

NEWBERRY COMMUNITY ASSOCIATION, INC.

BY-LAWS

NOVEMBER 24, 1985

CERTIFICATE OF MEMBERSHIP
IN
NEWBERRY COMMUNITY ASSOCIATION, INC.

This certifies that _____,
as the owner(s) of Lot No. _____ in Newberry, Section I, (is a member)
(are members) of the NEWBERRY COMMUNITY ASSOCIATION, INC. and entitled
to all of the benefits and privileges of membership, subject to the
By-Laws and the rules and regulations of the Corporation so long as all
dues and fees have been paid and this Certificate of Membership has not
been revoked by the Corporation.

NEWBERRY COMMUNITY ASSOCIATION, INC.

By: Karen H. Kilpatrick
President [or]
Vice-President

By: Rebecca A. Petre
Secretary [or]
Assistant Secretary

Date: _____

NEWBERRY COMMUNITY ASSOCIATION, INC.

OFFICERS

Mrs. Karen Kilpatrick
904 Crowder Court

President

Mr. Ronald McQuade
811 Crowder Court

Vice-President

Mrs. Judy Buckler
907 Crowder Court

Treasurer

Mrs. Rebecca Petre
822 Crowder Court

Secretary

Mr. William Randall Boedeker
910 Crowder Court

Assistant Officer

CODE OF BY-LAWS
OF
NEWBERRY COMMUNITY ASSOCIATION, INC.

ARTICLE I
MEMBERSHIP

Section 1. Membership Certificates. As provided by law, each member of the Corporation shall be entitled to a membership certificate signed by the president or vice president and by the secretary or assistant secretary, stating that he is a member of the Corporation and such other information as may be required by law. The form of such certificates shall be as required by law and as prescribed by resolution of the Board of Directors. Such membership certificates shall not be transferrable, except to a lessee of a lot located in Newberry Subdivision upon the written consent of the Owner and the Corporation. New membership certificates shall be issued every calendar year to every member upon full payment of the annual dues.

Section 2. Membership Dues. In order to obtain and continue membership in the Corporation, every member shall pay the sum of \$25.00 to the Corporation as dues for the remainder of the year 1985. Thereafter, in order to obtain and continue membership in the Corporation, every member shall timely pay as dues, the annual assessment established every calendar year, by the Board of Directors or the membership of the Corporation, as permitted by law or these By-Laws.

Section 3. Adoption of Provisions of Restrictive Covenants as By-Laws. Paragraph 16 of the restrictive covenants recorded with the plat of Newberry, Section I, in the office of the Recorder of Allen County, Indiana is hereby adopted as a By-Law of this Corporation and is incorporated by reference herein.

ARTICLE II
MEETING OF MEMBERS

Section 1. Place of Meetings. As provided in the Articles of Incorporation, meetings of the members of the Corporation shall be held at such place, either within or without the State of Indiana, as may be specified in the respective calls, notices or waivers of notice thereof.

Section 2. Annual Meetings. The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation on the first Monday in June of each year at such time as may be designated in the notice or waiver of notice thereof, or at such other time or place as the president of the Corporation may otherwise notify the members not less than ten (10) days nor more than sixty (60) days prior to the date of any such scheduled meeting.

Section 3. 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 at least one-tenth (1/10) of the then members of the Corporation.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purpose for which any such meeting is called, shall be delivered or mailed by the

secretary of the Corporation, or by the officers or persons calling the meeting, to each member of record entitled to vote at such meeting, at such address as appears upon the records of the Corporation and at least ten (10) days before the date of such meeting.

Section 5. Waiver of Notice. Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place of the meeting and purposes thereof. Attendance at any meeting, in person or by proxy, if the proxy sets forth in reasonable detail the purposes of such meeting, shall constitute a waiver of notice of such meeting.

Section 6. Voting Rights. Each member of the Corporation shall have such voting rights as are specified in the Articles of Incorporation of the Corporation; provided, however, that any member whose dues or assessments are unpaid on the date of any meeting of members shall not be entitled to vote at such meeting.

Section 7. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy executed in writing by the member. No proxy shall be voted at any meeting of the members unless the same shall be filed with the secretary of the meeting at the commencement thereof.

Section 8. Voting Lists. At all times, the secretary shall keep a complete list of all of the members entitled to vote at any meeting of members, arranged in alphabetical order, with the

address of each member; and such list shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any member at any time during usual business hours.

Section 9. Quorum. At any meeting of members, a majority of those members entitled to vote, represented thereat in person or by proxy, shall constitute a quorum, and a majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation, or this code of By-Laws.

Section 10. Membership Class Rights and Privileges. All members shall have equal privileges and voting rights. The owner(s) of record of every lot in Newberry subdivision shall cumulatively be entitled to one (1) vote for each such lot.

ARTICLE III BOARD OF DIRECTORS

Section 1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors, at least a majority of whom, as provided by law, shall be citizens of the United States and all of whom shall be members of the Corporation. The board may adopt rules and regulations for use by members of property of the Corporation.

Section 2. Number of Terms of Office. There shall be five (5) directors of the Corporation who shall be elected at each annual meeting of members to serve for a term of one (1) year and until

their successors shall be chosen and qualified, unless sooner removed as hereinafter provided. If the annual meeting of the members is not held at the time designated in these By-Laws, such failure shall not cause any defect in the existence of the Corporation, and the directors then in office shall hold over until their successor shall be chosen and qualified.

Section 3. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, or otherwise, except by increase in number of directors and except as provided in Section 4 of this article, may be filled by a majority vote of all the remaining members of the Board of Directors. Vacancies on the Board of Directors occasioned by an increase in the number of directors shall be filled by a vote of the members entitled to vote therefor at an annual or special meeting thereof. Any director so elected by the Board of Directors or by the shareholders shall hold office until the next annual meeting of members and until his successor shall be elected and qualified.

Section 4. Removal of Directors. At any special meeting of members called for such purpose, any member of the Board of Directors may be removed from such office either for or without cause by an affirmative vote of a majority of the members entitled to vote at an election of directors, and a successor may be elected at the same meeting for the unexpired term of the director removed. Failure to

elect a director at such meeting to fill the unexpired term of any director so removed shall be deemed to create a vacancy on the Board of Directors which may be filled by the remaining directors in accordance with Section 3 of this Article.

Section 5. Annual Meetings. Unless otherwise agreed upon, the Board of Directors shall meet each year, immediately following the annual meeting of members, at the place where such meeting of members was held, for the purpose of organization, election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 6. Other Meetings. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board of Directors to such effect or may be held upon the call of the president or of any two (2) members of the board and upon forty-eight (48) hours' notice specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, telegram or telephone. No notice shall be necessary for any regular meeting, and notice of any other meeting may be waived in writing or by telegram. Attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 7. Quorum. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies, and the act of the

majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or this code of By-Laws. A director shall be deemed to be present at a meeting for the purpose of constituting a quorum and transacting business thereat if, at the time of such meeting, he shall participate by telephone in the transaction of the business thereof and if such director shall subsequently approve and sign the minutes of such meeting.

Section 8. Executive Committee. The Board of Directors may, by resolution duly adopted by a majority of its members, designate two (2) or more members of the Corporation to serve as an Executive Committee, to exercise such authority with respect to the management of the Corporation as the Board of Directors may provide in such resolution.

ARTICLE IV OFFICERS

Section 1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a president, a vice president, a secretary and a treasurer and such assistant officers as the Board of Directors shall designate. All officers shall be chosen from among the directors, and any two (2) or more offices may be held by the same person, except the duties of the president and the secretary shall not be performed by the same person.

Section 2. Terms. Each officer of the Corporation shall be elected annually by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at a special or annual meeting thereof, and any officer so elected shall hold office until the next annual meeting of the Board of Directors and until his successor shall be duly elected and qualified.

Section 4. Removal. Any officer of the Corporation may be removed at the pleasure of the Board of Directors whenever a majority of such board shall vote in favor of such removal.

ARTICLE V
POWERS AND DUTIES OF OFFICERS

Section 1. President. Subject to the general control of the Board of Directors, the president shall manage and supervise all of the affairs and personnel of the Corporation and shall discharge all of the usual functions of the chief executive officer of a not-for-profit corporation. He shall preside at all meetings of members and directors and shall have such other powers and duties as this code of By-Laws or the Board of Directors may prescribe.

Section 2. Vice-President. In the absence of the president or in the event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or prescribed by the Board of Directors.

Section 3. Secretary. The secretary shall attend all meetings of members 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 he shall perform a like duty, when required, for all standing committees appointed by the Board of Directors. He shall attend to the giving and serving of all notices of the Corporation required by this code of By-Laws, shall have custody of the books (except books of account), records and corporate seal, if any, of the Corporation, and in general shall perform all duties pertaining to the office of secretary and such other duties as this code of By-Laws or the Board of Directors may prescribe.

Section 4. Treasurer. The treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of

the Corporation. He shall deposit, or cause to be deposited, all funds of the Corporation with such depositaries as the Board of Directors shall designate. He shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general perform all duties pertaining to the office of treasurer and such other duties as this code of By-Laws or the Board of Directors may prescribe.

Section 5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers. Such assistant officers shall have those powers and duties as the officers whom they are elected to assist shall specify and delegate to them. Such assistant officer shall also have such other powers and duties as may be prescribed by law, this code of By-Laws, or the Board of Directors.

ARTICLE VI ASSESSMENTS

Section 1. Adoption of Provisions of Restrictive Covenants as By-Laws. Paragraph 17 of the restrictive covenants recorded with the plat of Newberry, Section I, in the Office of the Recorder of Allen County, Indiana is hereby adopted as a By-Law of this Corporation and is incorporated by reference herein.

Section 2. Special Assessments. The Board of Directors may not make additional or special assessments of the members of the

Corporation unless such assessment shall be submitted to a vote of members at a special meeting thereof called for such purpose. Any such assessment shall be uniform among the members and shall become due and payable in accordance with the resolutions therefor adopted by the Board of Directors or by the members, as the case may be.

ARTICLE VII
MISCELLANEOUS

Section 1. Corporate Seal. Unless required by statute, it shall not be necessary for the Corporation to use a seal. If used, the seal of the Corporation shall be circular in form with the name of the Corporation around the top of its periphery, the word "Indiana" around the bottom of its periphery, and the word "Seal" through the center.

Section 2. Execution of Contracts and Other Documents
Unless a resolution by the Board of Directors is adopted to the contrary, all written contracts, deeds, and all other documents entered into by the Corporation shall be executed on behalf of the Corporation by the president or the vice-president and the secretary or the assistant secretary.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each calendar year and end on the last day of December of each calendar year.

ARTICLE VIII
AMENDMENTS

Section 1. Amendments of By-Laws. Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of this code of By-Laws is vested in the Board of Directors. The affirmative vote of a majority of all the members of the board shall be necessary to affect any such changes in this code of By-Laws.

ARTICLE IX
LIQUIDATION OR DISSOLUTION

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501 or Section 528 of the Internal Revenue Code, as amended from time to time (or the corresponding provision of any future United States