

**Pecan Plantation Volunteer Fire Department and
Emergency Medical Service, Inc.
A Non-profit Corporation
Bylaws**

Article One

Offices

Section 1. Principal Offices. The principal office of the Corporation in the State of Texas shall be located in Pecan Plantation, Counties of Hood and Johnson. The Corporation may have such other offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article Two

Definitions

The following words or phrases when used in these By-laws (unless the context shall prohibit), shall have the following meanings:

- A. "Corporation" and "Volunteer Fire Department and Emergency Medical Service" shall mean and refer to this non-profit corporation.
- B. "Association" and "Owners' Association" shall mean and refer to Pecan Plantation Owners' Association, Inc.
- C. "Pecan Plantation" shall mean and refer to Pecan Plantation Subdivision located in Hood and Johnson Counties, Texas as delineated and depicted in various plats or maps of said subdivision or parts thereof placed of record by the Developer, Republic Land Company d/b/a Pecan Plantation, a Texas Corporation, and/or by Pecan Plantation Owners' Association, Inc., from time to time.

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Article Three

Purpose

The purposes for which this Corporation is organized are:

- A. To acquire, operate and maintain fire fighting and ambulance vehicles, rescue and other emergency equipment necessary for the preservation of life and the protection of members and property from and during fire or other emergencies within the area of its operation in Hood and Johnson Counties, Texas.
- B. To teach, educate and train area members and employees in the art of prevention and fighting of fires and providing emergency care to the injured or sick.
- C. To provide emergency medical and ambulance service, rescue and various other emergency service in the event of catastrophe, illness and accident.
- D. To raise funds essential to a successful operation thereof.
- E. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Corporation.

Article Four

Membership

Section 1. The members of the Corporation shall consist of: (1) every person who is an active and participating member of either the Pecan Plantation Volunteer Fire Department (VFD) or the Emergency Medical Service (EMS), who also must be a member in good standing of the Association, and (2) Association home or condominium owners. These members may vote on all matters brought before the membership. Each member of the Volunteer Fire Department and the Emergency Medical Service shall have one (1) vote. Each home or condominium owner shall have one (1) vote.

Article Five

Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held on the second Saturday in the month of September, in each year for the purposes of electing Directors and for the transaction of such other business as may properly come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding Saturday.

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Section 2. Special Meetings. Special meetings of the voting members may be called by the President, the Board of Directors, or by the members, as defined in Article 4, Section 1, holding the voting rights to not less than one-tenth (1/10) of the total votes outstanding.

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote as such meetings as of the time the notice is sent, not less than thirty (30) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called shall be in the Notice. No business shall be voted on at any meeting except as set forth in the Notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Article Six

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition of and qualification for the Board of Directors. The Board of Directors shall be composed of seven (7) directors, five (5) of whom shall be "at large" and shall be elected from the membership as defined in Article 4, Section 1, and shall not be members of the Volunteer Fire Department, Emergency Medical Service or the Association Board of Directors. The VFD Chief and the EMS Chief shall be members of the Board of Directors and shall serve as long as each Chief holds their office.

Section 3. Number and Tenure. At the first election, one director shall be elected to serve for one (1) year, two (2) directors shall be elected to serve for two (2) years and two (2) directors shall be elected to serve for three (3) years. Determination of a director's tenure shall be based on the number of votes received; i.e., first two (2) highest vote counts - three (3) years, next two (2) highest vote counts - two (2) years and least vote count - one (1) year. For subsequent annual elections, each director shall be elected to serve for three (3) years. No person shall serve as a Director for more than five (5) consecutive years.

Section 4. Procedure for Nominating Directors. At the first election, the Association BOD shall appoint a Nominating Committee, who shall select two (2) candidates for each of the five (5) "at large" directors. For subsequent annual elections, the Corporation BOD shall appoint a Nominating Committee, who shall select two (2) candidates for each open director position. For the first election the Association Board of Directors shall appoint an Election Committee of five (5) judges and as many clerks as deemed necessary. Such committee shall count and/or supervise the counting of ballots and certify in writing to the Association Board of Directors the results of the election. For subsequent annual elections, the Corporation Board of Directors shall follow the same procedure as

shown above. The nomination procedure shall be complete no later than 60 days prior to the first election and subsequent elections.

Section 5. Procedure for Electing Directors. A person who meets the qualifications for director and has been duly nominated may be elected as a director. The directors will be elected by a vote of the group members, as defined in Article 4, Section 1, who will be entitled to cast one vote per each of the positions on the board. There shall be no cumulative voting. Each director will hold office until a qualified successor is elected or selected in accordance with Section 11 below. At least 30 days before this and subsequent elections, the names, qualifications of the nominees, and ballots shall be mailed to the group membership as defined in Article 4, Section 1. Voting will be by mail or in person before the beginning of the annual meeting.

Section 6. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any special meeting of the Board of Directors may be given by telephone or by written notice delivered in person, by mail or by telegram. Notice by telephone or personal delivery of notice shall be given at least three (3) days in advance of the meeting. Notice by mail or telegram shall be given at least five (5) days in advance of the meeting and such notices shall be deemed delivered when deposited in the U.S. first class mail, properly addressed and with postage prepaid or when delivered to the telegraph company for transmittal. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice to such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these By-laws.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws. The Board of Directors will establish an organizational structure and outline general policies and procedures not inconsistent with these By-laws for the selection of the Volunteer Fire Department and Emergency Medical Service Chiefs, the handling of day to day operations and the disbursement of funds, including an annual budget.

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Section 11. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by the nominee of the most recent election who received the larger number of votes and will serve the duration of the unexpired term of his or her predecessor. Should all nominees from the most recent election decline as Director, then any vacancies shall be filled temporarily by the Board of Directors with such Director or Directors to serve until the next election of Directors.

Section 12. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

Article Seven

Officers

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-president, a Secretary, and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The President, Vice-president, Secretary and Treasurer shall be members of the Board of Directors. The Board of Directors may elect and appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except of offices of President and Secretary. The VFD Chief and the EMS Chief shall not be eligible to serve as a Corporation BOD officer.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Corporation; and in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-president. In the absence of the President or in event of his inability or refusal to act, the Vice-president shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of this Article Seven of these By-laws; and in general perform all the duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 8. The Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the Corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretaries in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer or by the President of the Board of Directors.

Article Eight

Committees

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation, authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Article Nine

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized in these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-president of the Corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Article Ten

Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by a voting member, or his or her agent or attorney for any proper purpose, during normal office hours. Within ninety (90) days after the end of each fiscal year, procedures agreed upon by the Association BOD and the Corporation BOD shall be followed by an independent Certified Public Accountant and the report approved by a majority of the Corporation Board of Directors.

Article Eleven

Fiscal Year

The fiscal year for the Corporation shall begin on the first day of November and end on the last day of October of each year.

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Article Twelve

Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of two-thirds (2/3) of the members of the Corporation present in person or by ballot at or prior to any regular meeting or at any special meeting if at least thirty (30) and not more than fifty (50) days written notice is given of intent to alter, amend, or repeal or to adopt new by-laws at such meeting, but such power may be delegated by the members to the Board of Directors.

June 25, 1996