

BYLAWS
FOR THE
KINGSWOOD HOMEOWNERS ASSOCIATION

November 12, 2001

ARTICLE I

NAME AND LOCATION: The name of the corporation is Kingswood Homeowners Association, hereinafter referred to as the "Association." The principal office of the Association shall be located at such place as may be established by the Board of Directors, and meetings of members and directors may be held at such places within the State of Michigan, County of Livingston, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Kingswood Homeowners Association, a Michigan non-profit corporation, its successors and assigns.

Section 2. The "Declaration" shall mean the Declaration of Covenants and Restrictions for the Subdivision, as recorded in Liber 1960, Pages 777-791 and Liber 2074, Pages 372-386, Livingston County Records.

Section 3. "Subdivision" shall mean and refer to that certain real property described as the Kingswood Subdivision, Township of Marion, Livingston County, State of Michigan, according to the plat thereof recorded for Kingswood #1 in Liber 31 of Plats, Pages 1-4 and Kingwood #2 in Liber 34 of Plats, Pages 36-43 Livingston County Records.

Section 4. "Common Areas" shall mean all real property in the Subdivision for the common use and enjoyment of the Lot Owners.

Section 5. "Lot" shall mean and refer to a lot as shown on the recorded plat of the Subdivision.

Section 6. "Lot Owner" shall mean a person, group, or business having an ownership interest in a Lot with a combined total of one (1) vote regardless of how many persons or entities have combined ownership of said Lot.

ARTICLE III
PURPOSES

The purposes of the Association are set forth in the Articles of Incorporation of the Association.

ARTICLE IV
MEMBERSHIP AND VOTING
RIGHTS OF MEMBERS

Section 1. Only Lot Owners of the Subdivision shall be entitled to membership in the Association.

Section 2. The separate share of a Lot Owner in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner, except automatically to a purchaser of a Lot in the Subdivision.

Section 3. All voting in Association affairs shall be on a one vote per Lot basis. When more than one person or entity has an interest in a single Lot, the interest of all such persons collectively shall be that of a single Lot Owner.

Section 4. Votes may be cast in person or by proxy.

Section 5. A majority shall consist of more than fifty percent (50%) of the votes of those Lot Owners present in person or by proxy at a given meeting of the Lot Owners of the Association. Whenever provided specifically herein, in the Articles of Incorporation or in the Declaration, action by the Lot Owners of the Association may be required to exceed the majority described in the preceding sentence; otherwise, the Lot Owners shall act by the majority specified above.

ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meetings – The regular annual meeting of the Lot Owners shall be held in January of each year at a location to be determined by the Board of Directors. The meeting shall be held at the hour of seven thirty p.m.

Section 2. Special Meeting - Special meetings of the Lot Owners may be called at any time by the president or by the Board of Directors, or upon written request of five (5) or more Lot Owners.

Section 3. Regular Meetings - In addition to the annual meetings, regular meetings of the Lot Owners may be held at such times and places as shall be determined from time to time by the Board of Directors.

Section 4. Notice of Meeting - Written notice of each meeting of the Lot Owners 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, at least seven (7) days before such meeting to each Lot Owner entitled to vote thereat, addressed to the Lot Owner's address appearing on the books of the Association, or supplied by such Lot Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum - The presence at the meeting of Lot Owners entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Lot Owners entitled to vote thereat shall have 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 be represented.

Section 6. Proxies - At all meetings of Lot Owners, each Lot Owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary at least 24 hours in advance of exercising the voting privileges conferred by that proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by the Lot Owner of his Lot.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number - The affairs of this Association shall be managed by a Board of not less than five (5) Lot Owners nor more than seven (7) Lot owners. The Board of Directors shall be elected by the Lot Owners at their first annual meeting.

Section 2. Term of Office - At the first annual meeting, the Lot Owners shall elect not less than five (5) directors for a term of one (1) year each, and the balance of the directors, if any, shall also serve for one (1) year terms.

Section 3. Removal and Vacancies - Any director may be removed from the Board, with or without cause, by a majority vote of the Lot Owners of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Lot Owners on the Board. The successor shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation - No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses necessarily incurred in the performance of his or her 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 of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination - Nomination for election to the Board Of Directors shall be made by the Lot Owners of the Association at the annual meeting in accordance with Section 23 of the Declaration.

Section 2. Requirements - To be nominated for the position of Director, the nominee must be a Lot Owner who is active in the Association.

Section 3. Election - Election to the Board of Directors shall be by secret written ballot. At such election the Lot Owners 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 VIII MEETINGS OF DIRECTORS

Section 1. Regular Meeting - Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Should said 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 IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Publish rules and regulations governing the use of the Common Areas, as approved by a simple majority of the Lot Owners, and establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the Common Areas of a Lot Owner during any period in which such Lot Owner 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 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 this Association and not specifically reserved to the Lot Owners by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

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

(e) Employ independent contractors, professionals, and such other agents or employees as they deem necessary, and to prescribe their duties.

Section 2. Duties - It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Lot Owners at the annual meeting of the Lot Owners, or at a duly called special meeting when such statement is requested and to keep a current record of Lot Owners;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) Determine each year the total amount to be raised by the annual assessment charge and/or other charges to cover all expenses relative to the Common Areas or other aspects of the Subdivision in accordance with Section 24(b) of the declaration and send written notice thereof to every Lot Owner subject thereto;

(d) Collect all assessments and foreclose the lien, if necessary, against any property for which assessments are not paid or bring an action at law against the Lot Owner personally obligated to pay the same;

(e) 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 the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association or with respect to the Association's affairs, as it may deem appropriate;

(g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) Cause the Common Areas to be maintained and preserved.

(i) Cause the terms and conditions of use by Lot Owners of the Common Areas to be enforced;
and

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

ARTICLE X
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices - The officers of this Association shall be a president, a secretary, and a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officer - The election of officers shall take place at the first annual meeting of the Lot Owners and shall be by majority vote of the Lot Owners.

Section 3. Term - The officers of this Association shall be elected annually by the Lot Owners and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments - The Lot Owners 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 of Directors may, from time to time, determine.

Section 5. Resignation and Removal - Any officer may be removed from office with cause by the Board of Directors. Any officer may resign at any time giving written notice to the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified herein, 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 by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices - The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties - The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; and shall sign all leases, mortgages, deeds and other written instruments as required for the purchase or administration of Common Areas.

Secretary

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Lot Owners; serve notice of meetings of the Board of Directors and of the Lot Owners; keep appropriate current records showing the Lot Owners of the Association together with their addresses, and shall perform such other duties as required by the Board or Directors.

Treasurer

(c) The treasurer or management agent duly appointed by the Board of Directors 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 disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board; shall sign all checks and promissory notes of the Association, provided same shall also be signed by the president or secretary; keep proper books of account; and shall prepare an annual budget and statement as its regular annual meeting, and deliver a copy of each to the Lot Owners.

ARTICLE XI **REMEDIES FOR DEFAULT**

Any failure by a Lot Owner to comply with the Declaration shall entitle the Association or another Lot Owner or Owners to the following relief:

(a) Legal action- Failure to comply with any of the provisions of the Bylaws, Rules and Regulations, and/or Declaration shall be grounds for relief, which may include an action to recover sums due for damages, injunctive relief, foreclosure of lien (if default in payment of assessment) or any combination thereof, and such relief may be sought for the Association or, if permitted by law, an aggrieved Lot Owner or Owners.

(b) Recovery of costs- in any civil proceeding arising because of an alleged default by any Lot Owner, the Association, if successful and so awarded by a court of law, shall be entitled to recover all costs incurred by the Association as a result of the default and the actual attorney fees, not limited to statutory fees incurred by the Association as a result of the default. Costs and attorney fees incurred before initiation of a lawsuit may also be recovered by the Association.

ARTICLE XII **COMMITTEES**

When deemed appropriate by the developer or when all of the lots in the subdivision have been sold, the Board of Directors shall appoint an Architectural Control Committee as provided for in the Declaration. The Architectural Control Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) members of the Association. The Committee shall have the power to approve or refuse to approve plans, specifications, drawings, elevations, or other matters with respect to the construction or location of any dwelling, pool, or other structure of any type on any Lot in the Subdivision, and other powers as more fully described in the Declaration.

ARTICLE XIII **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Lot Owner. 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 XIV **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 at least 24 hours prior to exercising the voting privileges conferred by that proxy. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his or her Lot.

ARTICLE XV **INDEMNITY**

The enumeration of the powers and duties of the Board of Directors and the officers as set forth in Article IX and Article X above are intended to set forth the authority of such persons to act, and are not intended to create contractual or other obligations on the part of such persons to actually accomplish the purposes and the duties set forth above. In no event shall a director or officer of the Association have liability for any personal injury, death, or property damage arising out of the actual or claimed breach of any power or duty specified above, except to the extent such person is finally judged to have been grossly negligent or to have acted in bad faith in the performance of his or her duties, and then only to the extent that liability would have existed but for those Bylaws or the Association's Articles of Incorporation. To the

full extent permitted by law, the Association shall indemnify each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact he or she, or his or her testator or intestate, is or was a director, officer or managerial employee of the Association unless such person is finally adjudged to be liable for gross negligence or acted in bad faith in the performance of his or her duties.

ARTICLE XVI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular meeting of the members, by a vote of two thirds (2/3) of the members in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles or by applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration or by applicable law.

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 and these Bylaws, the Declaration shall control.

ARTICLE XVII MISCELLANEOUS

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

IN WITNESS WHEREOF, I, being a director of the KINGSWOOD HOMEOWNERS ASSOCIATION, have hereunto set my hand this 12th day of January, 2009.

By: [Signature]
Printed Name: Kerry Breault
Title: President

By: [Signature]
Printed Name: Christine Gower
Title: Member

By: [Signature]
Printed Name: MATTHEW V. BRINKER
Title: TREASURER

By: [Signature]
Printed Name: Nancy Ford
Title: Board member

By: [Signature]
Printed Name: ALAN TENOFF
Title: BOARD MEMBER

By: [Signature]
Printed Name: John WALTERS
Title: BOARD MEMBER

By: [Signature]
Printed Name: JANICE WALTERS
Title: BOARD MEMBER