

FILED  
In the Office of the  
Secretary of State of Texas  
AUG 20 2003  
Corporations Section

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**ARTICLES OF A MENDMENT  
OF  
GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION**

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**ARTICLE ONE**

The name of the corporation is the GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION.

**ARTICLE TWO**

The following amendment to the Articles of Incorporation was adopted on August 20, 2003.

**ARTICLE THREE**

The amendment alters Article One of the Articles of Incorporation and the full text of each provision amended or added is as follows:

“Article One  
“The Name of the corporation is GSW INDUSTRIAL DISTRICT ASSOCIATION.”

**ARTICLE FOUR**

The amendment was adopted at a meeting of the board of directors held on August 20, 2003, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

Dated this 20th day of August, 2003.

by



Kris Landrith  
Attorney-in-Fact

ARTICLES OF MERGER

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The undersigned corporations adopt these Articles of Merger.

SEP 23 2002

ARTICLE 1  
PLAN OF MERGER

Corporations Section

The following Plan of Merger was adopted by each of the undersigned corporations.

1.01. The names of the corporations proposing to merge and the states under whose laws they are organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
Great Southwest Grand Prairie Association, Inc.	non-profit association	Texas
Great Southwest Arlington Association, Inc.	non-profit association	Texas

1.02. The name of the surviving corporation is Great Southwest Grand Prairie Association, Inc.

1.03. The Board of Directors of both corporations have approved the Plan of Merger set forth in the attached Exhibit A, and incorporated by reference into these Articles as if fully set forth herein.

1.04. The surviving corporation's Articles of Incorporation remain unchanged.

1.05. The Plan of Merger will become effective upon the issuance of the certificate of merger by the Secretary of State.

ARTICLE 2  
PROCEDURE OF ADOPTION

2.01. This merger is permitted by the laws of the state of Texas. This corporation approved the Plan of Merger in compliance with the state laws under which it is organized.

2.02. The Plan of Merger was adopted at the meeting of the Board of Directors of Great Southwest Grand Prairie Association, Inc. held on September 4, 2002, at which a quorum was present. The Plan received at least two-thirds of the votes of those Directors who were present or represented by proxy at the meeting and were entitled to vote.

2.03. The Plan of Merger was adopted at the meeting of the Board of Directors of Great Southwest Arlington Association, Inc held on September 4, 2002, at which a quorum was present. The Plan received at least two-thirds of the votes of those Directors

who were present or represented by proxy at the meeting and were entitled to vote.

I am an officer of Great Southwest Grand Prairie Association, a corporation involved in this merger. I execute these Articles of Merger on behalf of this corporation on September 20, 2002.

GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION

By: Ken McCall  
Name: Ken McCall  
Title: President

I am an officer of Great Southwest Arlington Association, a corporation involved in this merger. I execute these Articles of Merger on behalf of this corporation on September 20, 2002.

GREAT SOUTHWEST ARLINGTON ASSOCIATION

By: Jay Hancock  
Name: JAY HANCOCK  
Title: PRESIDENT

## PLAN OF MERGER

This Plan of Merger ("Plan") is entered into on September 4, 2007 by Great Southwest Arlington Association, Inc. ("Acquired Association"), a Texas nonprofit association, and Great Southwest Grand Prairie Association, Inc. ("Surviving Association"), a Texas nonprofit association.

### ARTICLE 1 PLAN OF MERGER

#### **Adoption of Plan**

1.01. A plan of reorganization of Acquired Association and Surviving Association under the provisions of Article 5.01 et seq. of the Texas Business Association Act and Section 368(a)(1)(A) of the Internal Revenue Code is adopted as follows:

(a) On the effective date of the merger as set forth in Article 1.02 of the Plan of Merger, Acquired Association will be merged into Surviving Association, to do business and be governed by the laws of Texas.

(b) Surviving Association's name will be: Great Southwest Grand Prairie Association, Inc.

(c) When this Plan becomes effective, Surviving Association and Acquired Association will merge so that Great Southwest Arlington Association, Inc. will no longer exist. At that time, Surviving Association will succeed to all the rights, title and interests to all property owned by Acquired Association, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. Surviving Association also will be subject to all the debts and obligations of Acquired Association as the primary obligor, except as otherwise provided by law or contract, and only Surviving Association will be liable for the debt or obligation.

(d) Surviving Association will carry on business with the assets of the parties to the merger as these Associations existed immediately prior to the merger.

(e) Further, Surviving Association will allow up to five positions on its Board of Directors to Acquired Association.

(g) The members of Surviving Association will retain their membership interests as membership interests of Great Southwest Grand Prairie Association, Inc.

#### **Effective Date**

1.02. The effective date of the merger ("Effective Date"), will be the date when a certificate of merger is issued by the secretary of state of Texas.

### ARTICLE 2 REPRESENTATIONS AND WARRANTIES

## **Acquired Association**

2.01. As a material inducement to Surviving Association to execute this Plan and perform its obligations under this Plan, Acquired Association represents and warrants to Surviving Association as follows:

Acquired Association is an Association duly organized, validly existing, and in good standing under the laws of Texas, with corporate power and authority to own, lease, and operate property and carry on its business as it is now being conducted. A copy of the articles of incorporation and the bylaws of Acquired Association, including all amendments effective as of the date of this plan, have been delivered to Surviving Association, and are complete and correct.

## **Surviving Association**

2.02. As a material inducement to Acquired Association to execute and perform its obligations under this plan, Surviving Association represents and warrants to Acquired Association as follows:

Surviving Association is an Association duly organized, validly existing, and in good standing under the laws of Texas, with corporate power and authority to own property and carry on its business as it is now being conducted.

## **ARTICLE 3**

### **TERMS, CONDITIONS, AND PROCEDURES PRIOR TO EFFECTIVE DATE**

#### **Submission to Members and Filing**

3.01. This Plan will be submitted for approval separately to the Board of Directors of each of the merging parties in the manner provided by the laws of Texas.

## **ARTICLE 4**

### **DIRECTORS AND OFFICERS**

#### **Directors and Officers of Surviving Association**

4.01. The present Board of Directors of Surviving Association will continue to serve as its Board of Directors until the next annual election of a Board of Directors or until their successors have been elected and qualified.

4.02. All persons who on the Effective Date are executive or administrative officers of Surviving Association will remain as officers of Surviving Association until its Board of Directors determines otherwise. Surviving Association's Board of Directors may elect or appoint additional officers as it deems necessary.

4.03 Further, Surviving Association will allow Acquired Association to place up to five positions on its Board of Directors to Acquired Association.

## **ARTICLE 5**

## ARTICLES OF INCORPORATION AND BYLAWS

### Articles of Incorporation of Surviving Association

5.01. Surviving Association's Articles of Incorporation, as existing on the Effective Date, will continue in full force until altered, amended, or repealed as provided by law.

### Surviving Association's Bylaws

5.02. Surviving Association's bylaws, as existing on the Effective Date, will continue in full force until altered, amended, or repealed as provided in the bylaws or as provided by law.

## ARTICLE 6

### SURVIVAL OF WARRANTIES AND INDEMNIFICATION

#### Nature and Survival of Representations and Warranties

6.01. All statements contained in any memorandum, certificate, letter, document, or other instrument delivered by or on behalf of Acquired Association, Surviving Association, or the members of any party to the Plan of Merger will be deemed representations and warranties made by such parties, respectively, to each other under this Plan. The representations and warranties of the parties and the shareholders will survive for a period of three years following the Effective Date and will survive despite any inspections, examinations, or audits made on behalf of the parties and the shareholders.

## ARTICLE 7

### ENFORCEMENT AND INTERPRETATION

#### Further Assurances and Assignments

7.01. Acquired Association agrees that when requested by Surviving Association or by its successors or assigns, Acquired Association will execute and deliver or cause to be executed and delivered all deeds and other instruments necessary to consummate the transaction that is the subject of this Plan. Acquired Association also agrees to take or cause to be taken any further actions, assignments, or assurances that are necessary to vest, perfect, and conform title of Surviving Association to all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Plan, and otherwise necessary to carry out the intent and purposes of this Plan.

#### Entire Agreement and Counterparts

7.02. This instrument and any exhibits attached to and incorporated into the instrument contain the entire agreement between the parties with respect to the transaction contemplated by this Plan. It may be executed in any number of counterparts; however, all counterparts taken together will constitute one original.

**Controlling Law**

7.03. The validity, interpretation, and performance of this Plan is controlled by and construed under the laws of Texas, the state in which this Plan is being executed.

**Acquired Association:**

Great Southwest Arlington Association, Inc.

By: Jay Hancock  
Name: WAY HANCOCK  
Title: PRESIDENT

**Surviving Association:**

Great Southwest Grand Prairie Association, Inc.

By: Ken McCall  
Name: Ken McCall  
Title: President



**AMENDED BYLAWS OF  
GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION, INC.  
(A Texas Nonprofit Corporation)**

**ARTICLE I**

**PURPOSES**

The purposes for which the Corporation is formed are:

To assist in the promotion and maintenance of the Great Southwest Industrial District; to address issues concerning transportation, location, expansion and workforce development; to discover and work toward the development of areas within the Great Southwest Industrial District in the City of Grand Prairie; to disseminate knowledge, promote interest, encourage study and research, and to act in an advisory capacity to interested groups of persons and organizations regarding those things already enumerated; and to cooperate with other persons, groups, organizations and agencies in effectuating these objectives.

**ARTICLE II**

**MEMBERS**

**2.1 Members.** The Members of the Corporation shall be business owners, property owners, individuals, organizations, corporations, and institutions as may be accepted from time to time in accordance with membership procedures adopted by resolution of the Board of Directors. Members shall be classified as Voting Members and Nonvoting Members.

**2.2 Dues.** Annual dues as may be prescribed by adopted resolution of the Board of Directors shall be paid by all Members except those accepted by the Board to membership classes expressly exempt from this requirement.

**2.3 Annual Meetings.** The annual meeting of the Members shall be held each year at a time and place set by adopted resolution of the Board of Directors after notice is sent to all Members in accordance with Section 2.5 hereinbelow. If the day fixed for the annual meeting is a legal holiday, Saturday, or Sunday, such meeting shall be held on the immediately following business day.

**2.4 Special Meetings.** Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute, the Articles of Incorporation, or these Bylaws, shall be held upon call of the Chairman at the request of one-third (1/3) of the voting Board members, or at the request of ten percent (10%) of the Members, at such times and places as determined, after notice is sent to all Members in accordance with Section 2.5 hereinbelow.

**2.5 Notice of Meetings.** Notice shall be given by the Chairman not less than *five (5)* days nor more than *thirty (30)* days before the date of such meeting to each Member addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. *(As amended by Board of Directors on February 7, 2001).*

**2.6 Member List.** At least ten (10) days before each meeting of the Members, a complete list of the Members entitled to vote at each meeting arranged in alphabetical order, with the residence of each and the number of votes held by each shall be prepared by the Secretary. Such list shall be kept on file at the Registered Office of the Corporation for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Member at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to inspection by any Member who may be present.

**2.7 Quorum.** A quorum for a meeting of the Members shall be twenty percent (20%) of the Members authorized to vote. If a quorum is not present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

**2.8 Voting.** When a quorum is present at any meeting, the affirmative vote of a majority of the Members having voting power present in person shall decide any question before such meeting, unless the question is one upon which by express provisions of the statute, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of any Members to less than a quorum. Members *may* vote by proxy. *(As amended by Board of Directors on February 7, 2001).*

**2.9 Termination of Membership.** The Board of Directors by adopted resolution may request the resignation or terminate the membership of any Member for any act or omission which is deemed by the Board of Directors to be inconsistent with the accomplishment of the purposes and objectives of the Corporation or for nonpayment of dues.

## ARTICLE III

### BOARD OF DIRECTORS

**3.01 Authority.** The affairs of the Corporation shall be under the general direction of a Board of Directors, the sole policy-making body of the Corporation. The Board of Directors shall, to the extent it deems appropriate, exercise its power to administer, direct, manage, and conduct the affairs of the Corporation through its Executive Committee.

**3.02 Number and Composition.** The Board of Directors shall be composed of the officers of the Corporation and additional persons not to exceed a total of thirteen (13) voting Directors. It is the intent of these Bylaws to appoint persons to the Board of Directors representing a cross section of the Great Southwest Industrial District.

**3.03 Directors Nomination.** Directors shall be nominated by a three (3) person Nominating Committee cted by the Board of Directors to serve for one (1) year. *Such nominations shall be set forth annually in a written notice. (As amended by Board of Directors on February 7, 2001).*

**3.04 Election.** The Directors shall be elected by *voting* Members of the Corporation *annually*. (As amended by Board of Directors on February 7, 2001).

**3.05 Change in Number.** The number of Directors may be increased or decreased, from time to time, by amendment of these Bylaws. However, no amendment decreasing the number of Directors may effect the shortening of the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by an election at an annual or regular meeting or at a special meeting of the Board called for that purpose.

**3.06 Vacancies.** *Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of term of office) shall be filled by the affirmative vote of a majority of the then serving members of the Board of Directors.* A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. (As amended by Board of Directors on February 7, 2001).

**3.07 Term of Office.** The term of office for those Directors who are not officers shall be three (3) years, or until a successor has been elected. Service of Directors elected by the Board of Directors as officers, or elected by the Board to fill an unexpired term, shall not count as a full term for purposes of the three (3) term limitation imposed herein.

**3.08 Attendance.** A Board member shall be subject to removal from the Board upon nonattendance at three (3) consecutive Board meetings. An ex-officio Board member is not subject to attendance requirements.

**3.09 Resignation.** Any director of the Corporation may resign by submitting written notice of resignation to the Secretary of the Corporation. The resignation of any Director is effective upon receipt by the Secretary.

**3.10 Removal.** Any Director of the Corporation may be removed by the Directors whenever, in the judgment of two-thirds (2/3rds) of the then serving Directors, the interests of the Corporation shall be served thereby.

**3.11 Ex-Officio Directors.** The Board of Directors may, at its discretion, appoint *voting*, ex-officio members of the Board for terms to be determined by the Board of Directors from the City of Grand Prairie, the Grand Prairie Chamber, TXU, Union Pacific Railroad, Southwestern Bell, and other utilities serving the Great Southwest Industrial District. (As amended by Board of Directors on February 7, 2001).

**3.12 Meetings.** The Board of Directors shall meet at least four (4) times a year on dates prescribed by the Executive Committee. One of these meetings, which shall be the annual meeting of the Board of Directors, shall be held at the annual meeting of the Members. Special meetings shall be called at any time by the Secretary upon the order of the Chairman, or at the written request of five (5) members of the Board. If the day the Board selects for a meeting is a legal holiday, Saturday, or Sunday, the meeting shall be held on the immediately following business day.

**3.13 Quorum.** At a meeting of the Board, one-third (1/3) of the then serving voting Board members of the then existing Board shall constitute a quorum. If a quorum is not present at the commencement of a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until a quorum is present at such meeting. Upon the presence of a quorum, the Directors then may consider and act upon any matter permitted by statute, the Articles of Incorporation, or these Bylaws.

**3.14 Voting.** When a quorum is present at a meeting, the affirmative vote of a majority of the voting Directors present in person shall decide any question brought before such meeting. If a statute or the Articles of Incorporation, or these Bylaws expressly require a higher vote, the higher vote shall govern. *Directors may vote by proxy. In the event of a tie vote, any absentee Director will be requested by the Secretary to vote by proxy within one (1) business day. (As amended by Board of Directors on February 7, 2001).*

**3.15 Withdrawal of Quorum.** A duly constituted meeting of the Directors shall automatically adjourn upon the withdrawal of enough Directors to leave less than a quorum at such meeting.

**3.16 Compensation.** Directors shall not receive compensation for attendance at Board meetings nor receive a salary for the performance of their duties as a Director of the Corporation, but may be allowed reimbursement for their expenses by written approval of the Chairman, actually and reasonably incurred on behalf of the Corporation.

**3.17 Minutes.** The Secretary of the Corporation shall keep regular minutes of the Board of Directors' meetings. The minutes shall be placed in the minute book of the Corporation.

**3.18 Special Committees.** The Board of Directors may from time to time by written resolution authorize and appoint special committees to perform such duties and functions as the Board designates in its resolution. The Board of Directors specify the number of persons composing such special committees, the term of such members, and the person to chair each such committee. The Chair shall appoint the other members of the committee who must be a voting or nonvoting member of the Corporation. Each member of a special committee shall continue to serve at the pleasure of, and may be removed at any time by, the Board of Directors.

**3.19 Committee Meetings and Minutes.** Committee meetings shall be called and presided over by the Committee Chairman, or in the Chair's absence by the Vice Chair, after reasonable notice to all of the committee members. Committees shall meet as often as necessary to properly discharge their duties. A majority of committee members present shall constitute a quorum for any committee meeting, and a two-thirds (2/3) majority vote of those present and voting at any committee meeting at which a quorum is present shall constitute the action of the committee. Each committee shall keep minutes of its meetings and make reports and recommendations to the Board of Directors.

**3.20 Reference to Committees.** While it shall not be required, it is recommended, when applicable, that matters be referred to appropriate committees for consideration and recommendations prior to action by the Board of Directors.

## ARTICLE IV

### OFFICERS

**4.01 Enumeration, Qualifications, and Election.** The Chairman, one or more Vice Chairmen, the Secretary, the Treasurer, and such other officers as are deemed advisable by the Board of Directors shall be nominated by the Nominating Committee and *elected annually by voting Members*. Each officer must be a current voting member of the Board of Directors at the time of election as an officer. No person may hold more than one (1) office at any time. *(As amended by Board of Directors on February 7, 2001).*

**4.02 Term of Office.** Officers shall hold office for a one (1) year term and until a successor is duly elected and qualified, or until the officer's death, resignation, or removal in the manner hereinafter provided. Any officer may be elected to the same or another office upon the expiration of their term of office, provided that no person shall serve in one office of the Corporation for more than two (2) consecutive terms, except that an officer who is filling an unexpired term of office because of a vacancy shall be eligible for election to two (2) additional terms in the same office.

**4.03 Resignation.** Any officer may resign at any time by giving written notice of the resignation to the Secretary of the Corporation. The resignation of any officer shall take effect at the time specified therein and if no time is specified therein, it shall be effective upon receipt by the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.04 Removal.** Any officer elected by the Board of Directors may be removed by a resolution adopted by the Board of Directors as provided in Section 3.14 above whenever in its judgment the best interests of the Corporation would be served thereby.

**4.05 Vacancies.** A vacancy in any office because of death, resignation, removal, or otherwise shall be filled upon resolution adopted by the Board of Directors as provided in Section 3.14 above for the unexpired portion of the term.

**4.06 Presiding Officer.** The Chairman shall be the presiding officer of the Corporation and shall preside at all meetings of the membership and at all meetings of the Board of Directors and all meetings of the Executive Committee. The Chairman shall see that all resolutions of the Board of Directors are carried into effect. The Chairman shall have such other duties as may from time to time be prescribed by resolution of the Board of Directors.

**4.07 Vice Chairmen.** Each Vice Chairman shall have such powers and shall perform such duties as may be specified in these Bylaws or prescribed by resolution of the Board of Directors or by the Chairman. In the event of absence or disability of the Chairman, the most senior Vice Chairman shall temporarily preside at all meetings of the membership and at all meetings of the Board of Directors and all meetings of the Executive Committee.

**4.08 Secretary.** The Secretary shall see that minutes of the meetings of the Board of Directors and of the membership are recorded and placed in the Minute Book of the Corporation. The Secretary shall notify the Directors and the Members of all meetings and perform such other duties as may from time to time be prescribed by these Bylaws, by resolution of the Board of Directors, or by the Chairman, and in general, shall perform all duties customarily delegated to the office of Secretary.

**4.09 Treasurer.** The Treasurer shall cause to be kept accurate accounts of all funds of the Corporation received or disbursed. The Treasurer shall deposit all funds, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors by resolution designates from time to time. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. The Treasurer shall cause to be rendered to the Chairman and the Board of Directors whenever required, but not less frequently than monthly, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by these Bylaws, by resolution of the Board of Directors, or by the Chairman, and in general, shall perform all duties customarily delegated to the office of Treasurer.

**4.10 Compensation.** No officer of the Corporation shall receive any compensation for their services as such, but may be allowed reimbursement for their expenses by written approval of the Chairman, actually and reasonably incurred on behalf of the Corporation.

## ARTICLE V

### EXECUTIVE COMMITTEE

**5.1 Composition.** The Executive Committee shall be composed of the Chairman, all Vice Chairmen, the Secretary, and the Treasurer. In addition, the immediate past Chairman shall remain a nonvoting member of the Executive Committee for one (1) year after retiring from office of Chairman but shall not be counted in calculating a quorum of the Committee.

**5.2 Powers.** The Executive Committee shall have and exercise the powers of the Board of Directors delegated by resolution adopted by the Board.

**5.3 Meetings.** The Executive Committee shall meet at the call of the Chairman who shall serve as chair of the Executive Committee.

**5.4 Quorum.** A majority of the then-existing Executive Committee members shall constitute a quorum. *(As amended by Board of Directors on February 7, 2001).*

**5.5 Voting.** When a quorum is present at a meeting, the affirmative vote of a majority of the members present in person shall decide any question brought before such meeting. ***Proxies shall be allowed in votes of the Executive Committee.*** *(As amended by Board of Directors on February 7, 2001).*

**5.6 Withdrawal of Quorum.** A duly constituted meeting of the Executive Committee shall automatically adjourn upon the withdrawal of enough members to leave less than a quorum at such meeting.

**5.7 Minutes.** The Secretary of the Corporation shall keep regular minutes of the Executive Committee's meetings. The minutes shall be placed in the minute book of the Corporation.

## ARTICLE VI

### NOTICE, WAIVER AND PLACE OF MEETINGS

**6.1 Notice.** Whenever notice is required to be given (by statute, the Articles of Incorporation, these Bylaws, or otherwise) and no provision specifies how notice is to be given, such notice shall be in writing, and may be given:

(A) In person,

(B) By mail, postage prepaid, addressed to the member, director, officer, or committee member at the address appearing on the books of the Corporation (any notice required or permitted to be given by mail shall be considered given at the time when the same is thus deposited in the United States mail);

(C) By written acknowledged receipt by messenger service or facsimile or electronic transmission;  
or

(D) In any other method permitted by law.

**6.2 Waiver.** A written waiver signed by the person or persons entitled to receive written notice by statute, the Articles of Incorporation, or these Bylaws, shall be considered equivalent to the giving of such notice. The waiver of notice shall state the date, time, place, and the business to be transacted at such meeting. Except where a person attends a meeting for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened, attendance at such meeting shall constitute a waiver of notice.

**6.3 Action Without Meeting.** Any action required to be or which may be taken at a meeting of the Members, Board of Directors, or at a committee meeting may be taken without a meeting if consent in writing setting forth the action is signed by a sufficient number of the then serving Members, Directors, or committee members respectively as would be necessary to take that action at a meeting.

Each written consent shall bear the date of signature of each Member, Director, or committee member who signs the consent. The written consent must be filed with the Secretary within sixty (60) days so that it may be provided upon request and must meet all other applicable requirements of these Bylaws, the Articles of Incorporation, and the Texas Nonprofit Corporation Act.

**6.4 Telephone and Similar Meetings.** For any meeting described herein, the meeting may be held by means of a telephone conference in which all persons participating can hear each other.

## ARTICLE VII

### GENERAL PROVISIONS

**7.1 Books and Records.** The Corporation shall maintain correct and complete books and records of account and shall maintain minutes of the proceedings of its Members, Board of Directors, and committees.

**7.2 Annual Statement.** The Board of Directors shall cause to be prepared a full and clear statement of the business and condition of the Corporation, including, but not limited to, a reasonably detailed balance sheet and income statement for the prior fiscal year. Accountants selected by the Board of Directors shall prepare all such statements in conformity with generally accepted accounting principles applied on a consistent basis.

**7.3 Checks.** All checks of the Corporation shall be signed by any two (2) of the following: (a) the Chairman, (b) the Treasurer, or (c) a Director designated by resolution adopted by the Board of Directors from time to time.

**7.4 Bond.** The Corporation shall obtain bond on such persons and in such amounts as may from time to time be determined by the Board of Directors to be necessary.

**7.5 Fiscal Year.** The fiscal year of the Corporation shall *end on the last day of September of each year*, or as specified by resolution adopted by the Board of Directors. *(As amended by Board of Directors on February 7, 2001).*

**7.6 Contracts.** The Board of Directors may authorize by resolution any officer or officers of the Corporation to enter into a contract or execute and deliver any document or instrument in the name and on behalf of the Corporation.

**7.7 Gifts.** By adoption of a resolution, the Board of Directors may accept or reject any contribution, gift, bequest, or devise to the Corporation.

**7.8 Amendment of Bylaws.** The Board of Directors may alter, amend, or repeal these Bylaws by adoption of a resolution as provided in Section 3.14 above, provided notice has been sent to all Directors at least five (5) days prior to the meeting and said notice specifies the amendment(s) to be voted upon.

**7.9 Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws becomes invalid or inoperative, then, so far as is reasonable and possible:

(A) The remainder of these Bylaws shall be considered valid and operative; and

(B) Effect shall be given to the intent manifested by the portion held invalid or inoperative.



**7.10 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation. Notwithstanding anything to the contrary, the purpose or purposes for which this Corporation is organized are limited to those that shall qualify it as an exempt organization under Internal Revenue Code §501(c)(6).

**SIGNED FOR IDENTIFICATION** by the Chairman on January 1, 2000.

**IN WITNESS WHEREOF**, the Corporation has caused these Amended Bylaws to be duly executed by its Chairman on the 14 day of February 2001.

**GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION, INC.**

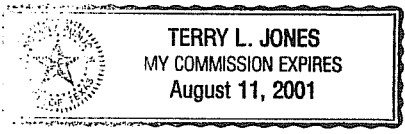
By: *Craig Reyenga*  
Craig Reyenga  
Its: Chairman

**STATE OF TEXAS** §  
§  
**COUNTY OF TARRANT** §

Before me, a Notary Public, on this day personally appeared Craig Reyenga, Chairman of **GREAT SOUTHWEST GRAND PRAIRIE ASSOCIATION, INC.**, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office, this 14 day of February 2001.

*Terry L. Jones*  
NOTARY PUBLIC, STATE OF TEXAS



(S E A L)