

CODE OF BY-LAWS
OF
ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I

NAME

Section 1.1. Name. The name of this Corporation shall be Arbor Ridge Homeowner's Association, Inc., hereinafter referred to as "Corporation."

ARTICLE II

PURPOSES

Section 2.1. Purposes. The purposes of Arbor Ridge Homeowner's Association, Inc. are:

(a) The maintenance, preservation and control of the Common Area of the Arbor Ridge subdivision, to protect the property value, and to promote the health, safety and welfare of the owners and occupants of the above, within the jurisdiction of this Corporation.

(b) To perform any purpose which nonprofit corporations are authorized under the Nonprofit Corporation Act of 1991 ("the Act").

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. Annual meetings of the members of the Association shall be held on the dates and times as designated by the Board of Directors.

Section 3.2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-fourth of the members having voting rights upon written request.

Section 3.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Indiana but if all of the members shall meet at any time and place, either within or without the State of Indiana and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.4. Notice of Meetings. 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 mailed by the secretary, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ~~fifteen (15)~~ ^{ten (10)} days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

Amended
4/15/14 at
mtg. See pg
10.

Section 3.5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if 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.

Amended 4/15/14
at mtg. See pg
10.

Section 3.6. Quorum. A majority of ~~persons qualified to vote as members at any meeting,~~ ^{Members present or represented by proxy} at any properly called meeting shall constitute a quorum. ~~represented in person or by proxy, shall constitute a quorum.~~

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Section 3.7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the members or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3.8. Voting List. The secretary, or assistant secretary of the Corporation, shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors.

Section 4.2. Number and Tenure. The number of Directors shall be not less than nor more than two (2). The original Directors shall hold office until such time as the Declarant no longer controls the Association; thereafter, each Director shall hold office for a term of three (3) years or until his successor shall have been elected and qualified. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors.

Section 4.3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either

within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting call by them.

Section 4.5. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 4.6. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 4.7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.8. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal

of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.9. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.10. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.11. Power to Make By-Laws. The Board of Directors shall have the power to make and alter any ^{By-law By-laws} ~~by-law or by-laws~~, including the fixing and altering of the number of Directors, ^{with assent of a Quorum of Members at a properly called meeting.}

Amended
4/15/14 at
Mtg. See pg. 10

Section 4.12. Power to Elect and Appoint Officers. The Board of Directors shall select a president, one or more vice-presidents, a secretary and a treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 4.13. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE V

OFFICERS

Section 5.1. Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be a president, one or more vice-presidents, a secretary, a treasurer and such other officers as may be deemed desirable by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be elected annually from among and by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for one year or until his successor shall have been duly elected and qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reelection.

Section 5.3. President. The president shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Board of Directors and membership. Under the Board's direction he shall have general supervision over the affairs of the Corporation and over the other officers. He shall sign all written contracts of the Corporation. He shall perform all such other duties as are incident to this office.

Section 5.4. Vice-President. The vice-president shall perform the duties specified in Section 5.3 of this Article in the absence or disability of the president. In addition, he shall perform duties and assignments which may from time to time be delegated by the president or the Board.

Section 5.5. Treasurer. The treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of his office. He shall perform all such other duties as are incident to this office as treasurer.

Section 5.6. Secretary. The secretary shall have the responsibility for providing that notices required by these By-Laws be issued, and shall provide that minutes of all meetings of the Board of Directors and membership be adequately kept. He shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation and shall be custodian of the corporate seal. He shall perform all such other duties as are incident to his office.

Section 5.7. Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 6.1. Standing and Special Committees. The president shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the president or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the president or the Board of Directors may direct.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into

any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer, and countersigned by the president or vice-president of the Corporation.

Section 7.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 7.5. Assessments. The Board of Directors shall have the power to determine the amount of and to collect the monthly and special assessments as provided by the Declaration.

ARTICLE VIII

BOOKS AND RECORDS

Section 8.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the

Corporation shall be kept at the Corporation's principal office and may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE X

CORPORATE INDEMNIFICATION

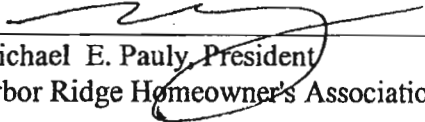
Section 10.1. Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE XI

AMENDMENTS TO BY-LAWS

~~Section 11.1. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting.~~
Amended 4/15/14 at mtg. See pg 10 + Section 4.11.

The foregoing Code of By-Laws of Arbor Ridge Homeowner's Association, Inc. were duly adopted by the Board of Directors on this 24th day of JUNE, 2004.


Michael E. Pauly, President
Arbor Ridge Homeowner's Association, Inc.

**Restated and Amended Bylaws of the
ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.**

This RESTATED and AMENDED BYLAWS OF ARBOR RIDGE (the "Amended Bylaws") is made this 6 day of May, 2014, by the Arbor Ridge Board of Directors.

RECITALS

(A) The Arbor Ridge Board of Directors are the governing body of the Arbor Ridge Community; and

(B) The Arbor Ridge Community was previously platted and subjected to the terms and conditions of the Declaration of Covenants, Conditions and Restrictions of Arbor Ridge as previously recorded on June 24, 2004 as instrument 2004013660 in the Office of the Recorder of Monroe County, Indiana (the "Original Declaration"), amended on April 15, 2011 and recorded on April 19, 2011, as instrument number 2011005175 and amended on February 11, 2014 and recorded on March 27, 2014, as instrument number 2014003394 in the Office of the Recorder of Monroe County, Indiana.

(D) The Original Bylaws incorporated with the Declarations provided that the Board of Directors could amend the Bylaws by the affirmative vote or agreement of the Arbor Ridge Board of Directors to which at least fifty percent (50%) of the votes are allocated.

(E) On April 15, 2014, more than fifty percent (50%) of the Arbor Ridge Board of Directors approved the Amended Bylaws at a Board meeting duly called and held.

(G) The Arbor Ridge Board of Directors wish to record the Amended Bylaws pursuant to the provisions of Section 11.1 of the Original Bylaws and upon recording, the Amended Bylaws shall become effective and shall supersede the Original Bylaws and apply to all Arbor Ridge Lots and to each Arbor Ridge Owner.

NOW, THEREFORE, in accordance with the authority granted by the Original Bylaws and upon vote of the Board of Directors of the Arbor Ridge Homeowner's Association, Inc., the Bylaws of the Arbor Ridge Homeowner's Association, Inc., are amended as follows:

- Section 3.4 is amended and restated as follows:

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 mailed by the secretary, or officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

- Section 3.6 is amended and restated as follows:

A majority of Members present or represented by proxy at any properly called meeting shall constitute a quorum.

- Section 4.11 is amended and restated as follows:

The Board of Directors shall have the power to make and alter any By-Law or By-Laws, including the fixing and altering of the number of Directors, with assent of a Quorum of Members at a properly called meeting.

- ARTICLE XI shall be deleted in its entirety.

ARBOR RIDGE HOMEOWNER'S ASSOCIATION, INC.

By: Gilbert L Apple

Printed Name: Gilbert L Apple

Its: President

STATE OF INDIANA)
) SS:
COUNTY OF MONROE)

Gibert L. Apple known to me to be the President of the Arbor Ridge Homeowner's Association, Inc. personally appeared before me, a Notary Public, in and for said County and State on the 6th day of May, 2014, and acknowledged the execution of the foregoing Amended and Restated Declaration of Covenants, Conditions and Restrictions of Arbor Ridge.

My Commission expires:
November 28, 2019

Katelyn D. Hutson
Notary Public

County of Residence:
Monroe

Katelyn D. Hutson
Name Printed



This instrument prepared by: Megan Lewis, Lewis Law LLC, 1205 North Walnut Street, Bloomington, Indiana 47404-3565; (812) 336-6989.