

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: _____

NORTHWEST REGIONAL AIRPORT
PROPERTY OWNERS ASSOCIATION

BY: _____
Mitchell R. Whatley, President

BY: _____
Dr. Monica Randolph-Graham, Secretary

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 _____, 2016.

Dr. Monica Randolph-Graham, Secretary