

(k) "Restrictions" shall mean and refer to the Declaration of Covenants and Restrictions of Allenbrook Subdivision Homeowner's Association, Inc., applicable to the Properties of record in the Register's Office for Loudon County, Tennessee, including all further easements, conditions, covenants or other restrictions applicable to Properties brought within the jurisdiction of the Association, and any restatements, modifications, or amendments thereto.

II. OFFICES

Section 1. Offices. The initial principal office of the Association in the State of Tennessee (the "State") shall be located in the County of Loudon. The Association may have such other offices as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 2. Registered Agent. The Association has designated and shall continue to have a registered agent in the State of Tennessee. If the registered agent resigns or is for any reason unable to perform his duties, the Association shall promptly designate another registered agent.

III. NONPROFIT CORPORATION; PURPOSE

Section 1. Nonprofit Corporation. The Association is a nonprofit mutual benefit corporation.

Section 2. Purpose. The purpose of the Association shall be to maintain and enforce all Restrictions on the Properties, including, but not limited to, the Common Properties. The purposes of the Association are to be carried out through any and all lawful activities, including others not specifically stated herein but incidental to the stated goals and purposes.

IV. MEMBERS

Section 1. Members. The Association shall have Members. The Owner of each Lot shall be a Member of the Association and shall be entitled to all notices, information, and voting as set forth in the Act. Notwithstanding the foregoing, the only governing body of the Association shall be those persons holding positions as the Association's duly elected and qualified Board of Directors. Members shall be entitled to only one vote per Lot. There is no Class B member as defined in the Restrictions.

Section 2. Annual Meetings. The annual meetings of the Members shall be held in February of each calendar year, at a time specified by the Board of Directors. If the meeting of the Members, as provided for in these Bylaws, shall not be held on the date designated for any annual meeting or at any adjournment thereof, the Members shall cause to be held a special meeting of the Members as soon thereafter as convenient.