

THE
MILLICENT PARK
HOMEOWNERS ASSOCIATION
BY-LAWS

**MILLCENT PARK HOMEOWNERS ASSOCIATION
BY-LAWS**

**ARTICLE I
OFFICES**

Section 1. The registered office shall be located in the City of Bixby, County of Tulsa, State of Oklahoma, and the provisions of the Certificate of Incorporation shall be binding herein.

**ARTICLE II
MEMBERSHIP**

Section 1. Every person or entity who is a record owner of any lot or any residential unit in MILLCENT PARK ADDITION to the City of Bixby, Tulsa County, State of Oklahoma (referred to herein as "Addition"), shall be a Member of the MILLCENT PARK HOMEOWNERS ASSOCIATION (referred to herein as "Member").

Section 2. Membership shall be mandatory to each lot owner once the Homeowners Association is established and shall include an undertaking to comply with and be bound to these By-Laws and amendments thereto and any other policies, rules and regulations at any time adopted by the MILLCENT PARK HOMEOWNERS ASSOCIATION (referred to herein as "Association") in accordance with these By-Laws.

Section 3. Membership shall include an obligation to comply with the covenants in the Deed of Dedication relating to the residential unit in which the Member may reside.

Section 4. A person or entity described in Section 1 of this Article shall become a Member in good standing upon payment of the initial membership dues as described herein. Voting by the Members at any annual or special meeting of the membership, or for any other purpose, shall be on the basis of one vote for each lot or residential unit; provided, Harris-Keane Development, L.L.C., an Oklahoma Limited Liability Company (herein referred to as "OWNER"), shall be entitled to four votes for each lot or residential unit owned by it. The vote for each lot or residential unit shall be on an equal fractional basis, e.g., if there are two record owners, each one is entitled to one-half (½) vote.

Section 5. A Suspended Member shall be one who shall be in default in payment of any annual dues or special assessments levied by the Association and/or not complying with these By-Laws. A Suspended Member may not exercise any voting rights until such time as dues have been properly paid and/or action taken to comply with these By-Laws.

Section 6. Members in good standing shall be entitled to exercise the privileges of membership in the Association.

Section 7. Membership in this Association shall terminate when such Member ceases to be a record owner of a lot or residential unit in the Addition.

ARTICLE III
ANNUAL MEETING OF THE MEMBERSHIP

Section 1. All meetings of the Members shall be held in the County of Tulsa, State of Oklahoma, at such place as may be fixed from time to time by the Board of Directors.

Section 2. Annual meetings of the Members shall be held on a date selected by the Board of Directors, at which meeting they shall elect by majority vote a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Written or printed Notice of the annual meeting stating the place, date and hour of the meeting shall be given to each Member entitled to vote thereat not less than ten (10) days before the date of the meeting unless said Notice be waived in writing by such Member.

ARTICLE IV
SPECIAL MEETINGS OF THE MEMBERSHIP

Section 1. Special meetings of the Members shall be held at such time and place as shall be stated in the Notice of such meeting or in a duly executed Waiver of Notice thereof.

Section 2. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by a majority vote of the Board of Directors, or by one-half (½) of all the Members in good standing of the Association.

Section 3. Written or printed Notice of a special meeting of the Members, stating the time, place and purpose or purposes thereof, shall be given to each Member entitled to vote thereat not less than seven (7) days before the date fixed for the meeting unless said Notice be waived in writing by such Member.

Section 4. The business transacted at any special meeting of the Members shall be limited to the purposes stated in the Notice.

ARTICLE V
QUORUM AND VOTING

Section 1. A quorum for the transaction of business at meetings of the Members consists of three-tenths (3/10) of the Members in good standing, represented in person or by proxy, except as otherwise provided by statute or by the Certificate of Incorporation. If a quorum shall not be present or represented at any meeting of the Members, the Members present in person or represented by proxy shall have the power to adjourn the meeting without notice other than the announcement at the meeting.

Section 2. If a quorum is present at any meeting of the Members, the affirmative vote of a majority of the Members present in person or represented by proxy shall be the act of all the Members unless the vote of a greater number of Members is required by law or the Certificate of Incorporation.

Section 3. At all meetings of Members, each Member may vote in person or by proxy executed in writing by the Member or by his duly authorized Attorney-in-Fact, which proxy shall be filed with the Secretary of the meeting prior to the commencement of such meeting. Every proxy shall be revocable and shall automatically cease upon termination of membership in the Association.

Section 4. Any action required to 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 three-fourths (3/4) of the Members in good standing entitled to vote with respect to the subject matter thereof. Any covenant in the Deed of Dedication shall not be changed or abolished unless approved by three-fourths (3/4) of the Members of the Homeowners Association in good standing entitled to vote.

ARTICLE VI THE BOARD OF DIRECTORS

Section 1. The organizing Board of Directors shall consist of three (3) directors as set forth in the Certificate of Incorporation. Each Director must be a Member in good standing and shall serve until the succeeding annual meeting and until such Director's successor shall have been elected and qualified. The organizing Board of Directors named in the Certificate of Incorporation shall hold office until the first annual meeting of the Members.

Section 2. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term of such Director's predecessor in office.

Section 3. The business affairs of the Association shall be managed by the Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as are, by statute or by the Certificate of Incorporation or by these By-Laws, directed or required to be exercised or done by the Association.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The first meeting of the Board of Directors of the Association shall be held at the call of the Incorporators or the Directors, after Notice, for the purpose of the internal organization of the Association.

Section 2. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Members at the annual meeting of the Association, and no written Notice to the newly elected Directors of such meeting shall be necessary in order legally to constitute the meeting provided a quorum shall be present, or such first meeting may convene at a place and time as shall be fixed by the consent, in writing, of all the Directors.

Section 3. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Directors.

Section 4. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors on three (3) days' Notice to each Director, either personally or by mail; special meetings shall be called by the Secretary in like manner and on like notice on the written request of two (2) Directors.

Section 5. Attendance of a Director at any meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends 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 of Directors need be specified in the Notice or Waiver of Notice of such meeting.

Section 6. A majority of the Directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Certificate of Incorporation. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by a statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting without Notice other than announcement at the meeting.

Section 7. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VIII OFFICERS

Section 1. The President, Secretary and Treasurer of the Association shall be elected and shall also be members of the Board of Directors. The Chairman of the Board of Directors shall serve as President of the Association.

Section 2. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. The Officers of the Association shall hold office until their successors are chosen and qualified. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Association shall be filled by the Board of Directors.

Section 4. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and all meetings of the Members. The Chairman shall also assume such other responsibilities and perform such other duties as may be assigned from time to time by the Board of Directors.

Section 5. The President shall be the Chief Executive Officer of the Association and, subject to the Board of Directors, shall have general and direct supervision of the management and operation of the business and affairs of the Association, and shall perform such other duties as may from time to time be assigned by the Board. The President shall execute all written contracts, co-sign checks (with the Treasurer), execute other obligations for the Association and perform all other such duties as are incident to this office.

Section 6. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, Notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. The Secretary shall have custody of the Corporate Seal of the Association and shall have authority to affix same to any instrument requiring it and, when so affixed, to attest same by signature. The Secretary shall maintain a current list of Members and shall issue Membership Certificates to Members. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by such officer's signature.

Section 7. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association in books belonging to the Association, shall co-sign all checks (with the President), and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Association shall indemnify any Director, Officer or Employee, including any former Director, Officer or Employee, of the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director, Officer or Employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Association may also reimburse to any Director, Officer or Employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was in the best interest of the Association that such settlement be made and that such Director, Officer or Employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, Officer or Employee may be entitled under the By-Laws, agreement, vote of the Members or otherwise.

ARTICLE IX GENERAL PROVISIONS

Section 1. The OWNER of MILLICENT PARK ADDITION shall be the manager of the development and MILLICENT PARK HOMEOWNERS ASSOCIATION to function under its By-Laws. In its capacity as manager, the OWNER shall be responsible for assuring that the Addition, including Reserve Areas and amenities therein, are properly maintained. The OWNER may immediately assess dues to lot owners on a per lot, per month or annual basis. At the sole election of OWNER, the MILLICENT PARK HOMEOWNERS ASSOCIATION shall assume the responsibilities as manager, as well as assessing dues to the lot owners as set forth in the Deed of Dedication and herein. The OWNER shall not be responsible for regular dues or assessments for lots owned by owner.

Section 2. The OWNER or MILLICENT PARK HOMEOWNERS ASSOCIATION shall make assessments unless agreed to by the Association and collect dues to conduct the business of the Association, on a monthly or annual basis. Dues and assessments shall be assessed to all lot owners except as set forth herein.

Section 3. In its capacity as Manager, the Association shall assume the responsibilities, duties and obligations of the OWNER, as prescribed in Section 1 above of this Article, as well as set homeowners' dues, initial membership fees and assessments in accordance with the Certificate of Incorporation and these By-Laws. Dues shall not exceed the minimum amount necessary to properly maintain the Reserve Areas and amenities of the Addition and conduct the approved business activities of the Association.

Section 4. Any owner of a lot or residential unit in the Addition who fails to pay any properly authorized and approved fees or dues of the Association, and who has been given thirty (30) days' written notice of such delinquency by the Board of Directors, consents to an assessment of a fine equal to the amount of the delinquency. Thereafter, by vote of a majority of the Board of Directors, a Notice of Lien may be filed by the Association against the property owned by the delinquent owner. Fees or dues shall not be unevenly assessed.

Section 5. Directors shall not receive compensation for their services, but funds may be allotted by the Board of Directors to cover expenses incurred by the Directors in connection with the business of the Association. Nothing contained herein shall be construed to preclude any Director from serving the Association in another capacity and receiving compensation therefor.

Section 6. The President shall have the authority to expend up to the sum of Seven Hundred Fifty Dollars (\$750.00) in the conduct of the business of the Association. Any expenditure in excess of Seven Hundred Fifty Dollars (\$750.00), but less than One Thousand Five Hundred Dollars (\$1,500.00), shall be approved by a majority of the Board of Directors. All expenditures of One Thousand Five Hundred Dollars (\$1,500.00) or more must be approved by a majority vote of the Members attending a special or regular meeting.

Section 7. The Board of Directors, by resolution adopted by a majority of the Directors, may designate such committees as it deems appropriate in carrying out its purposes. At least one (1) member of the Board of Directors shall serve on each such special committee.

Section 8. The fiscal year of the Association shall be the calendar year.

ARTICLE X AMENDMENTS OF BY-LAWS

Section 1. These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, with the exception of Article II, Section 4, and Article X, Section 4:

(i) at any regular or special meeting of the Members at which a quorum is present or represented by proxy, by the affirmative vote of a majority of the Members, provided notice of the proposed alteration, amendment or repeal be contained in the Notice of such a meeting; or

(ii) by the affirmative vote of the Board of Directors at any regular or special meeting of the Board.

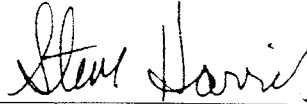
ARTICLE XI NON-PROFIT STATUS - DISSOLUTION

Section 1. The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, trustee or individual. The balance, if any, of all money received by the Association from its operations, after payment in full of all debts and obligations of the Association of whatsoever kind and nature, shall be used and distributed exclusively for carrying out the purpose or purposes of the Association, as more particularly set forth in these By-Laws.

Section 2. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association, or to such organization or organizations organized and operated exclusively for charitable or education purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court

of the county in which the principal office of the Association is then located, exclusively for such purposes or to such exempt organization or organizations said Court shall determine. In no event shall any of the Association's assets or property, in the event of its dissolution, go or be distributed to any Director, Member or individual, either for the reimbursement of any sums subscribed, donated or contributed by such Director, Member or individual, or for any other purpose.

ADOPTED this 10 day of March, 1998.

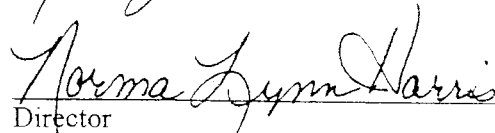


Chairman of the Board of
Directors, and President

ATTEST:


Secretary


Director


Director

STATE OF OKLAHOMA)
)
COUNTY OF TULSA) ss.

Before me, a Notary Public in and for said County and State, on this 10th day of March, 1998, personally appeared Steve Harris and Donna Lynn Harris, to me known to be the identical persons who subscribed their names as the maker hereof to the foregoing instrument as its President and Secretary, respectively, and acknowledged to me that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

Caryll K. Cullen
Notary Public

My commission expires:

2-24-01

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