

**BYLAWS**  
**OF**  
**THE BROOKHAVEN-FIELDSTONE**  
**MASTER HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**  
**Name and Principal Office**

**Section 1. Name.** The name of the corporation is THE BROOKHAVEN-FIELDSTONE MASTER HOMEOWNERS ASSOCIATION, INC.

**Section 2. Registered Office and Agent.** Until and unless changed in accordance with law by the Board, the street address of the Corporation's registered office in the State of Indiana is 6650 Telecom Drive, Suite 200, Indianapolis, Indiana 46278-6278, and the name of its registered agent at such office is Dawn Barnett.

**ARTICLE II**  
**Definitions**

**Section 1.** "Developer" shall mean, collectively, (a) Drees Premier Homes, Inc. ("Drees"), its successors and assigns as designated in one or more written recorded instruments to have the rights of Developer under the Declaration, including, without limitation, any mortgagee acquiring title to any portion of the Brookhaven Real Estate pursuant to the exercise of rights under, or foreclosure of, a mortgage executed by Developer, and (b) Fieldstone, LLC ("Fieldstone"), its successors and assigns as designated in one or more written recorded instruments to have the rights of Developer under the Declaration, including, without limitation, any mortgagee acquiring title to any portion of the Fieldstone Real Estate pursuant to the exercise of rights under, or foreclosure of, a mortgage executed by Developer.

**Section 2.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for The Brookhaven-Fieldstone Master Homeowners Association, Inc., dated December 12, 2006, and recorded December 15, 2006, as Instrument No. 200600013476, in the office of the Recorder of Boone County, Indiana, as the same may be further amended or supplemented from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length herein.

**Section 3.** "Association" shall mean and refer to this corporation, which is also referred to as the "Association" in the Declaration and the "Corporation" in the Articles of Incorporation of this Corporation.

**Section 4.** All terms not defined herein shall have the meaning ascribed to them in the Declaration.

ARTICLE III  
Membership Transfer and Voting Rights

Section 1. Membership, Transfer, and Voting Rights. Reference is hereby made to Article VII of the Declaration which sets forth terms, provisions and conditions governing and relating to membership in the Association, voting rights of members and transfer of membership, all of which terms, provisions and conditions are incorporated herein by reference.

Section 2. Quorum. The presence in person or by proxy at any meeting of the members of the Association of persons entitled to vote twenty-five percent (25%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in or required by the Articles of Incorporation of the Association, the Declaration, these Bylaws or statute. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 3. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary of the Association before the appointed time of each meeting of the members of the Association. Cumulative voting shall not be permitted.

Section 4. Majority Required. A majority of the votes of members present (in person or by proxy) at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Association except on matters where a greater vote is required by the Declaration, the Articles of Incorporation of the Association, these Bylaws or by statute.

Section 5. Meetings. Meetings of the members of the Association shall be in accordance with the following provisions:

5.1 Place. Meetings of the members shall be held at such place in Hamilton County, Boone County or Marion County, Indiana as may be designated by the Board.

5.2 Annual Meetings. The first annual meeting of the members shall be held during the first fiscal year of the Association, the exact date to be decided by the Board. At such first annual meeting of the members, the members may designate a regular day or date for successive annual meetings. If the members fail to designate such a regular day or date, the Board may continue to designate the day or date of the next annual meeting until such a designation is made by the members. If any designated day or date falls upon a legal holiday, the actual date of the meeting shall be the next business day succeeding such designated day or date.

5.3 Special Meetings. Special meetings of the members may be called by the president of the Association and shall be called by resolution of the Board or upon a written petition signed by members of the Association who are entitled to vote fifty percent (50%) of all of the votes of the membership. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

5.4 Notice of Meetings. It shall be the duty of the secretary of the Association to serve a notice of each annual or special meeting, stating the purposes thereof, as well as the time and place where it is to be held, upon each member of record, not less than fifteen (15) days nor more than sixty (60) days in advance of the meeting. The mailing of a notice to each member at the address shown for such member in the Association's records shall be deemed notice served.

5.5 Order of Business. The order of business at all meetings of the members shall, to the extent applicable, be as follows:

- (1) Roll call.
- (2) Proof of notice of meeting or waiver of notice.
- (3) Reading of minutes of preceding meeting.
- (4) Reports of officers.
- (5) Reports of committees.
- (6) Election of directors.
- (7) Unfinished business.
- (8) New business.

#### ARTICLE IV Nomination and Election of Directors

Section 1. Nomination. The Initial Board of Directors shall be composed of five (5) directors, consisting of three (3) directors appointed by Drees or a successor designated by Drees (the "Brookhaven Initial Board Members") and two (2) directors appointed by Fieldstone or a successor designated by Fieldstone (the "Fieldstone Initial Board Members"). The Brookhaven Initial Board Members shall hold office until the first meeting of the members of the Association occurring on or after the Brookhaven Applicable Date, and the Fieldstone Initial Board Members shall hold office until the first meeting of the members of the Association occurring on or after the Fieldstone Applicable Date. Any vacancy in the Brookhaven Initial Board Members or the Fieldstone Initial Board Members shall be filled by Drees or Fieldstone, respectively, which designated person shall be deemed to be a member of the Initial Board. At the first meeting of members of the Association after the Brookhaven Applicable Date, the Owners within Brookhaven shall elect three (3) members of the Board ("Brookhaven Directors"). At the first meeting of members of the Association after the Fieldstone Applicable Date, the Owners within Fieldstone shall elect two (2) members of the Board ("Fieldstone Directors" and, collectively with the Brookhaven Directors, individually a "Director" and collectively the "Directors"). Subsequent Brookhaven Directors and Fieldstone Directors shall be elected solely by Owners in the Brookhaven and Fieldstone developments, respectively, and shall be appointed, if so required herein or pursuant to the terms of the Declaration, by the remaining Brookhaven Directors and the Fieldstone Directors, as applicable. Nominations for election to the Board after the Initial

Board shall be made by a nominating committee (the "Nominating Committee"). A separate Nominating Committee shall be established for each of the Brookhaven Directors and the Fieldstone Directors. Nominations may also be made from the floor at the meeting of the members of the Association. Each Nominating Committee shall consist of a chairman, who shall be a member of the Board, and two or more members of the Association. Each Nominating Committee shall be appointed by the Brookhaven Directors or the Fieldstone Directors, as applicable, at each annual meeting of the members. The members of each Nominating Committee shall serve until the close of the next annual meeting, and the announcement of the appointment of new Nominating Committees shall be made at each annual meeting. Each Nominating Committee shall make as many nominations for election of the Directors for its applicable development as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made only from among members of the Association, or persons otherwise eligible to serve on the Board in accordance with the Declaration, the Articles of Incorporation of the Association and these Bylaws, and shall be limited to those eligible to serve as the Director for which they are nominated as provided in the Articles of Incorporation, the Declaration and these Bylaws.

Section 2. Election. After the Brookhaven Applicable Date or the Fieldstone Applicable Date, as applicable, election of the Brookhaven Directors or the Fieldstone Directors, as applicable, shall be by secret written ballot at the annual meeting of the members of the Association entitled to vote for such Directors. 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 and Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE V Board of Directors

Section 1. Number. The affairs of the Association shall be governed by a Board of Directors composed of five (5) persons. Except for the Initial Board, Brookhaven Directors shall be elected solely from Owners in Brookhaven and Fieldstone Directors shall be elected solely from Owners in Fieldstone.

Section 2. Additional Qualifications. Where an Owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner or a partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity Owner shall be eligible to serve on the Board, except that no Lot may be represented on the Board by more than one person at a time.

Section 3. Initial Board. The Initial Board named in the Articles of Incorporation of the Association and as set forth in Article IV above shall maintain, manage and administer the affairs and any property of the Association as set forth in the Articles of Incorporation and in the Declaration. Upon the Brookhaven Applicable Date and the Fieldstone Applicable Date, the Brookhaven Directors or the Fieldstone Directors, as applicable, shall be elected as provided in Article IV above and in the Declaration.

Section 4. Term of Office Generally. Except for the Initial Board, Directors' terms shall be for one (1) year.

Section 5. Powers. The Board shall have such powers as are reasonable and necessary for the administration of the affairs of the Association and to accomplish the performance of their duties, which powers include, but are not limited to, the power:

5.1 To adopt and publish reasonable rules and regulations governing the management and administration of the Association, and to establish penalties for the infraction thereof;

5.2 To suspend the voting rights of a member, but not rights of access and easements necessary for the use of his Lot, during any period in which such member shall be in default for a period of thirty (30) days in the performance of any term of the Declaration or these Bylaws. 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;

5.3 To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration or statute;

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

5.5 To do and take all such action as is or may be necessary, desirable or appropriate to perform the duties, obligations and responsibilities of the Board as required by the Declaration, other provisions of these Bylaws, the Articles of Incorporation or statute and to exercise such other powers as set forth in the Declaration.

Section 6. Duties. The Board shall have the duties and obligations as set forth in the Declaration and the following:

6.1 To 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 any special meeting when such statement is requested in writing by members holding fifty percent (50%) of the total votes of the membership entitled to vote; and

6.2 To supervise all officers of the Association.

Section 7. Vacancies. Any vacancy in the Board shall be filled by vote of the majority of remaining directors, even though they may constitute less than a quorum; provided that a replacement for a Brookhaven Director shall be an Owner in Brookhaven, and shall be selected solely by the remaining Brookhaven Directors, and a replacement for a Fieldstone Director shall be an Owner in Fieldstone, and shall be selected solely by the remaining Fieldstone Directors. If multiple vacancies in the Board results in no remaining Brookhaven Directors or Fieldstone Directors, the vacancies shall be filled by all of the remaining Directors, but subject to all

qualifications required in these Bylaws, the Articles of Incorporation and the Declaration. Each person so elected shall be a Director for the unexpired term of his predecessor, or until his successor is elected.

Section 8. Compensation. No director shall receive compensation for any service he may render to the Association as such director.

Section 9. Removal of Directors. Directors may be removed only as provided in the Declaration.

Section 10. Regular Meetings. Regular meetings of the Board shall be held at such regular intervals, without notice, at such place and hour as may be determined 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 11. Special Meetings. Special meetings of the Board may be called by the president on three (3) days' notice to each director, given personally, by mail, telephone or facsimile, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the president or secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the directors.

Section 12. Waiver of Notice. Before or at any meeting of the Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a director at any meeting of the Board shall be deemed a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which quorum is present shall be the acts of the Board except as otherwise provided in or required by the Declaration, Articles of Incorporation of the Association, these Bylaws or statute.

Section 14. 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 the directors. Such approval must describe the action, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VI Officers and Their Duties

Section 1. Enumeration of Offices. The officers of the Association shall be a president, a vice president, a secretary and a treasurer, all of whom shall be members of the Board, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board and thereafter at each annual meeting of the members of the Association. Prior to the Conversion Date, the Declarant may appoint, remove and replace all officers,

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor is elected and qualified, unless he shall sooner resign, be removed or 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 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. Directors may also be officers.

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

8.1 President. The president shall preside at all meetings of the Board. He shall see that orders and resolutions of the Board are carried out. He shall have the power to appoint committees from among the members of the Association from time to time as he may in his discretion deem appropriate to assist in conducting the affairs of the Association. The president shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock corporation organized under the laws of the State of Indiana.

8.2 Vice President. The vice president shall act in the place and stead of the president in the event of his absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board or as are delegated to him by the president.

8.3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association (if any is adopted) and affix it on all papers requiring said seal; authenticate records of the Association as necessary; 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.

8.4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board; sign all checks and promissory notes of the Association; keep proper books of account; and 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 VII Committees

The Board shall appoint the Nominating Committees referred to in Article IV of these Bylaws. In addition, the Board or the president may appoint various other committees to carry out the purposes of the Association. Each committee shall include at least one (1) Owner from Brookhaven and one (1) Owner from Fieldstone. Except as otherwise expressly provided in Article IV of these Bylaws with respect to the Nominating Committee or by statute, members of such committees may, but need not, be members of the Board.

## ARTICLE VIII Books of Account and Fiscal Year

Section 1. Books of Account. The Association shall keep detailed books of account showing all expenditures and receipts of administration which shall specify any expenses incurred by or on behalf of the Association and the members. Such accounts, books, records, financial statements and other papers of the Association shall be open for inspection by the members and other persons having an interest in any Lot, including any Owner), any Mortgagee, and any holder, insurer or guarantor of a Mortgage, during reasonable business hours or under other reasonable circumstances. Any holder, insurer or guarantor of a Mortgage shall be entitled upon written request to receive a financial statement for the immediately preceding fiscal year and within a reasonable time of such request. Current copies of the Declaration, the Articles of Incorporation, and the Bylaws of the Association, and other rules concerning the Real Estate, shall be available for inspection by any Owner and Mortgagee, and to holders, insurers or guarantors of any Mortgage, at the principal office of the Association during normal business hours or under other reasonable circumstances, where copies of the same may be purchased at reasonable costs.

Section 2. Fiscal Year. The fiscal year of the Association shall commence January 1 and end the following December 31 each year.

## ARTICLE IX Contracts, Loans, Checks

Section 1. Authorization. The Board may authorize any officer or officers or agent or agents of the Association to enter into any contract, to execute any instrument, or to take out any loan on its behalf. Such authorization may be general or confined to specific instances. Except



as provided in these Bylaws, no officer, agent, or employee shall have any power to bind the Association or to render it liable for any purpose or amount unless so authorized by the Board.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Association shall be signed by the president, secretary, treasurer, or such other person as the Board may from time to time designate by resolution.

## ARTICLE X Maintenance Expenses

If provided in the Declaration, specified members may be obligated to fulfill certain maintenance obligations. Failure to comply with those obligations outlined in the Declaration may result in the pursuit of any remedies outlined therein.

## ARTICLE XI Assessments

As more fully addressed in the Declaration, each Owner is obligated to pay to the Association initial and/or annual and special assessments which are secured by liens against its respective Lot. Any assessment which shall not have been paid on or before the due date therefor, shall bear interest equal to the per annum rate set forth in Section 9.1.6 of the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the same for a monetary judgment and to foreclose the lien against the Lot, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such judgment. The Board is hereby vested with the right to establish reasonable late fees for the failure to pay assessments when due, which late fees shall be for administrative costs of the Association and shall be in addition to, and not in lieu of, all other rights and remedies available to the Association whether at law, in equity or under the Declaration, the Articles of Incorporation or these Bylaws.

## ARTICLE XII Indemnification

Section 1. Non-Liability. The Directors and the officers of the Association shall not be liable to the Owners or any other Persons for any error or mistake in judgment, exercised in carrying out their duties and responsibilities as Directors and officers, except for their own individual willful misconduct, bad faith or gross negligence. The Association shall indemnify and hold harmless, and defend, each of the Directors or the officers against any and all liability to any person, firm or corporation arising out of any contract made by the Board on behalf of the Association, unless any such contract shall be made in bad faith. It is intended that the Directors and officers shall have no personal liability with respect to any contract made by them on behalf of the Association.

Section 2. Indemnification by the Association. The Directors and officers of the Association shall be entitled to other indemnifications as set forth in the Declaration.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit,

or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Association or other disinterested person or persons, in either case selected by the Board, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Association a written finding that such person has met the standards of conduct set forth in this Article XII and in the Declaration, and (ii) if the Board, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Association shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that is within the possession or control of the Association.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article XII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article XII, the Board may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Association (by action of the Board, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

Section 7. Purchase of Insurance. The Board is authorized and empowered to purchase insurance covering the Association's liabilities and obligations under this Article XII and insurance protecting the Association's directors, officers, employees, agents, or other persons.

### ARTICLE XIII Amendments

Section 1. Amendments. Subject to applicable statute and the Declaration, these Bylaws may be amended, at a regular or special meeting of the members of the Association, by the affirmative vote of seventy-five percent (75%) of the votes entitled to be cast by both the Class A members and the Class B members present in person or by proxy. The foregoing shall in no event limit the rights to make amendments, and the limitation of those rights, as set forth in this Article XIII and in Section 17.2 of the Declaration, which provisions shall apply with equal force to these Bylaws.

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

WRITTEN CONSENT IN LIEU OF  
ORGANIZATIONAL MEETING OF  
THE BOARD OF DIRECTORS OF  
BROOKHAVEN- FIELDSTONE MASTER  
HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended,

and the Articles of Incorporation of BROOKHAVEN- FIELDSTONE MASTER

HOMEOWNER'S ASSOC, INC (the "Corporation"), the undersigned initial directors of the Corporation

hereby consent to the adoption of and adopt the following resolutions and direct the Secretary of

the Corporation to place a copy of this written consent in the minute book of the Corporation:

RESOLVED, that the proposed By-Laws of the Corporation, in the form attached to this written consent as Exhibit A, are approved and adopted.

FURTHER RESOLVED, that each of the following persons is elected to the office opposite his or her name to serve until his or her successor is elected and qualified pursuant to the By-Laws:


President	<u>STEVE MASUCCIO</u>
Vice President	<u>JOSH KILCOYNE</u>
Secretary	<u>DAWN BARNETT</u>
Treasurer	<u>DAWN BARNETT</u>

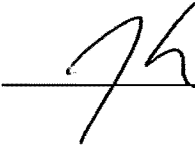
FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to cause the filing of applications for exemption from federal, state and local taxes on behalf of the Corporation, and to take such other actions as are appropriate or necessary in this regard.


FURTHER RESOLVED, that each of the President and the Treasurer is hereby authorized to execute depository resolutions of a bank to be selected by the President or the Treasurer, which resolutions are hereby adopted as resolutions of the Board of Directors, and the Secretary of the Corporation is hereby directed to file a copy of such resolutions with the minutes of the proceedings of the Board of Directors immediately following this consent.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to take any such other actions and do any such other things as they may deem necessary or appropriate to implement the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, each of the undersigned has duly made this effective as of the  
22<sup>ND</sup> day of FEBRUARY, 20 10.

 STEVEN M. MASUCCIO

 Josh Kiloyne

 DAWN BARNETT

**EXHIBIT A**

**BY-LAWS**

