or such action may be taken without the giving of such notice, provided every member or director entitled to such notice in writing waives the requirements of these Bylaws in respect thereto.

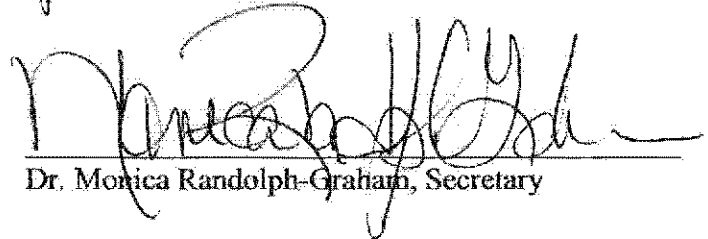
ARTICLE XI  
FISCAL YEAR

The fiscal year of the Association shall commence on January 1.

ARTICLE XII  
DISSOLUTION

The Association may be voluntarily dissolved as provided in the Texas Business Organizations Code.

The undersigned, being the duly elected and qualified Secretary of the Association, hereby certifies that the foregoing Amended and Restated Bylaws of the Association were duly adopted by a majority of the members on April 23, 2016.

  
\_\_\_\_\_  
Dr. Monica Randolph-Graham, Secretary

# CERTIFICATE OF AMENDMENT TO THE ASSOCIATION'S ARTICLES OF INCORPORATION

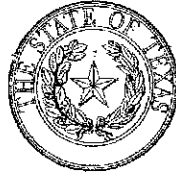
Filed in the Office of the Secretary of State of Texas  
June 6, 2016

## **Summary of Amendments:**

1. Amended Article IV to add to the Corporation's purposes to govern and manage the airport under the Integrated Deed Restrictions and the Association's amended bylaws that transferred the rights, duties, and governing authority under the original Architectural Control Committee to the Association's Board of Directors.
2. Amended Article VIII to read "Membership in the Corporation shall be limited to the owners of property served by the Association as determined from time to time by the Board of Directors."

**Form 424**  
**(Revised 05/11)**

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512/463-5709  
**Filing Fee: See instructions**



**Certificate of Amendment**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
**JUN 06 2016**

**Corporations Section**

**Entity Information**

The name of the filing entity is:

Northwest Regional Airport Property Owners Association

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company
- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

The file number issued to the filing entity by the secretary of state is: 0076411401

The date of formation of the entity is: August 21, 1985

**Amendments**

**1. Amended Name**

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

**2. Amended Registered Agent/Registered Office**

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

**RECEIVED**

**JUN 06 2016**

**Secretary of State**

Registered Agent  
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

*First Name* *M.I.* *Last Name* *Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

*Street Address (No P.O. Box)* *City* *TX*  
*State* *Zip Code*

**3. Other Added, Altered, or Deleted Provisions**

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

**Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:  
See attachment.

**Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

**Delete** each of the provisions identified below from the certificate of formation.

**Statement of Approval**

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

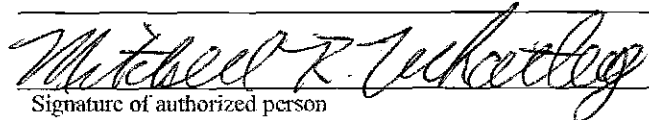
The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: April 23, 2016

By:

  
Signature of authorized person

Mitchell R. Whatley  
Printed or typed name of authorized person (see instructions)

## Certificate of Amendment to The Articles of Incorporation of The Northwest Regional Airport Property Owners Association

This certificate of amendment is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code (the "Code").

### **Article I-Entity Name and Type**

The name of the entity as currently shown in the records of the Secretary of State and the type of filing entity are: Northwest Regional Airport Property Owners Association, a Texas nonprofit corporation (hereinafter "Corporation" or "Association"). The Corporation's date of formation was August 21, 1985, and its assigned file number is 0076411401.

### **Article II-Amendments to Articles of Incorporation**

This certificate of amendment amends the Articles of Organization of the Corporation.

Article Four of the Articles of Incorporation is amended to read as follows:

"The Corporation is organized for the following purposes:

1. To govern and manage Northwest Regional Airport for the benefit of all properties within airport boundaries under the authority of (a) the Integrated Deed Restrictions and (b) the Association's amended Bylaws that transfer the rights, duties, and governing authority of the original Architectural Control Committee (established by the original Deed Restrictions of Aero Valley Development Company as identified in the Recitals of the Integrated Deed Restrictions) to the Association's Board of Directors;
2. To acquire and maintain property and facilities for the use, enjoyment, and benefit of individuals who reside within the geographic area served by the Association as may be established by the Board of Directors pursuant to the Association's Bylaws;
3. To promote and encourage the use, operation, and maintenance of Northwest Regional Airport for the benefit of the geographic area served by the Airport, as established by the Board of Directors, and for the benefit of users of the airport, including the flying public, as deemed appropriate by the Board;
4. To acquire other properties and construct buildings for such purposes;
5. To engage in all types of activities not prohibited by law that will promote better citizenship among its members and stimulate educational and other activities as will raise the standards of civic morality and community welfare;



- 6. To promote and foster mutual understanding, goodwill, and a safe, healthy, and sanitary environment; and
- 7. To disseminate such knowledge as may be useful for its members in their work, leisure, and home life and, as such, make them more proficient in their activities as citizens and residents of the State of Texas.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in this Article Four.”

Article Eight of the Articles of Incorporation is amended to read as follows:

“Membership in the Corporation shall be limited to the owners of property served by the Association as determined from time to time by the Board of Directors.”

**Article III - Approval of Amendments**

This filing amending the Articles of Incorporation has been approved in the manner required by the Code and by the governing documents of the Corporation.

**Article IV - Effective Date of Filing**

This certificate of amendment becomes effective when the document is filed by the Secretary of State.

**Article V - Execution**

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

DATED: April 23, 2016

NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

BY: Mitchell R. Whatley  
Mitchell R. Whatley, President

BY: Monica Randolph-Graham  
Dr. Monica Randolph-Graham, Secretary

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF AERO  
VALLEY PROPERTY OWNERS  
ASSOCIATION, INC.**

**Filed in the Office of the Secretary of State of Texas  
on March 14, 1990**

**Summary of Amendments:**

1. Amended Article I to change the Association's name from Aero Valley Property Owners Association to Northwest Regional Airport Property Owners Association.
2. Amended Article IV to add to the purposes of the corporation.
3. Added a new Article VIII to create two classes of membership. Voting members are limited to owners of property within airport boundaries. Associate members do not own property within airport boundaries and cannot vote but pay an annual fee as a condition of membership.
4. The amendments were adopted by the Board of Directors on March 5, 1990 and received a vote of the majority of the Directors in office, "there being no members having voting rights in respect thereof."

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 14 1990  
Corporations Section

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
AERO VALLEY PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amend the name of the corporation, requirements for membership in the Corporation, and more particularly define the functions of the corporation.

**ARTICLE ONE**

The name of the corporation is Northwest Regional Airport Property Owners Association.

**ARTICLE TWO**

The following amendments to the Articles of Incorporation were adopted by the corporation on March 5, 1990.

Article I of the Articles of Incorporation is hereby amended so as to read as follows:

"The name of the corporation is Northwest Regional Airport Property Owners Association."

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

"The purposes for which the corporation is organized are:

1. To acquire and maintain property and facilities for the use, enjoyment and benefit of individuals who reside within the geographic area served by the corporation as may be established by the Board of Directors pursuant to the By-Laws of the corporation.

2. To promote and encourage the use, operation and maintenance of Northwest Regional Airport for the benefit of the owners of property within the geographic area served by the Airport, as established by the Board of Directors, and for the benefit of other users of the airport, including the flying public, as deemed appropriate by the Board.

3. to acquire other properties and construct buildings for such purposes;

4. to engage in all types of activities not prohibited by law that will promote better citizenship among its members and stimulate educational, recreational, physical, and social activities of its members and friends;

5. to promote and foster mutual understanding, goodwill, and a safe, healthy, and sanitary environment;

6. to engage in such activities as will raise the standards of civic morality and community welfare through educational, recreational, and social means; and

7. to disseminate such knowledge as may be useful for its members in their work, leisure, and home life and as such, make them more proficient in their activities as citizens and residents of the State of Texas."

The Articles of Incorporation are hereby amended by adding thereto a new Article Eight, to read as follows:

#### "ARTICLE EIGHT

Membership in the corporation shall be composed of two classes of members. Voting members shall be limited to the owners of property within the geographic area served by the Corporation as determined from time to time by the Board of Directors. Voting members shall pay an annual fee as a condition of membership in such amount as is determined from time to time by the Board of Directors. Associate members are all members not owning property within the geographic area served by the Corporation, who pay an annual fee as a condition of such membership in such amount as is determined from time to time by the Board of Directors. Associate members shall not be entitled to vote on any matters affecting the corporation."

**ARTICLE THREE**

These amendments were adopted in a meeting of the Board of Directors held on March 5, 1990, and received a vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

**DATED:** March 5, 1990.

NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

BY: *William W. Perry*  
President

BY: *Claudia K. Sutter*  
Secretary

c:\wko\aero.02

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

Filed in the Office of the Secretary of State of Texas  
on September 25, 1990

**Summary of Amendments:**

1. Amended Article IV to change the Association's purposes.
2. The amendments were adopted at a meeting of the members held on July 16, 1990.

FILED  
In the Office of the  
Secretary of State of Texas

**ARTICLES OF AMENDMENT**  
**TO THE ARTICLES OF INCORPORATION OF**  
**NORTHWEST REGIONAL AIRPORT PROPERTY OWNERS ASSOCIATION**

SEP 25 1990

Compositions Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which more particularly define the functions of the corporation.

**ARTICLE ONE**

The name of the corporation is Northwest Regional Airport Property Owners Association.

**ARTICLE TWO**

The following amendments to the Articles of Incorporation were adopted by the corporation on July 16, 1990:

Article Four of the Articles of Incorporation is hereby amended so as to read as follows:

"The purposes for which the corporation is organized are:

1. To acquire and maintain property and facilities for the use, enjoyment and benefit of individuals who reside within the geographic area served by the corporation as may be established by the Board of Directors pursuant to the By-Laws of the corporation.

2. To promote and encourage the use, operation and maintenance of Northwest Regional Airport for the benefit the geographic area served by the Airport, as established by the Board of Directors, and for the benefit of users of the airport, including the flying public, as deemed appropriate by the Board.

3. to acquire other properties and construct buildings for such purposes;

4. to engage in all types of activities not prohibited by law that will promote better citizenship among its members and stimulate educational and other activities as will raise the standards of civic morality and community welfare; and

5. to promote and foster mutual understanding, goodwill, and a safe, healthy, and sanitary environment; and

6. to disseminate such knowledge as may be useful for its members in their work, leisure, and home life and as such, make them more proficient in their activities as citizens and residents of the State of Texas; and

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth in this Article Four."

**ARTICLE THREE**

These amendments were adopted at a meeting of the members held on July 16, 1990, at which a quorum was present, and the amendments received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

DATED: 9-22-90.

NORTHWEST REGIONAL AIRPORT  
PROPERTY OWNERS ASSOCIATION

BY: *Dean W. [Signature]*  
President

BY: *[Signature]*  
Secretary



ARTICLES OF INCORPORATION OF AERO  
VALLEY PROPERTY OWNERS  
ASSOCIATION

Filed in the Office of the Secretary of State of Texas  
August 21, 1985

FILED  
In the Office of the  
Secretary of State of Texas

AUG 21 1985

Clerk I-C  
Corporations Section

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ARTICLES OF INCORPORATION  
OF  
AERO VALLEY PROPERTY OWNERS ASSOCIATION, INC.

---

ARTICLE ONE

The name of the Corporation is AERO VALLEY PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are:

1. To acquire and maintain property and facilities for the use, enjoyment, and benefit of individuals who reside within the geographic area served by the corporation, as set forth and subsequently altered pursuant to the bylaws of the corporation;
2. to acquire other properties and construct buildings for such purposes;
3. to engage in all types of activities not prohibited by law that will promote better citizenship among its members and stimulate educational, recreational, physical, and social activities of its members and friends;
4. to promote and foster mutual understanding, goodwill, and a safe, health, and sanitary environment;

5. to engage in such activities as will raise the standards of civic morality and community welfare through educational, recreational, and social means; and

6. to disseminate such knowledge as may be useful for its members in their work, leisure, and home life and as such, make them more proficient in their activities as citizens and residents of the State of Texas.

This corporation is organized and operated exclusively for Non-Profit purposes. No part of any net earnings shall inure to the benefit of any private member or shareholder.

ARTICLE FIVE

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address is as follows:

Richard D. Hayes  
601 First State Bank Building  
Denton, Texas 76201

ARTICLE SIX

The number of Directors constituting the initial Board of Directors of the corporation is seven (7) although such number may be subsequently altered and determined by the bylaws of the corporation. The names and addresses of the persons who are to serve as the initial Directors are:

Don Hawkins  
1001 Airway Blvd.  
Roanoke, Texas 76262

Thaime Bandt  
1001 Airway Blvd.  
Roanoke, Texas 76262

Gary Laughlin  
1001 Airway Blvd.  
Roanoke, Texas 76262

Bob Cole  
1001 Airway Blvd.  
Roanoke, Texas 76262

Dean Henry  
1001 Airway Blvd.  
Roanoke, Texas 76262

Zenna Rucker  
1001 Airway Blvd.  
Roanoke, Texas 7626

Bill Rucker  
1001 Airway Blvd.  
Roanoke, Texas 76262

ARTICLE SEVEN

The name and street address of each Incorporator is:

Don Hawkins  
1001 Airway Blvd.  
Roanoke, Texas 76262

Bob Cole  
1001 Airway Blvd.  
Roanoke, Texas 76262

Dean Henry  
1001 Airway Blvd.  
Roanoke, Texas 76262

IN WITNESS WHEREOF: We have hereunto set my hand this  
7th day of August, 1985.

Don Hawkins  
Don Hawkins, Incorporator

Bob Cole  
Bob Cole, Incorporator

Dean Henry  
Dean Henry, Incorporator

STATE OF TEXAS

COUNTY OF DENTON

Before me a notary public on this day personally appeared Don Hawkins, Bob Cole, and Dean Henry, known to me to be the persons whose names are subscribed to the foregoing document and being by me first duly sworn severally declared that the statements therein contained are true and correct.

Given under my hand in seal of office this 7th day of August, 1985.

Donna Reynolds  
Notary Public in and for  
The State of Texas



**DONNA REYNOLDS**  
Notary Public, State of Texas  
My Comm. Expires April 3, 1989

# BYLAWS OF AERO VALLEY PROPERTY OWNERS ASSOCIATION

Filed in the Office of the Secretary of State of Texas  
August 21, 1985

Original document altered as follows:

Handwritten notices dated October 21, 2004 affecting Article IV § 1 and § 3 pasted over the original as shown below:

*Changed  
10-21-04*

**Section 1. Number and Qualifications.** The Board of Directors shall consist of seven (7) persons which shall constitute the entire Board of Directors. The directors need not be members of the Corporation. The number of directors may be changed by an amendment to the Bylaws, adopted by the voting members. All elected Board of Directors, as of 21 October 2006, must be in good standing and remain so during their elected term. Good standing shall be defined as current in Yearly Association dues and either (as applicable) the Texas Air Classics license fund or the Association Voluntary Assessment fund.

*changed  
10-21-04*

**ART IV section 3. (changed 10-1-05)**

The term of office of each Director shall be (2) two years commencing when elected at the annual meeting. Director positions are elected on alternating years (i.e. position 1,3,5,7 & 2,4,6). The term of office of each director shall be until his/her term expires or until his/her successor has been elected.

There is no evidence in the public record that these changes were passed by the members or filed with the Secretary of State or in the real property records of Denton County.

These changes would not have been made but for directions from Glen Hyde.

**BYLAWS OF**  
**NORTHWEST REGIONAL AIRPORT PROPERTY OWNERS ASSOCIATION**  
**A Non-Profit Corporation**

**ARTICLE I**  
**MEMBERSHIP**

Section 1. Voting Members. Membership of the Corporation shall be composed of voting members and associate members. Only those persons who own property within the confines of the Northwest Regional Airport, as may be determined by the Board of Directors, may be entitled to be voting members. The Board of Directors may place any other restrictions or qualifications on the entitlement to become a voting member, including the payment of an annual fee. Voting members shall have the right to attend and vote at all annual and special meetings of the members and may vote for the Board of Directors for the Corporation and may vote on any other matters as provided in these Bylaws.

Section 2. Associate Members. The Board of Directors may establish such guidelines for associate membership in the Corporation as it may deem appropriate, including the payment of an annual fee. Associate members shall have the right to attend and speak at the annual meeting and special meetings of the members, but shall not have any right to vote on matters which are heard at such meetings. Associate members are otherwise entitled to such benefits and privileges as may be established by the Board of Directors or these Bylaws.

**ARTICLE II  
BOUNDARIES OF THE AIRPORT**

The Board of Directors shall determine from time to time the geographic boundaries of the Northwest Regional Airport which will be served and promoted by the Corporation. The Board shall maintain a map depicting the boundaries of the Airport for the benefit of the members and for the conduct of its duties under these Bylaws. The boundaries of the Airport may be amended or revised from time to time as deemed to be in the best interest of the Corporation.

**ARTICLE III  
MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the members for election of directors and the transaction of such other business as may properly come before it shall be held at the principal office of the Corporation at 1001 Airway Blvd., Roanoke, Texas, 76262, or at such place within or without the State of Texas as shall be set forth in the notice of the meeting. The meeting shall be held on the first day of August of each year at 7:00 p.m. The Secretary shall give notice of said meeting, in writing, to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, the notice shall be addressed to the member at his address as it appears on the membership record of the Corporation. Any notice of meetings may be waived by a member, either before or after the meeting or by attendance at the meeting.

Section 2. Special Meeting. Special meetings of members, other than those regulated by statute, may be called at any time by a majority of the ~~directors~~ or the President, and must be called by the President upon written request of ten (10) percent or more of the voting members. Notice shall be given each member of any special meeting in the same manner as the notice required for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting. Notice of special meeting may be waived by submitting a signed waiver or by attendance at the meeting.

Section 3. Quorum. The presence, in person or by proxy, of a majority of the voting members shall be necessary to constitute a quorum for the transaction of business. If a quorum shall not be present or represented at any meeting, the members present in person or by proxy, shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting, any business may be transacted which might have transacted at the meeting as originally called.

Section 4. Record Date. The directors may fix in advance a date not less than ten (10) nor more than fifty (50) days prior to the date of any meeting as the record date for the determination of the members entitled to vote at said meeting.

Section 5. Voting. A voting member may vote at such meeting in person or by proxy. Every voting member shall be entitled to one vote. All corporate action shall be determined by majority vote, except as may be provided by law.



Section 6. Proxies. Every proxy must be dated and signed by the voting member or by his attorney in fact. No proxy shall be valid after ~~ALDUM~~ (11) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

Section 7. Consents. Whenever by a provision of statute or the Articles of Incorporation or by these Bylaws a vote is required or permitted to be taken at a meeting in connection with any corporate action, the meeting and the vote may be dispensed with, if all the voting members shall consent in writing to such corporate action being taken.

ARTICLE IV  
DIRECTORS

*changed  
10-1-04*

Section 1. Number and Qualifications. The Board of Directors shall consist of seven (7) persons which shall constitute the entire Board of Directors. The directors need not be members of the Corporation. The number of directors may be changed by an amendment to the Bylaws, adopted by the voting members. All elected Board of Directors, as of 21 October 2006, must be in good standing and remain so during their elected term. Good standing shall be defined as current in Yearly Association dues and either (as applicable) the Texas Air Classics license fund or the Association Voluntary Assessment fund.

Section 2. Manner of election. The directors shall be elected at the annual meeting by a plurality vote except as otherwise prescribed by statute.

Section 3. Term of office. ~~The term of office of each~~

*changed  
10-1-04*  
ART IV section 3. (changed 10-1-05)  
The term of office of each Director shall be (2) two years commencing when elected at the annual meeting. Director positions are ~~IRS~~ and elected on alternating years (i.e. position 1,3,5,7 & 2,4,6). The term of office of each director shall be until his/her term expires or until his/her successor has been elected.

Section 4. Duties and powers. The Board of Directors shall have control and management of the affairs and business of the

Corporation. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting except as otherwise provided by law or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with laws or these Bylaws.

Section 5. Meetings. The Board of Directors shall meet for the election of appointment of officers and for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the members, and other regular meetings of the Board shall be held at such times as the Board may from time to time determine.

Special meetings of the Board of Directors may be called by the President at any time; and he must, upon the written request of any two directors, call a special meeting to be held not more than seven (7) days after the receipt of such request.

Section 6. Notice of meetings. No notice need be given of any regular meeting of the Board. Notice of special meetings shall be served upon each director in person or by mail addressed to him at his last known post office address, at least two (2) days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 7. Place of meeting. The Board of Directors shall hold its meetings at the principal place of business of the Corporation or at such other place as may be designated in the notice of any such meeting.

Section 8. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than seven (7) days later.

Section 9. Voting. At all meetings of the Board of Directors, each director shall have one vote.

Section 10. Compensation. Each director shall be entitled to receive for attendance at each meeting of the Board or any duly constituted committee thereof which he attends such fee as is fixed by the Board. In the event the Board has not fixed compensation for the directors, no compensation shall be paid.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise, shall be filled promptly by a majority vote of the remaining directors at a special meeting which shall be called for that purpose within thirty (30) days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor.

Section 12. Removal of directors. Any director may be removed either with or without cause, at any time, by a majority of the voting members at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed

by statute, a director may be removed for cause by vote of a majority of the entire Board.

Section 13. Resignation. Any Director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

**ARTICLE V  
OFFICERS**

Section 1. Officers and qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. Officers need not be members of the Board of Directors.

Section 2. Election. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of the members.

Section 3. Terms of office. All officers shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.

Section 4. Removal of officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

Section 5. Duties of officers. The duties and powers of the officers of the Corporation shall be as follows and as shall hereafter be approved by resolution of the Board of Directors:

**PRESIDENT**

A. The President shall preside at all meetings of the Board of Directors.

B. He shall present at each meeting of the members and directors a report of the condition of the business of the Corporation.

C. He shall cause to be called regular and special meetings of the members and directors in accordance with the requirements of the statute and of these Bylaws.

D. He shall appoint, discharge, and fix the compensation of all employees and agents of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors.

E. He shall sign and execute all contracts in the name of the Corporation, and all notes, drafts, or other orders for the payment of money.

F. He shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.

G. He shall enforce these Bylaws and perform all the duties incident to his office and which are required by law, and, generally, he shall supervise and control the business and affairs of the Corporation.

**VICE PRESIDENT**

During the absence or incapacity of the President, the Vice President in order of seniority of election shall perform the duties of the President, and when so acting, he shall have all the powers and be subject to all the responsibilities of the office of

President and shall perform such duties and functions as the Board may prescribe.

SECRETARY

A. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

B. He shall attend to the giving of notice of special meetings of the Board of Directors and of all the meetings of the members of the Corporation.

C. He shall be custodian of the records and seal of the Corporation and shall affix the seal to corporate papers when required.

D. He shall keep at the principal office of the Corporation, a book or record containing the names, alphabetically arranged of all persons who are voting members of the Corporation, and of all persons who are associate members of the Corporation, their places of residence, and the dates when they respectively became voting or associate members. He shall keep such book or records and the minutes of the proceedings of the members open daily during normal business hours, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, he shall prepare and make available a current list of the officers and directors of the Corporation and their resident addresses.

E. He shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by him.

F. He shall perform all the duties incident to the office of Secretary of the Corporation.

**TREASURER**

A. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board of Directors may designate.

B. He shall make, sign and endorse in the name of the Corporation all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.

C. He shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.

D. He shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required of him, and he shall make a full financial report at the annual meeting of the members.

E. He shall further perform all duties incident to the office of Treasurer of the Corporation.

F. If required by the Board of Directors, he shall give such bond as it shall determine appropriate for the faithful performance of his duties.

**OTHER OFFICERS**

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

Section 7. Compensation of officers. The officers shall receive such salary or compensation as may be fixed by the Board of Directors.

**ARTICLE VI  
SEAL**

Section 1. Seal. The seal of the Corporation shall be as follows:

**ARTICLE VII  
BILLS, NOTES, ETC.**

Section 1. Execution. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers as the Board of Directors shall from time to time by resolution direct.



No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name and on behalf of the Corporation except as herein expressly prescribed and provided.

#### ARTICLE VIII OFFICES

The principal office of the Corporation shall be located at 1001 Airway Blvd., Roanoke, Texas, 76262. The Board of Directors may change the location of the principal office of the Corporation and may, from time to time, designate other offices within or without the state as the business of the Corporation may require.

#### ARTICLE IX AMENDMENTS

Section 1. Manner of amending. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of the holders of a majority of the voting members at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each member of record at his last known post office address at least ten (10) days before the date of such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in such Bylaws. Only such changes shall be made as have been specified in the notice.

**ARTICLE X  
WAIVER OF NOTICE**

Section 1. Authority to waive notice. Whenever under the provisions of these Bylaws or of any statute any member or director is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every member or director entitled to such notice in writing waives the requirements of these Bylaws in respect thereto.

**ARTICLE XI  
FISCAL YEAR**

Section 1. The fiscal year of the Corporation shall commence on January 1.

**ARTICLE XII  
DISSOLUTION**

Section 1. The corporation may be voluntarily dissolved as provided in the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq., Tex.Rev.Civ.Stat.Ann.

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