

**Hamlets West Homeowners' Association
Fort Wayne, Indiana**

**Amendments to the By-Laws
*Approved by membership September 22, 2008***

1. (page 33) Article 8, Section 8.04 (*Special Assessments*) is amended by deleting the second sentence in its entirety and adding the following two (2) sentences in its place:

“At such time, and without the need for the approval of the members, the Board of Directors Two Hundred Fifty Dollars (\$250) per lot, per year which, upon resolution of the Board, shall become a lien on each plotted residential lot in said subdivisions, prorated in accordance with the respective obligation of each such Lot to bear such expenses as determined by the board and as provided in the Articles of Incorporation and these By Laws. Any special assessments to Exceed Two Hundred Fifty Dollars (\$250) per lot, per year, shall require the approval of the members as provided in Article 3 of these By Laws.”

2. (page 36) Article 9, Section 9.02 (*Additional Restrictions*) Clause 9.026 is amended by adding the words “by guests or members” in the final sentence following “ parking” so that the resulting sentence shall read:

“There shall be no overnight parking by guests or members anywhere on the streets in The Hamlets of Woodland Ridge.”

3. (page 36) Article 9, Section 9.02 (*Additional Restrictions*) Clause 9.026 is further amended by adding the following two (2) sentences to the end of said paragraph:

“Guests of members, however, shall be allowed to park their passenger vehicles in said members driveways and/or in the designated ‘guest parking spaces’ provided in The Hamlets of Woodland Ridge for the duration of their visit. Members are not permitted in the ‘guest parking spaces’ for more than four (4) consecutive hours without prior approval from the Board of Directors.”

4. (page 36) Article 9, Section 9.02 (*Additional Restrictions*) is amended by adding the following Clause 9.027:

“Sales of used goods by members to the public, whether referred to as ‘garage sales’, ‘yard sales’, ‘rummage sales’, ‘moving sales’, ‘estate sales’ or any other term, are prohibited within The Hamlets of Woodland Ridge.”

Please insert this page in your Homeowner's Manual pp. 33-36

CODE OF BY LAWS
OF
HAMLETS WEST HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1
Identification

Section 1.01. Name. The corporation shall be an Indiana not-for-Profit corporation and its name shall be Hamlets West Homeowners Association, Inc., (hereinafter referred to as the "Corporation").

Section 1.02. Principal Office and Resident Agent. The post office address of the principal office of the Corporation is 9909 Woodland Ridge East, Fort Wayne, Allen County, Indiana 46804; and the name and post office address of its Resident Agent in charge of such office are John R. Kowalczyk, 520 South Calhoun Street, Fort Wayne, Indiana 46802.

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Section 1.03. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of July in each year and end at the close of the last day of June next succeeding.

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ARTICLE 2
Membership

Section 2.01. Class. There shall only be one class of members of the Corporation. Members shall consist of the owners of the fee simple interests in the platted residential Lots in Sections VI, VII, VIII, IX and X of The Hamlets of Woodland Ridge, which are subdivisions in Aboite Township, Allen County, Indiana, according to the respective Plats thereof recorded and to be recorded in the Office of the Recorder of said Allen County; provided, however, that a purchaser of such an interest under a conditional sales contract shall be a member in the place and stead of his or her seller or titleholder. Membership terminates upon the sale or other disposition by a member of his or her such interest.

Section 2.02. Certificate of Membership. Every member shall be entitled to a certificate from the Corporation, signed by the President or Vice President thereof and by the Secretary thereof, stating that he or she is a member of the Corporation and that the periodic charges against his or her platted residential Lot in said subdivisions have or have not been paid in full as of a date certain. Such certificates shall not be issued more often than annually, unless the reasonable needs of a particular member require it, such as to facilitate a pending sale of his or her ownership interest. Such certificates are personal and non-transferable. Multiple owners of a particular platted residential Lot in said subdivisions shall be issued a single such certificate in their joint names, and not individual such certificates in their separate names.

Section 2.03. List of Members. Each member shall be responsible for keeping the Corporation informed of his or her

correct name and address, so that the list of members may be at all times up to date and accurate. The list of members of the Corporation shall be available only to the members themselves. Multiple owners of a particular platted residential Lot in said subdivisions shall designate in writing the address of one of their number as the address to be used by the Corporation for the mailing of notices to them as provided in the By Laws.

ARTICLE 3 Meetings of Members

Section 3.01. Place of Meetings. Meetings of members of the Corporation shall be held at any suitable location in Allen County, Indiana, as determined by the Board of Directors of the Corporation.

Section 3.02. Annual Meeting. The annual meeting of the members for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held at 7:30 P.M. o'clock on the third Monday in September of each year, if such day is not a legal holiday, and if a holiday then on the first following day that is not a legal holiday. If for any reason the annual meeting of the members shall not be held at the time and place herein provided, the same may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

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Section 3.03 Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-third of the members authorized to vote thereat. The caller(s) of the special meeting shall state in writing the purpose for which the meeting is to be called, and shall deliver same to the Secretary.

Section 3.04. Notice of Meeting. A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the Secretary to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least fourteen (14) days before the date of the meeting. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person or by proxy.

Section 3.05. Voting at Meetings.

Clause 3.051. Voting Rights. Members are "in good standing" who, at any given time, have paid all of the periodic charges against their platted residential Lots in said subdivisions as provided in the recorded Protective Restrictions to which the real estate in said subdivisions are subject; provided, however, that this restriction shall not apply to the Developer of said subdivisions as to any such Lots upon which improvements are not yet constructed. Members in good standing shall have the right to vote at regular and special meetings of the Corporation, subject to the limitation that there shall be only one (1) vote per platted residential "Lot" in said subdivisions as defined in the recorded

Protective Restrictions to which the real estate in said subdivisions are subject. Cumulative voting in the election of the members of the Board of Directors or in any other matter shall not be permitted.

Clause 3.052. Proxies. A member may vote, either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact. The person appointed as proxy need not be a member of the Corporation. Designation by a member of a proxy to vote or act on his or her behalf shall be made in writing to the Secretary, shall identify the matter or matters upon which such proxy may vote and shall be revocable at any time by actual notice to the Secretary by the member making such designation. Notice to the Corporation in writing or in an open meeting or revocation of the designation of a proxy shall not affect any vote or act previously taken or authorized. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

Clause 3.053. Quorum. At any meeting of members, the presence of a majority of the members then entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business, and the act of a majority of the members so present and constituting a quorum shall be the act of the members, so long as the subject matter acted upon is properly within the purposes of the meeting as provided in Sections 3.02, 3.03 and 3.04 of this Article.

Clause 3.054. Voting list. The Secretary of the Corporation, shall at all times keep at the principal office of the Corporation a complete and accurate list of all members entitled to vote, which list may be inspected by any member, for any proper purpose, at any reasonable time.

Clause 3.055. Vote by Consent in Writing. Any action required by law to be taken at a meeting of the members of a corporation, or any action which may be taken at a meeting of the members, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of members, and may be stated as such in any articles or document filed with the Indiana Secretary of State.

Section 3.06. Conduct of Annual Meeting. The meeting shall be called to order at the duly designated time and business shall be conducted in the following order:

Clause 3.061. Reading of Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto.

Clause 3.062. Treasurer's Report. The Treasurer shall report to the members concerning the financial condition of the Corporation and answer relevant questions of the members concerning the expenses and financial report for the prior fiscal year and the proposed budget for the current fiscal year.

Clause 3.063. Budget. The proposed budget for the current fiscal year shall be presented to the members for approval.

Clause 3.064. Nomination and Election of Board of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by any member from the floor at the annual meeting, or by written nomination submitted by any member to the Board at least ten (10) days prior to the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more other members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Voting for Board of Directors will be by paper ballot unless otherwise agreed by a majority of the members present. The ballot shall contain the name of each person nominated to serve as a Board member. Each member may cast votes for as many nominees as are to be elected. Those nominees receiving the highest number of votes shall be elected.

Clause 3.065. Other Business. Such other business as any party may properly bring before the meeting.

Clause 3.066. Adjournment.

ARTICLE 4

Board of Directors

Section 4.01. Number and Standing of Directors. The Board of Directors of the Corporation shall be composed of five (5) members. The number of Directors may be increased by the election of the additional Director or Directors by a vote of the members of the Corporation, but may not be increased to more than fifteen (15) members. Only members of the Corporation "in good standing" as defined in Clause 3.051 of Article 3 may serve as Directors.

Section 4.02. Term of Office. A Director's term of office shall be for three (3) years, and each Director shall hold office until his or her successor is elected or until his or her earlier death, resignation or removal from office. The term of at least one-third of the Board of Directors shall expire annually, at the annual meeting of the members of the Corporation. In order to establish this one-third requirement, the terms of the members of the initial Board shall be staggered and expire at the annual meetings of the members of the Corporation as follows: one (1) in 1986, two (2) in 1987 and two (2) in 1988. There shall be no limit on the number of successive terms on the Board any Director may serve.

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Section 4.03. Vacancies. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Section 4.04. Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the

members, at the place where such meeting of the members has been held, for the purposes of organization, election of Board and Corporation officers, and consideration of any other business that may be brought before the meeting. If such meeting is not held as above provided, the elections of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in Section 4.05 of this Article.

Section 4.05. Other Meetings. Other meetings of the Board of Directors may be held upon the call of the President, or of one or more members of the Board of Directors, at any place within or without the State of Indiana, upon five (5) days' notice, specifying the time, place and general purposes of the meeting, given to each Director, either personally, by mailing, or by telegram. At any meeting at which all Directors are present, notice of the time, place and purposes thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by telegram.

Section 4.06. Quorum. At any meeting of the Board of Directors, the presence of a majority of the members of the Board then qualified and acting shall constitute a quorum for the transaction of any business, including the filling of vacancies in the Board of Directors. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 4.07. Removal. Directors may be removed, with or without cause, at a meeting of the members of the Corporation called expressly for that purpose, by a vote of a majority of the members of the Corporation then entitled to vote at an election of Directors.

Section 4.08. Vote by Consent in Writing. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Such consent shall have the same effect as a unanimous vote of the Board or committee, and may be stated as such in any articles or document filed with the Indiana Secretary of State.

Section 4.09. Duties of the Board of Directors. The Board of Directors shall provide for the administration of the Corporation, the maintenance, upkeep and replacement of the Corporation's properties, the assessment and collection of the periodic charges against the residential Lots in said subdivisions, and disbursements for the Corporation's expenses. These duties include, but are not limited to:

Clause 4.091. Protection, surveillance, maintenance, and replacement of the Corporation's properties.

Clause 4.092. Procuring of utilities used in connection with the Corporation's properties, removal of garbage and waste, and snow removal from the Corporation's properties.

Clause 4.093. Administration and maintenance of landscaping, staining, maintaining and furnishing of the Corporation's properties and the roofs and exteriors of the houses,

garages, fences and other structures located in said subdivisions, whether on the Corporation's properties or on individual residential Lots.

Clause 4.094. Administration and maintenance of surfacing, paving and maintaining streets, parking areas, sidewalks and private driveways.

Clause 4.095. Assessment and collection from the members of the members' pro rata share of the Corporation's expenses; determination of whether improvements constitute additions to the Corporation's properties; determination of whether expenses incurred with respect to improvements are allocable to all or fewer than all the members; and the allocation of all expenses among the respective residential Lots in said subdivisions.

Clause 4.096. Preparing and delivering to the members an annual budget for the Corporation, in accordance with Section 8.02 of these By Laws.

Clause 4.097. Preparing and delivering annually to the members a full accounting of all receipts and expenses incurred in the prior year, in accordance with Section 8.01 of these By Laws.

Clause 4.098. Keeping a current, accurate and detailed record of receipts and expenditures affecting the Corporation's properties, specifying and itemizing the Corporation's expenses; all records and vouchers shall be available for examination by a member at anytime during normal business hours.

Clause 4.099. Interpreting, applying and enforcing all rules and regulations established by these By Laws or by the Board with respect to the members or other occupants of the residential Lots in said subdivisions.

Clause 4.0910. Enforce the lien against any residential Lot for which the periodic charges or assessments are not paid as provided in Article 8 of these By Laws, or to bring an action at law against the member personally obligated to pay the same.

Section 4.10. Powers of the Board of Directors. The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of their duties. These powers include, but are not limited to, the power:

Clause 4.101. To employ a managing agent or a real estate management company (either being hereinafter referred to as "Managing Agent") to assist the Board in performing its duties.

Clause 4.102. To purchase for the benefit of the members such equipment, materials, labor and services as may be necessary in the judgment of the Board.

Clause 4.103. To procure for the benefit of the members fire and extended coverage insurance covering the Corporation's properties to the full insurable value thereof and to procure public liability and property damage insurance and workmen's compensation insurance, if necessary, for the benefit of the members and the Corporation; and to secure any and all appraisals as shall be necessary or incident to the acquisition of insurance, or as may be required for any other purposes serving said subdivisions.

Clause 4.104. To employ legal counsel, architects, contractors, accountants and others as in the judgment of the Board may be necessary or desirable in connection with the business and affairs of the Corporation.

Clause 4.105. To include the costs of all of the above and foregoing as Corporation expenses and to pay all such costs therefrom.

Clause 4.106. To open and maintain a bank account or accounts in the name of the Corporation.

Clause 4.107. To interpret, apply and enforce the restrictions in Article 9 of these By Laws, and those recorded with the Plats of the Sections of The Hamlets of Woodland Ridge, and to interpret, apply and enforce the rules and regulations made under Article 8 of these By Laws. Any decision or determination made by the Board pursuant to its powers and obligations as set forth in this clause shall be deemed binding upon all parties and all members unless it shall be shown that said determination was made in bad faith with an intent to unfairly discriminate between members or was made in contravention of the express terms and conditions of the recorded restrictions and/or these By Laws.

Clause 4.108. To suspend the voting rights and rights to use the Corporation's recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed one hundred twenty (120) days for infraction of published rules and regulations.

Clause 4.109. To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By Laws or the Articles of Incorporation.

Clause 4.110. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.

Section 4.11. Limitation on Board of Directors. The authority of the Board of Directors to enter into contracts shall be limited to contracts involving a total expenditure of less than \$500.00 without obtaining the prior approval of a majority of the members, or, where such expenses are payable by less than all of the members, by a majority of those bearing the expense, except in the following cases:

Clause 4.111. Contracts for replacing or restoring portions of the Corporation's properties damaged or destroyed by fire or other casualty.

Clause 4.112. Proposed contracts and proposed expenditures set forth in the proposed annual budget as approved by the members at the annual meeting.

Clause 4.113. Contracts for repair, replacement or maintenance of improvements within said subdivisions or affecting any of the Corporation's properties where delay in the said repair, replacement or maintenance would increase substantially the costs and expense of the same and/or would subject the Corporation's properties or any of the members to substantial risk of injury or damage.

Clause 4.114. Contracts executed by the Board as constituted prior to the approval and adoption of these By Laws.

Section 4.12. Non-Liability of Directors. The Directors shall not be liable to the members for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The members shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith or contrary to the express provisions of the Articles of Incorporation or these By Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that in all matters the Board is acting for and on behalf of the members and as their agent. The liability of any member arising out of any contract made by the Board or out of the aforesaid indemnity in favor of the Directors shall be limited to such percentage of the total liability or obligation thereunder as is equal to his percentage of membership. Every contract made by the Board or the Managing Agent on behalf of the Corporation shall provide that the Board and the Managing Agent, as the case may be, is acting as agent for the members and shall have no personal liability thereunder, except in their capacity as members and then only to the extent of their percentage of membership.

Section 4.13. Additional Indemnity of Directors. The Corporation shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director is liable for gross negligence or misconduct in the performance of his duties. The Corporation shall also reimburse to any such Director the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, unless it shall be established that the Director was guilty of gross negligence or misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, no Director shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director relied on the books and records of the Corporation or statements or advice made by or prepared by the Managing Agent of the Corporation or any officer or employee thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

ARTICLE 5
Officers of the Corporation

Section 5.01. Officers. The officers of the Corporation shall each be members "in good standing" of the Corporation as defined in Clause 3.051. of Article 3 and shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. The Board of Directors may by resolution create and define the duties of other offices of the Corporation and may elect or appoint persons to fill such offices.

Section 5.02. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

Section 5.03. The President. The President shall preside at all meetings of members of the Corporation and of Directors of the Corporation, discharge all the duties which devolve upon a presiding officer, and perform such other duties as these By Laws provide or the Board of Directors may prescribe. The President shall have full authority to execute proxies in behalf of the Corporation, to vote stock owned by it in any other corporation, and to execute, with the Secretary, powers-of-attorney appointing other corporations, partnerships, or individuals the agents of the Corporation, all subject to the provisions of Indiana Law, the Articles of Incorporation and these By Laws.

Section 5.04. The Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these By Laws may require or the Board of Directors may prescribe.

Section 5.05. The Secretary. The Secretary shall have the custody and care of the records, minutes and membership list of the Corporation, shall attend all meetings of the members of the Corporation and of the Board of Directors, and shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board, when required. He or she shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation, and shall perform such duties as these By Laws may require or the Board may prescribe.

Section 5.06. The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation, shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation, shall immediately deposit all funds of the

Corporation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account or accounts in the name of the Corporation. He or she shall furnish at meetings of the Board, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these By Laws may require or the Board may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board, and the premiums therefor shall be an expense of the Corporation.

Section 5.07. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board concurs therein.

Section 5.08. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served; but this removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE 6 Corporate Books

Section 6.01. Place of Keeping, In General. The books and records of the Corporation shall be kept at the principal office of the Corporation within the State of Indiana, except when in the custody of any officer, Director, employee or other agent of the Corporation during the performance of their corporate duties. The books and records shall show, at all times, the financial condition of the Corporation, and shall include a separate financial account for each of the platted residential Lots responsible for supporting the Corporation by periodic charges against them as provided in the recorded Protective Restrictions to which the real estate in said subdivisions are subject, in the Articles of Incorporation and in these By Laws.

Section 6.02. List of Members. The original or a duplicate list of members of the Corporation, arranged by Lot number as platted, and containing the complete names and addresses of all members, shall be kept at the principal office of the Corporation within the State of Indiana.

ARTICLE 7 Execution of Documents

Section 7.01. Checks, Drafts, and Orders for the Payment of Money. All checks, drafts, and any and all other orders for the payment of the Corporation's money, in amounts of \$500.00 or less, may be signed by any of the following officers: President, any Vice President, Secretary, or Treasurer, and any for an amount in excess of \$500.00 shall be signed by any two of such officers. The Board

of Directors may, however, authorize and designate employees of the Corporation other than those named above who may, in the name of the Corporation, execute its checks, drafts, and other orders for the payment of money in its behalf.

Section 7.02. Other Documents. Except as provided in Section 2.02 of Article 2 regarding certificates of membership, except as provided in Article 5 regarding officers' duties, and except as provided in Section 7.01 of Article 7 regarding checks, drafts, and orders for the payment of money, all documents and instruments necessary and instrumental for the orderly conduct of the Corporation's business affairs, including, but not limited to, contracts and other agreements, promissory notes and mortgages and other evidences of indebtedness, deeds, and releases and assignments, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by both the President and the Secretary. The Board may, however, authorize and designate employees of the Corporation other than those named above who may, in the name of the Corporation, execute such documents and instruments.

ARTICLE 8 Corporation Affairs

Section 8.01. Annual Accounting. Annually, after the close of each fiscal year and prior to the date of the annual meeting of the Corporation, the Board of Directors shall cause to be prepared and furnished to each member a financial statement prepared by the accountants then serving the Corporation, which statement shall show all receipts received and expenses incurred and paid during the preceding fiscal year.

Section 8.02. Proposed Annual Budget. Annually, on or before the date of the annual meeting of the Corporation, the Board of Directors shall cause to be prepared a proposed annual budget for the ensuing fiscal year estimating the total amount of the Corporation's expenses for the ensuing fiscal year and furnish a copy of such proposed budget to each member at the same time as the notice of the annual meeting. The annual budget shall be submitted to the members at the annual meeting of the Corporation for adoption, and, if so adopted, shall be the basis for the periodic charges for the ensuing fiscal year as provided in the recorded Protective Restrictions to which the platted residential Lots in said subdivisions are subject. At the annual meeting of the members, the budget may be approved in whole or in part or may be amended in whole or in part by the members.

Section 8.03. Regular Assessments. The regular monthly assessments are the "periodic charges" against the platted residential lots in said subdivisions, as provided in the recorded Protective Restrictions to which the real estate in said subdivisions are subject, in the Articles of Incorporation and in these By Laws, shall be due and payable to the Corporation monthly, on or before the 10th day of each calendar month, after which a late charge shall be assessed on a daily basis, at the rate of 1½¢ per month. After thirty (30) days' written notice to a member delinquent in such payment, the Corporation may take any and all

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action available under the law to enforce collection thereof.

Section 8.04. Special Assessments. From time to time, Corporation expenses of an unusual or extraordinary nature or not otherwise anticipated in the budget may arise. At such time and with the approval of the members, unless an emergency situation exists or unless otherwise provided in these By laws or the Articles of Incorporation, the Board of Directors shall have the full right, power and authority to make special assessments which, upon resolution of the Board, shall become a lien on each platted residential lot in said subdivisions, prorated in accordance with the respective obligation of each such Lot to bear such expenses as determined by the Board and as provided in the Articles of Incorporation and these By Laws. Special assessments may be assessed in a single lump sum or ratably over a period of time as the Board in its discretion shall determine. In making such determination, however, the Board shall give due consideration to the expenses and obligations, if any, incurred by the Corporation and/or the Board in connection with the matters giving rise to the special assessment, and the Board shall exercise every effort to cause special assessments to be charged to members in a manner which is fair and equitable and in a manner which will create as little undue burden or hardship as possible among the respective members, consistent with good accounting practices.

Section 8.05. Failure of Member to Pay Assessments. Each member shall be personally liable for the payment of all regular and special assessments. Where the member constitutes more than one person, the liability of such persons shall be joint and several.

Clause 8.051. If any member shall fail or refuse to make any such payment of any assessment when due, the amount thereof shall constitute a lien on the Lot of the member, and upon the recording of notice thereof by the Corporation, such lien shall be constituted upon such member's Lot prior to all other liens and encumbrances, recorded or unrecorded, except only (i) taxes, special assessments and special taxes theretofore or thereafter levied by any political subdivision or municipal corporation of this State, and other State or Federal taxes which by law are a lien on the interest of such member prior to pre-existing recorded encumbrances thereon, and (ii) encumbrances on the interest of such member recorded prior to the date such notice is recorded, which by law would be a lien thereon prior to subsequently recorded encumbrances.

Clause 8.052. Any encumbrancer holding a lien on a Lot may pay any Corporation expenses payable with respect to such Lot and, if so provided in an encumbrance, may add the amount of such payment to the unpaid balance secured by his lien, and such added amount shall have the same priority and lien rights as the unpaid balance to which added.

Clause 8.053. The lien provided for in this Section shall be in favor of the Corporation and shall be for the benefit of all other members, and may be foreclosed by an action brought in the name of the Corporation in a like manner as a mortgage of real property. The Corporation, acting on behalf of the members, shall have the power to bid in the interest so foreclosed at foreclosure sale and to acquire, hold, lease, mortgage and

convey the same; and to subrogate so much of its right to such lien as may be necessary or expedient to an insurance company which will continue to give total coverage in spite of non-payment of such defaulting member's portion of the premium.

Clause 8.054. Suit to recover a money judgment for unpaid assessments shall be maintainable without foreclosing or waiving the lien securing the same.

Clause 8.055. The Board shall further have the power to suspend the voting rights and rights to use the Corporation's recreational facilities of a member during any period in which such members shall be in default in the payment of any assessment levied by the Corporation.

Clause 8.056. Any payment for assessments not made when due shall bear interest at the rate of eighteen per cent (18%) per annum from the date the same shall become due until the date the same is paid. It shall further be the obligation of any party who shall fail to pay any assessment or assessments when due to reimburse the Corporation for all expenses incurred as a result of such failure to pay, including all expenses incurred by the Corporation in the collection of the same, and further including, but not limited to, all costs of overhead, accounting and legal expenses incurred with respect to, arising out of, or occasioned by the said failure to pay.

Clause 8.057. In the event any person shall acquire or be entitled to the issuance of a tax deed, public trustee's deed, sheriff's deed, commissioner's deed, etc., the interest so acquired shall be subject to all the provisions of these By Laws and of the Articles of Incorporation, and to all the recorded Protective Restrictions affecting said subdivisions then in force.

Section 8.06. Statement of Unpaid Assessments. Upon the request of a mortgagee or proposed mortgagee, a purchaser who has a contractual right to purchase a residential Lot in said subdivisions or a seller thereof, the Corporation shall furnish to such mortgagee, purchaser or seller a statement setting forth the amount of the unpaid regular and/or special assessments against the residential Lot, which statement shall be binding upon the Corporation and the members, and any mortgagee or grantee of the residential Lot shall not be liable for nor shall the residential Lot conveyed be subject to a lien for any unpaid assessments in excess of the amount set forth in such statement.

Section 8.07. Disbursements. The Corporation shall disburse its funds solely for the purposes listed in the recorded Protective Restrictions to which the real estate in said subdivisions are subject, in the Articles of Incorporation and in these By Laws. Except as provided in Section 8.04 above, no single unbudgeted disbursement in excess of \$500.00 may be made by the Corporation without the approval of a majority of the members entitled to vote thereon.

Section 8.08. Rules and Regulations. The Board of Directors may make such rules and regulations as are necessary to promote the orderly and safe use of the Corporation's properties by its members and their invited guests. The Board shall cause copies of such rules and regulations, as amended from time to time, to be

delivered or mailed promptly to all members.

Section 8.09. Insurance. The Corporation shall purchase insurance to protect against loss or damage to its properties, and to protect the Corporation and its officers, Directors and members from liability for personal injury and/or property damage occurring on or about the Corporation's properties.

ARTICLE 9 Restrictions on Use

Section 9.01. Restrictions with Plats. Separate "Declarations of Protective Restrictions, Covenants, Limitations, Easements and Approvals" have been/will be appended to and made a part of each of the respective Plats of the separate Sections of The Hamlets of Woodland Ridge recorded in the Office of the Recorder of Allen County, Indiana. Said several Declarations may be changed, abolished, or altered only as provided therein. These By Laws are not intended to be, and should not be interpreted as being, in conflict with said several Declarations. Where any such conflict arises, or is perceived to have arisen, said several Declarations shall control and supersede these By Laws.

Section 9.02. Additional Restrictions. There are hereby established additional restrictions on the use and enjoyment of the Corporation's properties and the individual residential Lots in The Hamlets of Woodland Ridge, as follows:

Clause 9.021. Nothing shall be done or kept in any private residence or on any of the Corporation's properties which will cause an increase in the rate of insurance payable by the Corporation. No member shall permit anything to be done or kept in his residence or on the Corporation's properties which will result in a cancellation of insurance on any structure or contents thereof, or which would be in violation of any law or ordinance.

Clause 9.022. No waste shall be committed on any residential Lot or the improvements thereon, nor on any of the Corporation's properties; and no billboards, unsightly objects or nuisances shall be erected, placed or permitted on any residential Lot nor on any of the Corporation's properties.

Clause 9.023. No clothes, sheets, blankets, rugs, laundry or other things shall be hung out or exposed on any residential Lot nor on any of the Corporation's properties, all of which shall be kept free and clear of rubbish, debris and other unsightly materials.

Clause 9.024. No planting or gardening shall be done and no fences, hedges or walls shall be erected or maintained upon the residential Lots, except such as are installed in connection with the initial landscaping of the structures located thereon or as approved by the Corporation's Architectural Committee. The members are hereby prohibited and restricted from using any land or air space outside their Lot lines, except as may be allowed by the Corporation's Architectural Committee or as provided in these By Laws. It is expressly acknowledged and agreed by all parties concerned that this clause is for the mutual benefit of all members as is necessary for the protection of the members. Provided, however, that notwithstanding anything hereinabove set

forth, each member shall be entitled to landscape and maintain a designated private area within his or her residential Lot in any manner that he or she shall deem fit so long as no planting placed in or about such area shall infringe on any neighbor's Lot or cause undue inconvenience, impediment or irritation to any neighbors in the use either of their respective Lots or on the Corporations's properties.

Clause 9.025. No boats, motorcycles, campers, trailers of any kind, buses, mobile homes, trucks larger than a pickup or van, or no vehicles any size with commercial lettering or advertising, shall be permitted, parked, or stored anywhere within The Hamlets of Woodland Ridge; provided, however, that nothing herein shall prevent the parking or storage of such vehicles completely enclosed within a garage; and provided further, however, that for purposes of loading and unloading, such parking may be permitted in private driveways for up to four (4) hours in any continuous 24-hour period. There shall be no overnight parking anywhere on the streets in The Hamlets of Woodland Ridge.

Clause 9.026. All members and their families, their guests, or their invitees, and all occupants of any residential Lot or other persons entitled to use the same and to use and enjoy the Corporations's properties or any part thereof, shall observe and be governed by such rules and regulations as may, from time to time be promulgated and issued by the Board of Directors governing the operation, use, and enjoyment of the Corporations's properties. ADD:

ARTICLE 10

Architecture and Aesthetics

Section 10.01. Architectural Committee. Each year, the Board of Directors may appoint an Architectural Committee to be composed of three (3) members of the Corporation in good standing and representing as many of the separately platted Sections of said subdivisions as possible. Within said subdivisions, no structure of any kind may be placed or altered in any manner, nor may any exterior painting or staining be done or changed, nor may anything be hung on, displayed on or fastened to the exterior of or to thereof of any structure, nor may any landscaping or fencing be done or changed, except the plans therefor contain the written approval of the Architectural Committee. If the Architectural Committee fails to act upon any plans within thirty (30) days from the time such plans are submitted to it, such plans shall be considered approved. In the absence of an Architectural Committee, the written approval herein required must be obtained from the Developer.

Section 10.02. Aesthetics. The Architectural Committee shall also concern itself with aesthetics as related to the quality of maintenance provided to the Corporation's properties, both its buildings and its grounds, and provided to the roofs and exteriors of the individual houses and garages constructed upon the residential Lots in said subdivisions. The Architectural Committee shall make those aesthetic investigations requested by the Board, and may make such suggestions to the Board regarding aesthetics as it feels appropriate from time to time.

Section 10.03. Developer's Powers.

Clause 10.031. Until all of the platted residential Lots in said subdivisions are sold and developed, the Developer of said subdivisions shall be consulted by the Architectural Committee on every set of plans submitted under Section 10.01 of this Article, and on every maintenance issue under Section 10.02 of this Article; and until 80% or more of the platted residential Lots in a particular subdivision are sold and developed, or until July 1, 1998 for Sections VI and VII and until October 1, 2003 for Section VIII, whichever shall first occur in each case, the Developer shall have veto power over any of such matters in such subdivision.

Clause 10.032. Initial landscaping on the Corporation's properties is a part of the Developer's development costs. Thereafter, within those bounds of commercial reasonableness approved by the Board from time to time, all maintenance on the Corporation's properties shall, at Corporation expense, be performed by the Developer or the agents or independent contractors chosen by Developer, until all of the platted residential Lots in said subdivisions are sold and developed, or until July 1, 1998 for Sections VI and VII and until October 1, 2003 for Section VIII, whichever shall first occur in each case.

Clause 10.033. Initial landscaping on and exterior painting or staining of the structures on the platted residential Lots in said subdivisions are a part of the builders' and homeowners' costs. Thereafter, within those bounds of commercial reasonableness approved by the Board from time to time, in a particular subdivision, all maintenance on the platted residential Lots and the structures thereon shall, at Corporation expense, be performed by the Developer or the agents or independent contractors chosen by Developer, until 80% or more of the platted residential Lots in such subdivision are sold and developed, or until July 1, 1998 for Sections VI and VII and until October 1, 2003 for Section VIII, whichever shall first occur in each case.

Clause 10.034. If the Developer fails to perform any part of the maintenance as required in Clauses 10.032 and 10.033 above, the Corporation may make other arrangements to have same performed.

ARTICLE 11
Amendments

Section 11.01. In General. The power to make, amend or repeal these By Laws is vested in the Board of Directors, but such action shall be taken only at a meeting of the Board specifically called for such purpose.

Section 11.02. Exceptions. Section 9.01 of Article 9 regarding restrictions recorded with the Plats of the Sections of The Hamlets of Woodland Ridge may be changed, abolished or altered only as provided in said recorded restrictions. The Developer's powers under Section 10.03 of Article 10 are not subject to alteration, amendment or repeal.