

BYLAWS

OF

MEADOWGLEN (FARMINGTON SQUARE) HOMEOWNER ASSOCIATION

ARTICLE I

NAME AND LOCATION: The name of the Corporation is MEADOWGLEN HOMEOWNER ASSOCIATION, also known as FARMINGTON SQUARE HOMEOWNER ASSOCIATION, hereinafter referred to as the "Association". The principal office of the Corporation shall be located at 7125 Orchard Lake Road, Suite 303, West Bloomfield, Michigan 48033, or at a location determined by the Board, but meetings of members and directors may be held at such places within the State of Michigan, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to MEADOWGLEN HOMEOWNER ASSOCIATION (d.b.a FARMINGTON SQUARE HOMEOWNER ASSOCIATION), a Michigan nonprofit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Easements, Building and Use Restrictions as stated below and such additions thereto as may hereafter be brought within the jurisdiction of the Association:

Lots 1 through 254 inclusive and Meadowglen Park (Private Park) of Meadowglen Subdivision, Part of the SE 1/4 of Section 30, T1N, R9E, City of Farmington Hills, Oakland County, Michigan, according to the plat thereof, as recorded in Liber 159 pages 28 through 31 inclusive.

Section 3. "Common Area" shall mean all real property owned by

the Association for the common use and enjoyment of the Owners described as follows:

Meadowglen Parks 1,2,3,4 and 5 (Private Parks) consists of 20 acres and being part of Meadowglen Subdivision according to the plat thereof as recorded in Liber 159, Pages 28 through 31 inclusive.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Easements, Building and Use Restrictions applicable to the Properties recorded in the office of the Oakland County Register of Deeds.

Section 7. "Member" shall mean and refer to those persons entitled to membership according to the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings The annual meeting of the members shall be held on the first Monday of December of each year or such day following as the Board of Directors may set. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day

following which is not a legal holiday.

Section 2. Special Meetings Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the Association members who are entitled to vote.

Section 3. Notice of Meetings Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by delivering to each address a copy of such notice at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Each member shall register his address with the Secretary and Notices of Meetings shall be mailed or delivered to said member at such address. The Notice shall specify the place, day and hour of the meeting, and in case of a Special Meeting, the purpose of the meeting. If the business of any meeting shall involve any change in the basic or maximum amount of assessments set forth in Article IV, Section 3 of the Declaration to which the subdivision is subject and recorded or any special assessments therein authorized, notice of such meeting shall be given or sent as therein provided.

Section 4. Quorum The presence at the meeting either personally or by proxy of one-tenth (1/10) of the Association's members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the

meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their lot.

ARTICLE IV

DIRECTORS

Section 1. Number The affairs of this Association shall be managed by a Board of Directors (herein "Board"), who shall be members of the Association. The Board shall number nine (9) Directors. Provided, however, cohabitants of a single household may jointly be elected to the Board and shall be counted as one (1) Director, and shall have one (1) vote.

Section 2. Term of Office At the first annual meeting the members shall elect five Directors for a term of one year, and four Directors for a term of two years. Subsequent to the first annual meeting, the members shall elect Directors for two year terms.

Section 3. 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 the unexpired term of predecessor.

Section 4. 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 5. Action Taken Without a 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 written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to

exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

DIRECTOR'S MEETINGS

Section 1. Regular Meetings Regular meetings of the Board of Directors shall be held periodically, and at least annually, with notice, at such place and hour as may be fixed from time to time by resolution by the Board. Should such 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.

Section 2. Special Meetings Special meetings of the Board of Directors shall be held when called by the President or any officer of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of

the Open Space Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of the published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, professional contractors of maintenance, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties It shall be the duty of the Board of Directors after the first annual meeting of the members of the Association to:

(a) cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all Officers, agents and employees of this

Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and

(3) foreclose the lien against any property for which assessments are not fully paid within thirty (30) days after due date or bring action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate;

(g) cause the Common Area to be improved, maintained, and preserved as is more fully defined in the Declaration;

(h) comply with the requirements of the Subdivision Open Space Agreement entered into with the City of Faramington Hills;

(i) to exercise for the Association all powers, duties and authority vested in or delegated to the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, who shall at all times be members of the Board of Directors; and such officers as the Board may from time to time by resolution create.

Section 2. Election of Officers The election of officers shall take place at each Annual Meeting of the members and shall be by majority vote.

Section 3. Term Two officers of this Association shall be elected annually by the members and each shall hold office for two (2) years unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments The Board 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 may, from time to time, determine.

Section 5. Resignation and Removal Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date or receipt of such notice or at any later time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Duties The duties of the officers after the first annual meeting of the Association are as follows:

PRESIDENT

(a) The President shall preside at all of the Board of Directors meetings; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may sign all checks and promissory notes.

VICE PRESIDENT

(b) The Vice President shall act in the place and stead of the President in the event of his absence; inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board. In the second year of his term, the Vice President shall assume the duties of the President to replace the outgoing President.

SECRETARY

(c) The Secretary shall record the votes and keep the Minutes of all Meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and the members; keep appropriate current records showing members of the Association together with their addresses, and shall perform such other duties as required by

the Board.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors provided however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business activity conducted within the limits of a budget adopted by the Board; may sign all checks and promissory notes of the Association, keep proper books of account, cause an audit of the Association books to be made by a Certified Public Accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement at its regular annual meeting and deliver a copy of each to the members.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours, be subject to inspection by the members. 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.

ARTICLE X

PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the

Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his/her lot.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall either bear interest from the date of delinquency at a non-usurious rate of interest set by the Board or have a reasonable fixed penalty fee imposed to cover the lien filing fees. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Commons Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association may have a seal in circular form having written in its circumference the words: FARMINGTON SQUARE HOMEOWNERS ASSOCIATION.

ARTICLE XIII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the 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 applicable to the existing subdivision referred to in Section 1, and these Bylaws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December, every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the MEADOWGLEN (FARMINGTON SQUARE) HOMEOWNER ASSOCIATION have hereunto set our hands this 10th day of December, 1987.

Keith E. Davey
Keith Davey

Kathy Schneider
Kathy Schneider

Richard C. Wood
Richard Wood

Pat Curtin
Pat Curtin

Brenda Shelton
Brenda Shelton

Dave/Ginny Hood
Dave/Ginny Hood

Dan/Sue Smedley
Dan/Sue Smedley

Bill Boskey
Bill Boskey

Tina Jensen
Tina Jensen

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the MEADOWGLEN (FARMINGTON SQUARE) HOMEOWNER ASSOCIATION.

Dan/Sue Smedley
Dan/Sue Smedley