BY-LAWS
of the
MAPLE HILL HOMEOWNERS' ASSOCIATION

ARTICLE I
Name, Location, Authority and Definitions

Section 1. The name of the Association shall be MAPLE HILL HOMEOWNERS' ASSOCIATION ("Association").

A. This Association is a non-profit corporation organized in the State of Michigan under Act No. 162 of P.A. of 1982, as amended, of the Statutes of said State of Michigan and filed on March 11, 1987, in the office of the Michigan Department of Commerce.

B. The Registered Office of the Association shall be maintained in the County of Wayne, State of Michigan and may be changed from time to time by resolution of the Board of Directors.

Section 2. Definitions:

A. "Properties" shall mean and include Lots 1 through 173, both inclusive, of the Subdivision (as defined in Paragraph D of this Section 2).

B. "Common Areas" shall mean and refer to those areas of land as set forth on the recorded plats of Maple Hill I and Maple Hill II and intended to be owned by the Association and to be devoted to the common use and enjoyment of the owners of the Properties and any improvements on such Common Areas, and said term shall include without limitation the entranceways to the Subdivision, public easements, storm water detention areas (including without limitation "Outlet A" as designated on the recorded plat of Maple Hill I), parkways, paths, and islands of grass located within any boulevard within said Subdivision.

C. "Storm water detention areas" shall mean and include "Outlet A" and any other area(s) designated for such purpose on the final plats for the Subdivision as recorded and described in Paragraph 'D' of this Section 2.

D. "Subdivision" shall mean and include Maple Hill I, consisting of lots 1 through 78, both inclusive, as recorded at Liber 101, Pages 37 through 42 of Plats, Wayne County Records, and Maple Hill II, consisting of Lots 79 through 173, both inclusive, as recorded in Liber 101, Pages 66 through 73.
of Plats, Wayne County Records, hereinafter collectively referred to as the "Subdivision".

E. "Fiscal Year" of the Association shall be that period commencing on January 1 of a given year and ending on December 31 of the same year.

F. "Building and Use Restrictions" (Building Restrictions) shall mean those certain obligations and responsibilities as to the storm water detention areas, drainage areas, and common areas in Maple Hill Subdivision with said obligations and responsibilities being delineated in the Building and Use Restrictions for Maple Hill I, recorded at Liber 22921, Page 391, Wayne County Records, and in the Building and Use Restrictions for Maple Hill II, recorded at Liber 23277, Page 059, Wayne County Records, (all of said Building and Use Restrictions collectively being hereinafter referred to as "Building Restrictions").

G. "Base Year" shall mean the 1989/1990 fiscal year.

H. "Base Year Dues" shall mean the amount of One Hundred Ten ($110.00) Dollars and no cents as established and invoiced in the base year.

ARTICLE II

Section 1. The objectives and purposes of the Association shall be:

A. To enforce the Building Restrictions and other Rules and Regulations that the Association may establish to promote the health, safety, property values and welfare of the residents of the Subdivision; however, this provision shall not establish a legal duty to do so, but is intended to establish a right to do so.

B. To acquire, own, hold, control, improve, operate and maintain the Common Areas and storm water detention areas, including building structures, personal property and improvements incident thereto, now existing or hereinafter to be established, for the common use and benefit of all the Members of the Association and to utilize said areas as designated for ingress and egress, recreation, storm water detention, and playground purposes, all in accordance with the provisions of the Building Restrictions, Articles of Incorporation ("Articles") and these By-Laws; and in accordance therewith to maintain the rear yard drains and drainage grades and to supervise the maintenance of the footing drains within the Subdivision.
C. To maintain and otherwise manage landscaping, parking areas, walk areas and recreational facilities upon the Common Areas; to pay all taxes assessments, and special assessments which may be properly levied or assessed against property acquired by the Association; to repair, maintain, rehabilitate and restore the Common Areas and storm water detention areas and facilities and any improvements located thereon; to file liens upon The Properties and to secure payment of charges and assessments due to the Association and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing maintenance, and discharge of liens; and to take any action necessary to enforce the covenants, restrictions, reservations and conditions which are present or in the future affect The Properties, either by recorded instruments, By-Laws of the Association, rules and regulations of the Association, or in any other way created.

D. To establish Budgets for the operation and maintenance of the Subdivision in order to pay all costs and expenses in connection therewith and in connection with any and all of the purposes of the Association, as recited in 'C' above, and establish dues and special assessments as may be required to meet the Budgets as established.

E. To do any and all lawful things and acts which the Association, at any time, and from time to time, shall, in its discretion, deem to be in the best interests of the members of the Association, and to pay all costs and expenses in connection therewith and in connection with any and all of the purposes of the Association, and, further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the Association and by virtue of any condition, covenant, restriction, reservation, charge, or assessment affecting The Properties, or any portion thereof, and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the Association, and, further, to do any and all things and exercise all rights and powers now or hereafter granted to non-profit corporations incorporated under the laws of the State of Michigan.

ARTICLE III

Directors, Officers and Management

Section 1: The Association shall be managed by a Board of Directors which shall consist of five (5) Members in good standing.
Section 2. The President of the Board of Directors shall automatically retain a Director's position on the Board in the year subsequent to his term. Should the President decline said position, then the natural, singular order of succession of Board Members to hold the Director's position shall be Vice-President, Treasurer, Secretary, or Member-at-Large.

Section 3. The Board of Directors shall hold its Annual Meeting within ten (10) days after the Annual Meeting of the Members, and at such meeting, shall elect from its own number a President, Vice-President, Treasurer and Secretary, all of whom shall serve until the succeeding Annual Meeting of the Board of Directors, or until their successors shall have been elected and qualified or unless they have been removed from office under the terms and conditions as outlined in Section 5 of this Article III. The duties of said officers shall be as follows:

A. The President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Members and the Board of Directors; he shall appoint all committees with the consent and approval of the Board, and shall be ex officio a member of said committees; he shall make annual reports to the Board of Directors and to the Members, and shall exercise general all of the powers and perform the duties of supervision and management usually vested in the office of President of and association of this character.

B. The Vice President. In the absence of the President, the Vice President shall perform all of his duties, and if the office of President shall become vacant, the Vice President shall hold the office of President until the vacancy shall be filled by the Board of Directors.

C. The Secretary. The Secretary shall attend all meetings of the Board of Directors and Members, and shall reserve, in books of the Association, true minutes of the proceedings of all such meetings; he shall give all notices required by statute, By-Law or resolution; he shall conduct or cause to conducted all official correspondence of the Association, and generally shall perform such other duties as may be delegated to him by the Board of Directors.

D. The Treasurer. The Treasurer shall have custody of all Association fund and securities, and shall keep, in books belonging to the Association, full and accurate accounts of all receipts and disbursements; he shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. Whenever requested, he shall render to the President and Board of Directors an
accounting of his transactions as Treasurer, and of the financial condition of the Association.

E. Member-at-Large. The Member-at-Large shall carry the same voting privileges on all matters brought before the Board of Directors as afforded each of the Officers and shall generally perform such duties as may be delegated him by the Board.

Section 3. The Board of Directors shall have the right to appoint such assistants to the officers above named and committees as it shall deem necessary to the proper operation of the Association.

Section 4. The Board of Directors shall have power to fill vacancies in any office and in its own membership, provided that any Director so appointed by the Board to fill the vacancy shall serve only until the next annual meeting of Members, and at such meeting, a vacancy in such directorship shall be deemed to exist. The Director elected to fill such vacancy shall serve only the unexpired term of the person originally elected as Director.

Section 5. The Board of Directors shall be empowered, by the vote of not less than four (4) Directors, to remove from office an officer or director whenever, in its best judgement, the best interests of the Association will be served thereby.

Section 6. The Board of Directors is empowered from time to time to make, establish and enforce such rules and regulations as it may deem necessary or desirable for the proper conduct of the Association and its affairs and to promote the health, safety, welfare, and property values of the residents of the Subdivision, so long as such rules and regulations do not conflict with the By-Laws.

Section 7. The Board of Directors shall have the power to employ, remove or suspend such agents and employees of the Association as it may deem fit, and to determine their duties and provide for or change their compensation; to determine who shall be authorized, on behalf of the Association, to sign checks, notes, deeds, leases, mortgages, contracts and other documents; to sell, lease, mortgage, pledge, convey, release, surrender or otherwise dispose of property belonging to the Association.
ARTICLE IV

Meetings and Notices

Section 1. The annual meeting of the Members of the Association shall be held at such hour, place and date as the Board of Directors may designate between May 1 and June 30, in each year. Directors shall be elected at the first annual meeting and each subsequent annual meeting, and such other business shall be transacted as may properly come before each such meeting.

Section 2. Special meetings of the Members of the Association may be called by either the President or the Board of Directors, and shall be called on the written request of not less than twenty-five (25%) percent of the Members in good standing and any such special meeting shall be called within sixty (60) days from the date of the filing of such written request with the Board. Such request shall state the purpose for which such meeting is to be called. The notice for any special meeting shall state the purposes for which it is called, and business other than as specified in such notice shall not be transacted at such special meeting.

Section 3. Notice of such annual or special meetings of the Members shall state the purpose thereof, as well as the time and place where it is to be held, and shall be served upon each Member of record, at least ten (10) days, but not more than sixty (60) days prior to such meeting. The first-class mailing, postage prepaid, of a notice to a Member at the address filed with the Association, or personal delivery of such notice at said address, 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 4. At any annual or special meeting of the Members, except as otherwise provided by law, or in the Articles, or in these By-Laws, one-quarter (1/4) of the Members, present and entitled to vote shall constitute a quorum, and shall be empowered to transact business. If at any meeting of the Members no quorum shall be present, the meeting shall be adjourned to a subsequent date and the Secretary shall notify the Members thereof in writing at least ten (10) days prior to such subsequent date, and at such adjourned meeting the Members present shall constitute and be a quorum, even if there are present less than one-fourth of the Members entitled to vote.

Section 5. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership. When more than one (1) person holds any such interest in any lot, all such persons shall be members.
vote for such lot shall be exercised as they among themselves determine. But in no event shall more than one (1) vote be cast with respect to any one (1) lot.

Section 6. No voting by proxy or absentee ballot shall be permitted.

Section 7. The Board of Directors shall hold regular meeting at least once every six (6) months, at such times and places as may be designated by the President, and shall hold special meetings at the order of the President or at the request of any three (3) Members of the Board. Notice of regular and special meetings shall be served by first-class mailing, postage prepaid, of a notice to a Member of the Board at the address filed with the Association, or by personal delivery of such notice at said address, at least ten (10) days prior to the date named for such meeting. 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 a waiver of notice of the time and place thereof, unless the appearance is for the purpose of protesting the holding of such meeting. If all of the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting. Four (4) Members of the Board present at such meeting shall constitute a quorum at Board meetings. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

ARTICLE V

Nominations for Directors

Section 1. A Nominating Committee, consisting of not less than two (2) or more than four (4) Members in good standing, not more than one (1) of whom shall be a Member of the Board of Directors, shall be appointed by the President, with the consent and approval of the Board of Directors not later than April 15th in each year. If a Director be appointed to such Committee, such Director shall not be entitled to nomination by such Committee.

Section 2. Only Members in good standing shall be eligible for nomination or election as Directors. No Member shall be considered in good standing if his dues are in arrears.

Section 3. It shall be the duty of the Nominating Committee to select and report, in writing, to the Secretary, at least thirty (30) days prior to the annual meeting in each year, its selection of nominees, which number of nominees shall be at least equal to the number of Directors to be voted for at the Annual Meeting of Members. The names of those nominated as
aforesaid shall immediately be published by the Secretary in the Subdivision Newsletter and distributed to each and every Member.

Nominations may also be made by nominating petitions signed by not less than ten percent (10%) of the Members of the Association in good standing, provided each such petition is filed with the Secretary of the Association after the notification of the nomination by the Nominating Committee and no later than ten (10) days after such notification, and the Secretary shall thereupon immediately publish such nominations in the Subdivision Newsletter. Members may sign nominating petitions for as many nominees as there are Directors to be elected.

The President shall, at least one (1) day prior to the meeting, appoint three (3) Members of the Association in good standing (other than nominees and Board Members) to be judges of election. Each member voting shall designate the name of the nominees for whom he desires to vote on a ballot to be provided by the Secretary of the Association which has printed thereupon the names of the nominees. No ballot shall be counted upon which a greater number of nominees are voted for than the number to be elected. If the nominees are not in excess of the number of Directors to be elected, election may be by voice ballot.

Such ballots shall be collected under the supervision of the judges of election. The votes shall then be counted by all of the judges of election and the result reported to the President in writing, signed by the three (3) judges. The President shall thereupon announce the result to the Members assembled at the meeting. In case two (2) or more nominees receive an equal number of votes, leaving undetermined the election of one (1) or more persons as Members of the Board, the determination of who shall be declared elected shall be by lot in the presence of the Members assembled at the meeting.

ARTICLE VI

Membership

Section 1. Each owner of a lot in the Subdivision shall be a Member. If any lot is owned by more than one (1) person and/or entity, the owners of such lot, as a group, shall constitute a single Member. "Ownership" shall be deemed to be vested in the person or persons holding title to a lot, whether encumbered or not; in the case of a land contract, "Ownership" shall be deemed to be vested in the land contract vendee. "Ownership shall not include any mortgages, unless and until such mortgagee has acquired fee simple title pursuant to foreclosure proceedings or conveyance in lieu of foreclosure. If the ownership of a lot is transferred, the transferor shall
automatically cease to be a Member of this Association. Each membership, whether in the name of one (1) or more persons
and/or corporation(s) or other entity(ies), shall be entitled
to one (1) vote; subject, however, to the limitations
hereinafter set forth. In the event that a Member is then in
arrears as to his or her dues, he or she shall not be entitled
to any vote on any matters.

ARTICLE VII

Dues and Assessments

Section 1. The Board of Directors of the Association
shall adopt an annual budget of the costs and expenses to be
incurred by the Association to fulfill its purposes, which
budget shall include an adequate allowance for the maintenance
of the common areas, storm water detention areas and rear yard
drains within the subdivision.

A. The Board of Directors shall have the authority
to, annually, determine, fix, raise and lower dues for the
membership of the Association and to fix the time and method of
payment thereof.

B. Commencing with the year subsequent to the base
year, said budget and the respective dues cannot be increased
on an annualized basis by a percentage greater than the
increase of the current, November "Consumer Price Index for All
Urban Consumers (1982 - 84 = 100), U.S. City Average, All
Items", published by the United States Department of Labor,
Bureau of Labor Statistics (the "Index"), from the November
Index of the previous year. If the Index is not published for
such month, then the Index published for the month closest, but
prior to, November shall be used.

If the Index ceases to be published by the
Bureau of Labor Statistics or another governmental agency, then
the most closely comparable statistics on the purchasing power
of the consumer dollar as published by a responsible financial
authority as selected by the Board of Directors shall be used.

C. Should the Board of Directors determine the need
to raise the dues or establish a special assessment by more
than the Cost of living increase as establish by 'A' above,
then a special meeting is to be called and at least a majority
of twenty-five (25%) percent of the Members, as required under
Article IV, will be necessary to approve said increase.
Notwithstanding anything to contrary contained herein, this
 provision is superior to and takes precedence over Article XIII
of these By-Laws.
Section 2. The Board of Directors shall levy upon the Owners of each lot, on a "per lot" basis, annual dues and special assessments (when necessary) to fund the budget and pay all administrative and operating expenses of the Association.

Section 3. Administrative and operation expenses shall include all costs and expenses incurred in connection with the Common Areas and Subdivision, including, but not limited to: (a) operating, maintaining, improving and preserving the Subdivision, Common Areas, storm water detention areas and rear yard drains within the Subdivision; (b) examining plans and enforcing the Building Restrictions; (c) operating the Association, including the payment of postage, rental of meeting quarters, payment of legal fees, accounting, secretarial and clerical expense, liability and property damage insurance and any other expenses necessary or incidental to the operation of the Association; (d) doing all things necessary, required by applicable law or advisable in the opinion of the Board of Directors as necessary or incidental to fulfilling the purposes of the Association; (e) obtaining and maintaining public liability insurance insuring the Association, and its Directors, Officers, committee members or agents; (f) any and all fees, costs or expenses incurred in pursuing the objectives and purposes of the Association, including, but not limited to, architect's fees, expert's fees, surveyor's fees and attorney's fees.

Section 4. The failure of a Member to pay his dues within thirty (30) days after the same become due and payable shall constitute an election by such Member not to have any voting rights whatsoever until such dues are paid. Any person, corporation and/or other entity that becomes a new Member through acquisition of a lot in said Subdivision a heretofore provided, as a bona fide purchaser for value, shall be obligated to pay any arrearage owing by the former Member, before the purchaser shall become a Member in good standing, entitled to voting rights; transfer of said lot shall not relieve said property of any lien that could be placed against the property for dues which are in arrears.

Section 5. A Member shall be deemed "in arrears" when he does not pay his dues within thirty (30) days after a statement for the same shall have been mailed to him at his address as shown in the books of the Association, and such member shall remain personally liable for the same, as well as all associated costs, including but not limited to interest attorney's fees, filing fees, court costs and the like as well as each and all subsequent dues or charges and associated costs levied or assessed against such member and lot by the Association and in addition to all other remedies, a lien in each instance shall, upon recording of notice of lien, attach against such defaulting member's lot or lots enforceable as a lien in accordance with the statutes of the State of Michigan and the applicable rules and regulations of the Association and
the Building Restrictions covering said Subdivision, with rights of foreclosure.

Section 6. None of the qualifications for membership in the Association may be altered, changed or repealed without the written consent of the governmental agency which guarantees or insures mortgages on homes in this Subdivision, if so required by such governmental agency.

ARTICLE VIII

Committees

Section 1. Committees may conduct the business of the Association and shall be appointed by the President and report to the Board of Directors.

Section 2. Promptly after his election, the President of the Association shall appoint, with the consent and approval of the Board of Directors, the following standing committees which committees shall serve during the fiscal year of the Association, or until their successors are appointed:

A. Architectural Control Committee. An Architectural Control Committee shall at all times exist as a three (3) person standing committee of the Association to approve or disapprove the plans and specifications for all dwellings and appurtenant structures or any other buildings, structures, swimming pools, landscaping or other improvements, altered, constructed or modified on any lot, as required by the Restrictions and as interpreted by the Architectural Control Committee.

B. Audit Committee. An Audit Committee shall exist as a two (2) person standing committee to annually audit the books and records of the Treasurer at the end of each fiscal year, commencing with the fiscal year ending 1990. The committee shall publish its report to the membership in the first available subdivision publication following its audit and further report to the membership, its findings, at the annual meeting of the Association Membership.

C. House and Grounds Committee. A House and Grounds Committee shall exist to be responsible for (a) improving and maintaining the common areas, facilities and subdivision entrance-ways and islands; (b) evaluation of requests from other committees and the Board of Directors; and (c) the rigid enforcement of Building Restrictions, and further, to call to the attention of the proper authorities any violations or infractions of the zoning ordinances or building codes of the Township of Northville.
D. Newsletter/Directory Committee. A Newsletter/Directory Committee shall exist to, from time to time, publish a subdivision newsletter, noting items of local interest, and other matters which it or the Board of Directors feels are pertinent to the residents and to publish and update regularly a subdivision directory listing the information as deemed appropriate by the Board of Directors.

E. Social Committee. The Social Committee shall be responsible for the organization and presentation of all social events conducted throughout the year for the enjoyment and benefit of the members of the Association.

F. Nominating Committee. The Nominating Committee shall exist as dictated by the requirements set forth in Article V, Sections 1, 2 and 3 to annually select nominees for election to the Board of Directors.

Section 3. A resident may be a member of no more than two (2) standing committees at one time, except for the Association President, who is an ex-officio member of all committees per Article. Residents must be Association members in good standing in order to be on a committee. Members of the Board of Directors may not chair a standing committee during their term of office. A committee chairperson may not chair any other committee during the period of chairmanship.

Section 4. The Board of Directors may provide for such other standing committees to be appointed by the President as it may see fit, and shall assign to them such duties as it may determine.

Section 5. The President may appoint such special committees as may from time to time seem desirable, and shall be, ex officio, a member of all committees.

ARTICLE IX

Insurance

Section 1. The Association may carry public liability and property damage insurance and such other insurance determined to be necessary and in the best interest of the Subdivision and its representatives by the Board of Directors in amounts and with insurance companies as determined by the Board of Directors. Each member shall be deemed to appoint the Association as his or her true and lawful attorney-in-fact to act in connection with all matters concerning the maintenance and distribution of such insurance, including the execution of all documents and releases of liability in connection therewith.
ARTICLE X

Copies to Members

Section 1. Copies of these by-laws and any amendments thereto shall be made available to the members upon request.

ARTICLE XI

Interpretation of By-Laws

Section 1. The decision of the Board of Directors on any question involving the interpretation of these By-Laws will be final.

ARTICLE XII

Liquidation of Corporation

Section 1. Should this Corporation be dissolved, terminated or liquidated, in no event whatsoever shall the proceeds of such dissolution, termination, or liquidation inure to the benefit of, or in any way, be received by any Member of the Association.

ARTICLE XIII

Amendment of By-Laws

Section 1. The By-Laws of the Association may be amended by the Members of the Association in good standing. A majority vote of the members having voting rights, and present at such meeting to amend By-Laws, shall be sufficient to carry a resolution, subject however, to the restrictions contained in Article IV, Section 4 of these By-Laws.

Section 2. Amendments of By-Laws may be proposed in writing by the Board of Directors or by not less than ten (10%) percent of the Members in good standing. Such proposed amendments of By-Laws shall be filed with the Secretary and shall set forth in the notice of the meeting at which the same are to be considered. At any meeting at which such amendments of By-Laws are being considered, the same may be adopted as proposed, or as the same may be revised pursuant to motions from the floor.
ARTICLE XIV

Indemnification

Section 1. Every person who is or has been a Director, Officer or committee member of the Association or any agent of the Association designated by resolution of the Board of Directors to be entitled to indemnification, including the personal representatives of any such deceased person, shall, to the full extent now or hereafter permitted by law, be indemnified by the Association against any and all liability and reasonable expenses (including, but not limited to attorneys' and accountants' fees, inspections costs, travel, transcripts, disbursements, settlement amounts, judgments, fines or penalties) paid or incurred by him or her in connection with or in the settlement of or resulting from any claim, action, suit or proceeding (whether by or in the name of the Association or otherwise), civil, criminal, administrative or investigative, including any appeals relating thereto, in which he or she may be involved or threatened to be involved, as a party or otherwise by reason of his or her being or having been a Director, Officer or Agent of the Association or by reason of any action taken or not taken in the course and scope of his or her function as such Officer or Agent or capacity as such Director; provided, however, such action was taken in good faith and without reasonable cause to believe his or her conduct was unlawful. This right of indemnification shall be in addition to any other rights to which any such Director, Officer or Agent may be entitled as a matter of law. The intention of this Section is to provide indemnification with the broadest and most inclusive coverage permitted by law, either at the time of the act or omission indemnified against or permitted at the time of carrying out such indemnification.

Section 2. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or committee member of the Association or any agent of the Association designated by resolution of the Board of Directors to be entitled to indemnification, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would be obligated to indemnify him against such liability. In addition, the Association may purchase and maintain insurance for its own benefit to indemnify it against any liability it may have as a result of its promises of indemnification made under Section 1.
ARTICLE XV

Severability

Section 1. In the event that any of the terms, provisions or covenants of these By-Laws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holdings shall not effect, alter, modify or impair in any manner whatsoever the remaining terms, provisions or covenants which shall continue to be valid and enforceable.

Maple Hill Homeowners' Association
a Michigan non-profit corporation

By: ______________________________
   Donald Mueller
   Its: President

By: ______________________________
   John Woolfolk
   Its: Vice President

By: ______________________________
   James Davis
   Its: Treasurer

By: ______________________________
   Nancy Campbell
   Its: Secretary

By: ______________________________
   Michael V. Polsinelli
   Its: Member-at-Large