

BYLAWS
OF
THE ESTATES AT PEMBROOKE PARK OWNERS' ASSOCIATION, INC.
AN OKLAHOMA NON-PROFIT CORPORATION

ARTICLE I

NAME OF CORPORATION

This corporation shall be known as The Estates At Pembroke Park Owners' Association, Inc.

ARTICLE II

OFFICES

SECTION 1. The principal office and place of business of this corporation shall be the residence of the duly elected president of the Board of Directors of The Estates at Pembroke Park Owners' Association, Inc.

SECTION 2. The corporation may have such other office within or without the State of Oklahoma, at such other place or places as the Board of Directors may from time to time designate or as the business of the corporation may require.

ARTICLE III

MEETING OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of Members of the corporation shall be held each year commencing in the year 2009 during the fourth week of April at a time and place designated by the Board of Directors (within the Broken Arrow City limits, starting between 7 and 9 pm.) and shall be so stated in the notice and call of the annual meeting. The Secretary must provide written notice of all meetings to each Member of record at least ten (10) days prior to such annual meeting. Notice of any annual meeting may be hand delivered or mailed.

If the election of Directors shall not be held on the day designated herein for said annual Members meeting or any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting of the Members called pursuant to these Bylaws as soon thereafter as said meeting may conveniently be held. The order of the business at the annual meeting of Members shall be as follows:

- (1) Calling meeting to order;
- (2) Proof of notice of meeting;
- (3) Reading minutes of last previous annual meeting;

- (4) Reports of officers;
- (5) Reports of committees;
- (6) Election of Directors; and
- (7) Such miscellaneous business as may come or be properly brought before the meeting.

SECTION 2. Special Meetings. Special meetings of Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by a majority of the Board of Directors, and shall be called by the President upon the written request of the Members who are entitled to vote 1/4 of all of the votes of the Association. Business transacted at all special meetings shall be confined to the objects or purposes stated in the call; however, notice of any special meeting and consideration of business other than that stated in the call may be waived in writing by any Member and will be considered as waived by his attendance at any such special meeting.

The Board of Directors may designate any place within Tulsa County, unless otherwise prescribed by statute, as the place of meeting for any special meeting of Members called by the Board of Directors

SECTION 3. Notices of Meetings. Notice of annual or special meetings may be written or printed. Notice of any annual meeting shall be deemed satisfactorily given if delivered in person to any Member of record or if mailed to any such Member not less than ten (10) days nor more than thirty (30) days preceding the date of any such annual meeting. Notice of special meetings shall be deemed satisfactorily given if delivered in person or mailed not less than ten (10) days nor more than thirty (30) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in any United States Post Office with postage prepaid addressed to the Member's last known mailing address as it appears on the member ledger of the Association.

SECTION 4. Quorum. A majority of the Whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

SECTION 5. Proxies. At all meetings of Members, a Member may vote or give his consent by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall and must bear a date not more than ten(10) days prior to said meeting, and must be filed with the Secretary of the Association before or at the time of the meeting. If such Member does not executed in writing his consent the Members proxy shall be revocable and shall automatically cease.

SECTION 6. Voting of Members. Each Member with voting power shall be entitled to one vote. Such vote may be by a voice vote, but any qualified voter may demand a vote by ballot, each of which shall state the name of the Member voting, and the number of qualified votes by him, and if such ballot be cast by proxy, it will also state the name of such proxy.

SECTION 7. Voting for Election of Directors. Unless otherwise provided by law, at each election of Directors, every Member entitled to vote at such election shall have the right to

vote in person or by proxy. There shall be no cumulative voting privileges nor shall the Members be required to distribute their votes among any number of candidates on the cumulative voting principle.

SECTION 8. Consent of Absentees. No defect in the calling or noticing of a Members meeting will affect the validity of any action at the meeting if a quorum was present and if each Member not present in person or by proxy signs a written waiver of notice, consenting to the calling of the meeting and such waiver consenting thereto is filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the 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 10. Inspectors of Election. Two (2) inspectors of election shall be appointed by the Board of Directors before or at each meeting of the corporation at which an election of Directors shall take place; if no such appointment shall have been made or if the inspectors appointed by the Board of Directors shall refuse to act or fail to attend, then the appointment shall be made by the presiding officer at the meeting. The inspectors shall receive and take in charge all proxies and ballots, and shall decide all questions touching upon the qualification of voters, the invalidity of proxies and the acceptance and rejection of vote. In case of a tie vote by the inspectors on any questions, the presiding officer shall cast the deciding vote.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. General Powers. The management of all the affairs, property and business of the Association shall be vested in a Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, the Certificate of Incorporation, the Declaration or these Bylaws, directed to be exercised or done by the Members.

SECTION 2. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee or from the floor at the annual meeting of Members. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and one or more Members of the Association. The Board of Directors shall appoint the Nominating Committee prior to each annual meeting of the Members, to serve from the close of such annual meeting to the close of the next annual meeting, and such appointment shall be announced at each annual meeting.

SECTION 3. Number, Tenure and Qualifications. The number of Directors of the Association shall be not less than three (3) person who shall be elected at the annual meeting of the Members by a plurality vote: for a term of one (1) year. The Members may elect more than three (3) Directors, but not more than five (5), if they so choose. Each Director shall hold office until his successor is elected and qualified even though his tenure of office should thereby exceed one (1) year.

The number of Directors of the Association and their respective terms of service may at any time be increased or decreased by vote of the majority of Members entitled to vote at any regular or special meeting of Members if the notice of such meeting contains a statement of the proposed increase or decrease. Provided, however, that the minimum number of Directors shall be one (1) and their minimum term of service shall be one (1) year. In case of any such increase, such additional Directors shall hold office until their successors are duly elected and qualified. It shall not be a requirement of the office of a Director that such person be a Member of this Association.

SECTION 4. Election of Officers. The Directors shall elect at their first meeting after each annual meeting of the Members the following officers of the Association for a term of one (1) year or until their successors are chosen even though their tenure of office would thereby exceed one (1) year: a President and a Secretary. The Board of Directors may elect the following additional officers: one (1) or more Vice Presidents, an Assistant Secretary, and a Treasurer. Any office authorized hereunder may be held by the same person.

The Board of Directors may choose such additional Assistant Secretaries and Assistant Treasurers as in their judgment is in the best interest of the Association. The President must be a member of the Board of Directors and any other officers selected by the Directors may hold a position on the Board of Directors of the Association. The Directors may appoint or elect such other officers and agents as they deem necessary or advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined or assigned from time to time by the Directors. The officers of the Association are to have specific control of the affairs, property, business and operation of the Association subject only to the general control of the Board of Directors and such matters as are governed by law.

SECTION 5. Regular Meetings. A regular 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 for the holding of additional regular meetings without other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or in his absence, by a Vice President, or by any one (1) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered either personally or mailed to each Director at his business address, by electronic mail or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any Director may waive notice of any meeting. The attendance of a Director at a 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.

SECTION 8. Quorum. A majority of the number of Directors fixed by Section 3 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors, regardless of the manner in which caused, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that specific purpose.

SECTION 10. Compensation. No Director shall receive compensation for any service he may render to the: Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 11. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or the Association immediately, and not more than five (5) days after the: adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. Standing or Temporary Committees. The Association shall continue, maintain and be responsible for the establishment and continuation of an architectural committee in the time and manner provided in the Declaration. After the Declarant transfers the responsibility for the appointment of the committee members pursuant to the Declaration, the architectural

committee shall consist of a minimum of three (3) persons. The committee shall otherwise be governed in accordance with the terms and conditions of these Bylaws, including, without limitation, the balance of the provisions of this Section 12.

Additional standing or temporary committees may be appointed from its own number by the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An executive committee may be appointed by resolution, passed by a majority of the whole Board; it shall have the powers provided by statute, except as specifically limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association and shall report the same to the Board of Directors at its next meeting.

SECTION 13. Powers. The Board of Directors shall have the power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- B. Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- C. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

SECTION 14. Other Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation, the Declaration or by these Bylaws directed or required to be exercised or done by the Members.

SECTION 15. Informal Action by Director The Directors shall have the right to take any action in the absence of a meeting which they could take in a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Association. The officers of the Association shall be those designated in Section 4 of Article V above. The election and term of office of such officers shall be as provided in said Section 4 of Article V above. If the election of officers shall not be held at the first meeting of Directors after the annual meeting of Members, such election shall be held as soon thereafter as conveniently may be. Each officer, whether elected or

appointed, shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation or removal in the manner hereinafter provided.

SECTION 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds (2/3rds) of all members of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term and until a successor shall have been duly elected and qualified.

SECTION 4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Association. He/she may sign, with the Secretary, or any other proper officer of the Association thereunto authorized by the Board of Directors or by law, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has 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 to some other office or agent of the Association, and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex-officio member of standing committees and shall be responsible for carrying into effect all orders and resolutions of the Board of Directors and Members as required or as good business dictates.

SECTION 5. Vice President. The Vice Presidents in the order designated by the Board of Directors shall exercise: the functions of the President during the absence or disability of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the President or by the Board of Directors.

SECTION 6. Secretary. The Secretary shall:

- (A) Keep the minutes of the Members and of the Board of Directors meetings in one or more books provided for that purpose;
- (B) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (C) Be custodian of the corporate records.
- (D) Keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member; and

- (E) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. 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:

- (A) Have charge and custody of and be responsible for all monies, bonds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these Bylaws;
- (B) He/she shall disburse all funds of the Association in payment of the just demands against the Association, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, from time to time, as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Association;
- (C) In general, perform all of 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 8. Assistant Secretaries. The Assistant Secretaries in the order of their seniority shall in the absence or disability of the Secretary, or in the event of his inability or refusal to act, perform the duties of the Secretary and exercise all powers conferred on such Secretary when so acting and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them, or any of them, by the Secretary or by the Board of Directors.

SECTION 9. Assistant Treasurers. The Assistant Treasurers in the order of their seniority shall in the absence or disability of the Treasurer perform the duties and exercise the powers of the Treasurer, subject to the limitations thereon, and shall perform such other duties as the Treasurer or the Board of Directors shall prescribe.

SECTION 10. Compensation of Officers. No officer shall receive compensation for any service he may render the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 11. Reports of Officers. All officers shall render reports of the business transacted by them during the fiscal year last concluded at the annual Members meeting and at any Directors meeting. Such reports may be orally given unless the Board of Directors instructs the officers to render written detailed reports of such business transacted.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks. Drafts. Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association, and in such manner as from time to time may be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII

CORPORATE SEAL

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon, the name of the Association and the State of Incorporation and the words, "Corporate Seal." The corporate seal is not required by Oklahoma Law.

ARTICLE VIII

BOOKS AND RECORDS

SECTION 1. Maintenance of Books and Records. All books, accounts and records of the Association unless otherwise required by law or authorized by the Board of Directors shall be kept in the principal office of the Association and shall be open to inspection at the Association's principal office by the Directors and Members of the Association at any reasonable time or times. Copies may be purchased at a reasonable cost.

SECTION 2. Annual Members Report. No annual report to Members is required.

ARTICLE IX

NOTICES

SECTION 1. Form and Manner of Notice. Whenever the provisions of any statute of the State of Oklahoma or the Certificate of Incorporation, or these Bylaws, require notice be given to any Director, officer or Member, they shall not be constructed to mean personal notice; such notice may be given in writing by depositing the same in any post office of the United States Post Office Department in a postpaid, sealed wrapper, addressed to such Director, officer or Member at his or her address as the same appears in the books of the Association unless otherwise provided by these Bylaws, and the time when the same shall be mailed shall be deemed to be the time of giving of such notice.

SECTION 2. Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Member, officer or Director of the Association under the provisions of the Certificate of Incorporation, if the notice is signed by the person or persons entitled to such notice, whether before or after the time stated therein, this shall be deemed equivalent to the giving of such notice.

ARTICLE X

DEFINITION OF STRUCTURE AS USED IN THE DEED OF DEDICATION

SECTION 1. The word “Structure” as used in the Deed of Dedication and Restrictive Covenants of The Estates at Pembroke Park as filed with the County of Tulsa, Oklahoma has several meanings. This article will establish appropriate definitions.

SECTION 2. Definition of Structure. There will be two definitions of “Structure” applied to the Deed of Dedication and Restrictive Covenants.

- A. **STRUCTURE:** Anything constructed or erected with a fixed location on the ground or attached to something having a fixed location on the ground. The term includes but is not limited to buildings, walls, fences, signs, swimming pools, transmitting or receiving communication towers.
- B. **PRINCIPAL STRUCTURE/DWELLING:** The structure on a parcel of land designed or used to accommodate the principal use to which the parcel is devoted.

SECTION 3. Application to Deed of Dedication and Restrictive Covenants. The following table will assign the appropriate definition of structure to the applicable sections of the Phase I and Phase II documents:

	Phase I	Phase II
Defn. A	Section I (all uses) Section IV, Par. K & Q	Section I (all uses) Section V, Par. K & Q
Defn. B	Section IV, Par. A, B, & D	Section III (all uses) Section V, Par. A, B, & D

ARTICLE XI

AMENDMENT TO BYLAWS

SECTION 1. Amendment by Voting Members of the Association The Bylaws of this Association may be amended, altered or repealed by a majority vote of the members present at any general meeting of the members provided that notice of such alteration, amendment or repeal has been given to each voting member in writing at least ten(10) days prior to said meeting. All proposed changes to the Bylaws must be approved by a unanimous vote of the Board of Directors prior to the vote by the members.

Revised this 17th day of August 2009.

ATTEST:

By: _____
Mark Helterbrand, Secretary

By: _____
Roger Coulter, President
and duly authorized agent

I, Mark Helterbrand, the duly elected, qualified and acting Secretary of The Estates At Pembroke Park Owners' Association, Inc., do hereby certify that the within and foregoing Bylaws are the revised Bylaws duly adopted by the Board of Directors of said Association at a meeting held on the 17 th day of August 2009.

Mark Helterbrand