

BYLAWS
OF

OAK CREST HOMEOWNERS ASSOCIATION, INC.
an Illinois not for profit corporation

ARTICLE I

Offices

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE II

Members

SECTION 1. CLASS OF MEMBERS. The corporation shall have one (1) class of members. The designation of such class and the qualifications of the members of such class shall be as follows:

The owners of public record of the residential building lots located in Oak Crest Subdivision, Peoria, Illinois, constituting ninety-five (95) residential building lots as depicted on the plats of Charter Oak Subdivision Sections 10 and 11, recorded as Documents No. 88-26217 and 89-17207 in the office of the Peoria County Recorder of Deeds, Peoria County, Illinois and as depicted on subsequently recorded plats of said subdivision. For purposes of these bylaws, where a residential building lot has been sold by Agreement for Warranty Deed or similar Contract for Deed with the Agreement or a Memorandum thereof having been recorded in the Office of the Recorder of Deeds of Peoria County, Illinois, the "owner of public record" shall be deemed to be the contract purchaser under such Agreement and not the selling fee simple titleholders, unless and until said contract purchaser's interest in said lot is terminated either by order of court of competent jurisdiction or by recorded conveyance.

SECTION 2. VOTING RIGHTS. One vote shall be allocated to each residential building lot on each matter submitted to a vote of the members. For each lot in which more than one person has an ownership interest, said persons shall designate in writing one of said owners as the party authorized to exercise the voting rights for said lot. In the absence of said written designation, the owners of said lot shall be deprived of their vote.

SECTION 3. TERMINATION OF MEMBERSHIP. The board of directors by affirmative vote of two-thirds of all of the members of the board may suspend a member's voting rights for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the voting rights of any member who shall be in default in the payment of dues or homeowner assessments for the period fixed in Article VIII of these bylaws.

SECTION 4. REINSTATEMENT. Upon written request signed by a member whose voting rights have been suspended and filed with the Secretary, the board of directors may by the affirmative vote of two-thirds of the members of the board reinstate such member's voting rights upon such terms as the board of director may deem appropriate.

SECTION 5. TRANSFER OF MEMBERSHIPS. Membership in this corporation may only be transferred and assigned by the recording in the office of the Peoria County Recorder of Deeds of a conveyance of fee simple title to a subdivision lot or a memorandum of a conveyance of a contract purchaser's interest to a subdivision lot.

SECTION 6. NO MEMBERSHIP CERTIFICATES. No membership certificates of the corporation shall be required.

SECTION 7. QUORUM. A majority of the owners of the ninety-five (95) subdivision lots, represented at a meeting of members in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members, provided that if less than a majority of the owners of the subdivision lots are represented at said meeting, a majority of the lot owners actually present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING. The act of the membership requires a majority of the owners of all ninety-five (95) subdivision lots, not just a majority of the lot owners present at a meeting at which there is a quorum.

ARTICLE III

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held in March of each year for the purpose of electing directors and for transaction of such other business as may come before the meeting. The meeting date shall be determined by the Board of Directors.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, the board of directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place in Peoria County, Illinois as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

SECTION 4. NOTICE OF MEETINGS. With the exception of the first organizational meeting, written notice stating the place, date, and hour of any meeting of members shall be given at least ten (10) days previous thereto by personal delivery or by mail with postage prepaid at the member's last known address as reflected on the corporate records.

SECTION 5. FIXING OF RECORD DATE. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than 60 days and not less than 10 days before the date of such meeting or action. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. The public records of the Office of Recorder of Deeds of Peoria County shall be conclusive evidence as to the ownership of the subdivision lots for purposes of determining the members entitled to notice or to vote as of the record date.

SECTION 6. VOTING LISTS. The secretary of the Corporation shall make, within five days after the record date for a meeting of members or five days before such meeting, whichever is earlier, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, with the address and lot number of each member, which list, for a period of five days prior to such meeting, shall be kept on file at the registered office of the Corporation or the residence of the secretary of the Corporation and shall be subject to inspection by any member, and to copying at the member's expense between 9 a.m. and 5 p.m. In the case of subdivision lots where there are multiple owners, written designation of the owner authorized to exercise said lot's vote shall be maintained by the secretary and made available for inspection by any member. Once said designation by multiple owners is made, said designation shall be effective unless any multiple owner of a lot in the subdivision revokes said authorization in a written notice delivered to the secretary of the Corporation. A written designation by any corporation or partnership that owns a lot, in a form satisfactory to this Corporation's secretary designating the individual authorized to vote on behalf of said entity, shall be filed with the secretary and made available for inspection by any member. Such membership list and all written designations authorizing voting representation for each lot in the subdivision shall also be produced and kept open at the time and place of any membership meeting and shall be subject to the inspection of any member during the whole time of the meeting.

SECTION 7. PROXIES. Each member may appoint a proxy to vote or otherwise act for him, her or it by signing an appointment form and delivering it to the secretary of the Corporation, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. In the case of multiple owner lots, a proxy must be executed by the multiple owner designated as the authorized person with regard to the voting rights on said lot.

SECTION 8. NO CUMULATIVE VOTING. No cumulative voting rights shall exist in any election for directors of the Corporation.

SECTION 9. VOTING BY BALLOT. Voting on any question or in any election may be by voice, unless the presiding officer shall order or any member shall demand that voting be by ballot.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be five (5). Each director shall hold office for a term of two years or until the next annual meeting of members and until his/her successor shall have been elected and qualified; provided, however, that at the initial meeting of the Association, three (3) directors shall be elected for a term of two (2) years and two directors shall be elected for a term of one (1) year, with their successors to be elected for two (2) year terms. This staggering of terms is to provide continuity for future boards of directors. Each director shall own a fee simple or a contract purchaser's interest in a lot in the subdivision (or be an officer, partner or beneficiary of lots owned by a corporation, partnership or trust). The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice than these bylaws, 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 of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place within Peoria County, Illinois as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

SECTION 8. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 9. COMPENSATION. Directors shall not receive any stated salaries for their services, nor shall any director receive compensation for professional advice provided to the Association, but by resolution of the board of directors reasonable and necessary expenses incurred by a director on behalf of the Corporation, if any, may be reimbursed.

ARTICLE V

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. The board of directors shall make every reasonable effort to fill the offices other than President with non-director members. After every reasonable effort has been made, members of the board of directors may serve as officers in the event the board is unable to secure non-director members willing to hold those offices. Each officer shall hold office for a term of one year or until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall be elected from among the duly elected board of directors. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the President shall be in charge of the business and affairs of the corporation; the President shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the board of directors. The President shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION 5. VICE PRESIDENT. The Vice-President (or in the event there be more than one Vice-President, each of the Vice-Presidents) shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the board of directors. In the absence of the President or in the event of the President's inability to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the board of directors, or by the President if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the Vice-President (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and the Vice-President may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. The treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the board of directors. If required by the board directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors shall determine.

SECTION 7. SECRETARY. The secretary shall record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notice is duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president of the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

ARTICLE VI

Committees

SECTION 1. COMMITTEES OF DIRECTORS. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or the director by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the board of directors in the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed whenever in the judgment of 3/5 of all Directors the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman of the committee by the committee members.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VII

Contracts, Checks, Deposits, Funds and Other Powers

SECTION 1. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation; and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

Assessments

SECTION 1. DUTY OF ASSOCIATION TO ASSESS FOR IMPROVEMENTS AND SERVICES. For the purpose of providing a general fund to enable the association to perform its duties to maintain association-owned subdivision improvements and to perform all those functions and services delegated to or reserved for the Oak Crest Homeowners Association by the Declaration of Restrictions for Charter Oak Village, Sections 10 and 11, recorded as Documents No. 88-26218 and No. 89-17208 in the office of the Peoria County Recorder of Deeds, Peoria County, Illinois, all lots within the boundaries of Oak Crest Subdivision Sections 10 and 11 shall be subject to expenses incurred to maintain such improvements and provide such functions and services. The general fund shall be maintained by regular annual assessment against each lot in the subdivision. In no instance will the general annual assessment exceed \$30.00 without approval of 3/4 of the members of the association. Regular annual assessments shall be adjusted as necessary by the board of directors to limit the buildup of uncommitted funds of the Association in excess of \$10,000. Said lot assessment is to be paid to the association annually, in advance, by the respective owners of the lots subject to said assessment. Special assessments, if necessary (in addition to the regular annual assessment for general improvements and for such functions and services as set forth herein) may be imposed and levied upon approval of 3/4 of the members of the association to cover the cost of necessary extraordinary expenses not provided for in the general fund for improvements, functions, and services or to make up deficiencies in said general fund for improvements, functions, and services as necessary. All regular and special assessments shall be made and levied in equal amounts on all the lots in the subdivision.

SECTION 2. DUTY OF ASSOCIATION TO COLLECT FUNDS. The directors of the association shall maintain complete records of all assessments levied and the payments on account thereof and such records shall be open for inspection to any member of the association or any person designated by a member of the association. The general fund assessment for improvements, functions, and services will be levied annually, and shall be payable within thirty (30) days after the director's meeting at which said assessment was levied. Special assessments shall likewise be payable within thirty (30) days after the Board of Directors meeting at which said special assessment was levied. Immediately after the meeting at which an assessment is levied, the Board of Directors shall serve upon or mail a notice to the owner of each lot, or part thereof, to his or her last known address, stating the amount of assessment due on such lot, or part thereof, and the date and place where it shall be paid. Assessments for general and special purposes and services shall become liens on assessed lots as soon as delinquent, being thirty (30) days after the assessment is due and payable. Such lien shall be deemed perfected upon the recording of a Notice of Lien in the office of the Recorder of Deeds of Peoria County, Illinois and may be foreclosed on as in mortgage foreclosure actions. If not paid within thirty (30) days from its due date, such assessments shall bear interest at the rate of 1 1/2% per month from the due date thereof. It shall be the duty of the association to bring suit to collect said assessments or to enforce said liens as soon as they become delinquent. Such liens must be placed of

record within two years from the date of delinquency, with the lien to expire two years after recording of same, unless within such time suit shall have been instituted for the assessment, in which case the lien shall be valid until the assessment is paid. The Association may recover reasonable attorney's fees and court costs incurred in recovery of amounts due.

ARTICLE IX

Books and Records

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

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be by a vote of 3/4 of the members of the Corporation. Such action may be taken at a regular or special meeting of members for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law, the Articles of Incorporation or the Declaration of Restrictions for Oak Crest Subdivision, Sections 10 and 11, filed for record in the Recorder's Office of Peoria County, Illinois December 16, 1988 as Document No. 88-26218 and August 24, 1989, as Document No. 89-17208. Notwithstanding anything set forth herein, any amendment or rescision of the Declaration of Restrictions for Oak Crest Subdivision, Sections 10 and 11, filed for record in the Recorder's Office of Peoria County, Illinois December 16, 1988 as Document No. 88-26218 and August 24, 1989 as Document

No. 89-17208 shall be made by declaration of the Corporation upon the affirmative vote of two-thirds of the then members of the Corporation, which declaration shall be in writing and filed in the office of the Recorder of Deeds of Peoria County, Illinois and no such alteration, amendment or rescission shall be valid or binding until so recorded. Any such recorded declaration shall be deemed properly approved by the Corporation's membership as provided for in paragraph 16 of the Declarations.

ARTICLE XIII

Indemnification

Each person who at any time is or shall have been a director, officer, employee or agent of this Corporation, or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of these Bylaws or as amended from time to time.

ARTICLE XIV

Declaration of Restrictions for Oak Crest Subdivision

In the event of any conflict or inconsistency between the provisions of these bylaws or the Articles of Incorporation of the Corporation and the Declaration of Restrictions for Oak Crest Subdivision, Sections 10 and 11, filed for record in the Recorder's Office of Peoria County, Illinois December 16, 1988 as Document No. 88-26218 and August 24, 1989 as Document No. 89-17208, the provisions of the Declarations of Restrictions for Oak Crest Subdivision, Sections 10 and 11 shall control.

8/18/92