

RESTATED BYLAWS

OF

RIVER HOLLOW HOMEOWNERS ASSOCIATION

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RESTATED BYLAWS
OF
RIVER HOLLOW HOMEOWNERS ASSOCIATION

ARTICLE 1 - GENERAL PLAN OF OWNERSHIP

Section 1.1 Name. The name of the corporation is RIVER HOLLOW HOMEOWNERS ASSOCIATION (the "Corporation"). The principal office of the Corporation is located at Grand Teton Property Management, in Teton County, Wyoming, or such other place as designated by the Board of Directors from time to time.

Section 1.2 Bylaws Applicability. The provisions of these Bylaws are applicable to the River Hollows Subdivision (the "Property"), a subdivision located in the County of Teton, State of Wyoming, generally provided for in the Declaration of Covenants, Conditions and Restrictions for River Hollow Subdivision, and any amendments and supplements thereto, recorded or to be recorded in the office of the County Recorder, Teton County, Wyoming ("Declaration"). These Restated Bylaws replace and supersede any other bylaws of the Corporation.

Section 1.3 Personal Application. All present and future Owners and their tenants, future tenants, employees, and any other person that might use the facilities owned and/or managed by the Corporation in any manner, are subject to the regulations set forth in these Bylaws, and in the Declaration. The mere acquisition or rental of any of the Lots of the Property or the mere act of occupancy of any of the Lots will signify that these Bylaws are accepted, ratified, and will be complied with. The term Owner as used herein shall mean the record title holder or holders to any Lot.

**ARTICLE 2 - MEMBERS, VOTING, MAJORITY OF
DELEGATES, QUORUM, PROXIES**

Section 2.1 Members. All Owners of Lots within the Property shall be Members of the Corporation, and no Owner shall have more than one Membership in the Association. Each Owner is only entitled to one Membership and therefore each Owner can only run for and/or sit on one seat of the Board of Directors. However, every Member of the Corporation shall be able to sit on committees, sub-committees, and serve in any other capacity as the Board and the Membership may so desire.

Section 2.2 Voting. Each Member shall be entitled to one vote for each Lot owned by such Member, however, no Lot shall be entitled to receive the benefit of more than one vote even if there is more than one Owner of a Lot. In the event there are multiple Owners of a Lot and they cannot agree on how to cast a vote among themselves, their vote will be counted as an abstention.

Section 2.3 Majority of Members. As used in these Bylaws, the term “Majority of Members” shall mean those Members representing fifty-one percent (51%) of the voting power present at an annual or special meeting of the Members at which a quorum is present.

Section 2.4 Quorum. The presence in person or telephonically or by proxy of Members holding at least fifty percent (50%) of the total votes entitled to be cast shall constitute a quorum of the Membership. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 2.5 Proxies. Votes may be cast in person or by proxy. Proxies must be in writing and filed with the Secretary at least twenty-four (24) hours before the appointed time of each meeting. Every proxy shall be revocable at the pleasure of the Member who executed the proxy and shall automatically cease after completion of the meeting of which the proxy was filed, if filed for a particular meeting. In no event shall a proxy be valid after eleven (11) months from the date of its execution.

ARTICLE 3 - ADMINISTRATION

Section 3.1 Responsibilities. The Corporation shall have the responsibility of administering the Common Area owned and/or managed by the Corporation, and any easement areas for which the Corporation is a beneficiary, if any, approving the annual budget, establishing and collecting all assessments, if any, and may arrange for the management of the same pursuant to an agreement, containing provisions relating to the duties, obligations, removal and compensation of the Manager, as defined below. Except as otherwise provided, decisions and resolutions of the Corporation shall require an affirmative vote of a Majority of Members present at an annual or special meeting of the Corporation at which a quorum is present or by written consent as set forth in Section 3.8 of a Majority of Members of the Corporation.

Section 3.2 Place of Meetings. Meetings of the Corporation shall be held on the Property or such other suitable place as close to the Property as practicable in Teton County as may be designated by the Board of Directors, and shall be conducted in accordance with Robert’s Rules of Order.

Section 3.3 Annual Meetings. The annual meeting of the Members shall be held once a year on a date to be determined and properly noticed by the Board. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. At each annual meeting there shall be elected by ballot of the Members a Board of Directors in accordance with the requirements of these Bylaws. In the event that an annual meeting is not held, or the Directors are not elected at such meeting, the Directors may be elected at any special meeting held for that purpose. Each Director shall hold office until a successor has been elected or until death, resignation, removal or judicial adjudication of mental incompetence. The Members may also transact such other business of the Corporation as may properly come before them at any such annual meeting.

Section 3.4 Special Meetings. It shall be the duty of the President to call a special meeting of the Corporation as directed by resolution of the Board of Directors, or upon a petition

signed by Members who are entitled to vote one-fourth (1/4) of all the votes of the Membership. The notice of all regular and special meetings shall be given as provided in Section 3.5 of these Bylaws, and shall state the nature of the business to be undertaken.

Section 3.5 Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting of the Corporation, stating the purpose thereof as well as the day, hour and place where such meeting is to be held, to each Member of record, and any person in possession of a Lot, at least ten (10) but not more than thirty (30) days prior to such meeting. The notice may set forth time limits for speakers and nominating procedures for the meeting. The mailing of a notice, postage prepaid, or an email, in the manner provided in this Section 3.5, shall be considered notice served, after said notice has been deposited in a regular depository of the United States mail or electronically confirmed as sent.

Section 3.6 Order of Business. The order of business at all meetings shall be as follows: (a) roll call to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) reports of officers; (e) reports of committees; (f) election of Directors; (g) unfinished business; and (h) new business. Meetings shall be conducted by the officers of the Corporation in order of their priority.

Section 3.7 Action Without Meeting. Any action, which under the provisions of the Wyoming Nonprofit Corporation Act may be taken at a meeting of the Corporation, may be taken without a meeting if authorized in writing signed by all of the Members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary. Any action so approved shall have the same effect as though taken at a meeting of the Members.

Section 3.8 Consent of Absentees. The transactions of any meeting of the Corporation, either annual or special, however called and noticed, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the Members not present in person or by proxy signed a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 3.9 Minutes, Presumption of Notice. Minutes or a similar record of the proceedings of meetings, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE 4 - BOARD OF DIRECTORS

Section 4.1 Number and Qualification. The property, business and affairs of the Corporation shall be governed and managed by a Board of Directors composed of at least five (5) persons. All Directors shall be Members, in good standing, of the Corporation. Directors shall not receive any salary or other compensation for their services as Directors.

Section 4.2 General Powers and Duties. The Board of Directors has the powers and duties necessary for the administration of the affairs of the Corporation, as more fully set forth in

the Declaration, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done exclusively by the Owners or Members provided.

Section 4.3 Special Powers and Duties. Without prejudice to such foregoing general powers and duties, and such powers and duties as set forth in the Declaration, the Board of Directors is vested with, and responsible for, the following powers and duties:

(a) To select, appoint and remove all officers, agents, and employees of the Corporation, to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, the Declaration, and these Bylaws; to fix their compensation and to require from them security for faithful service when deemed advisable by the Board of Directors.

(b) To conduct, manage and control the affairs and business of the Corporation, and to make and enforce such rules and regulations therefor consistent with law, with the Articles of Incorporation, the Declaration, and these Bylaws, as the Board of Directors may deem necessary or advisable.

(c) To change the principal office for the transaction of the business of the Corporation from one location to another within the County of Teton, State of Wyoming, as provided in Article 1 hereof; to designate any place within said County for the holding of any annual or special meeting or meetings of the Corporation consistent with the provisions of Section 3.2 hereof; and to adopt and use a corporation seal and to alter the form of such seal from time to time as the Board of Directors in its sole judgment may deem best, provided that such seal shall at all times comply with the provisions of law.

(d) To fix and levy from time to time Regular Assessments, Special Assessments, and Limited Assessments upon the Members, as provided in the Declaration; to determine and fix the due date for the payment of such Assessments, and the date upon which the same shall become delinquent; provided, however, that such Assessments shall be fixed and levied only to provide for the payment of the expenses of the Corporation, and of the taxes and assessments upon real or personal property owned, leased, controlled or occupied by the Corporation, or for the payment of expenses for labor rendered or materials or supplies used and consumed, or equipment and appliances furnished for the maintenance, improvement or development of such property or for the payment of any and all obligations in relation thereto, or in performing or causing to be performed any of the purposes of the Corporation for the general benefit and welfare of the Members, in accordance with the provisions of the Declaration. The Board of Directors is hereby authorized to incur any and all such expenditures for any of the foregoing purposes and to provide, or cause to be provided adequate reserves for replacements as the Board of Directors shall deem to be necessary or advisable in the interest of the Corporation or welfare of the Members. The funds collected by the Board of Directors from the Members, attributable for replacement reserves, for maintenance recurring less frequently than annually, and for capital improvements, shall at all times be held in trust for the Owners and shall not be commingled with other Assessments collected from the Members. Such Regular Assessments, Special Assessments and Limited Assessments shall be fixed in accordance with the provisions of the Declaration. Should any Members fail to pay such

Assessments before delinquency, the Board of Directors in its discretion, is authorized to enforce the payment of such delinquent Assessments as provided in the Declaration.

(e) To enforce the provisions of the Declaration covering the Property, these Bylaws or other agreements of the Corporation.

(f) To contract for and pay for, casualty, blanket, liability, malicious mischief, vandalism and other insurance, insuring the Members, the Corporation, the Board of Directors, its officers and other interested parties, in accordance with the provisions of the Declaration, covering and protecting against such damages or injuries as the Board deems advisable, which may include without limitation, medical expenses of persons injured on the Property, and to bond the agents and employees of any management body, if deemed advisable by the Board of Directors.

(g) To operate, maintain and otherwise manage or provide for the operation, maintenance and management of the Common Area, if any, and to contract for and pay maintenance, utilities, materials and supplies, and services relating to the Common Area, if any, and to employ personnel necessary for the operation of the Common Area, if any, including legal and accounting services, and to contract for and pay for improvements on the Common Area, if any.

(h) To grant easements where necessary for utilities and sewer facilities, over the Common Area to serve the Property.

(i) To adopt, amend, and repeal by majority vote of the Board of Directors, rules and regulations, including the imposition of fines and penalties for violation of such rule and regulations, as to the Corporation deemed reasonable and necessary.

(j) To pay all real and personal property taxes and assessments levied against the Common Area owned or managed by the Corporation.

Section 4.4 Management Agent. The Board of Directors may contract or employ for the Corporation a management agent (“Manager”) at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize, including, but not limited to the duties listed in Section 4.3 hereof.

Section 4.5 Nomination, Election and Term of Office. Nominations may be made from the floor at the annual meeting or in advance of the annual meeting. Such nominations shall be made only from among Members. The first board elected subsequent to the adoption of these Restated Bylaws shall have staggered terms as follows: three (3) Directors shall be elected for a term of three (3) years and two (2) Directors shall be elected for a term of two (2) years.

Section 4.6 Books, Financial Statements and Audit. The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. An annual operating statement reflecting income and expenditures of the Corporation shall be distributed to each Member within ninety (90) days after the end of each fiscal year, which shall

be based on a calendar year accounting cycle, and to first mortgagees who have in writing requested notice of Corporation proceedings.

Section 4.7 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until a successor is elected at the next annual meeting, or at a special meeting called for that purpose. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or judicial adjudication of mental incompetence of any Director, or in the case the Members fail to elect the full number of authorized Directors at any meeting at which such election is to take place.

Section 4.8 Removal of Directors. At any regular or special meeting of the Corporation duly called, any one or more of the Directors may be removed with or without cause by a Majority of Members and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If any or all of the Directors are so removed, new Directors may be elected at the same meeting.

Section 4.9 Regular Meetings. Regular meetings of the Board of Directors shall be held as often as the Board determines is necessary without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, electronic mail, telephone or telegraph, at least three (3) days prior to the day named for such meetings, unless the time and place of such meetings is announced at the organization meeting, in which case such notice of other regular meetings shall not be required.

Section 4.10 Special Meetings. Special meetings of the Board of Directors may be called by the President, or, if the President is absent or refuses to act, or by any two (2) Directors. At least two (2) days, notice shall be given to each Director, personally or by mail, electronic mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and the purpose of the meeting. If served by mail, each such notice shall be sent, postage prepaid, to the address reflected on the records of the Corporation, and shall be deemed given, if not actually received earlier, at 5:00 o'clock p.m. on the second day after it is deposited in a regular depository of the United States mail as provided herein. Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Director, as required by law and as provided herein.

Section 4.11 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be waiver of notice by that Director of the time and place thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though they had occurred at a

meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs such a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting.

Section 4.12 Quorum and Adjournment. Except as otherwise expressly provided herein, at all meetings of the Board of Directors, four (4) out of five (5) of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time.

Section 4.13 Action Without Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the vote or written consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 4.14 Committees. The Board of Directors, by resolution, may from time to time designate such committees as the Board of Directors shall desire, and may establish the purposes and powers of each such committee created. The resolution designating and establishing a committee shall provide for the appointment of its members, as well as a chairperson, shall state the purpose of the committee, and shall provide for reports as deemed appropriate by the Board of Directors. All such reports shall be disseminated to the Membership.

ARTICLE 5 - OFFICERS

Section 5.1 Designation. The principal officers of the Corporation shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by and be members of the Board of Directors. The Board of Directors may appoint such other officers as in the Board of Directors' judgment may be necessary. One person may hold two or more offices, except the offices of President and Secretary.

Section 5.2 Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at the Organizational Meeting of each new Board of Directors, and each officer shall hold office for one (1) year unless he shall sooner resign or shall be removed or otherwise disqualified.

Section 5.3 Removal of Officers. Upon an affirmative vote of a majority of the entire Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified in said notice, acceptance of such resignation by the Board of Directors shall not be necessary to make it effective. A vacancy in any office may be filled by

appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 5.4 Compensation. Agents, and employees shall receive such reasonable compensation for their services as may be authorized or ratified by the Board of Directors. Appointment of any officer, agent or employee shall not of itself create contractual rights of compensation for services performed by such an officer, agent or employee.

Section 5.5 Special Appointment. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5.6 President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of a nonprofit corporation, including but not limited to the power to appoint committees from among the Members and Owners from time to time as the President alone may decide are appropriate to assist in the conduct of the affairs of the Corporation. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Corporation. The President shall be ex officio a member of all standing committees, and the President shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.7 Secretary. The Secretary shall record the votes and keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Corporation at the principal office of the Corporation or such other place as the Board of Directors may order. The Secretary shall keep the seal of the Corporation in safe custody and shall have charge of such books and papers as the Board of Directors may direct, and the Secretary shall, in general, perform all the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Corporation and of the Board of Directors required by these Bylaws or by law to be given. The Secretary shall maintain a book of record Owners, and any person in possession of a Lot that is not an Owner, listing the names and addresses of the Owners, and any person in possession of a Lot that is not an Owner, as furnished to the Corporation and such book shall be changed only at such time as satisfactory evidence or a change in ownership of a Lot is presented to the Secretary. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.8 Treasurer. The Treasurer shall have responsibility for the Corporation funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts of the Property owned by the Corporation, tax records and business transactions of the Corporation including accounts of all assets, liabilities, receipts and disbursements, all in books belonging to the Corporation. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with the Declaration, shall render to the President and Directors upon request, an account of all

transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE 6 - OBLIGATIONS OF MEMBERS

Section 6.1 Assessments.

(a) All Members are obligated to pay, in accordance with the provisions of the Declaration, all Assessments imposed by the Corporation to meet all expenses of the Corporation, which may include, without limitation, a liability insurance policy premium and an insurance premium for a policy to cover repair and reconstruction work in case of fire, earthquake or other hazard, or to meet the expenses of the Director's various powers and duties as more fully provided in Section 4.3 of these Bylaws. Except as otherwise provided in the Declaration, the Assessments shall be made equally per Lot for all Members of the Corporation obligated to pay such Assessment. If the assessment is not paid within thirty (30) days after the due date, the Board may, in its sole discretion, assess interest from the date of delinquency at the rate of eighteen percent (18%) per annum.

(b) All delinquent Assessments shall be enforced, collected or foreclosed in the manner provided in the Declaration or as directed by the Board of Directors.

Section 6.2 Maintenance and Repair.

(a) Every Member must perform promptly, at the Member's sole cost and expense, all maintenance and repair work on such Member's Lot as required under the provisions of the Declaration. The Board of Directors shall establish reasonable procedures for the granting and denial of such approval in accordance with the Declaration.

(b) As further provided in the Declaration, each Member shall reimburse the Corporation for any expenditures incurred in repairing or replacing any portion of the Property owned or controlled by the Corporation which are damaged through the fault of the Member, and each Member shall promptly reimburse the Corporation for the costs of repairing, replacing and/or maintaining that portion of the Property which the Corporation has repaired, replaced or maintained pursuant to the Declaration. Such expenditures shall include all court costs and reasonable attorneys' fees and costs incurred in enforcing any provision of these Bylaws or the Declaration.

ARTICLE 7 - AMENDMENTS TO BYLAWS

These Bylaws may be amended by the Corporation at an annual meeting or at a duly constituted meeting of the Corporation for such purpose as provided in the Articles of Incorporation. No amendment to these Bylaws shall take effect unless approved by the affirmative votes of not less than two-thirds (2/3) of the total voting power of the Corporation as cast by the Members.

ARTICLE 8 - MEANING OF TERMS

Except as otherwise defined herein, all terms herein initially capitalized shall have the same meanings as are applied to such terms in the Declaration including, without limitation, “Articles”, “Assessments”, “Association”, “Lot”, “Common Area”, “Member”, and “Owners.”

ARTICLE 9 - CONFLICTING PROVISIONS

In case any of these Bylaws conflict with any provisions of the laws of the State of Wyoming, such conflicting Bylaws shall be null and void upon final court determination to such effect, but all other Bylaws shall remain in full force and effect. In case of any conflict between the Articles of Incorporation and these Bylaws the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE 10 - INDEMNIFICATION AND INSURANCE

Section 10.1 Certain Definitions. For the purposes of this Article, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or was a director, officer, employee or agent of a corporation which was a predecessor corporation of the Corporation; “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and costs and any expenses of establishing a right to indemnification under Section 10.3 or paragraph (c) of Section 10.4.

Section 10.2 Indemnification. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor) by reasons of the fact that such persons is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such persons was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the persons reasonably believed to be in or not opposed to the best interests of the Corporation or with respect to any criminal proceeding that the person had reasonable cause to believe that the person’s conduct was unlawful. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such persons’ duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall deem proper.

Section 10.3 Expenses in Successful Defense. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in

Section 10.2 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 10.4 Determination of Standard of Conduct. Except as provided in Section 10.3, any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 10.2, as determined by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval or ratification by the affirmative vote of a Majority of Members entitled to vote represented at a duly held meeting of the Corporation at which a quorum is present or by the written consent of a Majority of Members entitled to vote. For purposes of determining the required quorum of any meeting of the Corporation called to approve or ratify indemnification of an agent and the vote or written consent required therefor, an agent who is a Member to be indemnified shall not be entitled to vote thereon;

(c) The court in which such proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other persons rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation; or

(d) Independent legal counsel in written opinion, engaged at the direction of a quorum of disinterested directors.

Section 10.5 Advancing Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount, if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.

Section 10.6 Extent and Limitations of Indemnifications. No indemnification or advance shall be made under this Article, except as provided in Section 10.3 or paragraph (c) of Section 10.4, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Board of Directors or Members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

This Article shall create a right of indemnification for each agent referred to in this Article, whether or not the proceeding to which the indemnification relates arose in whole or in part prior to adoption of this Article; and in the event of the death of such agent, whether before

or after initiation of such proceeding, such right shall extend to such agent's legal representatives. In addition, to the maximum extent permitted by applicable law, the right of indemnification hereby given shall not be exclusive of or otherwise affect any other rights such agent may have to indemnification, whether by law or under any contract, insurance policy or otherwise.

Section 10.7 Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE 11 - MISCELLANEOUS

Section 11.1 Checks, Drafts and Documents. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons, and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 11.2 Execution of Documents. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable for any purpose or in any amount.

Section 11.3 Inspection of Bylaws, Books and Records. The Corporation shall keep in the Corporation's office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Section 11.4 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of every year except that the first fiscal year shall begin on the date of incorporation.

Section 11.5 Membership Book. The Corporation shall keep and maintain in the Corporation's office for the transaction of business a book containing the name and address of each Member. Termination or transfer of ownership of any Lot by an Owner shall be recorded in the books together with the date on which such ownership was transferred, and the new Owner shall be incorporated into the book in accordance with the provisions of the Declaration and the Articles of Incorporation.

[END OF TEXT]

We, the undersigned, being the Members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Corporation by unanimous consent of the Directors of the Corporation on the 26th day of July, 2013, 2012.

Anna D. Shere

Louise Kogler

Maria Peto

Wendy Wall

Aimee Fanni