

BY-LAWS
OF
HORIZON HILLS ASSOCIATION, INC.

ARTICLE I

The principal office of the corporation shall be located at the residence of the President of said corporation.

ARTICLE II

Section 1. Classes of Members. The corporations shall have one class of members. All of the incorporators of Horizon Hills Association, Inc., a Michigan corporation, as listed in the Articles of Incorporation shall automatically become members of this corporation.

The membership of said corporation shall be restricted to the owners of lots in "Horizon Hills", a subdivision located in Green Oak Township, Livingston County, Michigan, as recorded in Liber 7 of Plats, page 25 and the owners of lots in "Horizon Hills No. 2", a subdivision located in the Township of Green Oak, County of Livingston, State of Michigan, as recorded in Liber 8 of Plats, page 9 and the owners of lots in "Horizon Hills No. 3", a subdivision located in the Township of Green Oak, County of Livingston, State of Michigan, as recorded in Liber 11 of Plats, page 5.

Section 2. Members. Any owner of a lot or number of lots shall automatically become a member of the Horizon Hills Association.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the membership. Only one vote shall be cast by husband and wife or other joint owners of any one lot. Lot owners shall have only one vote regardless of the number of lots which they may own.

Land contract purchasers shall be entitled to membership and in the event land contract purchasers are admitted to membership, the title holder, or land contract seller, shall not have the right to vote.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of such corporation shall be held in November of each year beginning with the year 1968 at the hour of 7:30 p.m. for the purpose of electing directors and for the transaction of such other business as may legally come before said meeting. The said meeting shall be conducted under "Robert's Rules".

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place for such meeting of the membership. Notice of such annual and notice of any special meeting shall be given to the membership in writing at least fourteen (14) days prior to such meeting. The purpose of any meeting of the members shall be clearly set forth in the notice of such meeting and no other business shall be transacted at said meeting except the business as outlined in said notice of meeting. Notice of all meetings shall be deemed to be delivered when hand delivered to the residence or deposed in the United States mail addressed to the member at his address as appears upon the records of the corporation with postage paid thereon.

Section 4. Quorum. All members present at such corporation shall be considered as a quorum for the transaction of business at any such meeting of the membership.

Section 5. Proxies. A member shall be entitled to designate either another Association member or his duly authorized attorney in fact to vote by proxy. Such proxy authorization shall be in writing and delivered to the secretary prior to the meeting. Such proxy shall be valid for the meeting only.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors of the corporation shall be members of the corporation.

Section 2. Election, Number, Tenure and Vacancies. The number of said corporation shall be seven, which shall include the President, Vice President, Secretary and Treasurer. These said officers shall be elected by the members present at the annual meeting. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected. Directors shall be elected at each annual meeting of the membership. Any vacancies occurring in the Board of Directors shall be elected by the remaining members of the Board of Directors until the next general meeting.

Section 3. Regular Meetings. The Board of Directors of said corporation shall meet at least once in each three month period. The Board of Directors may fix the place of its regular meeting and shall give the membership notice of the change or any change of the place of the meeting of the Board of Directors.

Section 4. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at the request of the President of any three (3) directors.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days prior to said meeting by written notice delivered personally or

sent by mail to each director at his last address as shown on the records of the corporation. The notice of any special meeting of the Board of Directors shall contain a reasonable statement of all business to be conducted at such special meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE V – OFFICERS

Section 1. Officers of Corporation. The officers of the corporation shall be a President, one Vice President, a Secretary and a Treasurer.

Section 2. Removal. Any officer elected or appointed by the Board of Directors may be removed by said Board of Directors, by majority vote, whenever in its judgment the best interest of the corporation shall be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.

Section 3. President. The President shall be the principal executive officer of the corporation and shall supervise and control the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors.

Section 4. Vice President. The Vice President, in the absence of the President, shall perform the duties of the President and shall have all powers of the President and shall be subject to all restrictions upon the President.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings and shall preserve and keep in tact all records of said corporation. The Secretary shall see that all notices are given to the members as required and also to the directors of said corporation. It shall also be the duty of the Secretary to see that all corporate papers are filed with the State of Michigan and to keep said corporation in good standing.

Section 6. Treasurer. The Treasurer shall have charge and custody of all funds and securities of the corporation and shall keep all funds of said corporation in a bank account in the name of said corporation. The bank shall exist within Livingston County and the name and address of the bank shall be recorded in the corporate records. No change in the location of the bank shall occur without prior approval of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. Committees of Directors. The President shall have the authority to designate committees and shall appoint chairmen of said committees.

ARTICLE VII – CONTRACTS

Section 1. Authorizing. With the exception of materials required for usual maintenance of the roads, common areas, and/or parks, no contracts may be entered into by the Board of Directors or any of its officers unless agreed upon by a majority of members of the association present at a special meeting convened for this specific purpose.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money or other evidences of indebtedness issued in the name of the corporation shall be signed by two of the following: President, Vice President, Secretary, Treasurer of such corporation.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of said corporation.

ARTICLE VIII – BOOKS AND RECORDS

Section 1. Maintenance and Availability of Books and Records. The corporation shall keep accurate and complete books and records. Minutes of all the meetings of its members and all Board of Directors meetings and a full and complete membership record shall be maintained by the Secretary of said corporation. All books and records of the corporation may be inspected by any member of the corporation, or by his agent or attorney for any proper purpose of any reasonable time.

ARTICLE IX – DUES

Section 1. Annual Dues. A majority of the members present at a general or special meeting called for that purpose shall determine the amount of annual dues to be payable to the corporation by the membership. The dues shall be used for the purpose of paying routine expenses incurred such as park taxes, electrical power expenses, and such other expenses that may be incurred for the mutual benefit of the association membership.

Section 2. Payment of Dues. Annual dues may be paid semi-annually (May 1, and November 1,) or in advance to the Treasurer of said corporation. Dues of any new member shall be pro-rated according to the month in which it becomes a member.

ARTICLE X – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful or wanton, misconduct or gross negligence in the performance

of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or officer may be entitled. At least ten (10) days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all owners thereof. Further, the Board of Directors is authorized to carry officers, and directors, liability insurance covering acts of the officers and Directors of the Association in such amounts as it shall deem appropriate.

ARTICLE XI – AMENDMENT TO BY-LAWS

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the members present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII – MISCELLANEOUS

Section 1. Conflict of Documents. In case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles shall control; in case of any conflict between any Deeded Restrictions and Affidavit of Restrictions and these Bylaws, the Deeded Restrictions and Affidavit of Restriction shall control; and in the case of any conflict between the Articles of Incorporation and any Deeded Restrictions and Affidavit of Restrictions , The Deeded Restrictions and Affidavit of Restrictions shall control.

Section 2. State and Local Governance. Members of the association are required to adhere to state and local laws and ordinances.

Section 3. Off Road Vehicles. No snowmobiles, ATV's or other types of Off-Road-Vehicles shall be operated within the common areas and parks of the association.

Section 4. List of Members. The Secretary of the Association or the Agent of the Association having charge of the membership records of the Association shall make and certify a complete list of the members entitled to vote at any meeting. The list shall be arranged alphabetically with the address of each member, to be produced at the time and place of any membership meeting, be subject to inspection by any member during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

Every member neglecting to pay their dues for one year after due notice of their failure to pay, shall be indefinitely suspended as a member of Horizon Hills Association.

Adopted this _____ day _____, 2003

Secretary of Horizon Hills Association