

REVISED AND RESTATED BYLAWS OF THE
HICKORY HEIGHTS PROPERTY OWNERS' ASSOCIATION

January 22, 2013

ARTICLE I

NAME, LOCATION, DEED RESTRICTIONS

Section 1. Name. The name of this non-profit corporation shall be Hickory Heights Property Owners' Association.

Section 2. Location. This Association shall comprise all of the lands and property situated within the areas designated as Hickory Heights Subdivision in accordance with the official map registered with Oakland County, generally bounded on the North by Eastover Subdivision, on the East by Adams Road, on the South by Wattles Road, and on the West by Squirrel Road, and Charing Cross.

Section 3. Deed Restrictions. Certain deed restrictions on the stated Hickory Heights Subdivision Lots are public record and have been recorded in Liber 3130 pages 121-123, Liber 3489 pages 261, Liber 3782, pages 266-68, Liber 4097 page 655 in Oakland County Records. Original restrictions were acknowledged November 12, 1957, recorded December 5, 1957, Register No. 67630. All Lot Owners are bound by and must comply with these Deed Restrictions.

Section 4. Purpose. To maintain and promote a spirit of cooperation and goodwill among the members of this Association, so that all may enjoy the best possible type of community life. To improve the general appearance and residential value of the property in Hickory Heights Subdivision. To take action to prevent any and all violations of building and use restrictions. To encourage community activities and improvements. To engage in such other activities of a similar nature, consistent with these Articles, to best serve the interests of this Association.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Hickory Heights Property Owners' Association.

Section 2. "Fiscal Year" shall mean the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

Section 3. "Lot" shall mean and refer to any plot of land situated within the area designated as Hickory Heights Subdivision in accordance with the official map/s registered with Oakland County.

Section 4. "Member" or "Members" shall mean and refer to each Owner of a Lot or Owner's designee by written, revocable proxy, in the Hickory Heights Subdivision, as defined in Article I, Section 2 and for the purposes of these bylaws are sometimes called Members. Any person who shall be an Owner of a Lot in the Subdivision may become a Member of this corporation.

Section 5. "Members in Good Standing" shall mean and refer to each Member, as the term is defined in Section 4 above, whose association dues are current. The annual Association membership dues shall be reviewed and decided upon by the Board of Directors and disclosed to the Members on an annual basis. The annual dues are payable to the Treasurer within the date that is predetermined by the Board of Directors, after the dues notice/invoice is sent out. A Member, whose dues have not been paid in full, and who is thus not in good standing, shall not be entitled to any of the privileges of the Association, including the right to vote.

Section 6. "Owner" shall mean and refer to the record owner holding title to a lot or lots in the Hickory Heights Subdivision.

Section 7. "Subdivision" shall mean and refer to the Hickory Heights Subdivision, in accordance with, and as defined by the official map registered with Oakland County and generally bounded on the North by Eastover Subdivision, on the East by Adams Road, on the South by Wattles Road, and on the West by Squirrel Road, and Charing Cross.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Each Lot Owner shall be a Member of the Association. The annual meeting of the Members shall be held at the date, time, and place designated by the Board of Directors. The annual meeting of the Members shall be held no later than thirty (30) days after the close of each fiscal year of the Association, depending upon room availability and schedules. Notice of any annual or special meeting shall be given to the members as they shall appear of record on the books of the Association the close of a date ten (10) days prior to the date of such meeting by mailing, electronic transmission or delivery to such member a notice thereof, to his address as it then appears upon the records at least five (5) days prior to the date of such meeting. Notice for any such meeting shall specify the purpose for which such meeting is called, and the time and place of such meeting. The annual reports of the officers and standing committees shall be presented to the Members.

Section 2. Delayed Annual Meeting of Members. If, for any reason, the annual meeting is not held on the day designated by the Board of Directors, the meeting may be called and held as a special meeting as defined below with the same proceedings as at an annual meeting.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written request of at least 10% of Members in Good Standing.

Section 4. Organizational Meeting of Board. At the same place as the annual meeting of Members and immediately following it, the Board as constituted on final adjournment of the annual meeting shall convene an organizational meeting to elect officers and transact any other business properly proposed. The organizational meeting in any year may be held at a different time and place by consent of a majority of the Directors.

Section 5. Voting. Every Member in Good Standing shall be entitled to one vote per Lot.

Section 6. Proxies. At all meetings of Members, each Member in Good Standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the commencement of the meeting.

Section 7. Majority Requirements. A majority vote of the Members in Good Standing present, either in person or by proxy, shall be required to carry all matters brought for vote before meetings of the Members, except as may otherwise be required by law or as otherwise provided herein.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of this Association shall be managed by its Board of Directors in accordance with these Bylaws and for the purposes of these Bylaws are sometimes called Directors. There shall also be such other officers, agents, and committees of this Association as the Board of Directors may deem necessary, and who shall perform such duties as the Board of Directors may prescribe.

Section 2. Directors. The number of Directors shall consist of seven (7) individuals who are also Members of the Association as defined in Article II, Section 4, above, and who have been elected into office pursuant to the provisions of these Articles. The immediate past President shall be an ex-officio, non-voting member of the Board acting in an advisory capacity.

Section 3. Qualification. Each Director shall be a member in good standing. If a Director ceases to meet the qualifications during the Director's term, the Director shall cease to be a Director, and that place on the Board shall be deemed vacant.

Section 4. Selection and Term. At the Association's annual meeting, the Members shall elect three (3) Directors for a term of 3 years, the following year two (2) Directors for a term of 3 years and the next following year two (2) Directors for 3 years. This shall be the election cycle for election of Directors of this Association beginning in 2014 until and unless changed by a vote of the Members in Good Standing present in person or by proxy, pursuant to these bylaws or

applicable statute. After serving a term as a Director, a Member cannot be a candidate for re-election until at least one year after the Director's three-year term shall have expired.

Section 5. Powers and Duties. In addition to the powers and duties imposed or permitted by law, by these Bylaws, or by resolution of a majority of the Members of the Association, the Board of Directors shall have all powers and duties necessary to enforce the Deed Restrictions, as defined in Article I, Section 3, above and to administer the affairs of the Association as set forth in these Association Bylaws.

Section 6. Rules and Regulations. The Board of Directors may propose regulations respecting the use and enjoyment of the Common Areas of the Association and other rules and regulations necessary to maintain and operate the Association. All regulations and amendments thereto shall be adopted and promulgated in the manner set forth in the Association Bylaws. All rules and regulations imposed by a prior Board of Directors shall be binding on all subsequent Members unless amended in the manner set forth in the Association Bylaws.

Section 7. Vacancy. A Director may resign at any time through written notice to the remaining Board of Directors. In the event of death, resignation or removal of a Director, such vacancy shall be filled at the next annual meeting at which time the Association's Members shall fill the vacancy by election for the remaining time.

Section 8. Removal. Any member of the Board of Directors who is absent from three (3) consecutive meetings of the Board of Directors without an excuse satisfactory to the Board of Directors, may be removed as a Director by a majority vote of the remaining Board of Directors.

Section 9. Compensation. No Director (or Officer) shall be entitled to compensation for his/her services as a Director (or Officer). Compensation may, however, be paid to a Director (or Officer) at the discretion of the Board of Directors for services rendered to the Association which are unrelated to services performed as a Director (or Officer).

Section 10. Personal Liability. Any Director or Officer of the Association shall not be personally liable for any actions undertaken in the scope of their authority provided by the Association, as long as their actions do not violate any local, state or federal law or statute.

Section 11. Regular Meetings of the Board. In addition to its organizational meeting, the Board may hold regular meetings at least quarterly at times and places within Oakland County. Notice of regular meetings shall be given to each Director personally, by mail or electronic transmission at least five (5) days before the date of the meeting, provided, however, that notice may be waived by consent of a majority of the Board of Directors in cases of emergency. Such notice shall state the purpose of the meeting. Regular meetings of the Board of Directors may be held by telephone or e-mail in lieu of all of the Directors meeting at one location. The Directors shall have the right to take any action in the absence of a meeting by obtaining the written approval of the majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 12. Special Meetings of Board. Special meetings of the Board may be called by the President or by any two Directors by written notice to each Director of the time, place, and purpose of the meeting, at least three (3) days before the date of the meeting. Special meetings of the Board of Directors may be held by telephone or by e-mail in lieu of all of the Directors meeting at one location.

Section 13. Quorum. A majority of the Directors shall constitute a quorum for the transaction of all business except as otherwise provided by law.

ARTICLE V

OFFICERS

Section 1. Association Officers. The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. There shall also be such other Officers, assistant Officers, committees and/or agents of this Association as the Board of Directors may deem necessary.

Section 2. Election of Officers. The Officers shall be elected at the first meeting of the Board of Directors following election of such Board, shall hold office for one (1) year or until their successors shall be elected by the succeeding Board of Directors.

Section 3. Qualification. Each Officer of the Association (President, Vice President, Secretary and Treasurer) shall be a Member in Good Standing and own one or more Lots in the Subdivision.

Section 4. Vacancy. In the event of death, resignation or removal of an Officer, such vacancy shall be filled by appointment of another Director by majority vote of the Board of Directors. The Director who is appointed to fill the vacancy shall serve the remainder of the term of the Officer that he or she replaced and shall serve until the next annual meeting at which time the Association's Members shall fill the Board of Director vacancy by election.

Section 5. President. The President shall preside at all meetings of the members and the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written records; shall perform all duties pertaining to the office of President of the Association; and such other duties as may be required by the Board of Directors.

Section 6. Vice President. The Vice President shall perform the duties of the President in the event of the President's absence, disability or vacancy, and shall exercise and discharge such other duties as may be required by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall keep minutes of all the proceedings of the meetings of the members and of the Board; serve all notices as required to be given; attest instruments of the Association requiring attestation; and perform such other duties as pertain to the office of Secretary, as well as those required by the Board of Directors.

Section 8. Treasurer. The Treasurer shall exercise supervision over the finances of the Association, to collect dues, deposit in an appropriate bank account all moneys of the Association within 30 days of receipt to the credit of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall keep proper books of Account and shall furnish the Board of Directors with an accurate statement of the financial condition of the Association as the Board of Directors may request; shall sign all checks of the Association; shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meeting; shall keep current records showing the Members in Good Standing of the Association and shall perform such other duties as pertain to the office of Treasurer, as well as those required by the Board of Directors. An annual audit may be held as determined by the Board of Directors. The process and manner of such audit shall be determined by the Board of Directors. A bond (surety or fidelity as may be determined appropriate by the Board of Directors) shall be required to cover the Treasurer during his/her term of office. The amount shall be agreed upon by the Board of Directors.

Section 9. Resignation and Removal. An officer may resign at any time, and the resignation shall take effect on receipt of written notice by the Association or at a subsequent time set forth in the notice of resignation. Any or all the officers may be removed, with or without cause, by the vote of a majority of the Board of Directors.

ARTICLE VI

INSURANCE AND EXPENSES

Section 1. Insurance. The Association may purchase and maintain liability, surety or other appropriate insurance, including Officer and Director liability insurance, on behalf of any person who is or was a Director, an officer, an employee, committee member or an agent of the Association or who is or was serving at the request of the Association as a director, an officer, an employee, or an agent of another association, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any capacity for the Association or arising out of that status.

Section 2. Advancing of Expenses. The Association may pay expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 6.1 in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors on receipt of an agreement by or on behalf of the Director, officer, employee, or agent to repay the amount unless it is ultimately determined that the person is entitled to be indemnified by applicable insurance as authorized in Section 1 of this Article VI.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Liability of Members. The Association and the Board of Directors shall have the power to raise, and the responsibility for raising, by special assessment or otherwise, any sums required to discharge its obligations under these Bylaws. However, the liability of any Owner arising out of any contract made by or other acts of the Directors, Officers, or a committee shall be limited to the proportion of the total liability that the Owner's percentage of value in the common elements bears to the total percentage interest of all Owners in the common elements. Every agreement made by the Directors, officers, committees, or managing agent on behalf of the Owners shall provide that the persons signing it are acting only as agents for the Owners and shall have no personal liability (except as an Owner) and that each Owner's liability under the agreement shall be limited to the proportion of the total liability incurred that the Owner's percentage of interest in the Common Elements bears to the total percentage interest of all Owners in the Common Elements.

Section 2. Signing of Documents. All checks, drafts, and orders for payment of money shall be signed in the name of the Association by an officer or officers or agent or agents as the Board of Directors shall from time to time designate for that purpose. When the signing of any contract, conveyance, or other document of title has been authorized without specification of the signing officers, the president, or a vice president, if any, may undertake the signing in the name or on behalf of this Association without attestation, acknowledgment, or seal.

Section 3. Fidelity Bonds. The Board of Directors may require that all officers, employees, Directors and others who are responsible for handling funds of the Association obtain an adequate fidelity bond to protect against dishonest acts, the cost of which shall be an expense of administration.

Section 4. Parliamentary Authority. The meetings of this Association shall be governed by Robert's Rules of Order in all cases in which they are applicable and not inconsistent with the Bylaws of the Association.

Section 5. Communication of Bylaws and Deed Restrictions. Copies of the Bylaws and Deed Restrictions shall be provided to the Members via written or electronic mediums that are currently used by the Association, such as web pages and annual directories.

ARTICLE VIII

AMENDMENTS

Section 1. Procedure. The power to amend or repeal these Association Bylaws, or to adopt new Association Bylaws, has been reserved exclusively to the Members in Good Standing of the Association as defined above. Amendments may be proposed by the Board of Directors or by petitions signed by at least twenty percent (20%) of the Members in Good Standing but shall not be

effective until approved by a quorum of the Members in Good Standing at a regular or special meeting of the Members in Good Standing, provided that written notice shall be duly given to all Members in Good Standing, including the time, date and location of the meeting and purpose. A quorum for the purpose of amending the Bylaws shall consist of one-third (1/3) of the Members in Good Standing of this Association present or by proxy. If a quorum is present, a two-third (2/3) vote of the Members in Good Standing present or by proxy shall be required to amend the Bylaws.

The foregoing was adopted as the Revised and Restated Bylaws of HICKORY HEIGHTS PROPERTY OWNERS' ASSOCIATION, at the meeting of the membership.

BY: SECRETARY

Marc Boeckl

(PRINTED)

Marc Boeckl

(SIGNATURE)

Date January 22, 2013

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