

WINDCLIFF SHORES CONDOMINIUM
ASSOCIATION BYLAWS

ARTICLE I
ADOPTION OF CONDOMINIUM BYLAWS

The Condominium Bylaws of Windcliff Shores, a Condominium (hereinafter known as the Condominium Bylaws) as attached to the Master Deed and recorded in Liber 2291, Page 703 through 762, Allegan County Records, are hereby incorporated by reference and adopted in their entirety as a part of the Bylaws of this corporation (the "Association").

ARTICLE II
MEETINGS

Section 1. Procedure. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the co-owners as may be designated by the Board of Directors. Voting shall be as provided in the Condominium Bylaws. Meetings of the Association shall be conducted in accordance with Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, these Bylaws, the Condominium Bylaws or Master Deed or the laws of the State of Michigan.

Section 2. Annual Meetings. The first meeting of members of the Association shall be held in accordance with the Condominium Bylaws. The date, time and place of the First Annual Meeting shall be set by the Board of Directors, and at least fifteen (15) days' written notice thereof shall be given to each co-owner. Thereafter, the annual meetings of members of the Association shall be held on the anniversary date of the first annual meeting during each succeeding year at such time and place as shall be determined by the Board of Directors. At such meetings there shall be elected by ballot of the co-owners a Board of Directors in accordance with the requirements of Article III of these Bylaws. The co-owners may also transact at annual meetings such other business of the Association as may properly come before them.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the co-owners as directed by resolution of the Board of Directors or upon a petition signed by one-third (1/3) of the co-owners presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice. It shall be the duty of the Secretary (or other Association officer in the Secretary's absence) to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each co-owner of record, at least ten (10) days but not more than sixty (60) days prior to such meeting. The mailing, postage prepaid, of a notice to the representative of each co-owner at the address shown in the notice required to be filed

with the Association by Article II, Section 3 of the Condominium Bylaws shall be deemed notice served. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association shall be deemed due notice.

Section 5. Adjournment. If any meeting of owners cannot be held because a quorum is not in attendance, the owners who are present may adjourn the meeting to a time not more than thirty (30) days from the time the original meeting was called.

Section 6. Attendance Via Conference Telephone or Similar Communications Equipment. A member may attend and participate in a meeting of members via a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other; provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation by a member in a meeting shall constitute presence in person at the meeting.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be governed by a Board of Directors all of whom must be members of the Association (or officers, partners, trustees, employees or agents of members), except for the first Board of Directors designated in the Articles of Incorporation of the Association. Directors shall serve without compensation.

Section 2. Appointment or Election; Terms. The first Board of Directors designated in the Articles of Incorporation shall be composed of one person and such first Board of Directors shall manage the affairs of the Association until a successor Board of Directors is elected as provided in the Condominium Bylaws. The successor Board of Directors and each successor Board of Directors elected thereafter shall be composed of not less than three persons and not more than five persons. At the time of the first election of all directors by the co-owners without appointment by the Developer, so as to establish staggered terms, the first two directors so elected (or those two receiving the most votes) shall serve a term of two years, and the last one elected (or that one receiving the least votes) shall serve a term of one year. Thereafter, all directors shall serve two-year terms. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Powers. The Board of Directors shall have the powers and duties set forth in the Condominium Bylaws.

Section 4. Vacancies. Vacancies in the Board of Directors (including the First Board of Directors named in the Articles of Incorporation) caused by any reason other than the removal of a Director by a vote of the members of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 5. Removal. At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by a majority of the co-owners and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the co-owners shall be given an opportunity to be heard at the meeting.

Section 6. Initial Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone or telegraph, at least ten (10) days prior to the date named for such meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of one Director.

Section 9. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by him of the time and place thereof, unless his appearance is for the purpose of protesting the holding of such meeting. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 10. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of such Director for purposes of determining a quorum.

Section 11. Bonding. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration.

ARTICLE IV OFFICERS

Section 1. Designation. The principal officers of the Association shall be a President, a Secretary and a Treasurer who shall all be members of the Board of Directors.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal. Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he may in his discretion deem appropriate to assist in the conduct of the affairs of the Association.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; he shall have charge of the corporate seal and of such books and papers as the Board of Directors may direct; and he shall, in general, perform all duties incident to the office of the Secretary.

Section 6. Treasurer. The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, and in such depositories as may, from time to time, be designated by the Board of Directors. He shall ensure expenditures for the maintenance and repair of common elements and any other expenses incurred by or on behalf of the Condominium are properly recorded. In accordance with Article V, Section 3, of the Condominium Bylaws, the Treasurer shall prepare and distribute to each co-owner at least two times per year the Association financial statement. Pursuant to Section 54 of the Act, this subsection is not subject to amendment. The Treasurer shall, in general perform all duties incident to the office of the Treasurer.

Section 7. Other Duties. The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

ARTICLE V
SEAL

If so determined by the Board of Directors, the Association shall have a seal which shall have inscribed thereon the name of the corporation, the words "Corporate Seal," and "Michigan."

ARTICLE VI
FINANCE

Section 1. Handling. The finances of the Association shall be handled in accordance with the Condominium Bylaws.

Section 2. Fiscal Year. The fiscal year of the Association shall be an annual period commencing on such date as may be initially determined by the Directors. The commencement date of the fiscal year shall be subject to change by the Directors for accounting reasons or other good cause.

Section 3. Depository. The funds of the Association shall be deposited in such bank as may be designated by the Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

As provided in Article III, Section 7, of the Condominium Bylaws, every Director and every 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 proceeding 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 and 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 and such approval is based on a judicial opinion or opinion of independent counsel as to the propriety of indemnification if the majority of the co-owners request such opinion. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such 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 co-owners thereof.

ARTICLE VIII AMENDMENTS

Section 1. Method. These Bylaws may be amended as provided in the Master Deed and in Section 4 below.

Section 2. Proposed. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of the majority of the Directors or by one or more of the members of the Association whether meeting as members or by instrument in writing signed by them.

Section 3. Meeting. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with the provisions of Article II, Section 3, of these Bylaws.

Section 4. Amendments Prior to Initial Meeting. Prior to the first meeting of members, these Bylaws may be amended by the Board of Directors of the Association upon the motion of a Director, so long as such amendments shall not increase or decrease the benefits or obligations, or materially affect the rights, of any member of the Association.

Section 5. Effective Date. Any amendment to these Bylaws shall become effective upon adoption without recording in the office of the Register of Deeds.

Section 6. Distribution. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption, but failure to make such distribution shall not affect the validity of any amendment otherwise duly adopted.

ARTICLE IX COMPLIANCE

These Bylaws are set forth to comply with the requirements of Act No. 327 of the Public Acts of Michigan of 1931, as amended, Act No. 59 of the Public Acts of Michigan of 1978, as amended, Act No. 538 of the Public Acts of Michigan 1982, and with the duly recorded Master Deed of the Condominium and Exhibits A and B attached thereto. In case any of these Bylaws conflict with the provisions of said statute or with the provisions of said Master Deed or the Exhibits thereto, the provisions of the statute and said Master Deed shall be controlling.

**ATTENTION COUNTY
REGISTRAR OF DEEDS**

THE CONDOMINIUM SUBDIVISION PLAN NUMBER
MUST BE ASSIGNED IN CONSECUTIVE SEQUENCE.
WHEN A NUMBER HAS BEEN ASSIGNED TO A
PROJECT, IT'S NUMBER MUST BE PROPERLY SHOWN
IN THE TITLE ON THIS SHEET AND IN THE SURVEYOR'S
CERTIFICATION ON SHEET 2.

REPLAT NO. 1 OF
ALLEGAN COUNTY CONDOMINIUM SUBDIVISION PLAN NO. 177
EXHIBIT B TO THE MASTER DEED OF
WINDCLIFF SHORES

CASCO TOWNSHIP, ALLEGAN COUNTY, MICHIGAN

DEVELOPER:
WINDCLIFF SHORES, LLC
304 BROADWAY
SOUTH HAVEN, MI 49090

SURVEYOR/DOCUMENTS:
MITCHELL SURVEYS, INC.
404 BROADWAY
SOUTH HAVEN, MI 49090

ENGINEER:
MERRITT ENGINEERING, INC.
4568 RED ARROW HWY.
STEVENSVILLE, MI 49127

SHEET INDEX

- * 1.) TITLE & DESCRIPTION
- * 2.) FLOODPLAIN & SURVEY PLAN
- * 3.) SITE PLAN
- * 4.) UTILITY PLAN

NOTE:
THE ASTERISK * AS SHOWN IN THE SHEET INDEX INDICATES
ATTENDED SHEETS WHICH ARE REVISED, DATED JANUARY 13,
2004. THESE SHEETS WITH THIS SUBMISSION ARE TO REPLACE
THOSE PREVIOUSLY ISSUED.

PROPERTY DESCRIPTION:

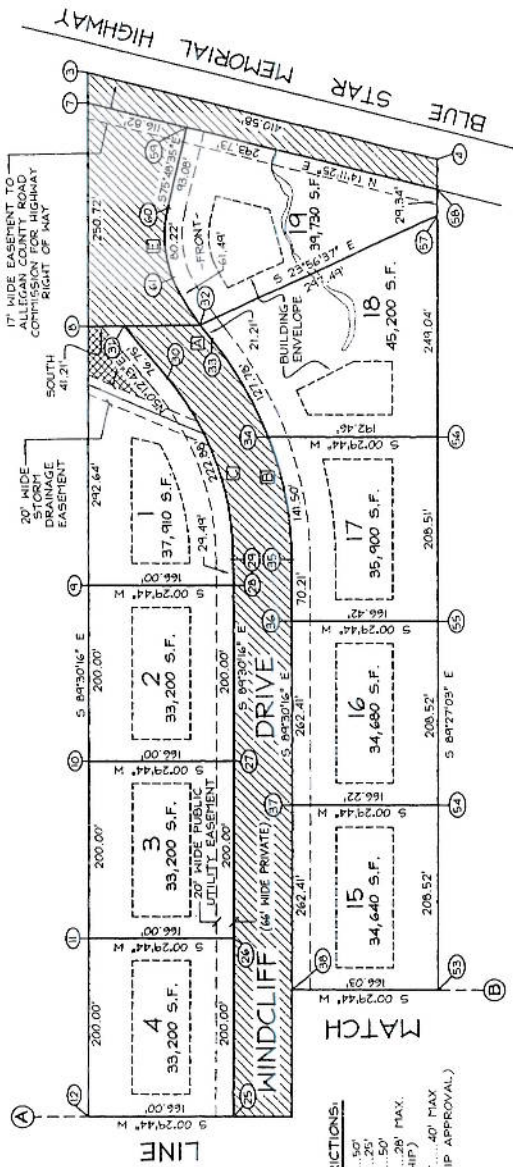
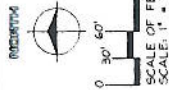
THAT PART OF THE NORTH HALF OF SECTION 25, TOWNSHIP 1 NORTH, RANGE 17 WEST, WEST CASCO TOWNSHIP, ALLEGAN COUNTY, MICHIGAN DESCRIBED AS FOLLOWS:
COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 25; THENCE NORTH 89° 19' 06" WEST ALONG THE NORTH SECTION LINE AS MONUMENTED, 1043.48 FEET TO
THE CENTERLINE OF BLUE STAR MEMORIAL HIGHWAY; THENCE SOUTH 14° 11' 25" WEST ON SAME, 267.19 FEET TO THE PLACE OF BEGINNING OF THIS DESCRIPTION; THENCE
CONTINUING SOUTH 14° 11' 25" WEST ON SAID CENTERLINE, 410.58 FEET TO THE NORTH LINE OF BEVERLY BEACH SUBDIVISION AS RECORDED IN LIBER 6 OF PLATS ON
PAGE 1; THENCE NORTH 89° 27' 03" WEST ON SAME, 2239.00 FEET TO AN INTERMEDIATE TRAVERSE LINE ALONG LAKE MICHIGAN; THENCE NORTH 00° 08' 49" EAST ON
SAME, 394.82 FEET; THENCE SOUTH 89° 30' 16" EAST, 2338.62 FEET TO THE PLACE OF BEGINNING. SUBJECT TO ANY EASEMENTS OR RESTRICTIONS OF RECORD.

REPLAT NO. 1

SHEET 1

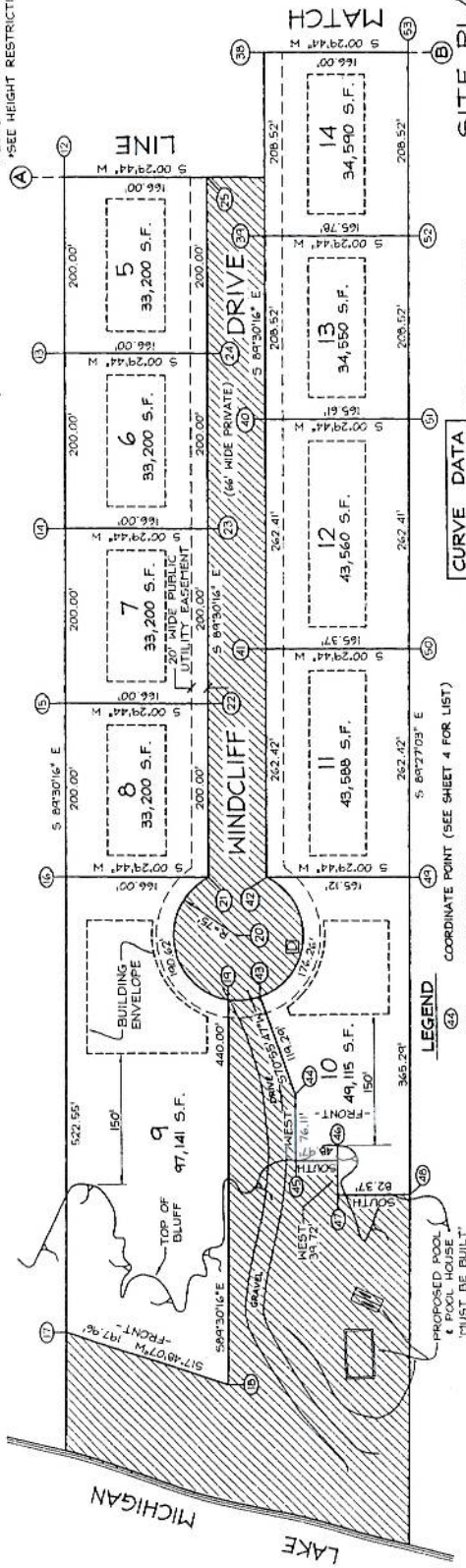
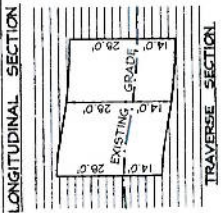
PROPOSED

DATED: JANUARY 13, 2004



SET BACK RESTRICTIONS:
 FRONT YARD.....50'
 SIDE YARD.....25'
 REAR YARD.....50'
 HEIGHT.....28' MAX.
 (PER TOWNSHIP)
 DEVELOPER HEIGHT.....40' MAX
 (SUBJECT TO TOWNSHIP APPROVAL.)

NOTE:
 LOT SECTIONS ARE DELINEATED FOR
 PURPOSES OF SHOWING THE UPPER
 AND LOWER LIMITS OF THE UNIT.
 EACH UNIT HAS ITS OWN UNIQUE
 PROFILE WITH LIMITS OF OWNERSHIP
 14' ABOVE EXISTING GRADE AND 28'
 ABOVE EXISTING GRADE.
 *SEE HEIGHT RESTRICTIONS.



LEGEND

(Symbol)	COORDINATE POINT (SEE SHEET 4 FOR LIST)
(Symbol)	CURVE NUMBER
(Symbol)	GENERAL CORPION ELEMENT
(Symbol)	LIMITED CORPION ELEMENT
(Symbol)	CONVERTIBLE AREA

CURVE DATA

CURVE	RADIUS	CHORD	BEARING	DELTA	LENGTH
A	317.00'	82.46'	S 57°41'07" W	14° 56' 47"	82.64'
B	383.00'	263.77'	S 70°21'14" W	40° 17' 00"	269.28'
C	317.00'	218.31'	S 70°21'14" W	40° 17' 00"	222.88'
D	75.00'	64.00'	S 00°07'27" W	307°47'29"	402.90'
E	132.50'	79.00'	S 86°50'44" W	34° 41' 22"	80.22'

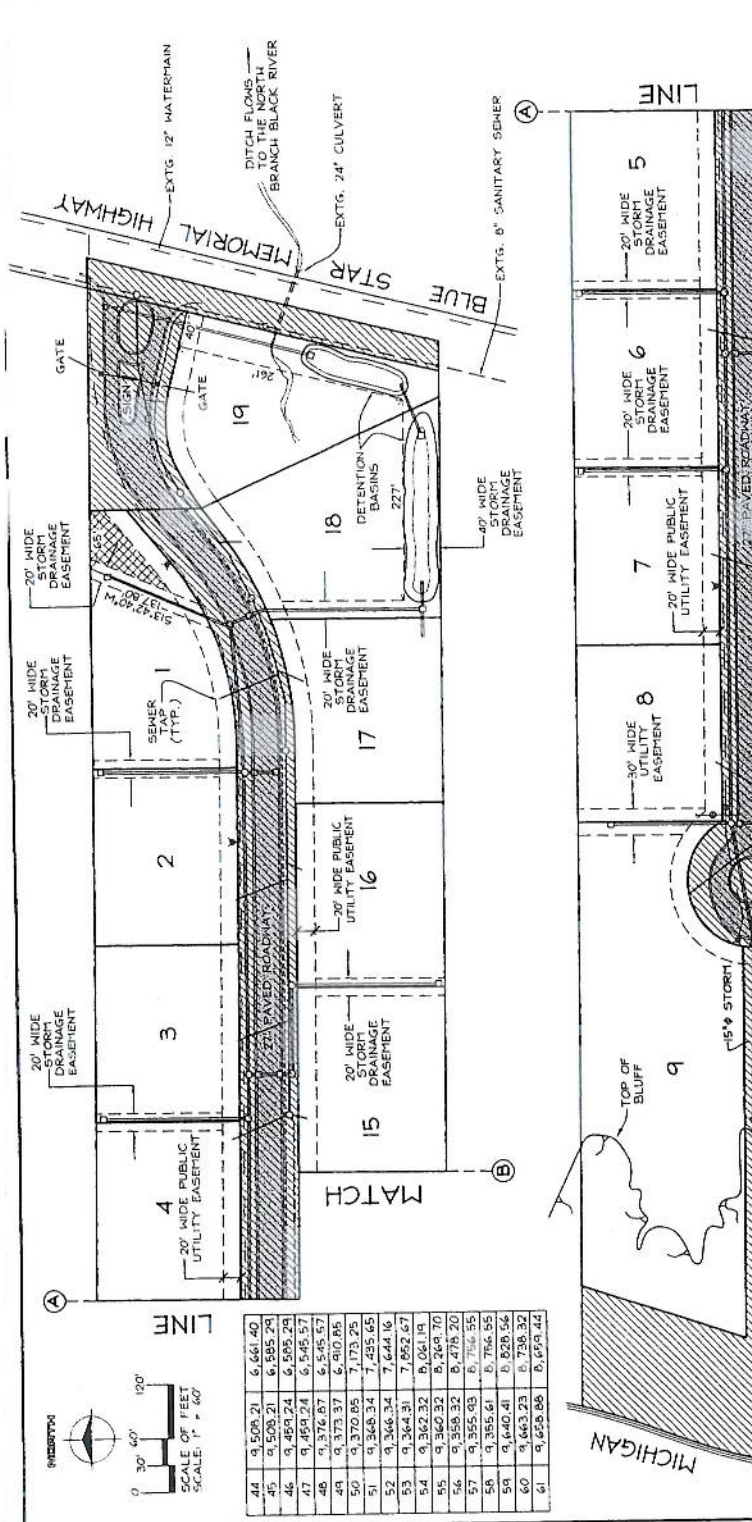
SITE PLAN
 "WINDCLIFF SHORES"
 PREPARED BY
 MITCHELL SURVEYS, INC.
 404 BROADWAY
 SOUTH HAVEN, MI 48090

'PROPOSED'
 DATED: JANUARY 13, 2004

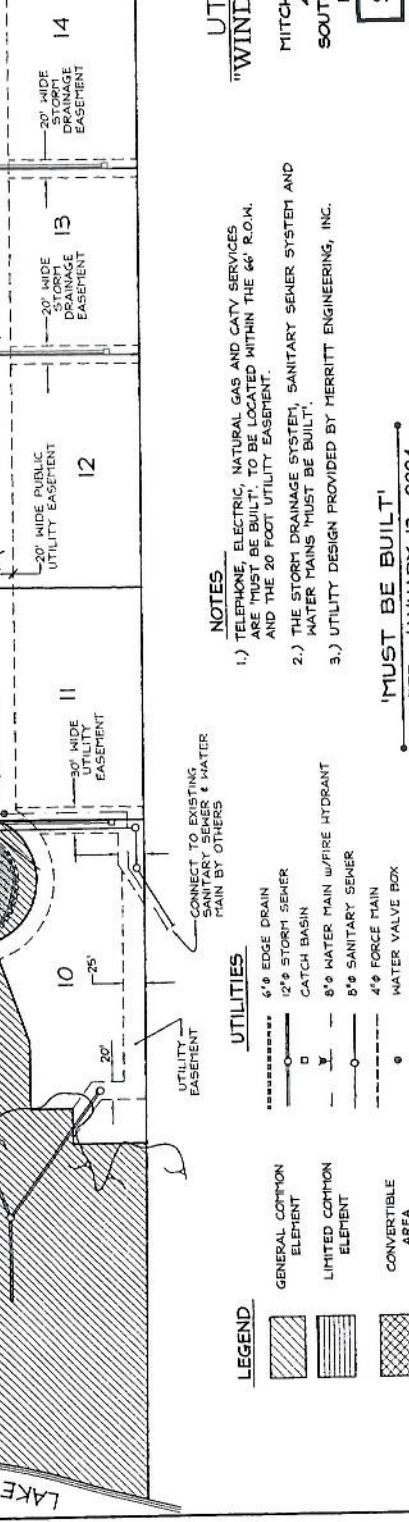
REPLAT NO. 1 SHEET 3

- NOTES
- 1.) A PRIVATE ROADWAY FOR UNITS 1 THRU 18 MUST BE BUILT.
 - 2.) COORDINATE ORIGIN IS ASSUMED.
 - 3.) CURVILINEAR DIMENSIONS ARE ARC LENGTHS.

POINT	NORTHING	EASTING
1	10,000.00	10,000.00
2	10,012.41	9,956.59
3	9,955.35	9,881.09
4	9,955.33	9,792.44
5	9,976.79	9,651.55
6	9,773.60	9,552.56
7	9,753.67	9,857.20
8	9,755.84	9,606.49
9	9,750.37	9,318.86
10	9,760.10	9,113.87
11	9,761.83	7,913.85
12	9,763.56	7,713.85
13	9,765.29	7,513.84
14	9,767.02	7,313.80
15	9,768.75	7,113.80
16	9,770.48	6,913.81
17	9,772.21	6,713.82
18	9,586.51	6,350.56
19	9,582.71	6,770.84
20	9,571.69	6,845.03
21	9,604.46	6,912.46
22	9,602.75	7,112.47
23	9,601.02	7,312.46
24	9,599.29	7,512.45
25	9,597.56	7,712.45
26	9,595.83	7,912.44
27	9,594.10	8,112.43
28	9,592.37	8,312.43
29	9,590.64	8,512.41
30	9,588.91	8,712.41
31	9,587.18	8,912.40
32	9,585.45	9,112.39
33	9,583.72	9,312.38
34	9,582.00	9,512.37
35	9,580.27	9,712.36
36	9,578.54	9,912.35
37	9,576.81	10,112.34
38	9,575.08	10,312.33
39	9,573.35	10,512.32
40	9,571.62	10,712.31
41	9,569.89	10,912.30
42	9,568.16	11,112.29
43	9,566.43	11,312.28
44	9,564.70	11,512.27



POINT	NORTHING	EASTING
1	10,000.00	10,000.00
2	10,012.41	9,956.59
3	9,955.35	9,881.09
4	9,955.33	9,792.44
5	9,976.79	9,651.55
6	9,773.60	9,552.56
7	9,753.67	9,857.20
8	9,755.84	9,606.49
9	9,750.37	9,318.86
10	9,760.10	9,113.87
11	9,761.83	7,913.85
12	9,763.56	7,713.85
13	9,765.29	7,513.84
14	9,767.02	7,313.80
15	9,768.75	7,113.80
16	9,770.48	6,913.81
17	9,772.21	6,713.82
18	9,586.51	6,350.56
19	9,582.71	6,770.84
20	9,571.69	6,845.03
21	9,604.46	6,912.46
22	9,602.75	7,112.47
23	9,601.02	7,312.46
24	9,599.29	7,512.45
25	9,597.56	7,712.45
26	9,595.83	7,912.44
27	9,594.10	8,112.43
28	9,592.37	8,312.43
29	9,590.64	8,512.41
30	9,588.91	8,712.41
31	9,587.18	8,912.40
32	9,585.45	9,112.39
33	9,583.72	9,312.38
34	9,582.00	9,512.37
35	9,580.27	9,712.36
36	9,578.54	9,912.35
37	9,576.81	10,112.34
38	9,575.08	10,312.33
39	9,573.35	10,512.32
40	9,571.62	10,712.31
41	9,569.89	10,912.30
42	9,568.16	11,112.29
43	9,566.43	11,312.28
44	9,564.70	11,512.27



LEGEND

	GENERAL COMMON ELEMENT
	LIMITED COMMON ELEMENT
	CONVERTIBLE AREA

UTILITIES

	6" EDGE DRAIN
	12" STORM SEWER
	CATCH BASIN
	8" WATER MAIN w/FIRE HYDRANT
	8" SANITARY SEWER
	4" FORCE MAIN
	WATER VALVE BOX

CONNECT TO EXISTING
SANITARY SEWER & WATER
MAIN BY OTHERS

NOTES

- 1.) TELEPHONE, ELECTRIC, NATURAL GAS AND CATV SERVICES ARE "MUST BE BUILT", TO BE LOCATED WITHIN THE 60' R.O.M. AND THE 20 FOOT UTILITY EASEMENT.
- 2.) THE STORM DRAINAGE SYSTEM, SANITARY SEWER SYSTEM AND WATER MAINS "MUST BE BUILT".
- 3.) UTILITY DESIGN PROVIDED BY HERRITT ENGINEERING, INC.

"MUST BE BUILT"
DATED: JANUARY 13, 2004

UTILITY PLAN
"WINDCLIFF SHORES"
PREPARED BY
MITCHELL SURVEYS, INC.
404 BROADWAY
SOUTH HAVEN, CT 06488
REPLAT NO. 1

AMENDMENT TO CORPORATE BYLAWS
WINDCLIFF SHORES CONDOMINIUM ASSOCIATION
Passed June 25, 2011

ARTICLE III

BOARD OF DIRECTORS

Section 2. Appointment or Election; Terms. The first Board of Directors designated in the Articles of Incorporation shall be composed of one person and such first Board of Directors shall manage the affairs of the Association until a successor Board of Directors is elected as provided in the Condominium Bylaws. The successor Board of Directors and each successor Board of Directors elected thereafter shall be composed of not less than three persons and not more than five persons. As of the 2011 Annual Meeting, the Board is comprised of three Directors. In order to create staggered terms, so that in any given year only one new member is elected to the Board, at the 2012 annual meeting, three Directors shall be elected. At that annual meeting, one Director shall run for and be elected to a position that will serve a term of one year; one Director shall run for and be elected to a position that will serve a term of two years and one Director shall run for and be elected to a position that will serve a term of three years. In all subsequent years, at each annual meeting each Director shall be elected for a three year term. If the Association shall ever elect to increase the Board to five (5) Directors, one new director will run for and be elected for the same term as Director A and one new director will run for and be elected for the same term as Director B described in the chart set forth below. The Directors shall hold office until their successors have been elected and hold their first meeting.

CHART TO SHOW IMPACT OF CHANGE

Director	2012	2013	2014	2015
A	one year term	new one elected for three year term	stays	stays
B	two year term	stays	new one elected for three year term	stays
C	three year term	stays	stays	new one elected for three year term