

WINTERGREEN PARK HOMEOWNERS ASSOCIATION

AMENDED ASSOCIATION BY-LAWS

ARTICLE I

PURPOSE

Wintergreen Park Homeowners Association, a Michigan non-profit corporation, is organized for the purposes set forth in the Association's Articles of Incorporation. In furtherance of its purposes, the Association desires to promote and maintain the common areas located within the Association as more fully set forth in the Amended Declaration of Covenants, Conditions and Restrictions.

ARTICLE II

DEFINITIONS

Section 1. "Association" as used herein means Wintergreen Park Homeowners Association.

Section 2. "Subdivision" means Wintergreen Park Subdivision in Novi, Michigan, Plat recorded in Liber 242, Pages 26 - 31 of Plats, Oakland County Records.

Section 3. "Lot" means each of Lots 1 through 55, inclusive.

Section 4. "Parks" means collectively Wintergreen Park and Wintergreen Park West, as shown on the Plat and also means any other real property acquired by the Association. The word "Parks" also includes any personal or mixed property owned by the Association in or adjacent to said Parks and also any other real property or easements or licenses acquired by the Association including any personal or mixed property thereon.

Section 5. "Common Areas" mean the same as "Parks" and are used interchangeably herein.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Every lot owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot. Land Contract Vendees or renters shall not be Members of the Association. Responsibility for all assessments and charges imposed hereunder against the lots shall remain with the owner. There shall be one membership per lot owned regardless of the number of persons owning the lot. A Member may

assign his/her voting rights to a Land Contract Vendee.

Section 2. Each Member shall be entitled to one vote for each lot owned. When more than one person or entity owns an interest in any lot, all such persons shall be Members but in no event shall there be more than one vote cast per lot. When more than one person or entity owns an interest in any lot, their vote shall be exercised as the holders of such interest among themselves agree and they shall notify the Association in writing fifteen days prior to any vote. If the lot owners fail to notify the Association of the name of who will be casting the vote, the lot owner whose name first appears on the deed shall be deemed the Member authorized to vote on behalf of the lot owners.

Section 3. Votes may be cast in person or by written proxy duly signed by the Member who is not present at a given meeting in person. All written proxy votes must be submitted to the Secretary of the Association or the person presiding over the meeting at or before the time of voting.

Section 4. Notwithstanding Section 2, only Members who have currently paid any and all dues and/or assessments levied by the Association shall be considered active Members of the Association eligible to vote. As used herein, Member means only active Members in good standing to vote.

ARTICLE IV

MEETINGS

Section 1. Place of Meeting. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 2. Annual Meeting. Annual meetings of the Members of the Association shall be held, by latest, the first or second week of December on a date and at such time and place as shall be determined by the Board of Directors. At such meeting, there shall be elected by ballot of the Members a Board of Directors in accordance with the requirements of Section 1 of Article V of these Bylaws. The members may also transact at such meeting such other business of the Association as may properly come before them.

Section 3. Special Meeting. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors or upon a petition signed by one-third (1/3) of the members presented to the President or Secretary of the Association. The President may also on his or her own volition call a special meeting of the Members. Notice of any special meeting shall state the time and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice. It shall be the duty of the Secretary (or other Association officer

in the Secretary's absence) to serve written notice of each annual or special meeting, stating the purpose and the time and place where the meeting is to be held. Notice shall be sent by first class mail or by email to all Members at least ten (10) days but not more than thirty (30) days prior to such meeting.

Section 5. Quorum. One-third (1/3) of the Members eligible to vote shall constitute a quorum. If any meeting cannot be held because a quorum is not in attendance, another meeting may be called upon notice as set forth herein, and the required quorum at such subsequent meeting shall be fifty percent (50%) of the required quorum at the preceding meeting.

Section 6. Evidence of Ownership. The owners of each lot in the Subdivision shall file their name(s) and address(es) and evidence of ownership with the Secretary of the Association for the Association records. Upon the sale of a lot, the successive owner(s) shall also file their name(s) and address(es) and evidence of ownership upon acquiring ownership of such lot. In the absence of such filing, the Secretary shall use whatever other evidence of ownership the Secretary or President of the Association deems appropriate, including using the name "occupant".

Section 7. Action Without Meeting. Any action that may be taken at a meeting of the Members (except the election or removal of directors) may be taken without a meeting by written ballot of the members. Ballot shall be solicited in the same manner as provided in Section 4 of this article for giving notice of a meeting of the Members. Such solicitation shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals required to approve the action; (c) the action desired to be taken; and (d) the time by which ballots must be received in order to be counted. The form of written ballot shall specify a choice between approval and disapproval of each matter to be voted on. Approval by written ballot shall be complete if within the time frame specified in the notice the Secretary received a number of ballots which equals or exceeds the quorum, and the number of votes equals or exceeds the required number for approval of the action.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors of the Association shall consist of at least three (3) and no more than fifteen (15) persons. The Board shall be elected by the Members, and must be a lot owner in good standing.

Section 2. Rights and Powers. The Board of Directors shall have all rights and powers necessary for the administration of the affairs of the Association and may do all such things as are not by law, the Articles of Incorporation of these Bylaws, prohibited. In addition to the foregoing rights and powers, the Board of Directors shall have rights and powers, including, but not limited to:

(a) To manage and administer the affairs of and maintenance of the Association and the property (real, personal or otherwise) owned by the Association;

(b) To collect mandatory and voluntary assessments from the Members and to use the proceeds for the purposes of the Association;

(c) To carry insurance and collect and allocate the proceeds thereof;

(d) To rebuild improvements after casualty;

(e) To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Association;

(f) To acquire, maintain, improve, buy, sell, convey, assign and grant easements, rights of way, licenses and mortgages or leases relating to any real, personal or mixed property on behalf of the Association in furtherance of any of the purposes of the Association;

(g) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the Association, and to secure the same by mortgage, pledge, or other lien, on property owned by the Association; provided, however, that any such action shall be approved by the affirmative vote of fifty (50%) percent of the Members;

(h) To enforce the provisions of these Bylaws and all restrictions recorded for the Subdivision;

(i) To suspend the voting rights and/or the right to the use of the Parks owned by the Association of a Member during any period during which such Member shall be in default in the payment of any Mandatory assessment levied by the Association. Such right to vote may also be suspended for a period not to exceed sixty (60) days for infraction of Rules and/or Regulations adopted by the Board of Directors;

(j) To adopt Rules and/or Regulations governing the activities of the Association and its Members, including but not limited to the use of the Parks and any property, including easements and licenses, owned by the Association.

Section 3. Term. Each person elected as a Director of the Association shall be a Director until his resignation or removal. A replacement Director shall be elected at either the next annual meeting or at a special meeting of the Association called for this purpose.

Section 4. Meeting. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone or email, at least ten (10) days prior to the date for such meeting. Special

meetings of the Board of Directors may be called by the President on at least three (3) days prior notice to each Director, given personally, or by mail, telephone or email, which notice shall state the time, place and purpose of the special meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon written request of any two Directors.

Section 5. Waiver of Notice of Meeting. Before, at, or after 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 notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver of notice except for his or her presence for the sole purpose of protecting notice. If all of the Directors are present at any meeting of the Board, no prior notice shall be required and any business may be transacted at such meeting not otherwise prohibited by these Bylaws.

Section 6. Quorum. At all duly held meetings of the Board of Directors, a majority 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 and reschedule the meeting upon giving three (3) days notice of the adjourned meeting date in the manner set forth in Section 5 of Article IV. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 7. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for the Association Funds furnish adequate fidelity bonds. The premiums for such bonds shall be expenses of administration of the Association and paid for by the Association.

Section 8. Manner of Meeting. The meetings of the Board of Directors may be held in person, by telephone or any other means of communication agreed upon by the Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The principal officers of the Association shall be a President, who shall be a member of the Board of Directors, a Vice President, Secretary and a Treasurer, all of whom shall serve without compensation. The Directors may appoint an assistant Treasurer and an assistant Secretary and such other officers as in their judgment may be necessary. Any three offices except that of President may be held by one person.

(a) President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and 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 an Association, including, but not limited to, the power to appoint committees from among the Members of the Association from time to time in the President's discretion as may be deemed appropriate to assist in the conduct of the affairs of the Association.

(b) Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Member of the Board or officer of the Association to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

(c) Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association, and shall have charge of the corporate seal and of such books and papers as the Board of Directors may direct; and shall in general, perform all duties incident to the office of the Secretary. The Secretary shall give notice of all meetings of the Members and of the Board of Directors required by these Bylaws.

(d) Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposits of all monies and other valuable effects in the name and to the credit of the Association, and in such depositories as may, from time to time, be designated by the Board of Directors. The Treasurer shall disburse the funds as designed by the Board of Directors. The Treasurer shall also respond within a reasonable time to requests by the Board of Directors as to whether there are unpaid Mandatory Assessments against any particular lot according to the books of the Association, and the amount thereof. If the Treasurer is absent, any officer of the Association may give such written response.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 3. Removal. Upon an affirmative vote of a majority of the Board of Directors, any officer may be removed either with or without cause, and the officer's successor shall be elected at any regular meeting or special meeting of the Board of Directors called for such purpose.

Section 4. Duties. The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

ARTICLE VII

FINANCE

Section 1. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31. The fiscal year shall be subject to change by the Board of Directors for accounting reasons or for other good cause.

Section 2. Bank. The funds of the Association shall be deposited in such bank or savings association as may be designated by the Board of Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by the resolution of the Board of Directors from time to time. The Association may keep the same bank account(s) for Annual Assessments and Mandatory Assessments but shall keep separate records for each type of assessment, so that receipts and expenses of the two different assessments are not mixed together on the Association records.

Section 3. Books and Records. The Association shall keep detailed books of account pertaining to the finances of the Association in accordance with reasonably accepted accounting principles. Such accounts shall be open for inspection by the Members at reasonable intervals, during normal working hours, and shall be audited annually by an auditor selected by the Board of Directors. The auditor does not have to be an accountant. The cost of such audit, if any, shall be an expense of administration of the Association.

Section 4. Use of Funds. The funds of the Association shall be used only for those purposes as authorized by the Board of Directors for the necessary expenses of the Association. Funds shall not be used for the separate benefit of any Member.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, incurred by or imposed upon the Director or Officer in connection with any proceeding to which the Director or Officer may be a party, or may become involved, by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful or wanton misconduct, malfeasance, misfeasance or gross negligence in the performance of such Director or Officer's duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and resultant reimbursement as being in the best interest of the Association. The foregoing right for indemnification shall be in addition to and not exclusive of all other rights to which the Director or Officer may be entitled. The

Association may purchase insurance to protect Officers, Directors and employees from liability for their actions or inactions as Officers, Directors and employees, and the cost of such insurance shall be an expense of administration of the Association.

ARTICLE IX

DUES AND ASSESSMENTS

Section 1. Annual Assessment. For each fiscal year, the Board of Directors shall levy an annual assessment against each lot owner. The purpose of the annual assessment is to (I) provide for the recreation, welfare and safety of the residents of the Association; (ii) improve, landscape and maintain the common areas; (iii) provide services and facilities for the residents and owners; (iv) maintain, beautify, and improve the streets, parkways, rights of way and entrance ways within the Subdivision; (v) pay any taxes, insurance premiums and mortgages relating to the common areas and improvements thereon. The annual assessments shall be levied and paid as follows:

(a) The Board of Directors shall levy against each lot an assessment based upon the projected costs, expenses and obligations of the Association for the ensuing fiscal year. If the actual costs, expenses and obligations exceed the projected amount, the Board of Directors shall have the right to assess and levy against each lot an additional assessment as may be necessary to cover such additional costs, expenses or obligations.

(b) The Board of Directors shall send a written notice of assessment to each owner stating the amount of the assessment established by the Board for the ensuing year. Each owner shall have thirty (30) days from the date of the written notification is mailed to pay the assessment. Any assessment not paid within thirty (30) days shall be delinquent and interest shall accrue on delinquent assessments at the rate established by the Board of Directors, which interest rate shall not exceed the highest rate allowed by law. The notice of assessment shall contain notification that if the assessments is not paid within thirty (30) days that interest will accrue at the rate established by the Board

Section 2. Special Assessments. In addition to the annual assessment, the Association may levy special assessments for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement to a Common Area. Any such special assessment shall first be approved by a two-third (2/3) vote of the Members who are voting in person or by proxy at a meeting duly called for this purpose. The vote shall also include the terms of payment of the assessment, and penalties for delinquent payments.

Section 3. Uniform Assessment Rate. All annual, special and deficiency assessments shall be fixed and established at the same rate for all lots.

Section 4. Non-payment of Assessment. In the event any assessment is not paid

on the due date, and remains delinquent for thirty (30) days, the assessment, together with interest shall become a lien on the lot until paid in full. The lien shall be binding upon the lot, the owner of the lot, his or her heirs, personal representatives, trustees, successors and assigns. Any prospective successor or assign may obtain from the Association a written statement as to any unpaid assessments on such lot and such statement shall be binding on the Association.

ARTICLE X

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

The Amended Declaration of Covenants, Conditions and Restrictions for Wintergreen Park Subdivision, recorded in Liber _____, Pages _____, Oakland County Records, is hereby incorporated herein by reference as if fully set forth herein, and is attached here to as Exhibit A.

ARTICLE XI

AMENDMENTS

Section 1. Method. These Bylaws may be amended by the Board of Directors, acting upon the affirmative vote of fifty (50%) of the Members entitled to vote.

Section 2. Proposed. Amendments proposed by the Board of Directors shall be submitted in writing to all Members. The proposed amendments shall be voted upon either at an annual or special meeting as provided for in Section 1 of Article III, or by written vote as provided for in Section 3 of Article III.

Section 3. Distribution. A copy of each amendment to these Bylaws shall be furnished to every Member of the Association after adoption.

ARTICLE XII

SEVERABILITY

In the event that any of the terms, provisions or covenants of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify, or impair in any manner whatsoever the remaining terms, provisions or covenants of these Bylaws.

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