

**FORT BEND COUNTY BAR ASSOCIATION, INC.
AMENDED & RESTATED
BYLAWS**

ARTICLE I.

NAME AND TITLE OF ASSOCIATION

The name and title of this organization shall be Fort Bend County Bar Association, Inc., hereinafter referred to as the "Association."

ARTICLE II.

PURPOSES

The purposes of the Association are to advance the science of Jurisprudence; to facilitate and improve the administration of justice; to maintain and to elevate standards of professional conduct; to increase professional skills through regular continuing legal education; and to encourage and promote a better understanding of the legal profession by the public.

ARTICLE III.

MEMBERSHIP

3.01. Membership Eligibility.

A member of the Association must be a licensed attorney in good standing of the State Bar of Texas who resides and/or maintains a law office in Fort Bend County, Texas, or who has a substantial nexus to Fort Bend County, Texas, or has a substantial nexus to Fort Bend County, Texas, *and* who shall apply for membership and pay the appropriate annual dues in a timely manner.

A member of the Association who thereafter continues to renew his or her membership and timely pay the appropriate annual dues shall remain a member in good standing until or unless his membership is terminated for any of the reasons set forth in Section 3.05.

3.02 Emeritus Members.

A member who has attained the age of sixty-five (65) may choose to become an Emeritus Member. No payment of dues shall be required of Emeritus Members.

3.03 Honorary Members.

Judges of state, district and county courts of Fort Bend County, Texas, shall be honorary members of the Association with all the attending rights and privileges of an active member, including the right to vote. No payment of dues shall be required of Honorary Members.

3.04 Non-Licensed Associate Members. The Board may from time to time establish associate memberships for individuals who are employed in the legal profession but are not licensed attorneys or who are enrolled at an accredited degree program at an accredited law school. Associate members may not vote or hold any office or committee position of the Association. An "Accredited Law School" is a law school with accreditation issued by an accrediting agency recognized either by the U.S. Department of Education, the Office of Postsecondary Education, or the Council on Higher Education Accreditation, or any successor non-governmental coordinating agency for accreditation.

3.05. Termination of Membership.

The disbarment or suspension from the practice of law of any member shall ipso facto terminate his or her membership in the Association during the term of such suspension or disbarment. Membership shall also be terminated by letter of resignation or for non-payment of dues.

ARTICLE IV.

MEMBER MEETINGS

4.01. Regular Meetings.

Regular meetings of the Association shall be held monthly at such place and times as the Board of Directors from time to time may order. The annual meeting of the Association shall be held in November. No regular meeting is required to be held in the month of

December. Any regular meeting may be cancelled by action of the Board of Directors.

4.02. Special Meetings.

Special meetings may be called by the President. Special meetings must be called by the President on the written request of ten (10%) percent of the active members of the Association and shall be held at such places and times as the Board of Directors may determine.

4.03. Notices.

Notice of the regular meetings, of all special meetings and of the annual meeting of the Association shall be given at least seven (7) days prior to the date of the meeting. Each notice shall state the purpose of the meeting and the time and place of the meeting. Each notice shall be given to each member at such member's business address by any of the following methods: first class, certified or registered mail, personal delivery, any form of wire or wireless electronic communication. The method of notice need not be the same as to each member. Any member may waive notice of any meeting before, at or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.04. Quorum.

Ten percent (10%) of the members in good standing present or attending by proxy shall constitute a quorum at any meeting.

4.05. Procedure

The deliberations of this Association shall be governed by parliamentary usage as contained in "Roberts Rules of Order Newly Revised."

ARTICLE V.

SECTIONS

5.01 Establishment of Sections.

Sections of the Association may be established by the Board of Directors and shall continue in existence until combined with another Section, modified, or discontinued by the Board of Directors.

5.02 Section Membership.

Any member of a Section must be a member in good standing of the Association.

5.03 Section Bylaws.

Each Section shall have power to adopt and amend Bylaws not inconsistent with the Constitution and Bylaws of the Association. These Bylaws shall be submitted to the Board of Directors for approval.

5.04 Section Officers.

Each Section shall have at least a chairperson, a secretary, and a treasurer who are elected by the members of the Section.

5.05 Section Dues.

Each Section shall have the power to implement and collect Section dues, including any administrative fees imposed by the Board of Directors. The Board of Directors of the Association, at its sole discretion, may remit to each established and existing Section provided for above such portion of the annual dues paid to the Association by the members of any specific Section as are necessary to assure the proper functioning of the Section.

5.06 Public Statements and Lobbying.

No Section shall commit the Association, or take action in the name of the Association, or make public statements in the name of the Association or the Section without prior approval of the Board of Directors. Further, a Section may not sponsor or support legislation in the name of the Section of the Association without prior approval of the Board of Directors.

5.07 Termination of Sections.

The Board of Directors may, acting solely within its own discretion, terminate the formal existence of a Section if it deems that the continuance of such Section is not in the best interest of the Association.

ARTICLE VI

DIVISIONS

6.01 Establishment of Divisions.

Divisions of the Association may be established by the Board of Directors and shall continue in existence until combined with another Division, modified, or discontinued by the Board of Directors.

6.02 Division Membership.

Division membership is open to any non-licensed person meeting the Board's membership requirements for such division. A member of a Division must be a non-licensed associate member of the Association in good standing.

6.03 Division Bylaws.

Each Division shall have power to adopt and amend Bylaws not inconsistent with the Constitution and Bylaws of the Association. These Bylaws shall be submitted to the Board of Directors for approval.

6.04 Division Officers.

Each Division shall have at least a chairperson, a secretary, and a treasurer who are elected by the members of the Division.

6.05 Division Dues.

Each Division shall have the power to implement and collect Division dues. The Board of Directors of the Association, at its sole discretion, may remit to each established and existing Division provided for above such portion of the annual dues paid to the Association by the members of any specific Division as are necessary to assure the proper functioning of

the Division.

6.06 Public Statements and Lobbying.

No Division shall commit the Association, or take action in the name of the Association, or make public statements in the name of the Association or the Division without prior approval of the Board of Directors. Further, a Division may not sponsor or support legislation in the name of the Division of the Association without prior approval of the Board of Directors.

6.07 Termination of Divisions.

The Board of Directors may, acting solely within its own discretion, terminate the formal existence of a Division if it deems that the continuance of such Division is not in the best interest of the Association.

ARTICLE VII.

OFFICERS

7.01 Designation and Term of Office

The officers of the Association shall consist of a President, President-Elect, Secretary and Treasurer, each of whom shall take office on January 1 and hold office until his or her successor shall qualify and assume office. The term of office for the President and for the President-Elect shall be limited to one (1) year. Further, the Board of Directors may elect as desired the position and role of one or more Vice Presidents to carry out the work of the Association. Any officer, other than the President and the President-Elect, may succeed himself or herself in office. All officers shall be members of the Association in good standing and remain as such during the term of their office.

7.02. Election of Officers.

The *President-Elect* of the Association shall be nominated by the Nominations Committee and elected by the members of the Association as provided in Article XI. All other officers shall be elected by the Board of Directors from among the members of the Board of Directors, except that the President-Elect shall become the President at the conclusion of his or her term of office as President-Elect..

7.03 Duties of Officers.

In addition to the duties enumerated below, the Officers shall perform such duties as custom and parliamentary usage may require.

7.04 Duties of the President.

(a) At all meetings of the Association, the President, or, in his or her absence, the President-Elect shall preside. In the absence of the President and the President-Elect, the remaining members of the Board of Directors at such meeting shall select one of their members to preside.

(b) The President shall call Special Meetings of the Members of the Association.

(c) The President shall perform all acts and duties usually performed by a presiding officer.

(d) The President shall execute such papers of the Association as he may be authorized or directed to execute by the Board of Directors from time to time, as well as all other papers as provided by law.

(e) The President shall supervise and instruct the Executive Director as required for the operation of day to day business of the Association.

7.05 Duties of President-Elect.

(a) The President-Elect shall be an ex-officio member of all standing and all special committees and shall have responsibility for coordinating the work of the various committees and sections.

(b) Upon the expiration of the President's term of office, the President-Elect shall automatically become President.

7.06 Duties of Vice Presidents.

(a) The Vice Presidents, if any, shall be responsible for all activities and actions as directed by the Board of Directors upon creation of the applicable vice presidential position.

(b) The Vice Presidents shall perform such duties as may be assigned to them from time to time by the Board of Directors and by the President.

7.07 Duties of the Secretary.

(a) The Secretary shall record the minutes of all meetings of the Association and be the custodian of all records belonging to the Association, including its Certificate of Formation (formerly Articles of Incorporation), Bylaws, and Minutes.

(b) The Secretary shall make and keep a list of the members of the Association in good standing. The Secretary shall make and keep a list of the associate members of the Association in good standing.

(c) The Secretary shall ensure that members of the Association receive timely notice for all meetings of the Association in accordance with these Bylaws and shall have supervisory authority over the Executive Director in the issuance of such notices.

(d) The Secretary shall be responsible for maintaining a general history of the Association, and shall keep or cause to be kept all correspondence (paper or electronic, including attachments), press releases, notices, or other communications issued by or for the benefit of the Association.

(e) At or immediately following the annual meeting, the Secretary shall render to the newly elected Secretary all such minutes, corporate documents and historical items as have been generated by or for the Association during the Secretary's completed term of office.

7.08 Duties of the Treasurer.

(a) The Treasurer shall collect, receive and account for all dues and money belonging to the Association from whatever source, and shall pay out the same on order of the President or the Board of Directors.

(b) The Treasurer shall be responsible for the preparation and filing of all federal and state tax and information returns required of the Association.

(c) The Treasurer shall provide a list to the Secretary and Executive Director of members who have paid their dues.

(d) Before the annual meeting of each year, the immediate past Treasurer shall render to the President a complete written report of all monies received and disbursed, which report shall be reviewed by the Board of Directors and presented at the annual meeting of the Association.

7.09 Executive Director.

(a) The Board of Directors is authorized to approve and create the office of Executive Director, to determine from time to time the duties of such office, to establish compensation for such office, to authorize payment of all reasonable and necessary expenses of such office, and to determine and authorize or waive any bond required for such person in such office.

(b) The position of Executive Director is a staff position to be filled by an employee or independent contractor. Appointment as Executive Director does not confer any office of the Association upon the Executive Director nor confer any right of membership or voting authority.

(c) The President shall appoint an Executive Director with the approval of the Board of Directors, and such person shall serve until removed by a majority vote of the Board of Directors.

(d) The Executive Director shall be subject to such supervisory powers as are established by these Bylaws or vested in the Board of Directors, under which the Executive Director shall supervise, direct, and manage the day-to-day business of the Association.

(e) The President shall be the Executive Director's immediate supervisor and shall determine and authorize all other duties and responsibilities of the Executive Director's position as appears necessary, in the President's discretion, for the operation of the Association.

(f) The Executive Director may engage in negotiations involving commitments of the resources of the Association or the acceptance of money or resources by the Association in furtherance of the purposes of the Association.

(g) The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

(h) Any officer of the Association may request and utilize the Executive Director to assist in the fulfillment of their office responsibilities and duties, subject to the approval, direction and control of the President.

(i) The Board of Directors may authorize the creation of such additional staff positions as may be reasonably necessary to assist the Executive Director in the fulfillment of the Executive Director's duties and as necessary to conduct the affairs and business of the Association.

7.10 Officer Vacancies.

(a) If the office of the President shall become vacant during the President's tenure, whether by death, resignation, or otherwise, the President-Elect shall automatically become President for the remainder of such term.

(b) If the office of the President-Elect, any Vice President, Secretary or Treasurer shall become vacant during the office tenure, whether by death, resignation, or otherwise, the successor for the remaining term shall be appointed by the Board of Directors from the membership of the Association in good standing, upon the affirmative vote of a majority of the persons then serving as Directors.

7.11 Removal from Office.

Officers and/or Directors-at-Large may be removed from office for good cause as determined by the Board of Directors and approved by two-thirds of the membership present at the next regular meeting.

ARTICLE VIII.

DIRECTORS

8.01. Number and Term.

(a) The affairs of the Association shall be managed by no less than nine (9) and no more than fifteen (15) Directors, which shall constitute the Board of Directors and shall

consist of the following:

- (1) President
- (2) President-Elect
- (3) Vice President(s), if any
- (4) Secretary
- (5) Treasurer
- (6) Eleven or fewer, but never less than four Directors-at-Large, depending upon the size of

the Board of Directors, numbering no less than nine (9) nor more than fifteen (15) determined by the Board of Directors at its annual meeting

- (7) Immediate Past President

(b) The Directors-at-Large shall have two-year terms which shall be staggered in order for at least two Directors-at-Large to be elected each year to preserve continuity to the Board, except for the first election after the passing of these Bylaws, wherein the current-first year Directors-at-Large shall complete their second year of service, and the members of the Association shall elect the number of additional Directors-at-Large which the Board of Directors determines at its annual meeting.

(c) The Board of Directors may appoint Ex-Officio Directors at its discretion. Ex-Officio Directors may attend Board meetings and participate in discussions, but may not attend executive sessions or vote on any matter before the Board.

8.02 Election

The Directors-at-Large shall be nominated by the Nominations Committee and elected by the members of the Association as provided in Article XI.

8.03 Qualifications of Directors.

Directors and Officers shall be members in good standing of the Association. There shall not be multiple sitting Directors or Officers serving together who are employed by or of counsel with the same firm.

8.04 Vacancies.

In the event a director (other than an Officer) shall become incapacitated, die, resign, or otherwise be unable or unwilling to serve, a successor director shall be appointed by a majority of the Board of Directors to serve the remaining term.

8.05 Regular Meetings.

Meetings of the Board of Directors shall be held at such times and place as the President of the Association or said Board of Directors may appoint.

8.06 Special Meetings.

Special meetings of the Board of Directors may be called by the President of the Association or any two (2) Directors.

8.07 Notices.

Notice of regular and special meetings shall be provided no less than seventy-two (72) hours in advance of such meeting. Each notice shall state the purpose of the meeting and the time and place of the meeting. Each notice shall be given to each Director at such Director's business address by any of the following methods: first class, certified or registered mail, personal delivery, any form of wire or wireless electronic communication. The method of notice need not be the same as to each Director. Any Director may waive notice of any meeting before, at or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8.08 Quorum.

A majority of the Board of Directors shall constitute a quorum for any meeting, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be

present.

8.09 Action Without a Meeting of Directors.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (whether through correspondence, facsimile, or email) is submitted by a majority of the members of the Board of Directors, setting forth the action so taken. The consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument.

8.10 Meetings by Telephone.

Members of the Board of Directors or any Committee thereof may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting.

ARTICLE IX.

DUES

9.01. Amount

The annual dues required to be paid by members of the Association shall be set by the Board of Directors from time to time.

9.02. Fiscal Year.

The fiscal year of this Association shall be the calendar year commencing January 1 ending December.

9.03 Payment and Termination.

(a) Members' dues shall be due and payable on January 1 of each fiscal year.

(b) Any member who shall fail to pay his or her annual dues by the following March 1 shall be notified by mail of such delinquency. If the member fails to pay the dues by May 1, the member shall be automatically terminated from the Association. The member may be reinstated when he or she subsequently pays all dues for the current year.

ARTICLE X.

COMMITTEES

10.01 Establishment of Committees;

(a) Within thirty (30) days after assuming office, the President shall, with the approval of the Board of Directors, appoint the members to such Committees as may be established by the President to assist in coordinating the Association's major projects and conducting the affairs of the Association during the President's tenure, *e.g.* budget, community relations, and law library.

(b) The President shall designate the Chairperson of each Committee.

10.02 Qualifications.

All committee members shall be members of the Association in good standing. Associate members may not be committee members.

10.03 Term and Vacancies.

Except as may be otherwise provided in these Bylaws, committee members shall serve during the term of the President who appointed them or until their successors have been appointed. Vacancies on committees shall be filled in the same manner as original appointments.

10.04 Number of Committee Members.

Except as may be otherwise provided in these Bylaws, the President shall determine the number of members for each committee.

10.05 Committee Procedure and Reports.

Except as may be otherwise provided in this Bylaws, each committee shall determine its own methods of procedure and shall submit to the Association periodic reports of the committee's activities in May and October or as the President or the Board of Directors may otherwise require from time to time.

ARTICLE XI.

NOMINATIONS COMMITTEE

11.01 Duties.

Candidates for Officers and the Directors at Large of the Association shall be nominated by the Nominations Committee and/or the membership as provided herein below and elected by the members in good standing of the Association.

11.02 Composition.

During the month of August, the Board shall select a Nominating Committee, consisting of three members, not more than one of whom may be a present member of the Board. The Secretary shall immediately notify the Committee members of their selection. The Board shall name a Chairman, who shall call a Committee meeting on or before September 1.

11.03 Nominations.

(a) The Nominations Committee shall endeavor to nominate at least two candidates for each office and each of the expiring Directors-at-Large positions and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominations Committee's report, the Secretary shall, before October 15th, notify each member in any manner of notice permitted by these Bylaws of the candidates so nominated.

(c) Nominations may be made by any member in writing to the Nominations Committee no later than October 1st, provided that the person so nominated accepts the nomination and the nominator shall present to the Secretary a signed statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one office.

(d) Nominations cannot be made in a manner other than as provided in this Section 11.03.

11.04 No Contest.

In the event of an uncontested slate, no election is required, and the Secretary shall cast one vote for each such slate thereby eliminating the need for voting by the Association's membership.

11.05 Elections.

(a) Elections shall be electronically conducted by the State Bar of Texas in accordance with its standard operating procedures for and instructions associated with same. Each member shall be entitled to cast one vote for the nominee of his or her choice for each office or director vacancy on the ballot. Voting by proxy shall not be permitted. Ballots shall be submitted to the membership in accordance with the State Bar of Texas instructions no fewer than thirty (30) days nor more than forty-five (45) days prior to the date of tabulation. The ballots shall be tabulated by the State Bar of Texas and the results provided to the Board of Directors who shall certify and email the results to the Members.

ARTICLE XII

FIDUCIARY MATTERS

12.1 Indemnification.

(a) Scope of Indemnification. The Association shall indemnify any director, officer, employee or volunteer of the Association to the fullest extent permissible under the laws of the State of Texas, except for acts or omissions of gross negligence. The Association shall have the right, but shall not be obligated, to indemnify any agent of the Association not otherwise covered by this Article to the fullest extent permissible under the laws of the State of Texas. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which the indemnitee may be entitled as a matter of law or under any agreement, vote of members or directors, or other arrangement.

The Association shall pay in advance or reimburse out of pocket expenses actually or reasonably incurred by any indemnitee or anticipated by any indemnitee in connection with

such indemnitee's appearance as a witness or other participation in a proceeding, whether or not such Indemnitee is named defendant or a respondent in the proceeding. To obtain indemnification or an expense advance, an indemnitee shall submit to the Association a written request with such information as is reasonably available to such indemnitee. If the expense advance is to be paid prior to the final disposition of the proceeding, there shall be included a written statement of such indemnitee's good faith belief that such indemnitee has met the necessary standard of good conduct under the Business Organizations Code and an undertaking to repay any amount paid if it is ultimately determined that those conduct requirements were not met. Upon receipt of the request, the Association shall determine (whether made by special counsel or otherwise) the Indemnitee's entitlement to indemnification or an expense advance and the reasonableness of the expense. If the request is rejected or approved in part and denied in part, the Association shall notify the indemnitee of the reason therefor. The Association may approve any portion of an expense it finds reasonable and deny any portion it finds unreasonable. If within sixty (60) days of the Association's receipt of the request, the request for payment is rejected in whole or in part or not acted upon, the indemnitee shall have the right to an adjudication in any court of competent jurisdiction of such indemnitee's entitlement to such indemnification or expense advance.

(b) Insurance. The Association is authorized to purchase insurance against the liabilities and expenses described herein, but is not obligated to do so.

(c) Savings Clause; Limitation. If this Article, any Section or provision hereof or any provision of the Act dealing with indemnification shall be invalidated by any court on any ground, then the Association shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Association shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification

of the Association as an organization described in section 501(c)(6) of the Internal Revenue Code.

12.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Association.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Association whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

(c) Unwarranted Reliance. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 12.2(b) unwarranted.

(d) Liability to Association. A director or officer is not liable as such to the Association for any action taken or not taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Article XII.

(e) Director Not Deemed to Be a Trustee. A director, regardless of title, shall not be deemed to be a trustee with respect to the Association or with respect to any property

held or administered by the Association including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

12.3 Approval of Conflicting Interest Transactions Involving Directors and Officers.

The Association may enter into a contract, transaction, or other financial relationship between the Association and the director or officer, or between the Association and a party related to the director or officer, or between the Association and an entity in which the director or officer is a director or officer or has a financial interest provided that the:

material facts as to the director's or officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum.

12.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Association to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.

ARTICLE XIII.

AMENDMENTS OF THE CERTIFICATE OF FORMATION OR BYLAWS

The Certificate of Formation (formerly, Articles of Organization) and these Bylaws may be amended at any regular meeting of the Association or at a special meeting called for that purpose by a two-thirds vote of the members present, provided that notice shall have been provided to all members of the Association at least ten (10) days in advance of such meeting in accordance with Section 4.03, stating that an amendment to the Certificate of Formation or Bylaws will be proposed at such meeting, and further provided that a copy of

the proposed amendment shall have been posted in the Fort Bend County Law Library for at least ten (10) days prior to such meeting. No proposed amendment of the Certificate of Formation or Bylaws shall be submitted to the members unless and until such proposed amendment or amendments shall have been approved by the Board of Directors. No vote of the members shall be required to amend the Certificate of Formation as to any of the amendments permitted to be made by the Board of Directors without a vote under Texas Business Organizations Code § 22.107.

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