

BYLAWS  
OF  
HUNTINGTON PARK SUBDIVISION  
HOMEOWNERS' ASSOCIATION  
(A Michigan Nonprofit Corporation)

ARTICLE I - REGISTERED AGENT AND OFFICES

Section 1.1            Registered Agent.    The registered agent of the Corporation shall be Anthony Randazzo.

Section 1.2            Registered Office.    The registered office of the Corporation shall be at 2617 Beacon Hill, Auburn Hills, Michigan 48326.

Section 1.3            Business Offices.    The Corporation may have business offices at such places as the Board of Directors may determine.

ARTICLE II - MEMBERS

Section 2.1            Members.    Each record owner of a fee or undivided interest in any Lot, as defined in the Declaration of Restrictions (attached hereto as Exhibit A), is a member, but not including any owner who has sold his or its interest under an executory land contract. During such time as a land contract is in force, the land contract vendee shall be considered to be the member of the Association.

Each member shall be entitled to one (1) vote for each Single Family Residential Lot, as defined in the Declaration of Restrictions, in which they hold the interest required for membership. When more than one person holds any such interest in a Single Family Residential Lot, all such persons shall be members. The one (1) vote for such Single Family Residential Lot shall be exercised as they, among themselves, determine. Notwithstanding the foregoing, the Grantor, Huntington Park, L.L.C., a Michigan limited liability company, shall be entitled to three (3) votes for each Single Family Residential Lot in which it holds the interest required for membership in order to assure the early initial development of Subdivision.

The Members shall be entitled to vote on all matters which members are entitled to vote upon in Michigan non-profit corporations organized on a membership basis.

Membership in the Association shall be mandatory for each owner of a Lot, and shall be also include the Grantor, Huntington Park, L.L.C., a Michigan limited liability company, until such time as Grantor no longer owns any Lots.

Section 2.2                    Place of Meeting. All meetings of the Members of the Corporation shall be held at such locations, either within or without the State of Michigan, as may be determined from time to time by the Board of Directors.

Section 2.3                    Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing Directors to serve on the Board of Directors and for the transaction of other business that may come before the meeting, shall be held on the first Wednesday of November of each year if not a legal holiday, and if a legal holiday, then on the next business day following. This meeting shall be held at the registered office, with the time and place for this meeting being designated by the Corporation's Board of Directors with proper written or printed notice. If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient. Notwithstanding the foregoing, an annual meeting need not be held if the action to be taken at such meeting is approved by the unanimous written consent of the members as provided in Section 2.11 of these Bylaws.

At the annual meeting, the Members shall elect the Board of Directors and may transact any other business that properly comes before the meeting.

Section 2.4                    Notice of Meeting of Members. Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of the Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by United States mail, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Corporation's Articles of Incorporation, then the notice of the meeting shall be sent within the time limits specified by the Act and shall conform to the requirements specified in the Act.

A notice shall be deemed to be given at the time when the notice is: personally served or deposited with postage prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service. If a notice is given by mail to a Member, it shall be mailed, except as otherwise provided by law, to the person to whom it is directed at the address designated by that person for that purpose or, if none is designated, at that person's last known address. A mailing shall be registered, certified or other first class mail except where otherwise provided by law.

When a meeting is adjourned, a notice of the time and place of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 2.5                    List of Members Entitled to Vote. The Secretary of the Corporation shall make and certify a complete list of Members and have this available at a Members' meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically, with the address of each Member.
- (b) Be produced at the time and place of the meeting.

(c) Be subject to inspection by any Member during the whole time of the meeting.

(d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 2.6 Inspectors of Election. The Board of Directors, in advance of a Members' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Members' meeting may, and on request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, the Members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or a Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 2.7 Special Meeting of Members. A special meeting of Members may be called at any time by the President of the Corporation or by a majority of the Members of the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Members of the Board of Directors then in office, or by Members as above provided, the Secretary of the Corporation shall prepare, sign and mail the notices requisite to such meeting. Notice of the special meeting shall be given within the time required by Section 2.4 above.

Section 2.8 Quorum of Members. Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a By-Law adopted by the Members, or in the Act, at any meeting of Members, the presence of a majority of the voting Members shall constitute a quorum. The Members present at a meeting in person or by proxy may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, a meeting of Members may be adjourned by a vote of the Members present in person or by proxy.

Members may participate in a Members' meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can communicate with each other, provided that all participants in the meeting are advised of the use of such equipment and that the names of all participants in the conference are disclosed to all participants. Participation in a meeting pursuant to this section shall constitute presence in person at a Members' meeting.

Section 2.9 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote shall be cast orally, unless a majority of those present at the meeting determine that the vote shall be in writing. If a Member is a corporation or other entity, such Member shall indicate in writing to the Corporation the individual or individuals who are authorized to cast a vote on behalf of this Member at meetings of the Members.

A Member entitled to vote at a meeting of Members, or to express consent or dissent to proposed action to be taken without a meeting, may authorize another person to act for him or her by proxy. A proxy shall be signed by the Member or his or her authorized agent or representative, and shall not be valid after the expiration of three years from its date unless otherwise provided in the proxy. A proxy may be revocable or irrevocable, subject to the laws of the State of Michigan.

Except as otherwise required by these Bylaws or by law, when an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon. Directors shall be elected pursuant to the procedure set forth in Section 3.2, below.

Section 2.10 Action by Unanimous Written Consent. Any action required or permitted by the Act to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice, and without a vote, if before or after the action all the Members entitled to vote consent in writing. If the action consented to would have required filing of a certificate under the Act if the action had been voted upon by Members at a meeting, the certificate filed shall state, in lieu of any statement required thereby concerning a vote of the Members, that written consent has been given as provided herein.

Section 2.11 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 2.12 Resignation. Resignation shall occur when the member is no longer the record owner of a fee or undivided interest in any Lot.

### ARTICLE III - BOARD OF DIRECTORS

Section 3.1 Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

The Directors shall have the right to select, hire and fire Officers and such other persons, including an Executive Director, for the Corporation who shall be responsible for the Corporation's day-to-day operations. The Directors shall also specify the duties and responsibilities of the Executive Director.

Section 3.2 Number, Selection and Term. The size of the Board of Directors shall be determined by the Members, but shall not be less than one. Directors shall be elected by a majority vote of the members.

All Directors shall serve three year terms, with the terms of one-third of the Directors expiring each year. As a Director's term expires, the person elected to fill that position shall serve for a three year term.

#### Section 3.3 Meetings

(a) The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation.

(b) The annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the Members, the President or one (1) of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

Section 3.4 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this By-Law. Special meetings shall be held pursuant to notice of the time, place and purpose thereof either given personally or by telephone or facsimile machine not less than three (3) days prior to the meeting.

Notice may also be given at least five (5) days before the date of the meeting by national overnight delivery service or by United States mail.

A notice shall be deemed to be given at the time when the notice is: personally served, deposited with postage prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service, or placed in the custody of a national overnight delivery service or upon receipt of a confirmed delivery issued by a facsimile machine. If a notice is given by mail to a Director or committee member, it shall be mailed, except as otherwise provided by law, to the person to whom it is directed at the address designated by that person for that purpose or, if none is designated, at that person's last known address. A mailing shall be registered, certified or other first class mail except where otherwise provided by law.

For regular meetings, the Board may adopt a standard meeting date, time and location when it will meet, and this shall be made known to all Directors. No further notice is required for a regular meeting which is held at the predesignated date, time and location; however, if there is a change in the date, time or location of the meeting, then this shall be treated as a special meeting and notice shall be the same as for a special meeting. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 3.5                    Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.6                    Removal. A Director may be removed by majority vote of the members.

Section 3.7                    Vacancies. If any vacancies shall occur in the Board, for any reason, the directors then in office shall continue to act, and the vacancies shall be filled by a majority vote of the directors then in office; provided, however, that a director appointed to fill such vacancy shall only hold office until the next election of directors by the members.

Section 3.8                    Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 3.9                    Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 3.10 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors, or at a Committee, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors or all Committee members.

Section 3.11 Dissents. A Director who is present at a meeting of the Board of Directors, or a committee of which he or she is a member, at which corporate action is taken is presumed to have concurred in that action, unless his or her dissent is entered in the minutes of the meeting or he or she files a written dissent to the action with the person acting as secretary of the meeting before the adjournment of the meeting, or he or she forwards such dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board of Directors or a committee of which he is a member at which any such action is taken is presumed to have concurred in the action unless he or she files a written dissent with the Secretary of the Corporation within a reasonable time after he or she has knowledge of the action.

Section 3.12 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

#### ARTICLE IV - OFFICERS

Section 4.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected for a term extending until the next annual meeting of the Board of Directors or until his resignation or removal. An Officer shall not serve more than three consecutive one year terms in the same position.

Section 4.2 President. The President shall preside at all meetings of the Board of Directors. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be,

ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents that are necessary for the operation of the Corporation in the name of and on behalf of the Corporation.

Section 4.3                    Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the President is absent or unavailable, then the Vice President shall perform the duties and exercise the powers of the President.

Section 4.4                    Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and sign, with the President, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 4.5                    Treasurer. To the extent approved by the Board of Directors pursuant to Section 8.2 of these Bylaws, the Treasurer may endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 4.6                    Giving of Bond by Officers. All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

Section 4.7                    Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.8                    Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



Section 4.9                      Removal. Any of the Officers designated in Section 4.1 of this Article IV may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

#### ARTICLE V - COMMITTEES

Section 5.1                      General. The Board of Directors may designate standing committees and special committees, with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. A special committee shall be dissolved as soon as it has fulfilled its functions.

Each committee shall consist of such persons as the Board may appoint. The Board may designate one or more persons as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. No committee member shall vote by proxy and if a committee member cannot attend a committee meeting, an alternate appointed by the Board may attend the meeting. Persons who serve on committees may include Directors and non-Directors, unless otherwise specified by the Board. All committee members shall serve for a term of one (1) year, or until their removal by the Board, or the termination of the committee, whichever first occurs. The Board or the Members by an affirmative vote, may remove any member from a committee.

The Board of Directors may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements, participation in meetings and voting. To the extent it is not inconsistent with the Bylaws and the rules adopted by the Board of Directors, each committee may establish its own rules to govern the conduct of its activities.

No committee shall have the power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Recommend to Members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (d) Recommend to the Members a dissolution of the Corporation or revocation of a dissolution;
- (e) Amend these Bylaws;
- (f) Fill vacancies in the Board of Directors;

(g) Establish the compensation of the Directors for serving on the Board of Directors or on a committee;

(h) Amend the Declaration of Restrictions; or

(i) Terminate a membership.

## ARTICLE VI - INDEMNIFICATION OF OFFICERS,

### DIRECTORS, EMPLOYEES AND AGENTS

Section 6.1 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 6.2 Actions by or in Right of the Corporation. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 6.3            Expenses. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.4            Determination of Indemnification. As a condition precedent to any indemnification under Sections 6.1 and 6.2 of this Article the Board of Directors shall just make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 2.8 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 6.1 and 6.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determines that a person seeking indemnification shall be indemnified under Section 6.1 or 6.2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

Section 6.5            Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 6.1 and 6.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 6.6            Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

## ARTICLE VII - BOOKS AND RECORDS

7.1 Maintenance of Books and Records. The officers and agents of the Corporation shall keep and maintain books, records, and accounts of the Corporation's business and affairs, minutes of the proceedings of its Members, Board of Directors, and committees, if any, and lists of Members, and any other books or records specified by the Board of Directors or required by law. Books, records and minutes may be kept inside or outside the State of Michigan, in a place periodically designated by the Board of Directors.

7.2 Reliance on Books and Records. Except as otherwise provided below, in discharging his or her duties, a Director or officer of the Corporation, when acting in good faith, may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by the Board, or upon financial statements of the Corporation represented to the Director or officer as correct by the President or the officer of the Corporation having charge of its books or account, or as stated in a written report by an independent public or certified accountant or firm of accountants fairly to reflect the financial condition of the Corporation.

## ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 8.1 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

Section 8.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

Section 8.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, any Officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 8.3 shall be express and confined to specific instances.

Section 8.4           Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 8.5           Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 8.6           Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 8.7           Conflict With Statute. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

Section 8.8           Fiscal Year. The fiscal year of the Corporation shall end on December 31.

#### ARTICLE IX - AMENDMENTS AND ADDITIONS

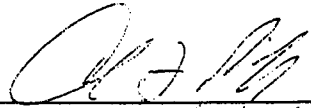
Section 9.1   Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present. A written notice describing the substance of the proposed amendment must be sent to each Member of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members.

Section 9.2           Declaration of Restrictions. At all times, these Bylaws and the actions of the Association must comply with the Declaration of Restrictions recorded in Liber \_\_\_\_, Page \_\_\_\_, Wayne County Records. The words and phrases used in these Bylaws are defined in Section 1 of the Declaration of Restrictions.

Section 9.3   Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Bylaws were adopted by the Corporation on the \_\_\_\_ day of 6/11, 2000.

**HUNTINGTON PARK SUBDIVISION  
HOMEOWNERS' ASSOCIATION**

By:   
(print name): ANTHONY F. RANAZZO  
Its: Member

By: \_\_\_\_\_  
(print name): \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
(print name): \_\_\_\_\_  
Its: \_\_\_\_\_