

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

Corporations 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: *[Signature]*
President

BY: *[Signature]*
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
MAR 14 1990
Corporations 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 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

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In the Office of the
Secretary of State of Texas

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Corporations Section

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
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 ~~ALOVAN~~ (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

*Checked
10-24-04*

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
10-04*

d. 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.

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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