

## BY-LAWS

### ARTICLE I

#### DEFINITIONS

The following terms are used by these By-Laws and are defined as follows:

(A) "Association" means Carolina Commons Property Owners Association, Inc. an association composed of Owners of property at Carolina Commons Subdivision, as the same may be shown on maps thereof recorded from time to time in the Recorder's Office of Hendricks County, Indiana..

(B) "Board" means the Board of Directors of the Association, which shall be initially comprised of J. Lee Whiten, Larry R. Gregory, Matthew Gregory, or any person designated in writing by the foregoing two persons.

(C) "By-Laws" means the By-Laws of the Association.

(D) "Common Properties" means and refers to those areas of land shown on any recorded subdivision plat, including any lakes or building(s) or other improvements thereof, and also including any so designated properties subsequently acquired by the Association held in ownership by the Association.

(E) "Development" means Carolina Commons Subdivision, as the same may be shown on maps thereof recorded from time to time. ®

(F) "Developer" means Carolina Commons, Inc. or any successor or assign of Carolina Commons, Inc.

(G) "Lot" means any parcel within the Development as the same may be shown by Lot Number or tract number on maps thereof recorded from time to time in the Hendricks County Recorder's Office.

(H) "Member" shall mean an Owner who is a member of the Association as provided in Article III hereof.

(I) "Owner" means and refers to any person who purchases or otherwise acquires title to any lot including purchase under land contracts entitling such person to the use and occupancy of such lot.

(J) "Regulation" means any rule or regulation adopted and published from time to time by the "Board".

(K) "Restrictive Covenants" means the Carolina Commons Subdivision Covenants, Limitations and Restrictions, as duly recorded within the plat of Carolina Commons Subdivision, in the Recorder's Office of Hendricks County, Indiana, as amended from time to time, and applicable as restrictions upon title to all properties within or without the Development, which Covenants specifically apply to and run with the land comprising the Development.

## ARTICLE II

### PURPOSE

Section 1. To adopt rules and regulations in the best interests of the Association and its members.

Section 2. To own, build, administer and maintain community properties and facilities; to administer and enforce the Covenants and restrictions contained in the Declarations of Restrictive Covenants and in these By-Laws; to collect and disburse assessments and charges as permitted by law and under the Articles of Incorporation, to promote the common benefit and enjoyment of property owners of Carolina Commons Subdivision.

Section 3. To provide to the Owners maintenance, upkeep, and organization such as will promote the common properties as an attractive and meaningful amenity to the Subdivision.

## ARTICLE III



### MEMBERSHIP

The membership of the Association shall be comprised of all lot owners in Carolina Commons Subdivision. There shall be the following classes of membership:

(A) Voting Members. Voting members shall include every person or entity, including the Developer, who holds an equitable interest as land contract vendee, or fee holder in any lot or lots included within the Carolina Commons Subdivision, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a voting member.

(B) Non-Voting Members. If not otherwise a voting member, each of the following shall be entitled to Non-Voting membership in the Association; the spouse, children and/or legal wards of a voting member, who have the same principal residence as the member and a lessee or tenant under a written lease of over six months duration. Non-Voting members shall have no vote or right to notice of any regular or special meetings of members. The privileges and duties of non-voting members shall be established from time to time by resolution of the Board and need not be the same as those of voting members.

Privileges of Voting Members and Non-Voting Members. Subject to the powers of the Board under Item B above with respect to voting members and non-voting members, in good standing, they shall be entitled to the use and enjoyment of the common properties and facilities, subject, however to provisions of the Restrictive Covenants and to such other regulations as may be established by the Board of Directors.

Assessments not paid when due shall be a continuing recorded lien upon the property pursuant to Paragraph 9 on the Restrictive Covenants.

#### ARTICLE IV

##### EVIDENCE OF MEMBERSHIP AND TRANSFER

Section 1 Membership Certificate. Certificates of membership in the Association may be issued to voting members and non-voting members. Such certificates shall be in such form as is authorized by the Board. The Certificate shall indicate whether the holder is a voting member or a non-voting member and, if appropriate, the member's lot number. The certificate shall also state upon its face that the Association is a not-for-profit organization. Records shall be maintained as the registered office of the Association of the names of voting members and non-voting members, which records shall also indicate the class and date of membership.

Section 2. Transfer. When a member ceases to be a property owner, such person's membership, and those non-voting members existing through relationships to such person, shall cease, but such person shall remain liable for all Association charges incurred prior to the giving of written notice to the Association that such person is no longer a property owner. It is the transferring owner's obligation to provide the transferee with a copy of the Carolina Commons Restrictive Covenants and a copy of these By-Laws.

#### ARTICLE V

##### MEETINGS OF MEMBERS

Section 1. Place of Meeting of Association. All meetings of the members of the Association shall, if possible, be held within the Carolina Commons Subdivision at such time and place as the Board shall determine.

Section 2. Annual Meetings. The annual meeting of the Association shall be held on the last Saturday of April in each year.

Section 3. Special Meeting of Association. Special meetings of the Association may be called by the Board of Directors and also may be called by the President, and shall be called by the President whenever requested in writing by one-half (1/2) or more members

who are in good standing. Such request shall clearly state the purpose for which the special meeting is to be called.

Section 4. Notice of Meeting of the Association. Not less than thirty days written notice of the meeting shall be given by mail to each member entitled to vote at such meeting. When more than one person owns an interest in a lot, a notice of other communications required by these By-Laws to be sent to members given to one co-owner shall be conclusively presumed to have been given to all other co-owners. The notice shall be deemed to be delivered when deposited in the U.S. Mail, first class postage pre-paid, addressed to the member's last known address, as recorded with the Association. The notice shall set out in reasonable detail the business to be brought before the meeting and each meeting shall be limited to the items set out in the notice, in order that those casting absentee ballots may be permitted to express their desires. The Secretary shall have the obligation to meet these requirements for Association meetings.

Section 5. Quorum of the Association. The presence of a Sixty percent (60%) or more of the voting members, either in person or by absentee ballot, shall constitute a quorum for the transaction of business, except when the subjects of special assessments for capital improvements and change in basis and/or assessments are considered, wherein the quorum and notice requirements shall be as stated in the Restrictive Covenants. If for any reason a meeting shall not be held on the date designated, such meeting may be rescheduled, provided however, that the notice of such rescheduled meeting shall be given not less than thirty days prior to the date of the rescheduled meeting.

Section 6. Voting of the Association. One vote shall be allocated for each lot owned to the owner or owners for each such lot. When a lot is owned by more than one member, the one vote allocated to such lot shall be cast as all members owning an interest in such lot shall agree. The Association may conclusively rely on the representations of one co-owner that he or she has the authority to cast the vote without requiring formal proxies from the other co-owners. If any dispute between co-owners as to how their lot's one vote shall be cast is made known to the meeting, no vote shall be counted for such lot. Voting at membership meetings shall be by a majority of the votes present as represented by persons or absentee ballots, unless a greater proportion is required by law or by the Restrictive Covenants.

Section 7. The order of business at the annual meetings shall be as follows:

- (A) Roll Call of Functionaries
- (B) Reading of the Minutes of the previous meeting
- (C) Reports of the Officers
- (D) Reports of Committees
- (E) Unfinished business
- (F) New Business
- (G) Election of Director(s)

Robert's Rules of Order shall be followed.

Section 8. Voting members may cast their votes either in person or by absentee ballot. The form of the absentee ballot shall be determined by the Board of Directors.

Section 9. A voting member must be in good standing in order for him to participate in any membership voting.

## ARTICLE VI

### ASSESSMENTS TO PROPERTY OWNERS ASSOCIATION

Section 1. Each owner of property shall pay assessments to Carolina Commons Property Owners Association as required under the Restrictive Covenants.

Section 2. Assessments levied by the Association shall be used to promote the recreation, health, safety and welfare of the residents in the Development and, in particular, for the improvement, maintenance and construction of facilities devoted to the use of all members.

Section 3. Annual Assessments shall be paid in advance and shall be due on the dates specified in the Restrictive Covenants. No adjustments or prorations of assessments shall be made by the Association. The due date of any special assessment under the Restrictive Covenants shall be fixed in the Resolution authorizing such assessment.

Section 4. The Board shall prepare a roster of the properties and assessments applicable thereto at least thirty days in advance of such assessment due date. Such assessment roster shall be kept in the office of the Association and shall be open to inspection by an owner. Written notice of assessment shall be sent to every property owner subject thereto.

Section 5. If any assessment is not paid when due, such assessment, including the cost of collection thereof, shall become a continuing record lien on the property, which shall bind the property in the hands of the then owner, his heirs, devisees, personal representatives and assigns, in accordance with the Restrictive Covenants. If the assessment is not paid within thirty days after the due date, there shall be added to the delinquent assessment those penalty fees, interest, cost and reasonable attorney's fees authorized pursuant to the Restrictive Covenants.

Section 6. The lien for delinquent assessments provided for herein shall be subordinated to the lien of any mortgage or mortgages now or hereafter placed upon the properties pursuant to the Restrictive Covenants.

Section 7. Exempt Property. The following property subject to the Restrictive Covenants shall be exempt from the assessments, charges and liens, created therein:

- (A) All properties to the extent of any easement or other interest therein dedicated and accepted by a local public authority and devoted to public use;
- (B) All common properties as defined in Article I, Paragraph (D);
- (C) All properties exempted from taxation by the laws of the State of Indiana upon the terms and to the extent of such legal exemption;
- (D) All properties owned by the Developers, their assigns and successors, and held by them or any of them for the purposes of engaging in the business of sale or resale of such property, including any lots which may have been reacquired by the Developer.

Notwithstanding any provisions herein, no land or improvements devoted to dwelling use shall be exempt from said assessments, charges or liens.

## ARTICLE VII

### FINANCE

Section 1. The fiscal year of the Association shall begin on the first day of January each year, unless changed by resolution of the Board of Directors.

Section 2. No later than the 31st day of December, a budget of estimated income and expenditure for the next fiscal year shall be adopted by the Board. This budget shall be available for inspection by the members at the office of the Association. A summary of the approved budget shall be included in the notice of the next regular meeting of the Association.

Section 3. The Board of Directors shall determine the official depository or depositories:

(A) After acceptance of responsibility by the Association for the administration of the assessment funds, the Treasurer shall be authorized to issue checks for expenditures incurred for the Association, provided the amount of such checks issued does not exceed in that fiscal year, the amount budgeted, in accordance with Article IX, Section 1 (E) hereof.

(B) All checks shall be signed by two officers designated by the Board of Directors. Such officers, as may be designated by the Board, may be bonded in an amount determined by the Board. Indemnity bond premiums shall be paid by the Association.

(C) An accounting of all the Association's receipts and disbursements for the previous fiscal year shall be prepared each year before the annual meeting, at which meeting the accounting in written form shall be made available to the membership.

## ARTICLE VIII

### SPECIAL ASSESSMENTS

Section 1. It is declared the policy of this Association that special assessments are generally undesirable and shall be levied only in an emergency or under extraordinary circumstances.

Section 2. Special assessments shall be levied only upon the recommendation of the Board and with the consent of voting members, pursuant to the Restrictive Covenants.

Section 3. The due date of any special assessment shall be fixed in the Resolution authorizing such assessment. Special assessments not paid within thirty days after the due date shall be collected pursuant to the Restrictive Covenants.

## ARTICLE IX

### THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the general power to carry on the affairs of the Association. In order to carry out this general power, the Board shall have authority to undertake the following:

- (A) Designate a banking institution or institutions as depository for the Association's funds in accordance with Article VII, Section 3 of these By-Laws.
- (B) Enter into agreements with Developer concerning all matters pertinent to the Development, including but not limited to agreements relating to the orderly transfer of common properties from the Developer to the Association. Such agreements may contain such provisions as the Directors feel are appropriate and in the best interest of the Association and its members. However, the acceptance by the Association of such agreements and the terms and provisions thereof shall be dependent upon the approval of the majority of those members who vote in person or by absentee ballot at a special or annual meeting of the membership.
- (C) Perform other acts the authority for which has been granted herein, in Restrictive Covenants, or by law, including the borrowing of money for Association purposes. A resolution by the Board that the interests of the Association requires the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper corporate purpose. In connection therewith, the Association may assign, pledge, mortgage, or encumber any Association assets or property as security for such borrowings, including future revenues of the Association.

(D) The Board shall adopt such rules and regulations relating to the use of the common properties and sanctions for noncompliance therewith, as it may deem reasonably necessary in the best interests of the Association and its members. Each voting member and non-voting member of the Association, and other, shall abide by the provisions of these By-Laws as well as any Regulation adopted by the Board of Directors of the Association pursuant to these By-Laws. Failure to do so shall justify the Board in suspending such voting member or non-voting member as is herein provided. The Board shall also employ a sufficient number of persons to adequately maintain the common properties. Further, the Board may adopt reasonable rules of order for the conduct of the meetings of the Board of Directors, and on procedural questions upon which no rules have been adopted, the ruling of the Chairman of the Board shall be final. The Board may, in its discretion, by resolution, adopt Robert's Rules of Order as a guide for the conduct of all meetings.

(E) The Board shall adopt an annual operating budget in accordance with Article VII, Section 2, hereof and levy the annual assessments per the Restrictive Covenants for each lot for the following year. Upon the adoption and approval of the budget, the Board shall be bound by the same. No expenditure in excess of the budget shall be made unless it is authorized by the Board of Directors.

(F) The Board of Directors may, by resolution, appoint committees of the Association. Such committees may be temporary or permanent. They shall have such powers and responsibilities as the Board may direct.

Section 2. Number of Directors. The number of directors shall be three initially and nine after expiration of the term of the initial Board of Directors. The initial Board of Directors shall be J. Lee Whiten, Larry R. Gregory and Matthew Gregory, and that board shall hold office until three-fourths of the lots have been sold and title transferred or until January 1, 2001, whichever first occurs. Responsibility for conducting the business of the association shall be transferred to a board of directors elected by the voting members at a meeting called by the initial board of directors for that purpose. No director shall receive a salary for services performed as a director of the Association. With Board approval, directors and officers may be compensated for reasonable expenses incurred while so acting.

Section 3. Election of Directors from Membership.

(A) Election of directors shall be by written ballot as hereinafter provided. In all elections of directors, each voting member in good standing in the Association is entitled to one vote per lot for each director's position to be filled and may cast all such votes for a single director or may distribute them among the number to be voted for, as the member may see fit. The persons receiving the largest number of votes shall be elected to fill the number of Board vacancies. A member in good standing shall be a member whose assessments are fully paid prior to a given election.



(B) Between the first and fifteenth day of December each year, commencing with the year when the last lot is sold, any member in good standing may file with the Secretary of the Association a statement of his or her candidacy for election as a director of the Association for the term beginning immediately following the First annual meeting of the Association held after the filing of such statements, together with endorsements of his or her candidacy signed by at least three (3) voting members in good standing. The Secretary of the Association shall cause notice of each candidacy and a brief biographical statement of each candidate to be included in the notice of such annual meeting.

(C) All elections to the Board shall be made on written ballot by mail or the ballot shall be executed by the voting member at the meeting.

The ballot shall:

1. describe the vacancy to be filled; and
2. set forth the names of those persons who are candidates for the office of director in order in which they filed their statement and endorsements of candidacy with the Secretary of the Association.

Written ballots in a form approved by the Board shall be prepared and mailed by the Secretary to each person entitled to vote simultaneously with the mailing of the notices of the annual meeting of the Association. Ballots and notices shall be sent to a voting member's last known address appearing in the records of the Association.

(D) One ballot for each lot shall be distributed to members entitled to vote. Where more than one person owns an interest in a lot, this ballot shall be sent to one of the co-owners, as selected by the Secretary.

(E) After voting, ballots shall be returned in a sealed envelope marked "Ballot", but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and each voting member shall be advised that, because of the verification procedures hereinafter set forth, the inclusion of more than one ballot in any one ballot envelope shall disqualify the return. Such "Ballot" envelope shall be placed in another sealed envelope which shall bear on its face the name of the member, his or her lot number, and such other information as the Board may determine will serve to establish his or her right to cast the vote or votes presented in the ballot contained therein.

Absentee ballots shall be returned to the Secretary of the Association or the designated official no later than a date established by the Board prior to the annual meeting, at such address as the Board may from time to time determine.

(F) Upon receipt of each mailed ballot, the Secretary or designee shall immediately place it in a safe place or other locked place until the day fixed by the Board of

Directors for the counting of ballots. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee appointed by the President, consisting of a chairman, two teller and two judges. Each candidate may appoint a representative to be present during the vote count. No other individuals are permitted to be present. This Election committee shall then adopt a procedure which shall establish that the ballots have been submitted properly by members in good standing. Such procedure shall insure that the confidentiality of the personal vote of any member is not disclosed.

The outside envelopes shall thereupon be placed in a safe or other locked place, and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all ballots contained in such envelope shall be disqualified. The Election Committee shall certify the results of the count at the annual meeting, and the terms of office of the directors so elected shall commence immediately following such annual meeting.

(G) All outside envelopes, ballots and statements of candidacy shall be retained by the Secretary for a period of one year.

Section 4. The Board of Directors shall have the power to appoint such other officers and agents and to hire such employees as may be necessary for the carrying out of the purposes of the Association.

Section 5. Any officer or agent may be removed and replaced at any time by the Board of Directors.

Section 6. The Board of Directors may establish such committees of the members as the Board deems necessary to carry on the affairs of the Association, and it shall define the power and duties thereof. Committee members shall be selected and appointed by the President and shall hold office during the pleasure of the Board of Directors. The Board shall establish the following standing committees, the members of which shall be appointed by the President.

(A) A Finance Committee which shall assist the Board as the Board shall direct in financial budget and accounting matters.

Section 7. Removal of Directors. A Director may be removed by three-fourths vote of the Board of Directors for "just cause" which include self-dealing, conflict of interest, and negligence in performing in the responsibilities of a Director. If a motion to remove a director is made at a Board meeting, the motion shall not be acted upon until the next Board meeting. Notice of the motion shall be mailed to the Director whose removal is sought not less than twenty-one days prior to the meeting when the motion is to be considered and acted upon.

Section 8. Meetings of the Board of Directors. The Board shall meet at least annually. Special meetings of the Board may be called by the President or by a majority of the Board and shall be held at such place as the call or notice of the meeting shall designate. Notice of a special meeting must be given in writing at least forty-eight hours prior to the date of said special meeting, or notice thereof may be waived by the Directors in writing. After adoption of a resolution setting forth the times of regular meetings, no notice of such meetings shall be required, or waived, but notice of special meetings of the Board shall be given.

Section 9. Action Without Meeting. Unless prohibited by law, where Director action is required before a meeting can be conveniently called, any action which may be taken at a meeting of the Board may be taken without a meeting if the action is consented to in writing by a majority of the Directors entitled to vote on such action at a meeting of the Directors.

Section 10. Quorum. A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any duly called meeting shall be deemed to be the act of the Board.

Section 11. Vacancies. All Directors of the Association shall serve until their successors are elected. Any vacancies occurring on the Board created by the death or resignation of a Director shall be filled by the Board. Any vacancy created by the death, removal or resignation of J. Lee White, Larry R. Gregory or Matthew Gregory, shall be filled by appointment of the remaining named person or his successor then serving.

## ARTICLE X



### OFFICERS

Section 1. Officers. The officers of the Association shall be the President, Vice President, Secretary, and the Treasurer, all of whom shall be a member of the Board.

Section 2. President. The President shall be the executive officer of the Association, and shall preside over all meetings of the Association and the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall conduct the affairs of the Association in accordance with these By-Laws and those policies approved by the Board of Directors. The President shall be approved by the Board of Directors. The President shall be responsible for the preparation of a full and true report as to activities of the Association during the year of his presidency, which report shall be submitted to the annual meeting, and he shall file the report with the Secretary who shall make it available for inspection by the membership.

Section 3. Vice President. In the absence of the President, or in the event of the President's inability to act or his refusal to act, where such action is lawfully required by these By-Laws or otherwise, the Vice President, or if more than one, the most senior vice

president in terms of length of service, is empowered to act and shall thereupon be vested with the powers and duties of the President with respect to the action taken. The Vice President shall also perform such other duties as the President may assign.

Section 4. Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the members and of the Board. The Secretary shall mail, or cause to be mailed all notices required under these By-Laws. The Secretary shall have the custody of the corporate seal and records and maintain a list of the members and their addresses, and perform all other duties incident to the office of Secretary. The Secretary may appoint a recording and correspondence assistant.

Section 5. Treasurer. The Treasurer shall have custody of the funds of the Association, collect monies due, pay the obligations of the Association out of its funds, and perform such other duties as are incident to the office of the Treasurer. All checks shall be signed by the Treasurer and countersigned by one other officer designated by the Board. The Treasurer, and such other officers as may be designated by the Board of Directors, shall be bonded in an amount to be determined by the Board. Indemnity bond premium shall be paid by the Association.

## ARTICLE XI

### GENERAL PROVISIONS

Section 1. Financial Report to Members. The Directors shall make available to the members at the annual meeting and at other times financial statements of the Association's income and expenses as of the closing date of the prior fiscal year. Such financial statements shall be prepared in accordance with generally accepted accounting principals so as to present fairly the Association's operating results. Such statements need not be certified.

Section 2. Association Property. No part of net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

On dissolution of the Association, no member shall be entitled to any distribution of any Association property or asset. Should two-thirds of the members desiring to vote on the questions (subject to the quorum requirement of Article V, Section 5) consent to dissolution, then the Association's property and assets, after satisfaction of all outstanding liens and encumbrances thereof and of all debts and claims against the Association, shall be conveyed either to an institution qualifying for exemption under Section 501 (c) (3) of the Internal Revenue Code, as amended, or to any unit of state or local government, selected by the Board of Directors.

ARTICLE XII

AMENDMENTS

These By-Laws may be adopted and amended at anytime by the Board of Directors.



CHICAGO TITLE