

BYLAWS
OF
THE WOODLANDS OF ROCKTON
HOMEOWNERS ASSOCIATION

ARTICLE I
OFFICES

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERSHIP AND VOTING RIGHTS

Right of membership in the association and voting rights of members are set forth in Article III of the Declaration of Covenants and Restrictions for Plat No. 1 of The Woodlands of Rockton Subdivision made by First National Bank and Trust Company of Rockford as trustee under Trust No. 6933, hereinafter referred to as "Covenants and Restrictions".

ARTICLE III
PROPERTY RIGHTS AND RIGHTS OF
ENJOYMENT OF COMMON PROPERTY

Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as defined and provided in said Covenants and Restrictions.

ARTICLE IV
ASSESSMENTS

Members are subject to the payment of annual and special assessments as set forth in Article V of the Covenants and Restrictions.

ARTICLE V
SUSPENSION OF MEMBERSHIP RIGHTS

The membership rights of any person whose interest in The Properties is subject to assessment under Article V of the Covenants and Restrictions, including those

who enjoy the rights of his membership by delegation in accordance with Article IV, Section 2 of the Covenants and Restrictions, may be suspended by action of the Directors during the period when an assessment remains unpaid; but, upon payment of such assessment, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of any person thereon, as provided in Article VII section 1 of these Bylaws, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty days.

ARTICLE VI MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the third Saturday in March in each year, at such time and place as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors, or by members having 20% of the votes entitled to be cast at such meeting.

Section 3. Notice of Meeting. Written or printed notice stating the place, day, and hour of any such meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such annual meeting, not less than five or more than forty days before the date of such meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, provided that if a different notice requirement is specified for action under any provision of the Covenants and Restrictions or Articles of Incorporation of this Association, such notice requirement shall apply to such provision. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Informal Action by Members. Action required to be taken at a meeting of the members of the corporation or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. The presence of members, or of proxies, entitled to cast 20% of all the votes of the membership shall constitute a quorum for any action governed by these Bylaws, except that any action governed by the Covenants and Restrictions or the Articles of Incorporation of this Association shall require a quorum as therein provided.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. The affairs of the corporation shall be managed by its Board of Directors.

The Board of Directors shall have the power:

(a) To elect officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or director of the Association in any capacity whatsoever.

(b) To establish, levy and assess, and collect the assessments or charges referred to hereafter in this Article.

(c) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guest thereon.

(d) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the Covenants and Restrictions or by law.

It shall be the duty of the Board of Directors:

(a) 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 is requested in writing by members entitled

to cast 20% of all the votes of the membership.

(b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

(c) As more fully provided in the Covenants and Restrictions:

(1) To fix the date of commencement of the assessment against each Lot or Dwelling Unit for each assessment period at least thirty days in advance of such date or period, and, at the same time;

(2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To send written notice of each assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue upon demand by any person, a statement setting forth whether any assessment has been paid. Such statement shall be conclusive evidence of any assessment therein stated to have been paid.

Section 2. Number and Tenure. The number of directors shall be three. Each director shall hold office until the next annual meeting of members or until his or her successor shall have been elected. Directors need not be residents of Illinois but must be members of the Association. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made by amendment of the Articles of Incorporation. No decrease shall have the effect of shortening the term of an incumbent director.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within

or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited to the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Informal Action by Directors. Any action required to be taken at a meeting of the Directors of the corporation or any other such action which may be taken at a meeting of Directors, may be taken without a meeting of a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that 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 without further notice.

Section 8. 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, except where otherwise provided by law or by these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors then in office, though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors as such shall not receive any standard salaries for their services, provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The president shall be principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform 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. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as the Board of Directors may elect; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members and that of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

ARTICLE IX COMMITTEES

Section 1. Creation of Committees. The Board of Directors may appoint such committees as it deems desirable.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman. One member of each committee shall be appointed chairman by the members of such committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal. Illinois".

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, 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 the giving of such notice.

ARTICLE XIV GENERAL PROCEDURE

At all meetings of the members of the Association and of the Board of Directors, Roberts Rules of Order shall govern the meeting, except where those rules conflict with these Bylaws, the Articles of Incorporation, or the Covenants and Restrictions.

ARTICLE XV INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member, director, or an officer of the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceedings to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director, or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, director, and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon such state of facts.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended by the Board of Directors provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the Covenants and Restrictions (as, for example, membership and voting rights) which are part of the property interests created thereby, and provided further that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact

governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

ARTICLE XVII CONSTRUCTIONS

In the case of any conflict between Article of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and Restrictions applicable to The Properties referred to in said Covenants and Restrictions and these Bylaws, the Covenants and Restrictions shall control.

**CONSENT OF THE BOARD OF DIRECTORS OF THE WOODLANDS
OF ROCKTON HOME OWNERS ASSOCIATION**

The undersigned, being all of the directors of The Woodlands of Rockton Home Owners Association, an Illinois corporation, ("the Association") do hereby consent, pursuant to the General Not For Profit Organization act of the State of Illinois, to the adoption of the following resolutions:

WHEREAS, the Board of Directors desire to make certain amendments to the By-Laws of the Association based on the recommendation of their general liability and errors and omissions insurance carrier.

RESOLVED, that the amendment to Sections 3 and 4 of Article VII of the By-Laws as set forth in the amendment attached hereto as exhibit A is hereby approved, ratified and confirmed.

This consent may be executed in any number of counterparts, all of which together shall constitute an original consent.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of March, 1995.

Mary Noonan
Dougals Klug
Mark Luccitti

Being all of the Directors
of the Woodlands of Rockton
Home Owners Association

AMENDMENT TO BY-LAWS

WHEREAS, on November 21, 1991, The Woodlands of Rockton Home Owners Association ("the Association") was incorporated under the laws of the State of Illinois as a general not for profit organization.

WHEREAS, the By-Laws of the Association were duly approved and adopted by the Board of Directors at the first meeting of the Board of Directors.

WHEREAS, article XVI of the By Laws provides, in pertinent part, that the By-Laws may be amended by the Board of Directors.

NOW THEREFORE, the Board of Directors hereby amend the By-Laws as follows:

1) By adding the underscored material and deleting the material that has been lined through Article VII, Section 2 as follows:

Section 2. Number and Tenure. The number of directors shall be ~~three~~ seven (7). Each director shall hold office until the next annual meeting of members or until his or her successor has been elected. Directors need not be residents of Illinois but must be members of the Association. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made by amendment of the Articles of Incorporation. No decrease shall have the effect of shortening a term of an incumbent director.

As amended hereby, the terms and provisions of the By-Laws are hereby ratified and confirmed, and shall remain in full force and effect.

This amendment may be executed in any number of counter parts, all of which together shall constitute one original amendment.

Executed the 18th day of March, 1995.

Mark Luccitti
Mary Noonan
Douglas Klug

Being all of the Board of
Directors of The Woodlands
of Rockton Home Owners
Association

Executed this 2nd day of March, 1995.

Mary Noonan
Douglas Klug
Mark Luccitti

Being all of the Board of
Directors of The Woodlands
of Rockton Home Owners
Association