

AMENDMENT TO BYLAWS

The Bylaws for Hodge's Green Subdivision No. 2 Homeowners Association are hereby made as follows:

ARTICLE I

NAME AND LOCATION: The name of the corporation is Hodge's Green #2, Fisher's Glen, Abbey Knoll and Southeby Square Subdivision Homeowners Association, hereinafter referred to as the "Association". The principal office of the Association shall be located at such place as may be established by the Board of Directors, and meetings of members and directors may be held at such places within the State of Michigan, County of Livingston, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Hodge's Green #2, Fisher's Glen, Abbey Knoll and Southeby Square Subdivision Homeowners Association, a Michigan non-profit corporation, its successors and assigns.

Section 2. The "Declaration" shall mean the Declaration of Deed Restrictions for the Subdivision, as recorded in Liber 1669, Page 306 (Hodge's Green Subdivision No. 2), Liber 1933, Page 886 (Fisher's Glen Subdivision), Liber 2286, Page 0823, (Abbey Knoll Subdivision), Liber 2632, Page 0945, (Southeby Square Subdivision), Livingston County Records.

Section 3. "Subdivision" shall mean and refer to that certain real property located in the Township of Green Oak, Livingston County, State of Michigan, described as Hodge's Green Subdivision No. 2 according to the plat thereof recorded at Liber 30 of Plats, Pages 46-48, Fisher's Glen Subdivision as recorded at Liber 33 of Plats, Pages 1-4, Abbey Knoll Subdivision as recorded at Liber ____ of Plats, Page ____, Southeby Square Subdivision as recorded at Liber 37 of Plats, Pages 19-25, Livingston County Records.

ARTICLE V MEETING OF MEMBERS

Section 5. Quorum - The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifteen (15%) percent of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there-at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

In all other respects, the original Bylaws as executed April 20, 1994 are hereby ratified and affirmed except as amended above.

**BYLAWS FOR
HODGE'S GREEN SUBDIVISION NO. 2
HOMEOWNERS ASSOCIATION**

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ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Hodge's Green Subdivision No. 2 Homeowners Association, a Michigan non-profit corporation, its successors and assigns.

Section 2. The "Declaration" shall mean the Declaration of Deed Restrictions for the Subdivision, as recorded in Liber 1669, Pages 306-314, Livingston County Records.

Section 3. "Subdivision" shall mean and refer to that certain real property described as Hodge's Green Subdivision No. 2, Township of Green Oak, Livingston County, State of Michigan, according to the plat thereof recorded in Liber 30 of Plats, Pages 46-48, Livingston County Records.

Section 4. "Common Areas" shall mean all real property in the Subdivision for the common use and enjoyment of the owners.

Section 5. "Lot" shall mean and refer to a lot as shown on the recorded plat of the Subdivision.

Section 6. "Lot Owner" shall have the meaning set forth in the Declaration and the Articles of Incorporation of the Association.

ARTICLE III
PURPOSES

The purposes of the Association are set forth in the Articles of Incorporation of the Association.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS OF MEMBERS

Section 1. Only Lot Owners of the Subdivision shall be members of the Association. No other persons or entities shall be entitled to membership.

Section 2. The separate share of a member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner, except automatically to a purchaser of a Lot in the Subdivision.

Section 3. All voting in Association affairs shall be on a one vote per Lot basis. When more than one person or entity has an interest in a single Lot, the interest of all such persons collectively shall be that of a single Lot Owner.

Section 4. Votes may be cast in person, by proxy, or by absentee ballot. Absentee ballots must be cast with respect to specific questions of which the notice required by these Bylaws is given prior to a particular meeting and any such ballots must be filed with the secretary of the Association at or before the appointed time of such meeting.

Section 5. A majority shall consist of more than fifty percent (50%) of the votes of those members present in person or by proxy (or absentee ballot, if applicable) at a given meeting of the members of the Association. Whenever provided specifically herein, in the Articles of Incorporation or in the Declaration, action by the members of the Association may be required to exceed the majority described in the preceding sentence; otherwise, the members shall act by the majority specified above.

ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meetings - The first annual meeting of the members shall be held within two years from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of seven thirty p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting - Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of five (5) or more members.

Section 3. Regular Meetings - In addition to the annual meetings, regular meetings of the members may be held at such times and places as shall be determined from time to time by the Board of Directors.

Section 4. Notice of Meeting - Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting to each member entitled to vote thereat, addressed to the member's address appearing on the books of the

Association, or supplied by such member to the Association for the purpose of notice. 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 of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there-at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. 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.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number - The affairs of this Association shall be managed by a Board of not less than three (3) members nor more than five (5) members. The Board of Directors shall be elected by the membership at their first annual meeting.

Section 2. Term of Office - At the first annual meeting the members shall elect not less than three (3) directors for a term of one (1) year each, and the balance of the directors, if any, shall also serve for one (1) year terms.

Section 3. Removal and Vacancies - Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board. The successor shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation - No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses necessarily incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting - The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination - Nomination for election to the Board of Directors shall be made by the members of the Association at the annual meeting.

Section 2. Requirements - To be nominated for the position of Director, the nominee must be a Lot Owner who is active in the Association.

Section 3. Election - Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII
MEETINGS OF DIRECTORS

Section 1. Regular Meeting - Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings - Special meetings of the Board of Directors shall be held when called by the president or any officer of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum - A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE IX
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers - The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the Common Areas of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 30 days for infraction of the published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not specifically reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ independent contractors, professionals and such other agents or employees as they deem necessary, and to prescribe their duties.

Section 2. Duties - It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at a duly called special meeting when such statement is requested and to keep a current record of Lot Owners;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) Determine each year the total amount to be raised by the annual assessment charge and/or other charges to cover all expenses relative to the Common Areas or other aspects of the Subdivision and send written notice thereof to every member subject thereto;

(d) Collect all assessments and foreclose the lien, if necessary, against any property for which assessments are not paid or bring an action at law against the owner personally obligated to pay the same;

(e) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association or with respect to the Association's affairs, as it may deem appropriate;

(g) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) Cause the Common Areas to be maintained and preserved, as is more fully set forth in the Declaration;

(i) Cause the terms and conditions of use by members of the Common Areas to be enforced; and

(j) Exercise for the Association all powers, duties and authority vested in or delegated to the Association.

ARTICLE X
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices - The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officer - The election of officers shall take place at the first annual meeting of the members and shall be by majority vote of the members.

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

Section 4. Special Appointments - The members may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal - Any officer may be removed from office with or without cause by the Board. Any officer may resign and any time 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 herein, 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 may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties - The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Director; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Secretary

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(c) The treasurer or management agent duly appointed by the Board of Directors shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board; shall sign all checks and promissory notes of the Association, provided same shall also be signed by the president; keep proper books of account; and shall prepare an annual budget and statement as its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee as provided for in the Declaration. The Architectural Control Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) members of the Association. The Committee shall have the power to approve or refuse to approve plans, specifications, drawings, elevations or other matters with respect to the construction or location of any dwelling, outbuilding, storage shed, pool, fence or other structure of any type on any Lot in the Subdivision, and other powers as more fully described in the Declaration.

ARTICLE XII 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 of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIII PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his or her Lot.

ARTICLE XIV
INDEMNITY

The enumeration of the powers and duties of the Board of Directors and the officers as set forth in Article IX and Article X above are intended to set forth the authority of such persons to act, and are not intended to create contractual or other obligations on the part of such persons to actually accomplish the purposes and the duties set forth above. In no event shall a director or officer of the Association have liability for any personal injury, death or property damage arising out of the actual or claimed breach of any power or duty specified above, except to the extent such person is finally judged to have been grossly negligent or to have acted in bad faith in the performance of his or her duties, and then only to the extent that liability would have existed but for those Bylaws or the Association's Articles of Incorporation. To the full extent permitted by law, the Association shall indemnify each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact he or she, or his or her testator or intestate, is or was a director, officer or managerial employee of the Association unless such person is finally adjudged to be liable for gross negligence or acted in bad faith in the performance of his or her duties.

ARTICLE XV
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular meeting of the members, by a vote of three-fourths (3/4ths) of the members in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles or by applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration or by applicable law.

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

ARTICLE XVI
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, I being the incorporator of the
HODGE'S GREEN SUBDIVISION NO. 2 HOMEOWNERS ASSOCIATION, have
hereunto set my hand this 20 day of April, 1994.

By: George J Bacalis
George J Bacalis