

LAKE RESTORATION ASSOCIATION BY-LAWS

As Amended October 19, 2000

ARTICLE I: MEMBERS

Section 1: Voting Members

The voting members of this corporation shall be those persons who constitute the board of Directors of the Lakeville Lake Property Owners Association (LLPOA), a non-profit corporation organized and operating under the laws of the State of Michigan, who represent the contributing members.

Definition: The contributing members shall be those property owners on Lakeville Lake as defined in the By-Laws of the Lakeville Lake Property Owners Association.

ARTICLE II: MEETINGS OF VOTING MEMBERS

Section 1: Semi-Annual Meetings

The voting members of this corporation shall meet semi[annually, on the first Thursday in March, which shall be known as the Annual Meeting, and the first Thursday in October at 7:30 p.m. for the transaction of any business which may be brought before the meeting at a place the voting members shall determine. Such meetings shall be attended by representatives of the Board of Trustees of this Corporation to submit for review and approval; budgets, financial statements, goals and objectives, operational achievements and any other reports that may be requested by resolution of the Voting Members. Such meetings shall be chaired by the President, and minutes recorded by the Secretary of the LLPOA. These meetings shall be open to Lakeville Lake property owners.

Section 2: Special Meetings

A special meeting of the voting members of this corporation may be held at any time upon the call of the Board of Trustees, the President of the Trustees or any two (2) voting members, and shall be held at the registered office of the corporation at such time as shall be stated in the call thereof.

Section 3: Notice of Special Meetings

Notice of the time, place and purpose of each special meeting of the voting members of this Corporation shall be served upon all such voting members by mail, telephone or in person, not less than three (3) days prior to such meeting.

Section 4: Quorum

Not less than a majority of the voting members shall constitute a quorum at any meeting, annual or special, of the voting members but less than a quorum shall have power to adjourn a meeting.

ARTICLE III: BOARD OF TRUSTEES

Section 1: Numbers, Powers and Duties

The affairs of this Corporation shall be managed by a board of five (5) Trustees. Trustees may, but need not be voting members. Their powers and duties shall be to manage day-to-day operations, purchase equipment, hire or terminate employees, establish and implement budgets, and other powers and duties as shall be determined by resolution of the voting members.

Section 2: Election and Term of Office of Trustees

The Trustees elected by the voting members of this Corporation shall constitute the Board of Trustees of the Corporation until the election of Trustees at each Annual Meeting of the voting members.

At the Annual Meeting of the voting members, they shall determine who shall constitute the Board of Trustees to be elected and shall elect the Trustees so determined. Each Trustee shall serve a term of two (2) years.

Each Trustee shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death or resignation.

Section 3: Removal of Trustees

Any Trustee may be removed from his/her office at any time with or without cause by the affirmative vote of a majority of all voting members of this Corporation.

Section 4: Vacancies

The voting members of this Corporation at any regular or special meeting shall fill any vacancy occurring on the Board of Trustees, and the Trustee elected to fill such vacancy shall serve for the unexpired term of his/her predecessor.

Section 5: Meeting of the Trustees

Regular meetings of the Board of Trustees may be held without notice at such time and place as may be fixed by standing resolution of the Board of Trustees.

Special meetings of the Board of Trustees may be held at any time upon the call of the President, any two (2) of the Trustees, or any two (2) voting members. Written notice of such meeting shall be given to all of the Trustees of the time, place and purpose of each such special meeting by mail, telephone, or in person, not less than three (3) days prior to such meeting.

Section 6: Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, and the acts of a majority of the Trustees present at any such meeting at which a quorum is present shall be the acts of the Board of Trustees.

Less than a quorum of the Trustees shall have power to adjourn any such meeting.

Section 7: Executive Committee

The Board of Trustees may, by resolution passed by a majority of the whole Board, designate three (3) or more of their number to constitute an Executive Committee, who, to the extent provided in said resolution shall have and exercise the authority of the Board of Trustees in the management of the affairs of the Corporation between the meetings of the Board.

Meetings of the Executive Committee shall be held at such time and place and with such notice as may be provided by resolution of the Executive Committee.

A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the acts of a majority of the Executive Committee members present at any meeting of such Committee at which a quorum is present shall be the acts of the Executive Committee.

ARTICLE IV: OFFICERS

Section 1: Numbers, Powers and Duties

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such officers shall exercise such powers and perform such duties as customarily pertain to their respective offices and such powers and duties as the Board of Trustees may, from time to time, prescribe. All such officers shall be members of the Board of Trustees.

Section 2: Election and Term of Office

The officers of the Board of Trustees shall be determined by a vote of the Board of Trustees only, which shall be so determined at the first meeting of the Board of Trustees following the Annual Meeting of the voting members. The officers of this Corporation shall be elected for a term of one (1) year, and such officers shall continue in office until their successors are elected and qualify.

Section 3: Additional Officers

The Board of Trustees may, from time to time, elect such other officers of this Corporation as they deem necessary, who shall exercise such powers, perform such duties and serve for such term, not exceeding one (1) year, as the Board of Trustees may prescribe.

Section 4: Removal of Officers

Any officer may be removed from his/her office at any time, with or without cause by the affirmative vote of a majority of the whole Board of Trustees.

ARTICLE V: COMMITTEES

The Board of Trustees may appoint, from time to time, such standing or special committees as the handling of the affairs and the attainment of the objects and purposes of this Corporation may require, and may define their duties and prescribe their powers. At least one (1) member of the Board of Trustees shall be appointed as member of each such committee. The other members of each such committee may, but need not be voting members of the Corporation.

ARTICLE VI: COMPENSATION OF OFFICERS AND TRUSTEES

Neither the officers nor the trustees of this Corporation shall receive any compensation for services rendered to the Corporation in their official capacity.

This provision, however, shall not prevent payment for necessary clerical and administrative services, and expenses incurred in connection therewith, insofar as the Board of Trustees shall have authorized the same.

ARTICLE VII: BOOKS OF ACCOUNTS

All documents of this Corporation shall, at all reasonable times, be open to inspection by any person by resolution of the majority of voting members.

A copy of the Annual Statement of the Corporation shall be mailed to the Lake Improvement Board, the voting members of this Corporation, and such other organization as the Board of Trustees may prescribe as soon as practical after the close of each fiscal year, December 31.

ARTICLE VIII: XCORPORATE SEAL

The corporate seal of this Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Michigan."

ARTICLE IX: INDEMNIFICATION

Section 1: Non-Derivative Actions

Subject to all of the other provisions of this Article, the corporation shall indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by in the right of the Corporation) by reason of the fact that he/she is or was a Trustee officer, employee or agent of the Corporation, or is or was deriving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, join venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, finds 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 interests of the Corporation or its members, and with respect to any criminal action or proceeding, and no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding 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 interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Derivative Actions

Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is a Trustee, a Director, Officer, employee or agent of the Corporation, partnership, joint venture, trust or another enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjuration of the liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: Expenses of Successful Defense

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4: Determination that Indemnification is Proper

Any indemnification under Section 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that cause he/she has met the applicable standard of conduct set forth in Section 1 or 2 in this Article, whichever is applicable. Such determination shall be made in any of the following ways:

1. By the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.
2. If quorum is not obtainable, or even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel, in a written opinion.
3. By the members.

Section 5: Expense Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon

receipt of an undertaking by or on behalf of the person involved to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

Section y: Former Trustees and Officers

The indemnification provided in the foregoing Sections continues as to a person who has ceased to be a Trustee, Officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such person.

Section 7: Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture, trust or another enterprise against any liability asserted against him/her and accrued by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have power to indemnify him/her against such liability under these By-Laws to conform to any such changed statutory provision.

ARTICLE X: FISCAL YEAR

The fiscal year of the Corporation shall be December 31.

ARTICLE XI: AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered or repealed, in whole or in part, by vote of a majority of the voting members present at any annual, semi-annual, or special meeting of the voting members, provided that notice of the proposed amendment, alteration or repeal be contained in the notice of such meeting.

Amended: 10-19-00