

BY-LAWS OF THE WIND-N-WOOD ASSOCIATION

ARTICLE I.

Offices

Section 1. Principal Office. The principal office of the Wind-N-Wood Association, the Association, shall be in the Township of Meridian, Ingham County, Michigan, or at such other place as the Board of Directors shall determine.

ARTICLE II.

Membership

Section 1. Members. Membership in the Association shall be limited to the following:

(a) Every person or entity who is or becomes a record owner of a fee interest or undivided fee interest in any portion of the following described realty situated in Meridian Township, Ingham County, Michigan, legally described as follows:

All that part of the North 1/2 of the Southeast 1/4 of Section 36, lying Southerly of the Pere, Marquette Railway Company's Right of Way, in T4N, R1W, Meridian Township, Ingham County, Michigan.

Section 2. Membership rights. The rights of membership are subject to the payment of annual and special assessments, and taxes on common property, assessed by the Association, the obligation of which assessments is imposed on each owner of and becomes a lien upon the property owned by such member against which such assessments are made as provided by Article IV of a certain Declaration of Restrictions to which the property is subject, which is recorded at Liber 1054, Page 817, Ingham County Records.

Section 3. Suspension of Membership Rights.

The membership rights of any person whose interest is subject to assessment, whether or not he or she be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but,

upon payment of such assessments, his or her rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of common properties and facilities, and the personal conduct of any person thereon is in violation of such rules and regulations, the Directors may, in their discretion, suspend the rights of any such person for violation of such rules and regulations until compliance has been secured and documented.

ARTICLE III

Voting Rights

Section 1. Voting Rights. Members shall be entitled to one vote per lot, regardless of the number of persons or entities owning an interest in said lot. When more than one person or entity owns an interest in any lot, the vote shall be exercised as they among themselves determine. For purposes of these By-Laws, "lot" shall have the same meaning as described in Article I of the Declaration of Restrictions.

ARTICLE IV

Property Rights and Rights to enjoyment of Common Property

Section 1. Rights of Enjoyment. Each member shall be entitled to the use and enjoyment of the common property and facilities of the Association.

Section 2. Delegation of Rights. Any member may delegate his or her rights of enjoyment in the common properties and facilities to members of his or her family who reside upon his or her property or to any of his or her tenants who reside thereon under a leasehold interest. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to all provisions of the Association's bylaws and restrictions, including but not limited to, suspension under Article II, Section 3, to the same extent as those of the member.

ARTICLE V.

Board of Directors

Section 1. Subject to the limitations contained in the Declaration of Restrictions, the Articles of Incorporation, these By-Laws, or in any statute as to the action to be authorized or approved by the members, all corporate powers shall be exercised by or

under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.

Section 2. Number. The number of Directors shall be five. Directors must be members of the Association.

Section 3. Nominations. The members, at any annual or special meeting of the members, may appoint, or authorize the President to appoint a nominating committee, to consist of such number of members as the members or appointing officer may deem advisable, to consider and make nominations of persons to fill vacancies among the Directors, or to add to the number of Directors.

Section 4. Term. The term of office of each Director shall be one year and until the election and qualification of a successor.

Section 5. Elections. Directors to fill vacancies arising from the expiration of terms shall be elected at the annual meeting of members, but if any such meeting is not held, or such Directors are not elected thereat, they may be elected at any special meeting of members held for that purpose. Directors elected to fill such vacancies shall hold office until expiration of their respective terms and until their respective successors are elected, or until their office becomes vacant as hereinafter provided. Directors to fill vacancies arising for any reason other than the expiration of terms shall be elected at the annual meeting of members or at a special meeting of the members held for that purpose. Each Director elected to fill such vacancy shall hold office for the balance of the unexpired term of his or her predecessor and until his or her successor is elected, or until his or her office becomes vacant as hereinafter provided. If no predecessor shall have previously occupied the vacancy to which such Director is elected, his or her term shall be specified to be a full or partial term in the resolution electing him, and he shall hold office for the balance of such term and until his or her successor is elected, or until his or her office becomes vacant as hereinafter provided.

Section 6. Resignation, Removal and Vacancies. Any Director may resign at any time by giving written notice to the President, to the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any Director tenders his or her resignation to take effect at a future time, the members shall have power to elect a successor to that office at such time as the resignation becomes effective.

Any Director may be removed by a vote of two-thirds of votes cast by members present at a regular or special meeting of the members called for that purpose.

A vacancy or vacancies shall be deemed to exist in case of death, resignation, or removal of any Director, or if the members shall increase the authorized number of Directors but shall fail to elect the additional Directors so provided for, or in the event the members fail at any time to elect a full number of authorized Directors.

No reduction of the numbers of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 7. Compensation. No Director shall be entitled to compensation for his or her services.

ARTICLE VI.

Meetings

Section 1. Time and Place of Meeting. Meetings of the members and Directors shall be held at any time and place within Meridian or Williamston townships as designated from time to time by the Board of Directors or by written consent of all members or Directors respectively. Any meeting shall be valid wherever held, if held by the written consent of all members or Directors respectively, given either before or after the meeting and filed with the Secretary of the Association.

Section 2. Meeting of the Members and Directors. The annual meeting of members of the Association shall be held within 30 days before or after the end of the Association's fiscal year. The annual organization meeting of the Board of Directors shall be held following the annual meeting of members. Regular meetings of the Board of Directors shall be held at such times and places as the Board shall designate from time to time.

Section 3. Special Meetings. Special meetings of the members or of the Board of Directors may be called at any time by the President or by not less than one-third of the members or Directors, respectively. If the President is absent or unable to act, such special meetings may be called by any Vice President in place of the President.

Section 4. Notice of Meetings - Waiver.

Notice of the annual meeting shall be given at least ten days prior to the date thereof and notices of special meetings shall be given at least five days prior to the date thereof, except as otherwise provided in the Declaration of Restrictions or Articles of Incorporation. Notices of regular meetings of the Board of Directors shall be given at least five days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted. Notice shall be given as provided in Article XI of these By-Laws and may be waived either before or after the meeting. Notices of adjourned meetings need not be given except when the adjournment is 30 days or more. Notices shall be given by the Secretary, or, if the Secretary is absent or is unable or refuses to act, by any other officer of the Association.

Section 5. Quorum - Adjournment. The presence, in person or by proxy, of a majority of the members or Directors, respectively, shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the members or Directors, respectively, present at the meeting, but no other business may be transacted. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. The members or Directors, respectively, present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members or Directors, respectively, to leave less than a quorum.

Section 6. Consent to Meetings. The transactions of any meeting, however called and noticed and wherever held, shall be valid as though at a meeting duly held after regular call and notice, and if a quorum be present, and if, either before or after the meeting, each of the members or Directors not present in person gives a waiver of notice as provided in Article XI of these By-Laws. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting. Any action which under law may be taken at any meeting of the Board of Directors may be taken without a meeting if authorized by a writing signed by all the Directors and filed with the Secretary.

Section 7. Organization. At every meeting, the President or, in his or her absence, the Vice President, shall act as Chairman. The Secretary may act as Secretary of all meetings. In the absence at any such meeting of the Secretary, the Chairman of the meeting may appoint another person to act as Secretary of the meeting.

ARTICLE VII.

Committees

Section 1. Committees. The Board of Directors may appoint such committees as the business of the Association may require.

ARTICLE VIII

Officers

Section 1. Number. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with these By-Laws.

Section 2. Election, Term of Office and Qualifications. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII of these By-Laws, shall be chosen annually by the Board of Directors and shall hold his or her office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until he shall resign, or shall have been removed in the manner hereinafter provided. All officers must be members of the Association and of the Board of Directors.

Section 3. Subordinate Officers. The Board of Directors may appoint such other officers or agents as the business of the Association may require, each of whom shall hold office for such period, and have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine.

Section 4. Removal. Any officer may be removed, either with or without cause, by vote of a majority of the members present at a meeting.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Association. Any such resignation shall take effect at the time specified therein; any, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification or any other cause, may be filled for the unexpired portion of the term by a majority vote of Directors present at a meeting..

Section 7. Compensation. No officer shall be entitled to compensation for his or her services.

Section 8. President. The President shall be the chief executive officer of the Association and shall have general supervision over the business of the Association and over its several officers, subject, however, to the control of the Board of Directors. The President may sign and execute, in the name of the Association, deeds, mortgages, bonds, contracts, or any instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association; and, in general, shall perform all duties incident to the office of the chief executive officer of the Association: and such other duties as from time to time may be assigned by the Board of Directors. The president shall, whenever it may be necessary in his or her opinion, prescribe the duties for officers and employees of the Association whose duties are not otherwise defined.

Section 9. Vice President. At the request of the President, or in his or her absence, inability or refusal to act, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President; and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 10. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Association, the original or a copy of its By-Laws as amended or otherwise altered to date.

(b) Keep at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all members and Directors' meetings with the time and place of holding, or the regular or special and, if special, how authorized, the notices thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws and/or as required by law.

(d) Be custodian of the records of the Association.

(e) See that the books, reports, statements, and all other documents and records, required by law, are properly kept and filed.

(f) Exhibit at all reasonable times to any member or any Director, upon application, the By-Laws and minutes of proceedings of the members and of the Directors of the Association.

(g) In general, perform all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 11. Treasurer. The Treasurer, if required so to do, by the Board of Directors, shall give a bond for the faithful discharge of his or her duties in such sum, and with such sureties as the Board of Directors shall require. The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities to the Association, and 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

(b) Keep and maintain adequate correct accounts of the Association's properties and business transactions, including an account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit at all reasonable times the books of account and records to any member or to any Director.

(d) Render a statement of the condition of the finances of the Association at all meetings of the Board of Directors, and a full financial report at the annual meeting of the Board of Directors.

(e) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

(f) In general, perform all the duties incident to the office of the Treasurer, such as the collection of dues and assessments, and other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE IX

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

ARTICLE X.

Proxies

Section 1. At all 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. Every proxy shall automatically cease upon sale by the member of his or her home or other interest in the property.

ARTICLE XI.

Notices

Section 1. Notices, Waiver of Notice. Whenever any notice is required to be given to any member or to any Director by statute or by these By-Laws, whether at a meeting or for some other purpose, it may be given personally or sent to such member or Director by mail or other form of written communication, charges prepaid, addressed to him at his or her address that is shown on the records of the Association. In case such notice is mailed, it shall be deemed given at the time when the same shall be deposited in the United States mail. Such mailing or delivery as herein provided shall be due, legal and personal notice to such member or Director.

Whenever any notice is required to be given to any member or Director by statute or by these By-Laws, whether of a meeting or for some other purpose, any member and any Director may waive such notice in any manner; and a waiver or waivers in writing, signed by the person or persons entitled to said notice, whether given before or after the meeting or the time at which such notice is required to be given, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the Association.

ARTICLE XII.

Amendments

Section 1. Amendments. Any of these By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted, by a majority of votes cast by members present at any annual or special meeting of the members, provided the amendments are not in controvention of the Articles of Incorporation or Declaration of Restrictions.

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

As approved by the membership September 18, 2005