

**THE CODE OF BY-LAWS OF
THE LAKES OF THE FOUR SEASONS PROPERTY OWNERS
ASSOCIATION INC.**

ARTICLE I

Definitions

As used in this Code of By-Laws:

Section 1.01. The term "Association" shall mean The Lakes of the Four Seasons Property Owners Association, Inc.

Section 1.02. The term "Act" shall mean The Indiana General Not for Profit Corporation Act, of 1935, as amended from time to time.

Section 1.03. The term "Articles of Incorporation" shall mean the Articles Incorporation of the Association, as amended from time to time.

Section 1.04. The term "Code of By-Laws" shall mean the Code of By-Laws of the Association, as amended from time to time.

Section 1.05. The term "Subdivision" shall mean the subdivision known as The Lakes of the Four Seasons, which is situated in Lake and Porter Counties, Indiana.

Section 1.06. The term "Open Meeting of the Board" shall mean a meeting of the Board which is open to the general membership and for which notice stating place, day and hour of the meeting has been given in the newsletter regularly distributed to the members of the Association, or has been posted at the gated entrances of the community at least three days before the meeting.

Section 1.07. A member in good standing shall mean a member who is not in violation of any restrictive covenant of the Association and who owes no dues, fines or other charges to the Association in excess of \$200 for over 90 days.

ARTICLE II

Identification

Section 2.01. Name. The name of the Association is The Lakes of the Four Seasons Property Owners Association, Inc.

Section 2.02. Principal Office and Resident Agent. The location of the principal office of the Association and the designation of the resident agent of the Association shall be as specified in the Articles of Incorporation, unless, after the adoption of the Articles of Incorporation, such location or such designation or both shall be changed in accordance with the requirements of the Act, in which

case the notice of the change that is required by the Act (and the more or most recent of such notices if two or more shall have been filed) shall be conclusive as to the matters covered by such notice.

Section 2.03. Resident Agent. The Resident Agent shall be the Association's Attorney.

Section 2.04. Seal. The seal of the Association shall be in the form of a circle, about the upper periphery of which shall appear the words "The Lakes of the Four Seasons Property Owners Association, Inc." (or an appropriate abbreviation thereof) and about the lower periphery of which shall appear the word "Indiana". In the center of the seal shall appear the word "Seal". When the affixing of the seal of the Association to any instrument shall be appropriate, the affixing of the seal shall be done by means of a metal die capable of impressing the seal on paper or the affixing of the seal may be done by drawing the seal on the instrument to which it is to be affixed.

Section 2.05. Fiscal Year. The fiscal year of the Association shall begin on the first day of March in each year and end on the last day of February in the next subsequent calendar year.

ARTICLE III Membership

Section 3.01, Qualifications for Membership. The members of the Association shall be persons or entities who, at, any time, are the owners (legal or equitable) of numbered residential lots (as defined in section 2.2 of the Covenants approved December 2000) in The Lakes of the Four Seasons and whose applications for membership have been approved by the Board of Directors.

Section 3.01.02. Termination. Membership in the Association shall lapse and terminate when any member shall cease to be *an* owner of a lot in the subdivision.

Section 3.01.03 Associate Membership. The Board of Directors may establish, in addition to the general memberships in the Association described above, associate memberships. Any adult person who is the tenant or regular occupant of any dwelling unit situated within the subdivision and whose application for associate membership shall have been approved by the Board of Directors, as aforesaid, shall be an associate member of the Association. Associate memberships shall cease automatically upon the termination of such tenancy or occupancy. Associate members shall

have such rights and privileges as the Board of Directors may from time to time designate, and they shall be required to pay such charges as the Board of Directors may from time to time designate. Such associate members shall, however, be required to observe all rules governing the conduct of members of the Association.

Section 3.01.04 Suspension of Voting Rights. No member may be expelled from membership in the Association for any reason whatsoever. However, the Board of Directors of the Association shall have the right to suspend the voting rights (if any)-of any member who is not a member in good standing after the existence of the violation shall have been declared by the Board of Directors of the Association.

Section 3.01.05 Privileges of Membership. Any member not in good standing may lose privileges of membership by a majority vote of the Board of Directors, including the right to the use of the properties owned by the Association with the exception of the right to use the common roads in the subdivision. In addition, the Board of Directors may in accordance with Restrictive Covenant 7.1, by majority vote, suspend a member from use of any or all of the community's amenities, with the exception of security or the use of the community's roads, for egregious behavior or repeated actions by the member that, in the opinion of the Board of Directors, suspension of the member's use of the amenity is in the best interest of the community.

Section 3.01.06. Members of the Association shall have such other or further rights as may be set forth in the Articles of incorporation of the Association.

Section 3.02. Evidence of Membership. The Board of Directors of the Association shall have the power (but not the duty) to cause the issuance of evidences of membership and associate membership in the Association to the members and associate members thereof in such form as the Board of Directors shall prescribe.

ARTICLE IV

Meetings of Members

Section 4.01. Place of Meeting. Any meeting of the members of the Association may be held at any place within Lake County, Indiana, or Porter County, Indiana. The place at which a particular meeting of the members is to be held shall be stated in the notice of that meeting.

Section 4.02. Annual Meeting. The annual meeting of the members of the Association for the installation of elected directors and for the transaction of such other business as may properly come before the meeting, shall be held at ten o'clock in the morning, of the second Saturday in October of each year, if that day shall not be a legal holiday, and, if it shall be a legal holiday, then within the week following. Failure to hold the annual meeting at the designated time shall not work any forfeiture of the charter, or dissolution, of the Association.

Section 4.03. Special Meetings. A special meeting of the members of the Association may be called by a majority of the Board of Directors. The Board of Directors shall call a special meeting of the Association when there has been presented to them or filed with the Secretary of the Association a petition for such a special meeting, signed by persons who have the right (under the Articles of Incorporation or the By-Laws) to cast ten per-cent-(10%) of the votes on any question upon which the vote of the membership of the Association shall be required or desirable. Such petitions for a special meeting shall set forth the specific purpose, for which such special meeting is called, and the notice thereof to the members shall set forth such purpose and no other business shall be brought before such special meeting other than that specified on the petition and on the notice of the special meeting.

Section 4.04. Notice of Meeting. A written or printed notice stating the place, day, and hour of the meeting shall be posted at the gated entrances of the subdivision at least three (3) days before the date of the meeting. Special Meetings (or when otherwise required by law) shall require notice 10 days prior to the meeting date. Notice of the meeting of members may be waived in a writing filed with the Secretary of the Association before the time of the meeting, at the time of the meeting, or after the time of the meeting, or by attendance in person. If the Association has, at the time of such meeting, an official publication that is distributed from time to time to persons who are members of the Association; then, in that event, publication thereof of the fact of such meeting, the time and the place thereof, and if a special meeting, the purpose for which it has been called, shall be deemed sufficient notice of such meeting.

Section 4.05. Voting at Meetings.

Section 4.05.01. Voting Rights. The voting rights of the members of the Association shall be as prescribed in the Articles of Incorporation.

Section 4.05.02. Method of Voting. A vote attributable to a numbered lot in the subdivision shall be cast as follows:

Section 4.05.02.1. If the lot is owned by one person, the vote shall be cast by that one person.

Section 4.05.02.2. If the lot is owned by more than one person, either as tenants in common, as joint tenants, or as tenants by the entireties, the vote attributable thereto shall be deemed properly cast if cast by any one of the tenants.

Section 4.05.03. Proxies. Any person who is entitled to vote (as the sole owner of a numbered lot in the subdivision or as one of a group of tenants by the entireties, joint tenants, or tenants in common owning such a lot) at any meeting of the members of the Association may vote in person or by proxy, pursuant to Indiana State Statutes, executed in writing or by a duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution-

Section 4.05.04. Quorum. A quorum shall be deemed to be present at any annual meeting of the members of the Association if notice of the annual meeting has been properly given. A quorum shall be deemed to be present at any special meeting of the members of the Association if at, such meeting, the owners of not less than ten percent (10 %) of the numbered residential lots in the subdivision are present. For purposes of this section the owner of a lot shall be deemed to be present at a meeting if any owner of that lot is present in person or by proxy, pursuant to Indiana Laws, or by attorney in fact, whether the owner so present is a sole owner, a tenant in common, a joint tenant or a tenant by the entireties.

ARTICLE V

The Board of Directors

Section 5.01. Membership

Section 5.01.01. Number of Directors and Duration of Terms. The affairs of the Association shall be managed by a Board of five (5) directors, each of whom shall serve for two (2) years. In the year 2005 two positions will come up for election, and two directors will be elected for two (2) year terms. The term of the three directors elected in 2004 will expire in 2006. All directors elected in 2006 and succeeding years will serve two (2) year terms. This rotation of elections will then continue with three directors elected in one year and two directors elected in the next year.

Section 5.01.02. Qualification. Candidates as well as all Board members must meet all qualifications for a member in good standing of the Association.

Section 5.01.03. Vacancies. Any vacancy that shall occur in the Board of Directors by death, resignation, or otherwise shall be filled by a majority vote of the remaining Directors, and the Director so chosen shall server the un-expired portion of the term for which the person whom he/she is replacing shall have been elected or chosen.

Section 5.01.04. Responsibilities of Board Membership.

Section 501.04.1. All members must uphold the Restrictive Covenants and By-Laws of the Association.

Section 5.01.04.2. All members have a fiduciary duty to the Association to make full disclosure of any financial interest in any dealing with the Association and to abstain from voting on any issue in which they have a financial interest.

Section 5.01.04.3 All official actions of the directors when acting for the Association must be in compliance with federal, Indiana, county and local laws statutes and ordinances.

Section 5.02. Annual Meeting. The Board of Directors shall hold an annual meeting immediately following the annual meeting of the members of the Association. The failure to hold any annual meeting at the designated time shall not work any forfeiture of the charter, or dissolution, of the Association.

Section 5.03. Special Meetings. Special Meetings of the Board of Directors may be called at any time by three (3) directors or by the President.

Section 5.04. Notice of Meetings. The Board of Directors will decide on the means and methods for notification of meetings. Written notices will be prepared by the Community Manager for distribution to the members of the Board.

Section 5.05. Place. All meetings of the Board of Directors of the Association shall be held at such place as may be specified in the respective notices, or waivers of notice, thereof.

Section 5.06. Quorum. A quorum for conducting business shall be no less than three (3) members. Any action by the Board of Directors shall require a vote of a majority of its members.

Section 5.07. Powers and Duties of Directors.

Section 5.07.01. Powers. The powers of the Board of Directors shall include (but not be limited to) the power to act in all interests of the Association or assign such power to agents of their choice. The individual directors shall have the powers specifically assigned to the office they occupy; individual directors have no other power to act alone, except

by delegation of the Board of Directors. All actions of the Board of Directors shall result from the appropriate majority vote of its members.

Section 5.07.01.1. The power to adopt and publish rules and regulations governing the use of those parts of the subdivision that are or will be owned by, or are otherwise under the control of, the Association; and

Section 5.07.01.2. The power to exercise for the Association all the powers and duties of the Association whose exercise is not reserved or committed to the membership of the Association by the Code of By-Laws or the Articles of Incorporation.

Section 5.07.02. Duties. The duties of the Board of Directors shall include (but not be limited to) the duty to fix in by February 1 of each year, the amount of the annual charge that is to be made against each member of the Association pursuant to the provisions for such a charge that are contained in the Restrictive Covenants. This annual charge shall be due and payable on the first day of March annually, and this charge will be delinquent after May 1 of each year.

Section 5.07.03. The Board of Directors shall also have the responsibility and duty of setting policies and overseeing the management of the affairs of the Association and it shall have the duty of adopting an operating budget for the Association, for the succeeding fiscal year. The Board of Directors shall by resolution adopt such procedures as it may deem appropriate for adoption of such budget, but in any event prior to the adoption thereof it shall hold a public hearing thereon at which hearing any member of the Association may appear and comment upon the proposed budget. Further no less than thirty (30) days prior to the adoption of said budget, copies thereof, shall be filed with the Secretary of the Association for review by the members of the Association. After adoption thereof, the Board of Directors shall be without the power to expend funds or incur financial liabilities which in their total exceed ten per cent (10%) of the amount specified in said budget unless or until they have called a special meeting of the membership pursuant to these By-Laws for the purpose of approving such additional expenditures or financial commitments as aforesaid. Said budget shall be adopted no later than February 1, of each year.

Section 5.08. Adoption of Rules and Regulations. The Board of Directors shall adopt rules and regulations relating to the use and enjoyment of the streets, parks, pedestrian easements, and any other recreational facilities within the subdivision that are owned by the Association, and to implement the duties of the Building Control Committee, or any other committee established by the Board of Directors pursuant to these By-Laws, which rules shall include but not be limited to, a schedule of fines for violations of speed limits established for the subdivision, or, for other violations of the By-Laws or such rules and regulations as may be from time to time adopted by the Board of Directors.

Section 5.09. Committees. The Board of Directors may create such special and standing committees as it shall deem necessary, and shall assign to each committee so created such duties as the Board of Directors shall consider proper for assignment to such committee. The Board of Directors shall choose committee members from the members in good standing of the Association, and each such committee member shall serve at the pleasure of the Board of Directors.

Section 5.10. Election of the Board of Directors.

An election of Board members shall be held each year according to the manner provided by the Board of Directors by February first of that year.

Section 5.10.01. The Election committee shall conduct the election according to the dictates of the Board as described above and shall identify candidate eligibility as described in Section 5.01.02 and according to the dictates of the Board of Directors.

At such election the members or their proxies may cast in respect of each vacancy as many votes as such member is entitled to cast under the provisions of these By-Laws the Articles of Incorporation or the Declaration of Restrictive Covenants for Lakes of the Four Seasons Subdivision. The individuals receiving the largest number of votes shall be elected.

Section 5.10.02. Automatic Election. Whenever the number of candidates qualifying by the deadline is equal to the number of slots available or less, those candidates shall be declared elected by default and there will be no further election process. Directors so elected will take office at the next Annual Meeting. If the number is less than the number of positions available, the new Board shall fill any vacancies as soon as practicable following installation.

ARTICLE VI

The Officers of the Association

Section 6.01. Number. The officers of the Association shall be a President, a Secretary, and a Treasurer, and, in addition, the directors may choose such additional Vice-Presidents, Assistant Treasurers, and Assistant Secretaries as may from time to time be deemed by the Board of Directors to be appropriate. Any person may hold two (2) offices at the same time except the office of President and Secretary. No officer, except the President, need be a director. The Community manager shall serve as a non-voting advisor to the Board.

Section 6.02. Election and Term of Office. The officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold his or her office until his or her successor shall have been chosen and qualified or until his or her death, resignation, or removal.

Section 6.03. Removal. Any officer may be removed, with or without cause, at any time, by a vote of not less than four (4) Directors, at a special meeting of the Board of Directors called for the purpose of considering the removal.

Section 6.04. Vacancies . Any vacancy in any office because of death, resignation, or removal, or otherwise caused, shall be filled for the unexpired portion of the term by a person chosen by the Board of Directors.

Section 6.05. The President. The President shall be the Chief Executive Officer of the Association, shall preside over the meetings of the Board of Directors and shall perform such other duties as prescribed in these By-Laws or which are incidental to the office of President.

Section 6.06. A Vice-President. A Vice-President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate to him or her. In the case of absence or inability to act of the President, a Vice-President shall temporarily act in his or her place.

Section 6.07. The Secretary. The Secretary shall keep, or cause to be kept, in books that shall be provided for the purpose and shall

remain in the offices of the Association, the minutes of the meetings of the members of the Association and of the Board of Directors; shall at all times keep at the principal office of the Association a complete and accurate list of the names and addresses of all members of the Association; shall attend to the giving of all notices in accordance with the provisions of the Code of By-Laws and as required by law; shall be the custodian of the records (except the financial records) of the Association and of any die or other instrument usable in affixing the seal of the Association to paper; shall affix the seal of the Association (by means of a die or by hand) to every document whose execution on behalf of the Association under its seal shall have been properly authorized; and shall, in general, perform all duties as from time to time, may be assigned to him *or her* by the Board of Directors or the President.

Section 6.08. An Assistant Secretary. An Assistant Secretary shall have such powers and perform such duties as the Board Directors may prescribe or as the President may delegate to him *or her*.

Section 6.09. The Treasurer. The Treasurer shall be the financial officer of the Association; shall keep, or cause to be kept, in books that shall be provided for the purpose and shall remain in the offices of the Association, complete books and records showing the financial conditions of the Association and shall keep a separate financial account of each member of the Association; shall have charge and custody of, and be responsible for, all funds of the Association, and shall deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the Association from any source; shall disburse the funds of the Association in accordance with the instructions of the Board of Directors of the Association; shall render to the President, on request, an account of all his or her transactions as Treasurer and of the financial condition of the Association; and shall, in general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the Board of Directors or the President.

Section 6.09. 1. Assistant Treasurer. The Assistant Treasurer shall have such powers and duties as may be designated by the Board Directors of the Association or by the Treasurer of the Association.

Section 6.10. The Community Manager. The Community Manager shall have active executive management of the operations of the Association, subject, however, to the oversight of the Board of

Directors who are responsible for the general policies and budget of the Association. The Association shall be governed by a chain of command with every employee answering to the appropriate Department Head, or properly designated agent. The Department Heads shall answer and report to the professional Community Manager hired to direct the daily operations of the subdivision. The Board of Directors shall hire and supervise the performance of the Community Manager.

ARTICLE VII

Corporate Books and Records

Section 7.01. Place of Keeping, In General. Except as otherwise provided by the laws of the State of Indiana or this Code of By-Laws, the books and records of the Association may be kept in the offices of the Association, but all of such books and records shall be open for inspection by any member of the Association for proper purposes at any reasonable time.

ARTICLE VIII

Execution of Checks and Contracts

Section 8.01. Execution of Checks. Every check for the payment of money of the Association, and every promissory note of the Association, shall, unless otherwise ordered by the Board of Directors or required by law, be signed by the Treasurer of the Association or stamp of the President and Treasurer's signature.

Section 8.02. Execution of Contracts. Every contract (in addition to those mentioned, above, in this Code of By-Laws) to which the Association shall be a party, shall be executed in its name by its President or a Vice-President and attested by the Secretary or an Assistant Secretary, or by the Community Manager when executed with the authorization of the Board of Directors.

ARTICLE IX

Amendments

Section 9.01. These By-Laws may be amended or repealed or new by-laws adopted in the following manner; The Board of Directors of the Association shall appoint a special committee for the purpose of proposing changes to the By-laws. The Board of Directors shall first adopt a resolution setting forth the proposed amendment to the By-Laws, or the new By-Law and shall in the manner herein set forth either in the call of the annual meeting or in a notice of a special meeting called for the purpose of considering the adoption of the new By-Laws or amendments of By-Laws set forth the proposed change in the By-Laws. Approval of twenty (20) percent of the members of the Association entitled to vote shall be required to amend the By-Laws or adopt new By-Laws or repeal By-Laws.

Article X

Meetings shall be conducted in a manner adopted by the current Board of Directors of the Association.

Article XI

Previous By-Laws Superseded

These By-Laws, as revised, supersede any previous By-Laws or provisions of Lakes of the Four Seasons Property Owners Association, Inc.

Adopted October 8, 2005