

BY-LAWS

OF

BROADMOOR OWNERS ASSOCIATION, INC.

ARTICLE I

Identification

Section 1. Name. The name of the Corporation is BROADMOOR OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Corporation"). The principal office of the Corporation shall be located in Bartholomew County, Indiana, as designated by the Board of Directors.

ARTICLE II

Definitions

The following definitions shall apply throughout these By-Laws unless otherwise stated:

"Act" shall mean the Indiana Nonprofit Corporation Act of 1991 as amended from time to time.

"Architectural Review Committee" shall have its members thereof identical to the member of the Board of Directors of the Corporation. The Architectural Review Committee shall review, and grant approval or disapproval of, any site plan, landscape plan or building plan, or change or alteration to any such plan, of any lot in Broadmoor Subdivision and such Committee shall perform all other duties required of it pursuant to the Declaration of Covenants.

"Association" shall mean the Broadmoor Owners Association, Inc.

"Board of Directors" shall mean and refer to the Board of Directors of the Corporation and the five (5) members thereof elected on a three (3) years staggered basis by members of the Corporation.

"Broadmoor Subdivision" shall the following subdivisions in Columbus, Bartholomew County, Indiana:

A. Broadmoor, Section One, consisting of 88 lots and one block, numbered 1 thru 88 and Block "C", containing 27.41 acres, as such subdivision is platted and recorded in the Office of the Recorder of Bartholomew County, Indiana, in Plat Book "P", Page 244B, as Instrument Number 92-9080, on July 15, 1992.

B. Broadmoor, Section Two, consisting of 29 lots, numbered

56A & 89 thru 116, inclusive and containing 11.95 acres, as such subdivision is platted and recorded in the Office of the Recorder of Bartholomew County, Indiana, in Plat Book "P", Page 305B, as Instrument Number 93-6163, on May 18, 1993, with notation made on the Original Plat of Broadmoor, Section One, Plat Book P, Page 244B.

C. Broadmoor, Section Three, consisting of 12 lots, numbered 117 thru 116& Block "A", containing 10.32 acres, as such subdivision is platted and recorded in the Office of the Recorder of Bartholomew County, Indiana, in Plat Book "P", Page 37B, as Instrument Number 94-3890, on March 30, 1994.

"Building" shall mean and include, but not be limited to, the main structure on a lot built for permanent use and occupation as well as all projections and extensions therefrom.

"Building Site" shall mean any platted lot in the Broadmoor Subdivision.

"Committee" shall mean and refer to the Architectural Review Committee.

"Common Areas" shall mean and refer to those areas of the Broadmoor Subdivision devoted to the common use and enjoyment of owners and occupants of lots, including, but not limited to, parks, median strips, private streets, entrance parks and drainage areas.

"Common Facilities" shall mean and refer to any improvement located in or on the Common Area as well as all Broadmoor Subdivision identification signs located adjacent to any public right-of-way.

"Corporation" shall mean and refer to The Broadmoor Owners Association, Inc., a non-profit mutual benefit Corporation organized and existing under the laws of the State of Indiana.

"Declarant" shall mean and refer to Breeden Investment Group, Inc., an Indiana Corporation, its successors and assigns.

"Declaration of Covenants" shall mean and refer to a certain Declaration of Covenants executed by Declarant dated July 1, 1992, and thereafter recorded in the Office of the Recorder of Bartholomew County, Indiana, on July 16, 1992, as Instrument Number 92-009143.

"Directors" shall mean and refer to members of the Board of Directors of the Corporation.

"Improvements" shall mean and include, but not be limited to, buildings, out buildings, driveways, parking areas, fences, screening walls, retaining walls, signs, utilities, lawns, landscaping and walkways located in or upon a lot as well as any

construction work or treatment done, or applied to any lot or content of any lot.

"Lot" shall mean and refer to any platted lot in the Broadmoor Subdivision with each lot identified by a separate number made in reference to the applicable recorded plat and with each lot subject to the provisions of the Declaration of Covenants.

"Member" shall mean and refer to any owner of a lot entitling such owner to one (1) vote in any general meeting of the members of the Corporation for each lot owned by such owner and with the right to assign to any occupant the vote applicable to the lot occupied by such occupant upon such terms as the owner and occupant shall agree.

"Occupant" shall mean an individual or an entity which has been granted by the owner the right to occupy a lot by reason of lease, rental arrangement or other legal right of occupancy without regard to the exercise of any right of occupancy. An entity shall include a corporation, partnership, trust or limited liability company or other legal entity permitted under the applicable law.

"Officers" shall mean and refer to the officers of the Corporation elected, from time to time, by the Board of Directors.

"Owner" and "Lot Owner" shall mean the record owner (other than Declarant) of fee simple title to any lot but shall not mean or refer to any mortgagee, unless such mortgagee has acquired title to a lot through foreclosure or otherwise. An entity, which includes, a corporation, partnership, trust or limited liability company or other legal entity permitted under the law, may be a record owner of a lot, in addition to an individual or a combination of individuals as joint owners. Said owner may assign all, or any part of, such owner's rights, but not duties, to any occupant upon written notice of such assignment to the Corporation.

ARTICLE III

Corporation Purposes and Powers

Section 1. Purposes and Powers. The Corporation has been organized for the following purposes:

A. To own, hold, acquire, lease and sub-lease real estate and personal property (tangible and intangible).

B. To improve real and personal property in order to provide for the common use, enjoyment, beautification and maintenance of the common areas and common facilities of the Corporation and to provide for the health and safety concerning

the use of same.

C. To borrow money and to grant mortgages and liens on Corporate property in order to perpetuate the ownership and use of Corporate property.

D. To fix dues and assessments to be levied against and paid by its members and to enforce any liens it may have against lots for such dues and assessments.

E. To enforce any and all covenants, restrictions and agreements applicable to the Corporation and to enforce the Declaration of Covenants and the restrictions contained therein, relative to Broadmoor Subdivision, and the lots, common areas and common facilities contained therein, and the use of such lots, common areas and common facilities.

F. To adopt and publish rules and regulations governing, regulating and restricting the construction or alteration of all buildings and improvements in Broadmoor Subdivision and the use of the common areas, the common facilities and the lots in such subdivision.

G. Insofar as permitted by law, to do all other things that will perpetuate the Declaration of Covenants, to maintain the common areas and common facilities and promote the common benefit and enjoyment of the common areas and common facilities by the members of the Association.

H. To have, possess and exercise any and all of the rights, privileges and powers now or hereafter conferred by the laws of the State of Indiana upon corporations organized under the Act.

Section 2. No Limitation of Purposes and Powers. The foregoing shall be construed to constitute powers as well as purposes of the Corporation and the enumeration of the particular powers shall not be deemed a limitation upon or exclusion of other powers not particularly expressed or stated, which other owners are properly within the general scope of the purpose of this Corporation, or incidental thereto, or are convenient or appropriate to the accomplishment of such purposes.

ARTICLE IV

Membership

Section 1. One Class of Members. The Corporation shall have one class of membership.

Section 2. One Vote Per Lot. Every person or entity who is the record owner of the fee simple title to any lot in Broadmoor Subdivision shall be a member of the Corporation; provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a

member. Such membership may be evidenced by a certificate of membership issued by the Corporation or may be evidenced by other records of membership as maintained by the Corporation. Meetings of the members of the Corporation shall be held at such place, within the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Section 3. Membership Subject to Dues and Assessments. The rights of membership are subject to the payment of dues and assessments levied by the Corporation and are subject to the Declaration of Covenants. The obligation to pay such dues and assessments is imposed against each owner and if unpaid may become a lien upon the applicable Lot.

ARTICLE V

Membership Dues and Special Assessments

Section 1. Purposes of Dues and Assessments. The dues and assessments set forth herein shall be used by the Corporation for the purpose to provide for the common use, enjoyment, beautification, maintenance and the health and safety in the use of the common areas and common facilities of the Corporation and to enforce the Declaration of Covenants and the covenants, restrictions and agreements contained therein relative to buildings and improvements, including the construction, change and alteration thereof, in Broadmoor Subdivision and the use of lots, common areas and common facilities in such subdivision.

Section 2. Dues and Assessments.

A. Annual Membership Dues. Annual Membership Dues shall be in such amount as may be determined and fixed by a two-thirds (2/3) majority vote of the membership of the Corporation. Such annual membership dues shall be utilized for operations of the Corporation as well as for improvements, repairs and upkeep involved in the common areas and common facilities and improvements thereon presently existing or hereafter acquired.

B. Special Assessments. In addition to annual membership dues, the Corporation may levy upon its members, from time to time, such Special Assessments for capital improvements, repairs and upkeep upon real estate owned or leased by the Corporation or for improvements, repairs and upkeep to personal property owned by the Corporation which are necessary and desirable to accomplish the Association purposes. All special assessments shall be in such amount as may be determined and fixed by a two-thirds (2/3) majority vote of the membership of the Corporation.

C. Method of Voting for Dues and Assessments. There shall be two (2) methods to establish dues and special assessments.

1. In the event that two-thirds (2/3) of the members of the Corporation at an annual or special meeting of

the Corporation (as opposed to two-thirds (2/3) of the members present for such meeting) vote affirmatively for the amount of membership dues or for the amount of special assessments, then the amount of such dues or assessments shall become effective and binding as of January 1 of the calendar year immediately following such affirmative vote.

2. In the event the Board of Directors adopt a resolution to establish annual membership dues or special assessments, then the Board of Directors may solicit and obtain consent for the amount of such dues or assessments by receiving the written consent, without a meeting, of two-thirds (2/3) of the members of the Corporation. Such solicitation shall require that each member of the Corporation receive a written statement from the Board of Directors of the amount of such dues or assessments and the purposes for such dues or assessments. The Board of Directors shall submit a written report to each member of the result of such solicitation within thirty (30) days after the completion of such solicitation. If two-thirds (2/3) of the members shall have, in writing, consented to the amount of such dues and assessments, then such dues and assessments shall become effective and binding as of January 1 of the calendar year immediately following such affirmative vote. There shall be no restriction on the number of times the Board of Directors may solicit members for an affirmative vote of the amounts of dues and assessments. The aforesaid written statement shall contain a copy of the aforesaid resolution adopted by the Board of Directors, such other additional information as is appropriate under the circumstances and sufficient space for a member to reflect such member's consent or disapproval of the requested amount of such dues or assessments. The costs of such solicitation shall be in expense of the Corporation.
3. The Declaration of Covenants (Rhetorical Paragraph 23) establish that an Association exists automatically upon an owner becoming a record owner of any lot in the subdivision. Through such Association, the owners of lots in the subdivision are to pay for the maintenance, improvement and beautification of the common areas and common facilities and to undertake such other activities as are related to maintaining the subdivision as a desirable development for the lot owners (members of the Association).

Section 3. Due Date. Annual dues and special assessments

shall be due and payable to the Corporation at its principal office address each year on the 1st day of January of each calendar year. If any annual dues or any assessment is not paid within thirty (30) days after the same shall become due and payable, then the payment shall be deemed delinquent and the Corporation shall have the remedies as set forth in the Declaration of Covenants.

ARTICLES VI

Meetings of Membership

Section 1. Annual Meeting. The annual meeting of the members shall be held at 2:30 o'clock, P.M., on the third (3rd) Sunday of May of each calendar year, provided, however, that the Board of Directors by resolution may fix a different date or time for the annual meeting which shall be held no more than ninety (90) days before or after said third (3rd) Sunday in May.

Section 2. Special Meetings. Special meetings of the members may be held and called at any time by the President, by a majority of the Board of Directors or upon written demand of the members who are entitled to vote one-fourth (1/4) of all of the the votes of the members.

Section 3. Place of Meeting. Annual meetings and special meetings may be held at such place as determined by the President or by the Board of Directors.

Section 4. Notice of Meeting. A written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such Notice, postage prepaid, at least thirty (30) days before such meeting addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of Notice. Such Notice shall specify the place, date and time of the meeting, the purpose of the meeting and a description of any matter to matters to be considered at the meeting, if any, including such items for which the law requires specific members approval.

Section 5. Waiver of Notice.

A. A member may waive a notice of any meeting before or after the date and time stated in the notice. The waiver by the member entitled to the notice must be as follows:

1. In writing;
2. Signed by the member entitled to the notice;
3. Delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records;

B. A member's attendance at a meeting:

1. Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and,
2. Waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 6. Quorum. The presence at the meeting of members, or of proxies, entitled to cast thirty five percent (35%) of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements hereof, and the required quorum at any subsequent meeting shall be twenty percent (20%) of all votes of the membership, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting. In the event the Act requires a higher quorum for the conducting of certain business of the Corporation, then such higher quorum shall be utilized.

Section 7. Voting. All members shall be entitled to one (1) vote for each lot which they hold a fee simple title thereto with such fee simple title acquired by purchase, mortgage foreclosure or other legal means of absolute transfer of title. If more than one (1) person holds ownership in any lot, all such persons shall be members and the vote for such lot shall be exercised as a majority of such holders of ownership of such lot shall determine, but only one vote shall be cast with respect to any such lot. The owner of a lot may assign the right to vote applicable to such lot to any occupant occupying such lot under lease or other rental arrangement, subject to the terms as such owner and such occupant shall agree. During such time an occupant occupies such applicable lot, the occupant shall be deemed a member to the extent of the vote or votes so assigned to the occupant by the owner. Written notice of assignment of a vote by an owner to an occupant shall be effective when it is received by the Secretary or other officer or agent authorized to tabulate votes. Voting rights may be exercised in person or by proxy.

Section 8. Proxy Voting.

- A. A member may vote in person or by proxy.
- B. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form:
 1. The Member;

2. By an attorney-in-fact of the Member;
3. The Personal Representative, Guardian or Conservator representing the Member;
4. The receiver or trustee in bankruptcy of a Member;
5. The Officer or Agent of a corporate, partnership, trust, limited liability company or other entity member, subject to Section 9 of this Article;
6. If at least 2 persons hold membership as cotenants, then one of such cotenants if said person appears to be acting on behalf of the all the coholders;
7. One of the fiduciaries of a Member if such fiduciary appears to be acting on behalf of all the fiduciaries.

C. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a shorter or longer period is expressly provided in the appointed form.

D. An appointment of a proxy is revocable by the member.

E. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercise the proxy's authority under the appointment.

F. The Corporation, if acting in good faith, may accept the proxy appointment of the Member and give the vote, consent, waiver or proxy appointment effect as the act of the Member. Neither the Corporation, its Officers, Directors or Agents accepting or rejecting a vote, consent or waiver accomplished or to be accomplished by a proxy, or accepting or rejecting a proxy appointment shall be liable in damages to the Member for the consequences of such acceptance or rejection. Such acceptance or rejection shall be valid unless a court of competent jurisdiction determines otherwise.

Section 9. Voting by Corporation, Partnership, Trust, Limited Liability Company or Other Entity. Where a corporation, partnership, trust or limited liability company or other legal entity permitted under the applicable law, is an owner or is otherwise entitled to vote, the authorized representative of such entity shall cast the vote to which such entity is entitled. Said entity shall provide this Corporation with a certified statement that said authorized representative is the person on behalf of such entity entitled to cast such vote.

Section 10. Record Date and Closing Membership Register.

The Board may fix a time, in the future, not exceeding seventy (70) days preceding the date of any Annual or Special Meeting of the members, as a record date for the determination of the members entitled to notice of and to vote at any such meeting, and in such case only members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any membership on the books of the Corporation after any record date so fixed. For the purpose of determining such record date, the Board may close the books of the Corporation against transfer of membership during the whole, ore any part, of any such period.

Section 11. Voting List.

A. After fixing a record date for a notice of a meeting, the Secretary of the Corporation shall prepare a list of the names of the Corporation's members who are entitled to notice of a members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of members.

B. Subject to Section 2 of Article IX, a member, a member's agent or member's attorney, authorized in writing, may inspect and copy the list of members. The list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice at the location where the meeting will be held.

C. The Corporation shall make the list of members available at the meeting, and a member, the member's agent, member's attorney, authorized in writing, may inspect the list at any time during the meeting or an adjournment.

D. Refusal or failure to prepare or make available the list of members does not affect the validity of an action taken at the meeting.

Section 12. Method of Voting. Voting by members and by proxy shall be conducted by written ballot. The Board of Directors may adopt, by resolution, the method of voting at meetings of members to allow voting consistent with the provisions contained herein or in the absence of such resolution the method of voting shall be determined by the chairman of the meeting.

Section 13. Conduct of Annual Meeting. The chairman of the Annual Meeting and any special meeting shall be the President of the Corporation, or in the President's absence the Vice President of the Corporation. The chairman may elect to use the then current addition of Robert's Rules of Order to govern the conduct of the meeting when not in conflict with the Declaration of Covenants, the By-Laws or applicable law. The chairman shall call the meeting to order at the duly designated time. The business of at least the Annual Meeting shall at least include, and special meetings may include, the following:

A. Reading of Minutes. The Secretary shall read the minutes of the last Annual Meeting and the minutes of any special meeting held subsequent thereto, or shall make a copy of such Minutes available for review by the membership.

B. Treasurer's Report. The Treasurer shall report to the members concerning the financial condition of the Corporation.

C. Report of Corporation's Activities. The President and/or his designees shall report on the activities of the Corporation.

D. Elections. Elections to the Board of Directors and other elective provisions.

E. Other Business. Other business may be brought before the Annual Meeting if initiated by the Board of Directors or upon a written request of the members who are entitled to vote twenty percent (20%) of all of the votes of the members submitted to the Secretary of the Corporation at least forty-five (45) days prior to the date of said meeting; provided that these matters are raised consistent with the notice requirements of the By-Laws and applicable law.

F. Adjournment. The meeting shall be adjourned upon conclusion of all business to come before the meeting.

Section 14. Action Without Meeting - Approval by Written Ballot.

A. An action that may be taken at an annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter.

B. A written ballot must do the following:

1. Set forth each proposed action.
2. Provide an opportunity to vote for or against each proposed action.

C. Approval by written ballot under this section is valid only when the following occur:

1. The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
2. The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. A solicitation for votes by written ballot must do the following:

1. Indicates the number of responses needed to meeting the quorum requirements.
2. State the percentage of approvals necessary to approve each matter other than the election of directors.
3. Specify the time by which a ballot must be received by the Corporation to be counted.

E. Except as otherwise provided in the By-Laws, a written ballot may not be revoked.

Section 15. Action Without Meeting - Approval by Written Consent.

A. Action may be taken without a meeting of members if the action is approved by members holding at least the number of the votes entitled to be cast on the action. It is understood that the number of votes required for some action may differ from the number of votes required for other action. Thus, the action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

1. Is signed by the number of members representing the number of votes required for such action.
2. Is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

Requests for written consents must be delivered to all members.

B. Except for judicially ordered notice, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under subsection A.

C. A consent signed under this section:

1. Has the effect of a meeting; and,
2. May be described as such in any document.

D. Action taken under this section is effective when the last member necessary to meet the number of votes required for such action signs the applicable consent effective as the date of such signing of such consent or such other effective date as may be specified in the consent form provided.

ARTICLE VII

Board of Directors

Section 1. Number of Directors. The number of members of the Board of Directors of the Corporation shall be five (5).

Section 2. Composition and Term. Directors shall be members of the Corporation, who are elected by the members at the Annual Meetings of the members. Elected Directors shall serve staggered three (3) year terms. Nevertheless, one (1) of the initial Members of the Board of Directors shall have a term of one (1) year and the successor shall have a term of three (3) years and two (2) of the initial Members of the Board of Directors shall have a term of two (2) years and the successor shall have a term of three (3) years. The first year of term shall expire on December 31, 1996.

Section 3. Initial Board of Directors. The initial Board of Directors shall consist of the following individuals with the first term for each set opposite their respective names:

Member	Initial Term
Gregg D. Kelley	1 Year Expiring 12/31/96
Doug W. Foster	2 Years Expiring 12/31/97
Paul R. Holtkamp	2 Years Expiring 12/31/97
Joe G. Emerson	3 Years Expiring 12/31/98
Tim Medaris	3 Years Expiring 12/31/98

Section 3. Method of Nomination. Candidates for

directorship must file with the Board a petition of candidacy signed by the candidate at least forty-five (45) days prior to the Annual Meeting. Additional nominations of candidates for election to the Board of Directors may be made by the Board, which shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Such nominations may include persons who have not filed a petition for candidacy with the Board of Directors at least forty-five (45) days prior to the Annual Meeting.

Section 4. Method of Election. Election of the members of the Board of Directors shall be by written ballot at the Annual Meeting. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

Section 5. Resignation and Removal. The unexcused absence of an Elected Director from two (2) consecutive regular meetings of the Board shall be deemed a resignation. A Director may resign by giving notice to the Secretary. In the event a Director is no longer a member of the Corporation, then such Director shall be deemed to have resigned or been removed from the Board of Directors at the time such Director ceases to be a member of the Corporation.

Section 6. Vacancies. In the event of the death, resignation or removal of a Directors, his successor shall be appointed by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 7. Meetings of Directors.

Regular Meetings. Regular meetings of the Board of Directors shall be held as often as necessary to reasonably transact the business of the Corporation, without notice, at such place, day and hour as may be fixed from time to time by prior resolution of the Board.

Special Meetings. Special meetings of the Board of Directors shall be held when called by the President, or by any two (2) Directors, after not less than two (2) days Notice to each Director of the date, time and place of the meeting. A Director may waive a Notice of any special meeting by written waiver signed by the Director and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, object to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Action Without Meeting.

A. Action required or permitted to be taken at a meeting of a Board of Directors may be taken without a meeting if the action

is taken by all members of the Board of Directors. The action must be evidenced by at least one (1) written consent:

1. Describing the action taken;
2. Signed by each Directors; and,
3. Included in the minutes or filed with the Corporate Records reflecting the action taken.

B. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

C. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 9. Quorum.

A. A quorum of a Board of Directors consists of a majority of the Directors in office immediately before the meeting begins.

B. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors unless the Act, the Declarant of Covenants, Articles of Incorporation or By-Laws require the vote of a greater number of Directors.

Section 10. Conduct of Meeting. The President, or in his absence the Vice President, or in his absence, the Treasurer, shall preside over all meetings of the Board of Directors and the Secretary shall keep minutes of the meeting recorded therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meeting. The President may elect to use the then current edition of Robert's Rules of Order to govern the conduct of the meetings of the Board of Directors when not in conflict with the Declaration of Covenants, the By-Laws or applicable law.

Section 11. Powers. The Board of Directors shall have all powers for the conduct of the affairs of the Corporation which are enabled by law, the Declaration of Covenants and the Articles of Incorporation which are not specifically reserved to the members.

Section 12. Duties. Without limiting the generality of its powers, it shall be the duty of the Board to provide for the following items:

A. Exercise all of the duties of the Board of Directors in accordance with the Declaration of Covenants, Articles of Incorporation and State Law.

B. To elect and remove at its pleasure all officers, agents

and employees of the Corporation, prescribe their duties, fix their compensation. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or director of the Corporation in any capacity whatsoever.

C. To collect the dues and assessments from members.

D. Except as otherwise provided in these By-Laws or in the Articles of Incorporation, to adopt and publish rules and regulations governing, regulating and restricting the use of Common Areas and Common Facilities.

E. To appoint, from time to time, a certified public accountant to review the financial books, records and statements to the extent determined by the Board of Directors.

F. To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation.

ARTICLES VIII

Officers and Their Duties

Section 1. Enumeration of Officers. The Officers of the Corporation shall be a President, Vice President and Treasurer, who shall at all times be members of the Board of Directors and a Secretary who may be a Director and such other officers as the Board, from time to time, by resolution create.

Section 2. Election of Officers. The election of Officers should take place at the first meeting of the Board of Directors following each Annual Meeting of the members.

Section 3. Term. The officers shall be elected annually by the Board and each shall hold office for one (1) year or until his successor is elected and qualified, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Corporation 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 of Directors. 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 of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the office he replaced.

Section 7. Multiple Officers. The office of Secretary may be combined with the office of President, office of Vice President or office of Treasurer. Except for the office of Secretary, no person shall simultaneously hold more than one of any of the other offices.

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

President. The President shall preside at all meetings of the members and of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all contracts, leases, notes, mortgages, deeds and other written instruments for and on behalf of the Corporation.

Vice President. The Vice President shall act in the place and stead of the President in the event of his absence or inability to act and shall exercise and discharge other such duties as may be required of him by the Board of Directors.

Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses; shall authenticate records of the Corporation; and, shall perform such other duties as required by the Board of Directors.

Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation, shall pay all legal debts of the Corporation, shall pay all expenses in the ordinary course of business and shall, upon the direction of the Board of Directors, make all other disbursements required. The Treasurer shall sign all checks and drafts for and on behalf of the Corporation; keep proper books of account; an annual and periodic statement of income and expenditures an annual and periodic balance sheet statement and shall, at the direction of the Board of Directors, prepare an annual budget. Said annual statements shall be made a part of the report of the financial condition of the Corporation to be made available to the membership at its regular Annual Meeting.

ARTICLE IX

Execution of Documents

Unless otherwise provided by the Board of Directors, all contacts, leases, commercial paper, deeds, notes, security

agreements and other instruments in writing and legal documents, shall be signed by the President and attested by the Secretary.

All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the Corporation as the Directors may, from time to time, designate.

ARTICLE X

Committees

Section 1. Architectural Review Committee.

A. Members. The Architectural Review Committee members shall be identical to the members of the Board of Directors. Nevertheless, meetings of the Architectural Review Committee shall not be deemed to be meetings of the Board of Directors.

B. Purpose, Function and Duties. The Architectural Review Committee shall have the responsibility to review and grant approval or disapproval of any site plan, landscape plan or building plan or any change or alteration to such plans. Said committee shall be responsible for the enforcement of the Declaration of Covenants as same relates to any building, improvement, landscaping or landscaping maintenance. Aforesaid Declaration of Covenants are incorporated herein and made a part hereof. The Committee shall make available to any owner a copy of such Declaration of Covenants when an owner requests a copy of same, when an owner is required to submit one (1) or more of the aforesaid plans to the Committee for review or approval or when an owner is in violation of such Declaration of Covenants. The Committee may enforce the Declaration of Covenants by all legal means and may request a special assessment of the membership for the purpose of costs of such enforcement.

C. Officers. The Officers of the Architectural Review Committee shall be identical to the officers of the Corporation.

D. Meetings.

1. Meetings. The Architectural Review Committee shall meet as often as their responsibilities require. The date, time and place of meetings shall be determined by the President or Vice President of the Architectural Review Committee or by a majority of the Architectural Review Committee members.
2. Quorum. The quorum required at meetings for the Architectural Review Committee to carry out its business shall be a simple majority.
3. Action taken without a Meeting. The Architectural Review Committee shall have the right to take any action in the absence of a meeting which it could

take at a meeting by obtaining the written approval of all the members thereof, which shall be filed with the minutes of the proceedings of the Architectural Review Committee. Any action so approved shall have the same effect as though taken at a meeting of the Architectural Review Committee.

4. Minutes of Meeting. The Architectural Review Committee shall keep separate Minutes of all of its meetings and shall maintain a Minute Book and other records pertinent to all action taken before, or by, such committee.

E. Assignment by Declarant. The Declarant no longer owns or possesses any property in Broadmoor Subdivision. Accordingly, the Declarant has assigned, or will assign, all of its rights, duties and interests in the Architectural Review Committee set out in the Declaration of Covenants. The Architectural Review Committee is best administered by the Corporation on behalf of the members of the Corporation since all lots in Broadmoor Subdivision are now owned by such members.

Section 2. Other Committees. The Board may appoint other committee as deemed appropriate in carrying out its purposes as the applicable law provides and permits.

ARTICLE XI

Record and Report Requirements

Section 1. Record and Report Requirements.

A. The Corporation shall keep as permanent records a record of the following:

1. Minutes of meeting of the Corporation's members and Board of Directors.
2. A record of actions taken by the Board of Directors without a meeting.
3. A record of actions taken by any committee of the Corporation.

B. The Corporation shall maintain appropriate accounting records.

C. The Corporation shall maintain a record of the Corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order, showing the number of votes each member is entitled to cast.

D. The Corporation shall maintain the Corporation's records

in written form or in another form capable of conversion into written form within a reasonable time.

E. The Corporation shall keep a copy of the following records at the Corporation's principal office:

1. The Corporation's Articles of Incorporation or Restated Articles of Incorporation and all amendments to the Articles of Incorporation currently in effect.
2. The Corporation's By-Laws or restated By-Laws and all amendments to the By-Laws currently in effect.
3. Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class or a category of members.
4. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
5. Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years.
6. A list of the names and businesses or home addresses of the Corporation's current directors and officers.
7. The Corporation's most recent annual report delivered to the Secretary of State.

Section 2. Right of Member to Inspect and Copy Records.

A. Subject to a reasonable charge, covering the costs of labor and material, a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, the records of the Corporation described in Section 1.E. of this Article if the member gives the Corporation written notice or a written demand at least five (5) business days before the date on which the member desires to inspect and copy.

B. A member may inspect and copy, at a reasonable time and reasonable location specified by the Corporation, the following records of the Corporation if the member meets the requirements of subsection C. and gives the Corporation written notice at least five (5) business days before the date on which the member desires to inspect and copy:

1. Excerpts from records required to be maintained under Section 1.A. of this Article, to the extent not subject to inspection under subsection A.

2. Accounting records of the Corporation.
3. The membership list of the Corporation. Such membership list shall not be used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation, shall not be used for commercial purpose and shall not be sold to or purchased by any person without the consent of the Board of Directors.

C. A member may inspect and copy the records identified in Section 2.B., immediately above, of this Article only if the following conditions exist:

1. The member's demand is made in good faith and for a proper purpose.
2. The member describes with reasonable particularity the purpose and the records the member desires to inspect.
3. The records are directly connected with the purpose.

D. This section does not affect the following:

1. The rights of a member, directly or through his agent or attorney, if the member is in litigation with the Corporation, to the same extent as any other litigant.
2. The power of a court, independently of this Article, to compel the production of corporate records for examination.

Section 3. Inspection and Copying by Member's Agent or Attorney.

A. A member's agent or attorney, if authorized in writing, has the same inspection and copying rights as the member the agent or attorney represents.

B. The right to copy records under Section 2 of this Article includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

C. The Board of Directors of the Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

D. The Corporation may comply with a member's demand to inspect the record of members, subject to Section D.1. of this

Article by providing the member with a list of the Corporation's members that was compiled not earlier than the date of the member's demand.

Section 4. Annual Financial Statement.

A. The Corporation, upon written demand from a member, shall furnish the member the Corporation's latest annual financial statements that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

B. If annual financial statements are reported upon by a certified public accountant, the accountant's report must accompany the statements. If annual financial statements are not reported upon by a certified public accountant, the statements must be accompanied by the statement of the Treasurer that does the following:

1. States the Treasurer's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principals and, if not, describes the basis of preparation.
2. Describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceeding year.

ARTICLE XII

Liability and Indemnification

Section 1. Liability. The liability of the Board of Directors, Officers, Architectural Review Committee or other properly established committees of the Corporation shall be as follows:

A. The officers, members of the Board of Directors, members of the Architectural Review Committee, and other committees the Board of Directors may establish, shall not be liable to the Corporation or any member for any mistakes of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith.

B. The aforesaid persons shall have no personal liability with respect to any contract approved by the Board of Directors on behalf of the Corporation.

Section 2. Indemnification. The Corporation shall indemnify

the Officers of the Corporation, the members of the Board of Directors of the Corporation, the Officers of the Corporation, the members of the Architectural Review Committee and the members of other properly established committees of the Corporation as follows:

A. The Corporation shall indemnify and hold harmless each of the aforesaid persons from and against all contractual liability to others arising out of contracts made by such person on behalf of the Corporation unless any such contract shall have been made in bad faith, except to the extent that such liability is satisfied by liability insurance.

B. The Corporation shall indemnify and hold harmless each of the members of the Architectural Review Committee and other committees established by the Board of Directors from and against all liabilities to others arising out of the exercise of their responsibilities, unless their action shall have been taken in bad faith.

C. Such Officers, members of the Board of Directors, members of the Architectural Review Committee and members of other committees the Board of Directors may establish, shall also be entitled to the benefits of indemnity as set forth in applicable provisions of the Act as long as there is strict compliance with such provisions.

ARTICLE XIII

Fiscal Year and Term of Corporation

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 of each year, unless otherwise established by the Board of Directors.

Section 2. Term of Corporation. The term of the Corporation shall be for an initial period ending on July 15, 2017, but shall be automatically extended for successive ten periods of (10) years until an instrument has been prepared, signed by a majority of the members (lot owners) and duly recorded in the Office of the Recorder of Bartholomew County, Indiana, giving notice of such end of term with the effective date of such termination of term to be the date of such recording.

ARTICLE XIV

Dissolution

In the event this Corporation shall be dissolved in accordance to the terms of the Act, the Articles of Incorporation, these By-Laws or Section 2 of Article XIII hereof, then the assets of the Corporation shall be distributed to its Members on a pro-rata basis. For the purpose of a pro-rata

basis, the number of all of the lots in Broadmoor Subdivision shall be the denominator and the numerator shall be one (1). In the event a lot has more than one (1) owner, the applicable pro-rata distribution shall inure to such joint owners collectively.

ARTICLE XV

Interpretation

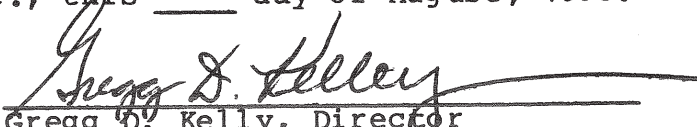
In the event of any conflict between the Articles of Incorporation and the Declaration of the Covenants, the Declaration of Covenants shall control. In the event of any conflict between the By-Laws of the Corporation and the Declaration of Covenants, the Declaration of Covenants shall control. In the event of any conflict between the Articles of Incorporation of the Corporation and the By-Laws of the Corporation, the Articles of Incorporation shall control. In all cases, the Act shall control.

ARTICLE XVI

Amendments

Section 1. These By-Laws may be amended at a regular or special meeting of the Board of Directors. Nevertheless, those provisions of these By-Laws which are governed by the Articles of Incorporation of this Corporation 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 Declaration of Covenants may not be amended except as provided in such Declaration of Covenants.

Adopted by the initial Members of the Board of Directors of Broadmoor Owner Association, Inc., this ___ day of August, 1995.



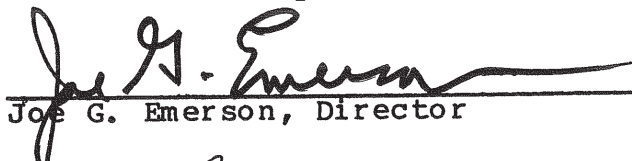
Gregg D. Kelly, Director



Doug W. Foster, Director



Paul R. Holtkamp, Director



Joe G. Emerson, Director



Tim Medaris, Director