BYLAWS
OF
KATHY LANE BUSINESS PARK OWNERS' ASSOCIATION

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Business Organizations Code (the "**TBOC**") and the Certificate of Formation for the Association filed with the Texas Secretary of State on February 18, 2026 (the "**Certificate of Formation**"). In the event any of the provisions of this Certificate of Formation, the Declaration, and/or the Bylaws shall be in conflict with the provisions the TBOC, the provisions of the TBOC shall control. In the event that a conflict exists between the provisions of this Certificate of Formation, the Declaration, and/or the Bylaws, the documents shall control in the following order: 1) the Declaration; 2) the Certificate of Formation; and 3) the Bylaws.

ARTICLE 1
NONPROFIT ASSOCIATION PROVISIONS

1.1 **Name**. The name of the Association is Kathy Lane Business Park Owners' Association, a Texas non-profit corporation (the "**Association**").

1.2 **Offices**. The Association shall maintain a registered office in the State of Texas and a registered agent at such office and may have other offices within or without the State.

1.3 **Declaration**. Reference is made for all purposes to the Declaration of Covenants, Conditions and Restrictions for Kathy Lane Business Park (the "**Declaration**") for the property defined in the Declaration as the "**Property**", recorded under County Clerk's File No. RP-2026-58909 in the Official Public Records of Real Property of Harris County, Texas, as amended from time to time.

1.4 **Definitions**. Wherever a capitalized term used in these Bylaws is not otherwise defined herein, such term shall have the meaning ascribed to it in the Declaration.

1.5 **Purposes of Association**. The Association is organized to exercise the rights and powers and to perform the duties and obligations of the Association in accordance with the Declaration, the Certificate of Formation and these Bylaws, as each may be amended from time to time, and all applicable laws.

1.6 **Tax Related Provisions**.

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, Board of Directors, officers or other private persons or entities (each a "**Person**" and collectively, "**Persons**"); except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

(b) No material part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (the "**Code**").

(c) The Board shall periodically review these tax related provisions and approve amendments thereto from time to time as necessary to comply with changes in federal and state laws applicable to maintaining the Association's tax exempt nonprofit status.

1.7 **Termination**. Upon the discontinuance and/or termination of the Association, the Board shall apply and distribute the Association's assets as follows: (a) all liabilities and obligations of the Association shall be paid, satisfied and discharged, or adequate provision shall be made therefor, (b) assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the termination, shall be returned, transferred or conveyed in accordance with such requirements, and (c) all remaining assets shall be transferred or conveyed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Code; or shall be distributed to the federal government, or to a state or local government entity or political subdivision thereof, for a public purpose.

ARTICLE 2
MEMBERS

2.1 **Members**. Subject to the Declaration, members of the Association (the "**Members**") shall be: (i) each Owner and (ii) the Declarant.

2.2 **Affirmative Vote**. The Members shall have the number of votes, and be entitled to vote upon such decisions or resolutions, as expressly provided in the Declaration. The Majority of the Members shall determine the passage of any such decision or resolution, unless another stated threshold for passage is applicable under the Declaration. A vote may be cast, either in person or by written proxy, by Members of record who are entitled to vote. Notice and quorum requirements shall be as set forth herein. Cumulative voting shall not be permitted. Any Member whose voting rights have been suspended under any provision of the Declaration shall not be entitled to vote.

2.3 **Membership List**. The Secretary shall be responsible for maintaining, at the principal office of the Association, an updated list of Members and their last notice addresses. The list shall be revised by the Secretary to reflect changes of Members occurring not less than twenty (20) days prior to the date of the annual or special meeting. The list shall be open to inspection by all Members and other Persons lawfully entitled to inspect the list during regular business hours up to the date of the annual or special meeting. The Secretary shall also keep current and retain custody of the Association's corporate minute book.

2.4 **Proxies**. Votes may be cast by written proxy or by ballot. Written proxies shall be delivered to the Secretary at least twenty-four (24) hours prior to the meeting at which votes are to be cast. A proxy vote shall be defined as a written vote submitted by a Member or a Person delegated by a Member which states either: (a) the specific vote of the Member with respect to the specific issues, resolutions or election being voted on at the annual or special meeting for which such proxy has been given, or for the limited purposes set forth therein; or in the alternative; or (b) general permission authorizing the holder of the proxy authority to exercise the Member's vote(s) on all matters as such holder sees fit. A Member may revoke a proxy by giving actual written notice of revocation to the Person holding the proxy, with a copy to the Association. A proxy may not be irrevocable for more than eleven (11) months.

2.5 **Annual and Special Meetings**. All annual meetings of the Members of the Association shall be held within one hundred twenty (120) days after the fiscal year-end of the Association on a date as shall be fixed by the Board by written notice to the Members. All meetings shall be held at the principal office of the Association or at another suitable and convenient place permitted by applicable law and fixed by the Board from time to time and designated in the notices of the meetings.

2.6 **Notice of Annual Meetings**. The Secretary shall send notices of annual meetings to each Member directed to the most recent contact information provided to the Association by such Member, as shown on the records of the Association, by electronic mail or facsimile. Any notice given by electronic message or similar transmission shall be deemed to have been given at the time the notice is successfully transmitted to the Person entitled thereto, as established by automatic electronically generated confirmation of delivery or transmission. This notice shall be sent not less than ten (10) days or more than twenty (20) days before the date of the meeting and shall state the date, time and place of the meeting, the purpose or purposes thereof and the items on the agenda.

2.7 **Special Meetings**. A special meeting of the Members of the Association may be called by the Declarant, the Chairman, a majority of the members of the Board of Directors, or upon presentation to the Secretary of a petition stating the specific purpose of the special meeting, which petition has been signed by the Members entitled to cast at least one-half (1/2) of the votes that may be cast at such meeting.

2.8 **Notice of Special Meetings**. The Secretary shall send notice of any special meeting of the Association to each Member in the manner provided in Section 2.6 of these Bylaws. The notice shall state the same items required by Section 2.6 of these Bylaws for notices of annual meetings. No business shall be transacted at any special meeting except as stated in the notice thereof unless consented to by the Members entitled to cast at least two--thirds (2/3) of the votes that may be cast at the special meeting, present in person or by proxy.

2.9 **Member Quorum**. At any duly convened meeting of the Association, a quorum shall be present if Persons entitled to cast at least fifty one percent (51%) of the votes that may be cast at the meeting are present in person or by proxy at the beginning of the meeting.

2.10 **Action Without Meeting by Written Ballot**. Any action which may be taken by the vote of the Members at a regular meeting or special meeting, may be taken without a meeting if done in compliance with Section 22.160(d) of the TBOC. If an action is taken without a meeting, the Board shall distribute a written ballot to every Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at an annual or special meeting authorizing the action.

2.11 **Administration of Affairs**. Subject to the provisions of the TBOC, the Declaration and these Bylaws, the Association shall be governed by the Board, not by the Members.

ARTICLE 3
BOARD OF DIRECTORS

3.1 **General Powers**. The corporate governance, direction and management of the affairs, and the control and disposition of the assets, of the Association shall be vested in a board of directors (the "**Board of Directors**" or the "**Board**"). Subject to the restrictions imposed by applicable laws, by the Certificate of Formation and by these Bylaws, the Board of Directors may exercise all the powers of the Association. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these Bylaws.

3.1 **Number, Terms, Vacancies**.

(a) *Number of Directors*. The Board shall consist of a minimum of one (1) individual and can be expanded to a maximum of five (5) individuals by the Declarant. The Declarant shall appoint the initial member of the Board (each, a "**Director**" and collectively, the "**Directors**"). From and after the first meeting of the Members, the Board of Directors shall consist of one (1) or more persons elected by a majority vote of the then existing Directors at such meeting of the Directors at which a quorum is present.

(b) *Term*. All Directors shall hold office until a successor is appointed as provided herein, unless such Director is removed by a majority vote of the other Directors, resigns or is unable to serve.

(c) *Vacancies*. Any vacancy occurring in a Director's position shall be filled with thirty (30) days by a Person elected by the remaining Directors.

3.2 **Officers of the Board**. The officers of the Board of Directors shall be (a) a Chairman designated by the Declarant, and (b) one or more Vice Chairmen, as may be elected from time to time by the Board of Directors (and in the case of each such Vice Chairman, with such descriptive title, if any, as the Board of Directors shall deem appropriate). Each officer shall hold office for the term for which he is elected and until his successor shall have been designated or duly elected as provided herein unless such officer is removed, resigns or is unable to serve.

3.3 **Chairman**. The Chairman shall preside at all meetings of the Board of Directors and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him by the Board of Directors. The Chairman shall preside, when present, at all meetings of the Board and cause the minutes of all meetings to be presented for approval by the Board. The Chairman shall hold office for a term of two (2) years from the date of such election. In the absence of the Chair, or if the Declarant shall neglect or fail to designate a Chairman, then a Vice Chairman shall serve as Chairman.

3.4 **Vice Chairman**. Each Vice Chairman shall hold office for a term of two (2) years from the date of such election. In the absence of the Chairman, or in the event of his inability or refusal to act, a Vice Chairman shall perform the duties of the Chairman of the Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman. A Vice Chairman shall have such other powers and duties as from time to time may be assigned to him by the Board of Directors.

ARTICLE 4
BOARD MEETINGS

4.1 **Annual Meeting**. An annual meeting of the Board of Directors shall be held each year in October of each year at a time and place designated by the Chairman, or such other date, time and place as designated by the Chairman. Notice of such annual meeting shall be given in writing to all members of the Board of Directors at least thirty (30) days prior to the meeting. At each annual meeting at which a quorum is present, the Board of Directors shall appoint the officers of the Association and transact such other business as may lawfully come before the meeting.

4.2 **Regular Meetings**. The Directors may hold regular meetings at least once in each calendar quarter, in such place or places as designated from time to time by the Chairman and communicated to all Directors. Notice of such meetings shall be given in writing to all Directors at least ten (10) days prior to the meeting.

4.3 **Special Meetings**. Special meetings of the Board of Directors shall be held whenever called by the Chairman, by a Vice Chairman or by a majority of the Directors then in office. Each such special meeting shall be held at such time, place and date as shall be designated by the officer or Directors calling such meeting. Notice of such meeting shall be given in writing to all Directors at least three (3) days prior to the meeting.

4.4 **Notice**. The Secretary shall give notice of any annual or regular meeting to each Director, including therein the time, place and date of such meeting. The Secretary shall give notice or the Person or Persons calling any special meeting of the Board of Directors must cause notice to be given to each Director of such special meeting, including therein the time, place and date of such meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or written waiver of notice of such meeting unless otherwise required by these Bylaws. Unless limited by applicable law, the Certificate of Formation or these Bylaws, any and all business may be transacted at any such meeting of the Board of Directors. The attendance of a Director, whether in person or by proxy, at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, unless such Director attends a meeting, whether in person or by proxy, for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.5 **Quorum**. At all meetings of the Board, the presence of a majority of the then current number of Directors (not counting vacant Board positions) shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at a meeting of the Board, the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present. The act of a majority of the Directors present (in person or by proxy) at a meeting at which a quorum is present shall be the act of the Board.

4.6 **Proxies**. Each Director entitled to vote at a meeting of the Board of Directors has the right to authorize one or more Persons to vote for the Director by written proxy. To do so, the Director must execute a proxy statement authorizing the other Person to act on the Director's behalf. Electronic mail or similar transmission by the Director, or a photographic, photostatic facsimile, or similar reproduction of a writing executed by the Director, shall be treated as an execution in writing for purposes of this Section. Such proxies are valid for the period of time prescribed in the proxy, but in no event after three (3) months from the date of its execution. If no date is stated in the proxy, such proxy will be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy will be revocable unless it expressly provides that it is irrevocable or is otherwise made irrevocable by applicable law; provided, however, that any irrevocable proxy shall automatically expire three (3) months from the date of its execution.

4.7 **Manner of Acting**.

(a) *General Decision-making*. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless approval of the Board is required by applicable law, the Declaration or these Bylaws.

(b) *Specific Decisions Which Require Board Action*. Notwithstanding any provision herein to the contrary, the following actions shall require the approval of a majority of the Directors, except to the extent such actions require approval of the Board as set forth in the Declaration:

(i) amend or restate the Certificate of Formation or these Bylaws;

(ii) approve any (1) conversion, merger or exchange of the Association, or (2) sell, lease, exchange or otherwise dispose of (other than by way of a pledge, mortgage, deed of trust or trust indenture) all or substantially all the Association's property and assets (with or without goodwill), other than in the usual and regular course of the Association's business.

(iii) acquire any real property or interest therein or execute any real estate leases or material amendments thereto;

(iv) approve the voluntary winding up of the Association;

(v) change the name of the Association;

(vi) conduct business, or qualify as a foreign limited liability Association to conduct business, in any jurisdiction other than Texas.

(vii) transact any business with any Director or any affiliate of a Director, other than as expressly set forth herein;

(viii) approve the annual budget and financial statements;

(ix) approve the initial business plan and any subsequent business or strategic plan;

(x) enter into, extend, renew or modify any material contract, the term of which exceeds one (1) year, other than in the ordinary course of the Association's business;

(xi) furnish any suretyship or guarantee for the obligations of any third party;

(xii) change the fiscal year end of the Association;

(xiii) confess a judgment against the Association;

(xiv) allow a judgment by default to be rendered against the Association without engaging legal counsel to provide the Association with an opportunity to defend against such judgment;

(xv) pay, or loan money for the payment of, debts of any Person;

(xvi) release or compromise any debt or obligation owed the Association in excess of $10,000 in the aggregate, other than in the ordinary course of the Association's business;

(xvii) change the nature of the Association or carry on any other purpose that is not directly related to the purpose of the Association, as set forth in Section 1.5, the Declaration or the Certificate of Formation;

(xviii) subscribe for or purchase shares, debentures or other instruments or securities issued by any other Person or make any investment in a Person, in any case;

(xix) change the basis of the Association's accounting policies, other than as required by generally accepted accounting principles;

(xx) file a voluntary petition for relief by the Association under any provisions of the United States Bankruptcy Code, Title 11 of the United States Code, as amended or recodified from time to time, or under any similar or other applicable law relating to bankruptcy, insolvency, reorganization or other relief; or appoint a receiver for or liquidator of or for any part of the assets or property of the Association or make a general assignment for the benefit of creditors of the Association;

(xxi) make, or commit to make, any payment in excess of $10,000 per transaction or contract (or series of related transactions or contracts), whether as or in connection with a capital expenditure, asset purchase, investment, rental, settlement, equity contribution, loan, guaranty or otherwise, other than pursuant to transaction(s) or contract(s) included in the annual budget or an approved variance therefrom;

(xxii) borrow any amount in excess of $10,000 per transaction or contract (or series of related transactions or contracts) other than pursuant to transaction(s) or contract(s) included in the annual budget or an approved variance therefrom;

(xxiii) enter into any contract or transaction (or series of contracts or transactions) pursuant to which the Association is to receive or pay more than $10,000 other than pursuant to contract(s) or transaction(s) included in the annual budget or an approved variance therefrom;

(xxiv) indemnify any Person except as specifically provided in these Bylaws;

(xxv) execute or otherwise enter into any employment agreement, appoint or remove (with or without cause) any officer of the Association or hire or fire (with or without cause) any officer of the Association or other similarly compensated Person; or

(xxvi) file any claim or lawsuit against any Person except where the amount claimed is for less than $10,000 or settle any claim or lawsuit except where the fair market value of the settlement amount is less than $10,000.

4.8 **Order of Business**. At meetings of the Board of Directors, business shall be transacted in such order as the Chairman may determine. The Secretary of the Association shall prepare minutes of such meetings unless the Chairman or the Board of Directors appoints another Person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the Association. If the Chairman and all Vice Chairmen are absent from a meeting of the Board of Directors or if they are unable to act at a meeting of the Board of Directors, a chairman for that meeting shall be chosen by the Board of Directors from among the Directors present.

4.9 **Presumption of Assent**. A Director who is present at any meeting of the Board of Directors at which action on any Association matter is taken will be presumed to have assented to the action unless his dissent or vote against such action is entered in the minutes of the meeting or unless he files his written dissent to such action with the Person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

4.10 **Compensation**. Directors as such shall not receive any salary or compensation for their service as Directors but shall be entitled to be reimbursed for all reasonable expenses incurred on behalf of the Association or in furtherance of the Directors' duties; provided, however, that a Director's request for such reimbursement shall be made within six (6) months after the date on which such expenses were incurred by such Director. Nothing contained herein shall be construed to preclude any Director from serving the Association in any other capacity or receiving compensation for such service.

4.11 **Action Without Meeting**. Unless otherwise restricted by the Declaration, Certificate of Formation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a sufficient number of the Directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all of the Directors or committee members, as the case may be, were present and if the procedures set forth in the TBOC are followed.

ARTICLE 5
OFFICERS OF THE ASSOCIATION

5.1 **Number and Titles**. The officers of the non-profit Association that is the Association (as distinguished from the officers of the Board of Directors) shall be (a) a President and (b) a Secretary. The Association may also have, at the discretion of the Board, (y) one or more Vice Presidents, as may be determined from time to time by the Board of Directors (and in the case of each such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate) and/or (z) a Treasurer. Each officer shall hold office for the term for which he is elected and until his successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve. One Person may hold more than one office except that the same Person shall not simultaneously serve as both President and Secretary. The Board of Directors also may appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers, assistant officers and agents as the Board of Directors shall from time to time deem necessary, who shall exercise such powers and perform such activities as shall be set forth in these Bylaws or as determined from time to time by the Board of Directors.

5.2 **Election and Term of Office**. The officers of the Association shall be appointed by a majority of the Board of Directors at each annual meeting of the Board of Directors at which a quorum is present. New offices may be created and filled at any meeting of the Board of Directors. The term of office for such officers shall be one (1) year unless otherwise specified by resolution of the Board prior to any such election.

5.3 **Removal**. Any officer of the Association appointed by the Board of Directors may be removed with or without cause by the Board of Directors at any time whenever in its sole and exclusive judgment the best interests of the Association will be served thereby. The appointment of an officer shall not of itself create contract rights. The removal of an officer who is also employed by the Association shall be without prejudice to the contract rights, if any, of the Person so removed.

5.4 **Vacancies**. A vacancy in the office of any officer may be filled by the Board of Directors.

5.5 **President**. The President shall be the executive Director of the Association, as recommended to the Board of Directors by the Chairman and hired by the Chairman with the approval of the Board per Section 4.7(a). Subject to the control of the Board, and subject to the obligation to obtain approval of the Board for all matters requiring approval of the Board under the Declaration or these Bylaws, the President shall have general executive charge, management and control of the affairs, properties and operations of the Association in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities and (a) may appoint or employ and discharge employees and agents of the Association and fix their compensation; and (b) may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, any and all mortgages, deeds of trust, indentures, pledges, chattel mortgages, liens and hypothecations, and any and all bonds, debentures, notes, other evidences of indebtedness and any and all other obligations and encumbrances and any and all other instruments, documents and papers of any kind or character for and on behalf of and in the name of the Association. The President shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon the President by the Board. The annual compensation of the President, if any, is subject to the approval of the Board.

5.6 **Secretary**. The Secretary of the Association (a) shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, (b) shall attend to the giving and serving of all notices, (c) may in the name of the Association attest to all contracts of the Association and affix the seal of the Association thereto, (d) shall in general perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and (e) shall discharge such other duties as shall be prescribed from time to time by the Board of Directors. The Secretary of the Association shall be appointed from among the members of the Board of Directors.

5.7 **Treasurer**. The Treasurer, if any, shall have the custody and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer, if any, shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

ARTICLE 6
COMMITTEES

6.1 **Committees Appointed by Chairman**. Subject to the approval of or ratification by the Board, the Chairman may appoint one or more committees. All committees shall have the powers and authority delegated to it by the Chairman, and the Chairman shall appoint the chairperson and members of each committee. The chairperson of any committee shall be a Director, and the remaining members of such committee may be, but are not required to be, Directors, or otherwise Persons selected by the Chairman. All committees shall exist solely at the pleasure of the Chairman and may include standing committees or special committees, as determined by the Chairman.

6.2 **Quorum and Voting**. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

6.3 **Meetings and Notices**. Meetings of a committee may be called by the Chairman, the chair of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The Person or Persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the committee members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings.

6.4 **Resignations and Removals**. Any member of a committee may resign at any time by giving notice to the chair of the committee or the Secretary of the Association. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Chairman of the Board may remove at any time with or without cause any member of any committee whenever in the sole and exclusive judgment of the Chairman of the Board the best interests of the Association will be served thereby. The appointment of a Person to a committee shall not of itself create contract rights.

6.5 **Vacancies**. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE 7
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify Directors, officers, employees and agents of the Association to the fullest extent required by Chapter 8 of the TBOC and may indemnify such Persons to the fullest extent permitted by Section 8.101 of the TBOC, subject in each case to those restrictions, if any, contained in the Certificate of Formation. The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of such Persons to the fullest extent permitted by Section 8.151 of the TBOC. Notwithstanding any provision of this to the contrary, the Association shall not indemnify any Person described in this if such indemnification (1) would jeopardize the Association's tax-exempt status under Section 501(c)(4) of the Code, or (2) if the Association is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

ARTICLE 8
CONTRACTS AND CHECKS

8.1 **Contracts**. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.2 **Checks, Drafts, Etc**. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and co-signed by the Chairman or any Vice Chairman.

ARTICLE 9
BOOKS AND RECORDS

9.1 **Books and Records**. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All such books and records shall be kept in accordance with generally accepted accounting principles consistently applied. All books and records of the Association may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

9.2 **Financial Information**. Unless exempt from such requirements pursuant to Section 22.355 of the TBOC, the Board of Directors shall cause the Association to maintain a financial record, prepare annual reports of the Association's financial activities and make such records and reports available to the public in the manner required by Section 22.353 of the TBOC.

ARTICLE 10
NOTICE AND HEARING

10.1 **Manner of Notice**. All notices required by the Association or the Members pursuant to the Declaration, Certificate of Formation, and these Bylaws shall be delivered in a manner permitted under the Declaration, except for notices of meetings of Members, as expressly provided in Section 2.6 and Section 2.8.

10.2 **Notice Period**. The Association shall provide all Parties no less than twenty (20) days' notice, unless otherwise specified by the Declaration or these Bylaws, before enforcing remedies granted to the Association by the Declaration.

10.3 **Hearing Procedure**.

(a) Any Person entitled to a hearing before the Board of Directors or a tribunal appointed by the Board of Directors pursuant to the Declaration (the "**Affected Party**"), shall make a written request to the Association no later than five (5) business days before the expiration of the requisite notice period provided for in Section 10.3(b).

(b) The Board of Directors shall hold the hearing no later than thirty (30) days after the date the Association receives the Affected Party's request for a hearing. The Board of Directors shall notify the Affected Party of the date, time, and place of the hearing no less than ten (10) days before the date of the hearing. The Board of Directors may, in its reasonable discretion, grant a postponement of not more than ten (10) days upon written request of the Affected Party, but in no case shall a postponement be granted if the written request is received by the Board of Directors less than three (3) days before the hearing.

(c) The Association shall conduct the hearing at the location where the previous annual meeting of the Association occurred or any other location as the Association deems appropriate, but in no case shall the location be situated outside of Harris County, Texas. The foregoing notwithstanding, the hearing may be conducted via teleconference if agreed to in writing by the Association and the Affected Party.

(d) The Chairman of the Board of Directors (or the ranking member of a tribunal appointed by the Board of Directors, as applicable) shall preside over the hearing and prescribe reasonable procedures for conducting the hearing. Without in any manner requiring the Chairman (or the ranking member) of the tribunal to provide the Affected Party any particular amount of time, an allowance of forty-five (45) minutes by the Chairman (or the ranking member) for the Affected Party to present its case shall conclusively be deemed reasonable and sufficient.

(e) After each Party presents its arguments, the Board of Directors (or the ranking member of the tribunal appointed by the Board of Directors, as applicable) shall make a determination on the merits and inform the Affected Party of its determination within three (3) business days after the hearing. Determinations by the Board of Directors or the tribunal appointed by the Board of Directors are conclusive and not subject to appeal except as provided by the Declaration or applicable law.

10.4 **Waiver**. Any waiver of notice, signed by the Person or Persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 11
GENERAL PROVISIONS

11.1 **Fiscal Year**. The fiscal year of the Association shall be the calendar year.

11.2 **Resignations**. Any Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chairman. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

11.3 **Attendance at Meetings by Remote Access**. Subject to the requirement for notice of meetings, Members, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such Members, Board of Directors or committee, as the case may be, by means of (a) a conference telephone call or similar communications equipment by which all Persons participating in the meeting can hear each other; or (b) another suitable electronic communications system, including videoconferencing technology, including but not limited to, Skype, Facetime, or GoTo Meeting applications, or the Internet, provided each Member entitled to participate in the meeting has access to such system for conducting the meeting and can communicate concurrently with each other participant. Participation in a meeting in the above-described means shall constitute presence for quorum purposes and 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. Any Director desiring to attend a meeting by a means of remote access shall notify the Chairman in writing at least 24 hours in advance of such meeting in order to assure that all appropriate equipment and connections can be arranged for such means of remote access at such meeting. Remote meetings must be conducted in accordance with applicable laws, including but not limited to Section 22.002 of the TBOC. Any reference to in person means physically in person or in person by means of remote access as provided herein.

11.4 **Principal Office**. The principal office of the Association in the State of Texas shall be located at 3934 Cypress Creek Parkway, Suite 202, Houston, Texas 77068. The Association may have such other offices as the Board of Directors may determine.

11.5 **Registered Office**. The Association shall have and continuously maintain in the State of Texas a registered office at 3934 Cypress Creek Parkway, Suite 202, Houston, Texas 77068, and shall have and maintain a registered agent whose office is identical with such registered office, as required by the TBOC.

11.6 **Gender and Number Agreement**. Whenever the masculine, feminine or neuter gender is used inappropriately in these Bylaws, these Bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

11.7 **Amendments**. These Bylaws may be altered, amended, or repealed by the unanimous vote of the Board of Directors at any regular or special meeting, so long as notice of said proposed amendment is contained in the notice of the meeting and such alteration, amendment or repeal does not cause the Association to cease to be exclusively organized and operated as an entity described in Section 501(c)(4) of the Code.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Bylaws of Kathy Lane Business Park Owners' Association were duly adopted by resolution of the Board of Directors effective as of FEBRUARY 13TH, 2026 (the "**Effective Date**").

IN WITNESS WHEREOF, the undersigned, the duly elected and acting Secretary of the Association, has signed this Secretary's Certificate.

SECRETARY:

By:______________________________
Name: Juan Cristobal del Rio Madrigal
Title: Secretary