

**BYLAWS
OF
EAGLE RIDGE PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE I

Name

SECTION 1. The name of the corporation is EAGLE RIDGE PROPERTY OWNERS ASSOCIATION, INC.

Offices

SECTION 2. Its principal office shall be located at the home of the current President of the Association. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II

Membership

Membership in this Corporation shall be limited to the subscribers and those parties owning lots or units in the development known as 'Eagle Ridge' which development is located on property described on ached Exhibit "A", and which properties are included in a deed or deeds of restrictions or other covenants running with the land, covering the properties or a portion thereof and specifically referencing in their text (Eagle Ridge Property Owners' Association).

ARTICLE III

Purpose

The purpose of the Eagle Ridge Property Owners' Association, Inc. shall be to enforce and implement the deeds of restrictions and to enforce the maintenance and preservation of the drainage and surface water management system and to levy assessments and to collect same for the purpose of providing funds with which to continue operation, enforcement and maintenance of the drainage water and surface water management system, and collect assessments as so directed by the deeds of restrictions. Additionally, the Association, if authorized by the deeds, of restrictions may enforce the covenants of said restrictions on behalf of the property owners.

ARTICLE IV

Members Meetings

SECTION 1. An annual meeting of the members shall be held the first Monday of March each calendar year at the principal office of the Corporation or at other office as may be determined by the Board of Directors.

SECTION 2. A special meeting of the members maybe called at any time and place by the President, Vice-President, a majority of the Board of Directors, or a majority of the members of the Association.

SECTION 3. Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each member of the Association at least thirty (30) days before the meeting thereof.

SECTION 4. The President, or in his absence, the Vice-President, shall preside at all such meetings.

SECTION 5. At every such meeting each member shall be entitled to cast one vote for each residential parcel owned. If a parcel is jointly owned, its owners shall have one vote amongst them which may not be cast fractionally. If joint owners are not in agreement as to their vote, it shall not be considered in any given ballot except for purposes of determining a quorum. Only owners providing the Association with their names and mailing addresses prior to the date notice of any meeting requiring there vote is given shall be entitled to notice of and vote at such meeting, unless prior to such meeting an owner waives in writing notice of such meeting

SECTION 6. A quorum for the transaction of business at any regular or special meeting shall consist of a representation of at least (25%) of the residential lots or units either in person or by proxy, and all actions shall require a vote of at least twenty-five percent (25%) either in person or by proxy. The members at any meeting, though less than a quorum, may adjourn the meeting for a future date.

SECTION 7. Notwithstanding anything herein to the contrary, for a period of time sufficient for Eagle Ridge Development Associates, or its successor, to complete the development of the referenced property (see Exhibit "A"), or a period of five years whichever first occurs, Eagle Ridge Development Associates, or its successor, shall maintain control and responsibility for the obligation of this Association and no meeting of the members shall be required unless an assessment against other members be proposed during this period.

ARTICLE V

Directors

SECTION 1.. The business and property of the Corporation shall be managed by a Board of Directors of not less than three (3) or more than five (5) in number, who shall be elected by the shareholders for a period of two years and shall receive such compensation for their services as the shareholders authorize. Only owners who have paid, all annual and special assessments of the Association may be a member of the Board of Directors.

SECTION 2. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of members of the Board, but a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.

SECTION 3. The Directors shall elect the officers of the Corporation, such election to be held at the Directors meeting following each annual membership meeting. An officer may be removed at any time by a two-thirds vote of the full Board of Directors. The Directors shall fix the salaries of the officers of the Corporation and reward them from, time to time such additional compensation as may be lawful and justified.

SECTION 4. Vacancies in the Board of directors may be filled for unexpired terms by the remaining Directors at any regular or special Directors' meeting.

SECTION 5. At each annual membership meeting, the Directors shall submit a statement of the business done during the preceding year, together with a report of the condition of its tangible property.

ARTICLE VI

Officers

SECTION 1. The officers of this Corporation shall be a President, Vice-President, Treasurer and any other officer as the Directors may elect. Each officer shall be elected for a term of two years and shall hold office until their successors are duly elected and qualified. Any two or more offices may be held by the same person. No one shall be eligible to the office of President who is not a director of the Corporation, and if the President who is not a Director of the Corporation, and if the President ceases to be a Director, he shall cease to hold the office as President.

**AMENDMENT OF BYLAWS
OF
EAGLE RIDGE PROPERTY OWNERS' ASSOCIATION, INC.**

The Bylaws of Eagle Ridge Property Owners' Association. Inc. shall be amended as shown below:

ARTICLE V

SECTION 1. The business and property of the Corporation shall be managed by a Board of Directors of not less than three (3) or more than five (5) in number, who shall be elected by the shareholders for a period of two (2) years and shall receive compensation for their services as the shareholders authorize.

ARTICLE VI

SECTION 4. (a) Funds of the company shall be deposited in such bank or banks as the Directors may designate and shall be withdrawn upon check or order of the President or Treasurer and other officers as the Directors may authorize.