

**AMENDED AND RESTATED BYLAWS
of
STONEWALL ESTATES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

The principal office of the corporation shall be located at 111 Whispering Woods Drive, Richmond, Kentucky 40475.

ARTICLE II

In amplification of the purposes for which the corporation has been formed, as set forth in the Articles of Incorporation, the purposes and objectives are as follows:

(a) To develop a community designed for safe, healthful, and harmonious living.

(b) To promote the collective and individual property and civic interests and rights of all persons owning property in STONEWALL ESTATES SUBDIVISION in Richmond, Madison County, Kentucky.

(c) To care for the improvements and maintenance of the community gateways, public easements, roadways, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivision known as STONEWALL ESTATES SUBDIVISION, which now exist or which may hereafter be installed or constructed therein.

(d) To cooperate with the owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the tract, in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

(e) To aid and cooperate with the members of this corporation and all property owners in the tract in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter be approved by a unanimous vote of the members of the corporation.

(f) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of STONEWALL ESTATES SUBDIVISION and their property interests therein.

(g) To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objectives, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

(h) To arrange social and recreational functions for its members.

(i) To exercise any and all powers that may be delegated to it from time to time by the owners of real property in the subdivision.

(j) This corporation shall not engage in political activity or pursue political purposes of any kind or character.

ARTICLE III **MEMBERS**

(a) Class of Members. The corporation shall have one class of members. The qualifications and rights shall be as follows:

1. Every beneficial or fiduciary owner of record, as distinguished from a holder of a security interest only, of lots in STONEWALL ESTATES SUBDIVISION in Richmond, County of Madison, State of Kentucky, shall be a member of the corporation, effective immediately upon purchase of a lot.

2. Membership shall include an undertaking by the member to comply with and be bound by the Articles of Incorporation, these bylaws and amendments thereto, and the policies, rules, and regulations at any time adopted by the corporation in accordance with these bylaws. Except as hereinafter provided, membership shall be accompanied by payment of the first installment of annual dues within thirty (30) days.

3. Membership in this corporation shall terminate a member ceasing to be a beneficial owner of a lot in the subdivision.

(b) Voting Rights. On any matter submitted to a vote of the Members there shall be one (1) vote cast for each lot in the subdivision. If there are two or more owners of any lot they shall unanimously designate and register with the Secretary of the corporation in writing the name of the member authorized to cast the vote for that lot. If multiple owners do not designate an authorize voter, no vote shall be counted for that lot.

1. At membership meetings, all votes shall be cast in person, or by proxy registered with the Secretary in writing.

2. The Board of Directors may establish regulations providing for voting by mail, email, telephone or other mechanical or electronic means.

(c) Assignment of Rights. A beneficial owner who is a member of the corporation may not assign his membership rights, except as is otherwise provided herein.

ARTICLE IV **MEETINGS OF MEMBERS**

(a) Annual Meeting. An annual meeting of the members for the purpose of hearing reports from all Officers and standing committees and for electing Directors shall be held in Richmond, County of Madison, State of Kentucky and at a location within the subdivision on the second Tuesday in the month of April of each year. The time and place shall be at 6:30 p.m. in the home of the then current President of the corporation unless otherwise designated by the Board of Directors.

(b) Regular Meetings. In addition to the annual meetings, regular meetings of the members shall be had at such time and place as shall be determined by the Board of Directors.

(c) Special Meetings. A special meeting of the members may be called by the Board of Directors. A special meeting of the members must be called within thirty (30) days by the President, or the Board of Directors, if requested by not less than twenty-five percent (25%) of the members having voting rights.

(d) Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than three (3) days before the date of such meeting. At the discretion of the Secretary, alternate methods of delivery of notice, such as by email, may be authorized by written agreement between any owner and the Secretary.

(e) Quorum. The members holding fifty percent (50%) of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

(f) Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V **BOARD OF DIRECTORS**

(a) General Powers. The affairs of the corporation shall be managed by the Board of Directors, subject to instructions of the members of the corporation at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

(b) Number, Tenure and Qualifications. The number of Directors shall be not less than five (5). Each Director shall be a member of the corporation and shall hold office until one annual meeting following his original qualification

shall have been held, and thereafter until his successor shall have been elected and qualified.

(c) Regular Meetings. The Board of Directors shall meet regularly at least twice each calendar year and upon the call of any Officer or Director.

(d) Special Meetings. A special meeting of the Board of Directors may be called at the request of the President or of any Director.

(e) Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto, by written notice delivered personally or sent by mail to each Director. Any Director may waive notice of any meeting.

(f) Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time, and without further notice.

(g) Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

(h) Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of the increase in the number of Directors, shall be filled by election by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VI **OFFICERS**

(a) Officers. The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

(b) Qualifications and Method of Election. The Officers shall be members in good standing of the corporation and shall remain so during their term

of office, shall be elected by the Board of Directors, and shall serve for a term of one (1) year and until a successor is duly elected.

(c) President. The President shall be a current member of the Board of Directors. The President shall preside at all meetings of the corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the corporation and shall serve as a member ex officio of all standing committees.

(d) Vice President. The Vice President shall assume the duties of the President during his absence.

(e) Secretary. The Secretary shall keep the minutes of all of the meetings of the corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all corporate records.

(f) Treasurer. The Treasurer shall receive all corporate funds, keep them on deposit in a bank approved by the Board of Directors, pay out funds only on notice signed by him and by one other Officer, maintain accurate records of the finances of the corporation available for inspection upon request by any officer, and prepare financial reports which accurately reflect the finances of the corporation for presentation at the annual members meeting and at any special meetings of the members and upon request by the Board of Directors.

(g) Vacancies. Any vacancy occurring in any office shall be filled by election by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VII **FEES, DUES, AND ASSESSMENTS**

(a) Annual Dues. The annual dues shall be the same for each member and shall be ONE HUNDRED FIFTY AND NO/100 DOLLARS (\$150.00) per year, subject to such modification as a majority of the Directors may require, provided, however, that no increase above FIFTY AND NO/100 DOLLARS (\$50.00) per year

may be determined without two thirds of the members voting approving such increase at a special meeting of the members called for that purpose.

(b) Payment of Dues. The annual dues shall be payable on January 1 of each year.

(c) Special Assessments. Special assessments may be levied on members of this corporation only by a vote of two thirds of the majority of all members of the corporation. The procedure for voting on proposed assessments shall be the same as the procedure provided herein for voting on amendments to these bylaws.

(d) Default in Payment of Dues or Assessments and Violation of Restrictions.

1. When any member shall be in default in the payment of dues, assessments or any other sums due the corporation for a period of thirty (30) days from the date on which such dues, assessments or other sums become payable, he shall, for purposes of voting, not be considered as a member in good standing. In addition, such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he has paid dues, assessments, other accounts and late fees in full, and until such time as such member is reinstated, he shall have no rights of any kind arising out of a membership in the corporation.

2. In addition to the foregoing, if any member shall fail to pay his dues, assessments or other sums owed the corporation as the same become due, the amount of the dues, assessment or other sum due shall become a lien on such member's lot in the subdivision in favor of the corporation, and the corporation shall have the right to record a notice of claim of lien, and proceed thereon in accordance with the provisions of the laws of the Commonwealth of Kentucky for the foreclosure and enforcement of liens, and the corporation shall have the right to commence an in personam action against such member for collection in the courts of Madison County, Kentucky, to which jurisdiction the parties submit themselves as the sole jurisdiction and venue for any such action, and shall also be entitled to recover the corporation's costs, expenses, and attorney fees incurred in any collection activity or action to enforce the subdivision restrictions brought by the corporation.

3. Any unpaid dues, assessments, or other sums which remain unpaid for thirty (30) days after they become payable shall also be subject to a late fee of TWENTY-FIVE AND NO/100 DOLLARS (\$25.00) per calendar month or fraction of a month from thirty (30) days after due date until paid in full.

(e) Assignment of Dues. In the event any member whose dues are paid shall terminate his membership by sale of his lot before the end of the membership year, he shall assign to the buyer of such lot the benefit of the paid up dues. Any such buyer can acquire the benefit of such paid up dues by becoming a member of the corporation without the necessity of paying pro-rata dues to the end of the year. No partial-year dues will be refunded.

ARTICLE VIII
AMENDMENTS

Any proposed amendment to these bylaws may be submitted in writing at any meeting of the members of the corporation. Proposed amendments shall be voted on by the members of the corporation at the next regular, special, or annual members meeting following the meeting at which the proposed amendments are initially submitted. To be considered, any proposed amendment must be signed by three members of the corporation, shall be read at the required meetings by the Secretary, and shall be printed on ballots distributed to all members at or before the meeting on which the vote is to be taken.

ADOPTED BY THE MEMBERSHIP ON THE _____ DAY OF _____, 2012.

Secretary

A TRUE COPY ATTEST:

President