

STONEGATE FARMS COMMUNITY
ASSOCIATION, INC.

BY-LAWS AND REGULATIONS

This Instrument prepared by:

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BY-LAWS AND REGULATIONS
OF
STONEGATE FARMS COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Association is **Stonegate Farms Community Association, Inc.**, (the "Association"). The principal office of the Association shall be located at C/O Midwestern Plumbing Services, Inc., 4004 Commercial Blvd., Cincinnati, Ohio 45245, but meetings of Members and Trustees may be held at such places within Clermont or Hamilton County, State of Ohio, as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. "Declaration" shall mean and refer to the "Declaration of Restrictions, Conditions, Easements and Covenants" applicable to the Property known as Stonegate Farms recorded in the official record book 1031, page 949 of Office of the Clermont County Recorder, as the same may be amended from time to time.

Section 2. As used in these By-Laws, the terms "Articles" and "Articles of Incorporation," "Association", "Board" and "Board of Trustees", "By-Laws", "Common Areas" and "Community Facilities", "Declarant", "Development Period", "Living Unit", "Lot", "Member", "Owner", "

Property" and "Trustee" or "Trustees" shall have the same meaning as each is defined to have in the Declaration and the Articles of Incorporation of Stonegate Farms Community Association, Inc. as filed with the Ohio Secretary of State.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the first Monday of the same month of each year thereafter, at the hour of 7:00 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 Meetings. Special meeting of the Members may be called at any time by the President or by the Board of Trustees.

Section 3. Notice of Meetings. Except as otherwise provided in the Declaration, 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 fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last 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 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty (20%) percent of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the

Members entitled to vote thereat 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 5. Adjourned Meetings. If, at any regular or special meeting of the Members of the Association, there be less than a quorum present, a majority of those Members present and entitled to vote may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, at which time the quorum requirement shall be fifteen (15%) percent of the votes of each class of membership of the Association and any business which might lawfully have been transacted at the meeting as originally called may be transacted without further notice.

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.

Section 7. Voting. The vote of the majority of those present, either in person or by proxy, shall decide any question brought before the meeting, unless the question is one upon which a different vote is required by provision of the laws of Ohio, the Declaration, the Articles of Incorporation of the Association or these By-Laws.

Section 8. Suspension of Voting Privileges. No Member shall be eligible to vote or to be elected to the Board of Trustees who is shown on the books of the Association to be more than sixty (60) days delinquent in the payment of any assessment due the Association.

ARTICLE IV**BOARD OF TRUSTEES - SELECTION - TERM OF OFFICE**

Section 1. Board of Trustees. Until the first annual meeting, the initial Board shall consist of three (3) Trustees appointed by the Class B Member who shall serve until their respective successors are appointed and qualified. Class B Member appointed Trustees need not be Members of the Association.

Except as otherwise provided and except for the period during which the Class B Member shall appoint the Board, Trustees shall be elected for three (3) year terms of office and shall serve until their respective successors are elected and qualified. Any vacancy which occurs in the initial or any subsequent Board, by reason of death, resignation, removal, or otherwise, may be filled at any meeting of the Board by the affirmative vote of a majority of the remaining Trustees representing the same class of Members who elected or appointed the Trustee whose position has become vacant. Any Trustee elected to fill a vacancy shall serve as such until the expiration of the term of the Trustee whose position he or she was elected to fill.

At the first annual meeting, the Board of Trustees shall expand from three (3) to seven (7). At such meeting, the Class B Member shall appoint four (4) Trustees for a three (3) year term. Thereafter, at each tri-annual meeting the Class B Member, until such time as the Class B Member shall transfer control of the Board to the Class A Members, shall appoint four (4) Trustees for three (3) year terms.

At the first annual meeting, the Class B Member shall appoint three (3) Trustees from among the Class A Members. One of the Trustees shall be appointed for a three (3) year term, one of the Trustees shall be appointed for a two (2) year term and one of the Trustees shall be appointed for a

one (1) year term. At the expiration of the terms of such Trustees and until such time as the Class B Member shall transfer control of the Board to the Class A Members, the Class B Member shall, at the annual meeting, appoint successor Trustees for three (3) year terms. The Class B Member shall transfer control of the Board to the Class A Members after the earliest of the following events: (i) Ninety-Five (95%) percent of the total number of Living Units that may be constructed in all phases of Stonegate Farms have been sold; (ii) fifteen (15) years following conveyance of the first Living Unit; or (iii) abandonment of the Property by the Class B Member. The Property shall be deemed abandoned by the Class B Member if no construction of a Living Unit has been commenced by it or a third party builder on at least one previously unimproved Lot for a period of 720 consecutive days. At the next annual meeting after the occurrence of such event, all Class B Member appointed Trustees shall be removed from office, and the Class A Members, including the Class B Member if it is then an Owner, shall elect a Trustee to fill each vacancy on the Board. The terms of said elected Trustees shall be from one to three years, as determined by the Board, so that in any one year thereafter, the terms of no more than four (4) nor less than three (3) Trustees shall expire. At all times after this meeting, the Board shall consist of seven (7) Trustees who shall be Owners or residents at Stonegate Farms. Additionally, after this meeting, all Trustees, and their successors, shall be elected by Class A Members and shall be elected for a three (3) year term.

Notwithstanding anything above to the contrary, the Class B Member may, by written notice to the Board, at or before any annual meeting, relinquish to the Class A Members, the Class B Member's right to elect one or more Trustees at such annual meeting.

Section 2. Election. Election to the Board of Trustees by the Class A Members shall be by 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.

Section 3. Removal. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

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

Section 5. Action Taken Without a Meeting. The Trustees 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 the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

ARTICLE V

NOMINATION OF TRUSTEES

Section 1. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Trustees, and two or more Members of the Association appointed by the Chairman. The Nominating Chairman shall be appointed by the Board of Trustees at least sixty (60) days prior to each annual meeting of the Members, to serve from the time of appointment until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled by election.

ARTICLE VI

MEETINGS OF TRUSTEES

Section 1. Regular Meetings. The Board of Trustees shall meet annually within ten (10) days after the annual meeting of Members and in addition to the annual meeting shall meet at regular meetings established as to time and place 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 Trustees shall be held when called by the President of the Association, or by any three (3) Trustees, after not less than three (3) days notice to each Trustee.

Section 3. Waiver of Notice. Any requirement of notice to a Trustee provided under this Article VI may be waived by the Trustee entitled thereto by written waiver of such notice signed by the Trustee and filed with the Secretary of the Association.

Section 4. Quorum. A majority of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

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

- (a) adopt and publish rules and regulations governing the use of the Community Facilities 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 Community Facilities 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 sixty (60) days for infraction of published rules and regulations;

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

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

(e) employ a manager, an independent contractor, or such employees as they deem necessary, and to prescribe their duties.

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

(a) cause to be kept a complete record of all its acts, corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is required in writing by the Class B Member and by thirty (30%) percent of the Class A Members;

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

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each Annual Assessment period;

- (2) send written notice of each Assessment to every Owner subject thereto fifteen (15) days in advance of each assessment period; and
- (3) foreclose the lien against any property for which Assessments are not paid within sixty (60) days after due date or to bring an action at law against the Owner personally obligated to pay the same, when, in the sole determination of the Board, foreclosure or an action at law is necessary to collect such Assessments and otherwise protect the interest of the Association;

(d) issue, or 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 not to exceed ten (\$10.00) dollars may be made by the Board for issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability, hazard and other appropriate insurance on property owned by the Association;

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

(g) cause the Community Facilities to be maintained;

(h) otherwise perform duties imposed by the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

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

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

Section 3. Term. The officers of the Association shall be elected by the Board and each shall hold office for three (3) years unless such officer shall sooner resign, or shall be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board 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 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 of 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 Members and of the Board of Trustees and shall see that orders and resolutions of the Board are carried out.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall: 1) record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 2) serve notice of meetings of the Board and of the Members; 3) keep appropriate current records showing the Members of the Association together with their addresses; and 4) shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall: 1) 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 Trustees; 2) keep proper books of account; 3) cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and 4) shall prepare an annual

budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

COMMITTEES

The Board of Trustees shall appoint a Finance and Budget Committee consisting of not more than six (6) Members of the Association.

The Board of Trustees shall appoint a Design Review Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X

INDEMNIFICATION

In addition to any other right or remedy to which the persons hereafter described may be entitled, under the Articles of Incorporation, By-Laws, Declaration, any other agreement, or by vote of the Members or otherwise, the Association shall, and does, indemnify any Trustee or officer of the Association or former Trustee or officer of the Association, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Trustee or officer of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or

proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE XI

MISCELLANEOUS

Section 1. 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 By-Laws 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.

Section 2. Corporate Seal. The Board of Trustees may, if it desires, provide a suitable corporate seal containing the name of the Association and other appropriate statements, as the Board of Trustees shall determine.

Section 3. Fiscal Year. The fiscal year shall begin on the first day of January of every year, except that the first fiscal year of the Association shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Trustees should corporate practice subsequently dictate.

Section 4. Execution of Association Documents. With the prior authorization of the Board of Trustees, all notes, contracts and other documents shall be executed on behalf of the Association by either the President or the Vice-President, and all checks and other drafts shall be executed on

