

**BY LAWS
OF
CHERRY LAKE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I - General

Section 1. Name. The name of the corporation is Cherry Lake Homeowners Association, Inc. hereinafter referred to as the "Association".

Section 2. Principal Office. The resident agent address of the Association is 3222 Cherry Lake Road, Indianapolis, IN 46236. Meetings of Members and Directors may be held at such places within the Indianapolis, Indiana, area as may be designated by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end of the last day of December except that the first fiscal year shall begin on the date of incorporation.

ARTICLE II - Definitions

Section 1. "Association" means Cherry Lake Homeowners Association, Inc., its successors and assigns.

Section 2. "Declaration" means the "Declaration of Covenants, and Restrictions of Cherry Lake recorded in the office of the Recorder of Marion County, Indiana, on June 12, 1984, as instrument No. 84-43844, including proper amendments.

Section 3. "Articles" means the Articles of Incorporation of the Association filed with the Office of the Secretary of State of Indiana on January 12, 1989, as the same are of hereafter may be amended.

Section 4. "Properties" means that real estate included in the tract of property known as Cherry Lake, a subdivision located in Marion County, Indiana, as more particularly described in the Declaration, including any additions thereto that hereafter may brought within the jurisdiction of the Association.

Section 5. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

ARTICLE III - Membership; Meetings of Members

Section 1. Membership and Voting. Membership in the Association and voting rights of Members are governed by the Articles. Except as otherwise provided in the Articles, in the Declaration or in Article V of these By Laws, each question shall be determined by a majority of the eligible votes cast by the Members present, in person or by proxy, at a meeting at which a quorum is present. The members may take any action without a meeting that could be taken at a meeting, in the manner provided in the Articles

Section 2. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held at a time and a place to be specified by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association, or by a majority of the Board of Directors, or upon written request of one-fourth (1/4) of all of the Members.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by the Secretary of person authorized to call the meeting, by delivering or mailing a copy of such notice at least ten (10) days before such meeting, to each Member entitled to vote or addressed to the Member's last known address. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting the purpose of the meeting.

Section 5. Quorum. The presence at the meeting, in person or by proxy, of Members entitled to cast one-tenth (1/10th) of the votes shall constitute a quorum for any action, except as otherwise required by the Articles or the

Declaration. If such quorum shall not be present at any meeting, the Members present and entitled to vote thereat are empowered to adjourn the meeting from time to time, without notice other than announcement at the meeting, until such later time or date that a quorum shall be present in person or by proxy.

Section 6. Voting by Co-Owners and Entities. The vote appurtenant to any Lot in which more than one person owns an interest may be exercised by any of such persons present at any meeting, unless the Association is advised (by objection at the meeting or written notice prior thereto) by any other person owning an interest in such Lot that the owners of the Lot are unable to agree upon the manner in which the vote appurtenant to such Lot shall be cast at such meeting. In such event the vote appurtenant to the Lot shall not be counted at the meeting or on the particular question noted. In the event any Lot is owned by a corporation, then the vote appurtenant to such Lot shall be cast by a person designated in a certificate signed by the President or any Vice President of such corporation and attested by the Secretary of such corporation and filed with the Secretary of the Association prior to the meeting. The vote appurtenant to any Lot owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and, unless any objection by any other such trustee or partner is noted at such meeting or in writing prior thereto, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes.

Section 7. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 8. Suspension of Voting Rights. *No Member shown on the accounts of the Association to be more than sixty (60) days delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors.*

Section 9. Rights of Mortgagees. Any legal mortgagee of any Lot who desires notice of the annual and special meetings of the Members shall notify the Secretary to that effect by Registered Mail - Return Receipt Requested. Any such notice shall contain the name and address of such mortgages and the name of the person to whom such notice should be addressed. The Secretary of the Association shall maintain a roster of all mortgagees from whom such notices are received and shall mail or otherwise cause the delivery of a notice of each annual or special meeting of the Members to each such mortgagees, in the same manner, as provided for notice to the Members. Any such mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the Members and such representative may participate in discussion and to address the Members present at any such meeting. Such representative shall have no voting rights at any such meeting.

ARTICLE IV - Board of Directors: General

Section 1. General Powers and Duties. The Board of Directors shall manage the affairs of the Association.

Section 2. Number. The Board of Directors shall be composed of at least three (3) members.

Section 3. Term of Office. The members of the initial Board of Directors shall serve until the first annual meeting of the Association. Thereafter, each Director shall be elected to serve a term of one (1) year and until his successor is elected and qualified. A Director may serve any number of consecutive terms.

Section 4. Removal. Any Director may be removed from the Board, with cause, by a majority vote of the Members of the Association, at a meeting of the Members called expressly for that purpose. A director also may be removed by a majority vote of the other members of the Board of Directors if he fails to attend three (3) or more consecutive meetings of the Board.

Section 5. Compensation. Directors shall receive no compensation for their services as directors. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties.

ARTICLE V - Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor by any Member eligible to vote at the meeting provided that the present written consent from the person being nominated. The Nominating Committee shall consist of a Chairman who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that re to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot. In the election of Directors, each Member of his proxy may cast, in respect to each vacancy, as many votes as he is entitled to cast under the provisions of the Articles. The persons receiving the highest number of votes, respectively (whether or not a majority of the votes cast), shall be elected.

Section 3. Vacancy. When a vacancy occurs on the Board of Directors by reason of the death, resignation, removal or incapacity of a Director, or for any other reason except the expiration of a Director's term or an increase in the number of Directors, to serve until the next annual meeting. When a vacancy occurs by reason of an increase in the number of Directors - the vacancy shall be filled by a vote of the Members of the Association.

ARTICLE VI - Meetings of Directors

Section 1. Quorum and Voting. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies on the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 2. Annual Meeting. The newly elected Board of Directors shall meet annually, without notice, immediately following the annual meeting of the Members, for the purpose of electing officers of the Association for the ensuing year and transacting such other business as properly may come before the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board upon not less than three (3) days written notice. A special meeting may be held at such place as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice, other than the adoption of a resolution of the Board establishing the meeting schedule, at such place and hour as may be fixed by the Board.

Section 5. Waiver of Notice. Notice of any meeting of the Board may be waived in writing if the waiver sets out the purpose for which the meeting is called and the time and place thereof. Attendance at any meeting of the Board shall constitute a waiver of notice of such meeting.

Section 6. Action Taken Without a Meeting. The Board of Directors may take any action without a meeting that could be taken at a meeting, in the manner provided in the Articles.

ARTICLE VII - Specific Powers and Duties of the Board of Directors

Section 1. Powers and Duties. Without limitation on the Board's general power and duty to manage the affairs of the Association, the Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Lots and any Common Areas located on the Properties;
- (b) exercise for the Association all powers, duties and authority vested in or delegated to the Association (and not reserved to the membership) by the provisions of these By Laws, the Articles or the Declaration and applicable law;
- (c) keep a proper record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (d) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (e) fix and send written notice of assessments; and,
- (f) procure and maintain insurance coverage required by the Declaration, or action of the Members on Board;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and,
- (h) cause the Properties to be maintained to the extent of the Association's responsibility therefore as provided in the Declaration.

ARTICLE VIII - Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a President who shall at all times be a member of the Board of Directors, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor is elected and qualified, unless he shall sooner resign, or shall be removed or otherwise become disqualified to serve.

Section 4. Other Offices. The Board may elect other officers as the Board may deem appropriate, each of who shall hold office for one (1) year (and until his successor is elected and qualified) or such shorter period, and shall have such authority and perform such duties, as the Board may determine.

Section 5. Resignation and Removal. Any officer may be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer, or those of Vice President and Treasurer, may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 8. Duties. The general duties of the officers, subject at all times to further delineation and delegation of duties by the Board, are as follows:

President - The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all written instruments.

Vice President - The Vice President shall act in the place of the President in the event of the President's absence, inability or refusal to act, and shall exercise such other duties as may be required by the Board.

Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the Members; serve notice of meetings; keep appropriate records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

Treasurer - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors; shall sign all checks; keep proper books of account; cause an annual audit of the Association books at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX - Committees

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X - Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles, and the By Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

ARTICLE XI - Contracts, Loans, Checks

Section 1. Authorization. The Board of Directors may authorize any office or officers or agents of the Association to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By Laws, no officer, agent, or employee shall have any power to bind the Association or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Signatures. All checks, drafts, or other orders for payment of money by the Association shall be signed by the President, and Treasurer, or such other persons as the Board of Directors may from time to time designate by resolution.

ARTICLE XII - Corporate Seal

The Association need not have a seal, and no seal is required to make any action of or document executed by the Association effective.

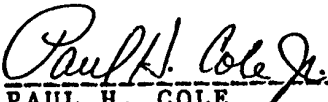
ARTICLE XIII - Amendments and Construction

Section 1. The power to make, alter, amend, or repeal the By Laws is vested in the Board of Directors of the Association, subject to the approval of the Members, by a majority vote of a quorum of Members at an annual or special meeting.


Section 2. In case of any conflict between the Articles and these By Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being the original directors of the Cherry Lake Homeowners Association, Inc., have hereunto set our hands this 11th day of January 1989.

Signed by:



PAUL H. COLE



JAMES FRAME



THOMAS B. STILES