

BYLAWS  
OF  
EDDINGTON PLACE HOMEOWNERS' ASSOCIATION  
CORPORATION

ARTICLE 1

OFFICES

Section 1. The registered office shall be in the city of Jenks, County of Tulsa, State of Oklahoma.

Section 2. The corporation may also have offices at such other places both within and without the State of Oklahoma as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF DIRECTORS

Section 1. Meetings of the directors for any purpose may be held at such time and place, within or without the State of Oklahoma, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of the directors, commencing with the year 2004, shall be held on the 15<sup>th</sup> of May if not a legal holiday, and if a legal holiday, then on the next secular day following at 1:00 p.m., at which they shall elect by a vote a board of directors, and transact such other business as may be properly brought before the meeting.

Section 3. Written notice of the annual meeting, stating the place, date and hour of such meeting, shall be given to each board member entitled to vote there not less than (10) days nor more than sixty (60) days before the date of the meeting unless otherwise required by law.

Section 4. Special meeting of the directors, for any purpose or purposes, unless otherwise prescribed by law or by the Certificate of Incorporation, may be called by the President and shall be called by the President or Secretary at the request in writing of the majority of the board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum at all meetings of the directors for the transaction of business except as otherwise provided by law or by Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the directors, the directors entitled to vote the at, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present re represented; provided, however, that if the date of any adjourned meeting is more the thirty (30) days after the date for which the meeting was originally noticed, or of a new record date is fixed for the adjourned meeting. As such adjourned meeting at which a quorum shall be present or represented, any business may be transacted at the meeting.

Section 6. When a quorum is present at any meeting, the affirmative vote of the Board of Directors having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of law or if the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7. Each director shall at every meeting of the board of directors be entitled to one vote in person.

Section 8. Any action required to or which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting for the action so taken, shall be signed by the directors having not less the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all directors entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action by the directors without a meeting by less than unanimous written consent shall be given to these directors who have not consented in writing.

### ARTICLE III

#### DIRECTORS

Section 1. The number of directors which shall constitute the whole Board shall be not less than one (1) nor more than seven (7). As of July 10, 1987, the Board shall consist of two (2) directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the Board of Directors at the annual or a special meeting of the Board of Directors, Except for the election held by the incorporators, the directors shall be elected at the annual meeting of the Board of Directors. Each director elected shall hold office until such director's successor is elected and qualified, or until such director's earlier resignation or removal.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized numbers of directors then in office, through less than quorum, and any director so chosen shall hold office until the next annual election and until such director's successor is duly elected and shall qualify, unless such director resigns or is removed.

Section 3. The business of the corporation shall be managed by its board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are by law or by the Certificate of Incorporation or by these bylaws directed or required to be exercised or done by the Board of Directors

Section 4. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Oklahoma.

Section 5. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board. Five (5) days notice shall state the place, date, hour and the business to be transacted at and purpose of such meeting.

Section 6. Special meetings of the Board may be called by the President on three (3) days notice to each director either personally or by mail or by fax. Special meetings shall be called by the president or Secretary in the manner and on like notice on the written request of two (2) directors unless the corporation has at that time less than three (3) directors in which the latter event the request of only one (1) director shall be required. Notice of any special meeting shall state the place, hour and the business to be transacted at and the purpose of such meeting.

Section 7. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present there may adjourn the meeting from time to time.

Section 8. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent to such action is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board of Directors.

Section 9. The Board of Directors at any time may, by affirmative vote of a majority of the members of the Board then in office, may remove any officer elected or appointed by the Board of Directors for cause or without cause.

## Article IV

### Notices

Section 1. Notices to directors shall be in writing and delivered personally, mailed to the directors at their address appearing on the books of the corporation, or faxed to the directors. Notice by mail shall be deemed to be given at the time when same shall be deposited in the United States mail, postage prepaid.

Section 2. Whenever any notice is required to be given under the provisions of the law or of the Certificate of Incorporation or of these bylaws, a waiver thereof in writing, signed by the person or

persons entitled to such notice. Whether before or after the time stated therein, shall be deemed equivalent to notice.

## Article V

### Officers

Section 1. The officers of a corporation shall be chosen by the Board of Directors and shall, at a minimum, consist of a President/Secretary. The Board of Directors may also choose additional officers, including a Chairman or Vice-Chairman of the Board of Directors, one or more Vice Presidents who may be classified by their specific function, a Secretary, a Treasurer and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by a single person.

Section 2. The officers of the corporation shall hold office until their successors are chosen and qualify, until their earlier resignation or removal. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

Section 3. The Board of Directors at its first meeting and after each annual meeting of the Board of Directors shall chooses a President / Secretary, and may choose such other officers and agents at it shall deem necessary.

Section 4. The Chairman, or, in the absence of the Chairman, a Vice-Chairman of the Board of Directors, if Chosen, shall preside at all meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. The President shall be the chief executive officer of the corporation, shall preside at all meetings and unless a Chairman or Vice-Chairman of the Board has been chosen at all meetings of the Board of Directors, and shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors, are carried into effect.

Section 6. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 7. The Vice-President, or if there shall be more than one, the Vice-presidents in the order determined by the Board of Directors , shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and the Board of Directors in a book to be kept for that purpose and shall perform like duties for the notice of all meetings of the shareholders and regular and special meetings of the Board of Directors or President, under whose supervision the Secretary shall be. Additionally, the Secretary shall have custody of the corporate seal of the corporation, any instrument

requiring it, and when so affixed, it may be attested by the Secretary's signature to by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation to attest the affixing by the Secretary's signature.

Section 9. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors from time to time prescribe.

Section 5. The President shall be the chief executive officer of the corporation, shall preside at all meetings and unless a Chairman or Vice-Chairman of the Board has been chosen at all meetings of the Board of Directors, and shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors, are carried into effect.

Section 6. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 7. The Vice-President, or if there shall be more than one, the Vice-presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and the Board of Directors in a book to be kept for that purpose and shall perform like duties for the notice of all meetings of the shareholders and regular and special meetings of the Board of Directors or President, under whose supervision the Secretary shall be. Additionally, the Secretary shall have custody of the corporate seal of the corporation, any instrument requiring it, and when so affixed, it may be attested by the Secretary's signature to by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation to attest the affixing by the Secretary's signature.

Section 9. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors from time to time prescribe.

Section 10. The Treasurer, if one is chose or, if not, the Secretary shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 11. The Treasurer, if one is chosen or, if not the, the Secretary, shall disburse the funds of the corporation as may be ordered by the board of Directors taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions performed by the Treasurer (or Secretary, as the case may be) and of the financial condition of the Corporation.

Section 12. The Assistant Treasurer or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## Article VI

### General Provisions

Section 1. There may be set apart out of any of the funds of the corporation available for such amounts as the Board of Directors deems proper as a reserve or reserves for working capital, depreciate, losses in value, or for any other proper corporate purpose, and the Board reserve in the manner which it was created.

Section 2. The Board of Directors shall present at each annual meeting and at any special meeting of the shareholders when called for by vote of the shareholders, a full and clear statement of the business and condition of the corporation.

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 4. The Board of Directors may provide a suitable seal, containing the name of the corporation, which seal shall be in charge of the secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by the Assistant Secretary or Assistant Treasurer. The seal may be used by causing it,, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 5. The books of account and other records of the corporation may be kept subject to any provisions of Oklahoma law, at the principal place of business and chief executive officer of the corporation.

## Article VII

### Indemnification of Officers, Directors, Employees, and Agents

To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the corporation shall indemnify

any person who was or is a party or is threatened to be made a part to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement.

## Article VII

### Amendments

The Bylaws may be amended or repealed or new bylaws may be adopted, by the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such amendment, repeal, or adoption of new bylaws be contained in the notice of such special meeting.

APPROVED AND RATIFIED as this 15<sup>th</sup> day of May 2003. By the undersigned, constituting all of the directors (whether one or more) of the corporation.

Signed,

Jerry R Gordon