

1/18/96

**BY-LAWS
OF
EAGLE LAKE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

PURPOSES AND POWERS

Section 1.01. Purposes. The purposes of the Corporation shall be those expressed in Article II of its Articles of Incorporation.

Section 1.02. Powers. Subject to all limitations or restrictions imposed by law, by the Articles of Incorporation and by the Declaration of Protective Restrictions, Covenants, Limitations, Easements and Approvals appended to the plats of the various sections of Eagle Lake a single family residential development located in Allen County, Indiana (collectively, the "Restrictions"), and in furtherance of the purposes referred to in Section 1.01 above, the Corporation shall have and may exercise all of the powers set forth in the Restrictions and all other powers not denied to corporations incorporated under the laws of the State of Indiana including but not limited to:

(a) the promulgation and enforcement of rules and regulations governing the use of recreational facilities and other Common Areas within the Eagle Lake development pursuant to the Restrictions;

(b) the dedication or transfer of all or any part of the Common Area (as defined in the Restrictions) to any public agency, authority or utility in accordance with the provisions of the Restrictions;

(c) the acceptance of a transfer from the Developer or third parties of such additional real and/or personal property as the Corporation may deem appropriate;

(d) the ownership of the Common Areas and other recreational facilities; and the operation of the same for the use and benefit of the members of the Corporation and their invitees;

(e) the determination (within the limits set forth in the Restrictions) of the amount of the various assessments identified in the Restrictions, and the levy and collection of same as provided in the Restrictions;

(f) the improvement and maintenance of ponds and streams, entrance ways, recreational facilities and other Common Areas;

(g) the construction, repair or replacement of capital improvements upon the Common Areas or with respect to recreational facilities;

(h) the establishment of a procedure for the selection of the Architectural Control Committee and the promulgation of policies and procedures governing the activities of said Committee;

(i) the enforcement, by any proceedings at law or in equity, of all restrictions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Restrictions; and

(j) the carrying out of such other duties and responsibilities imposed upon the Corporation as now exists, or as may be hereafter imposed by the provisions of the Restrictions;

provided, however, that:

(1) the Corporation shall not engage in any activity for the purpose of or resulting in the private profit or pecuniary remuneration of its members, directors, officers, or employees, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or employee; but this provision shall not be deemed to prohibit reasonable compensation to an officer, director or employee for services actually rendered by him as such nor to prevent the Corporation from repaying to any member the principal sum of any money advanced or loaned by him to the Corporation

together with simple interest thereon at a rate not to exceed eighteen percent (18%) per annum;

(2) the Corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf or in opposition to any candidate for public office;

(3) the Corporation shall not be operated primarily as a social club for the benefit, pleasure or recreation of its members;

(4) the Corporation shall not carry on business with the general public in a manner similar to organizations which are operated for profit.

ARTICLE II

OFFICES

Section 2.01. Offices. The Corporation may have offices at such places within the State of Indiana as the Board of Directors may designate from time to time.

ARTICLE III

MEMBERS

Section 3.01. Members. The members of the Corporation shall be the owners of lots within the various sections of a single family residential development located in Eagle Lake, Allen County, Indiana, and shall hold memberships as provided in Article V of the Articles of Incorporation of the Corporation.

Section 3.02. Annual Meeting. The annual meeting of the members of the Corporation shall be held in the month of October of each year as may be fixed by the Board of Directors and designated in the notice or waiver of notice of such meeting. At the annual meeting, the directors for the ensuing year shall be elected, the officers of the Corporation shall present their annual reports, and all such other business as may properly be brought before the meeting shall be transacted. The Secretary of the Corporation shall cause notice of the annual meeting to be given to each member of record of the Corporation entitled to vote by depositing in the United States Mail, postage prepaid, in an envelope addressed to the latest address of such member as the same appears on the records of the Corporation a written or printed notice stating the place, day and hour of the holding of such meeting, such notices to be mailed at least thirty (30) days before the date of such meeting.

Section 3.03. Special Meetings. Special meetings of the members may be held at the principal office of the Corporation or at such other place within Allen County, Indiana which is reasonably convenient for members to attend as may be designated in the notice or waiver of notice of such meeting. Special meetings may be called in writing

by the President, by a majority of the Board of Directors or by written petition signed by the holders of not less than ten percent (10%) of the memberships entitled to vote. The Secretary of the Corporation shall cause notice of the holding of any such special meeting to be given to each member of record of the Corporation entitled to vote upon the business to be transacted at the meeting by depositing in the United States Mail, postage prepaid, in an envelope addressed to the latest address of each such member as the same appears upon the books of the Corporation, a written or printed notice stating the place, day, hour and purpose or purposes for which such meeting is called, such notice to be so mailed at least ten (10) days before the date of such meeting.

Section 3.04. Address of Member. The address of any member appearing upon the records of the Corporation shall be deemed to be the latest address of such member that has been furnished in writing to the Corporation by such member.

Section 3.05. Waiver of Notice. Notice of any members' meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose of purposes for which the meeting is called and a time and place thereof. Attendance at any meeting in person, or by proxy when the instrument of proxy sets forth in reasonable detail the purpose or purposes for which the meeting is called, shall constitute a waiver of notice of such meeting. Each member who has, in the manner above provided, waive, notice of a member's meeting or who personally attends a members' meeting or is represented thereat by a proxy authorized to appear by an instrument of proxy complying with the requirements above set forth, shall be conclusively presumed to have been given

due notice of such meeting. When all members shall meet in person, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

Section 3.06. Quorum. At any meeting of the members, the holders of twenty percent (20%) of the memberships entitled to vote who are present in person or represented by proxy shall constitute a quorum for the transaction of business. If the holders of the number of memberships necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place fixed for such meeting, the holders of a majority of the memberships present in person or by proxy may adjourn from time to time, without notice other than announcement at the meeting, until holders of the number of memberships requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.07. Voting. No membership shall be voted at any time when any assessment with respect to the lot for which such membership is held is past due and unpaid. At each meeting of the members, every member shall have the right to one (1) vote for each membership held by him which is entitled to be voted at such meeting. All members may vote either in person or by proxy appointed in writing and subscribed by such member or by his duly authorized attorney-in-fact, or appointed by telegram sent by such member or attorney-in-fact, and delivered to the Secretary of the Corporation at or before the time of the holding of such meeting. No such proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided for therein. Memberships held by fiduciaries may be voted by the fiduciaries in such manner

as the instrument or order appointing such fiduciaries may direct. If all persons who are together entitled to one membership do not agree upon the exercise of voting rights, the following provisions shall apply: (1) where a membership is held jointly by three (3) or more persons, such membership shall be voted in accordance with the will of the majority; (2) where such persons or a majority of them cannot agree, or where they are equally divided upon the question of voting such membership, such membership shall be voted as may be directed by any court of general equity jurisdiction, as such court may deem for the best interests of the membership, upon petition filed by any such person or any party in interest.

Section 3.08. Voting List. The Secretary of the Corporation shall keep at all times a complete and accurate list of the members entitled by the Articles of Incorporation to vote upon any issue coming before the membership, arranged in alphabetical order, with the address and number of memberships so entitled to vote held by each, which list shall be on file at the principal office of the Corporation and subject to inspection by any member. Such list may be inspected by any member, for any proper purpose, at any reasonable time.

Section 3.09. Member Action by Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of members may be taken without a meeting if prior to such action a consent in writing setting forth the action to be taken is signed by all members entitled to vote, and such written consent is filed with the minutes of the proceedings of the members.