

**BY-LAWS OF THE
OLD BROOK FARM ASSOCIATION, INC.**
(Amended March 16, 2003) (Amended MARCH 11, 2007) (Amended MARCH 2, 2008)

ARTICLE I. OFFICES

The principal office of the corporation in the State of Indiana shall be located in the city of Fort Wayne, County of Allen.

ARTICLE II. MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members shall be held on a yearly basis, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than thirty percent of all the members of the corporation entitled to vote at the meeting.

SECTION 3. Place of Meeting. The Board of Directors may designate any place within Allen County, Indiana as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation in the State of Indiana.

SECTION 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the corporation, with postage thereon pre-paid.

SECTION 5. Voting Lists. The officer or agent having charge of the membership books of the corporation shall make, on the day of the meeting, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting. The original membership book shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members.

SECTION 6. Quorum. Thirty percent of the members of the corporation entitled to vote, and represented in person, shall constitute a quorum at a meeting of members. If less than thirty percent of the members are present at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such a meeting at which a quorum shall not be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified until such time as the meeting is adjourned by the majority.

-2- **ARTICLE II** (continued)

The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 7. Assessments. Assessments for annual dues for membership and special assessments for other purposes, and their method of payment shall be established from time to time by the Board of Directors.

SECTION 8. Voting Right. The legal titleholders of each lot in Old Brook Farm, an addition to the City of Fort Wayne, Indiana, shall be entitled to one vote on any matter upon which members are entitled to vote, said vote being exercised by one of the persons legally holding title to such lot.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be eight. Each director elected shall serve for a term of two years. The President, Vice President, and Secretary/Treasurer of the corporation shall be ex officio members of the Board of Directors with all voting privileges and rights.

SECTION 3. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings 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 four directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice delivered personally or mailed to each director at recorded address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Vacancies. 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, unless otherwise provided by law. A director elected by the Board of Directors to fill a

-3- **ARTICLE III** (continued)

vacancy shall be elected for the unexpired term of his predecessor in office.

Failure of any elected member of the Board of Directors to attend three consecutive meetings of the Board of Directors, unless he shall present a satisfactory excuse thereof, shall create a vacancy in his office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for the purpose.

SECTION 9. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a President, a Vice President, and a Secretary/Treasurer, each of whom shall be elected by the members.

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the members shall be elected annually by the members at each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the members may be removed by the members whenever in their 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. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, or may be filled by the members at a special meeting called for that purpose.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper official of the corporation thereunto authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

-4- **ARTICLE IV** (continued)

SECTION 6. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member; (e) have general charge of the membership books of the corporation; (f) in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time be assigned to him/her by the President or by the Board of Directors; and (g) to have charge and custody of and be responsible for all funds and securities of the corporation, to receive and give receipts for monies due and payable to the corporation from any source whatsoever, and to deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws. The Secretary/Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the 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.

SECTION 4. Deposits. All funds of the corporation not otherwise employed 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.

ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

-5- ARTICLE VII. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE VIII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these By-Laws or under the provisions of the articles of incorporation, 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 IX AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote by a majority of the members present at any annual members' meeting or at any special members' meeting when the proposed amendment has been set out in the notice of such meeting

AMENDMENTS SUBSEQUENTLY MADE:

Drawn up July 3, 2002; Ratified March 16, 2003 Annual Meeting

Article II – Section 1.

Removed: "between the first and tenth days in the month of March in each year, beginning with the year 1975, at the hour of 7:30 o'clock p.m."

Added: "on a yearly basis"

Removed: "If the day fixed for the annual meeting shall be a legal holiday in the State of Indiana, such meeting shall be held on the next succeeding business day."

Article II – Section 5.

Removed: "at least ten days before each meeting of members."

Added: "on the day of the meeting"

Removed: "which list, for a period of ten days prior to such meeting."

Article III – Section 2.

Removed: "At the annual meeting in March, 1975, three directors shall be elected to two-year terms and four directors shall be elected for one-year terms."

Article III – Section 3.

Removed: "A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members."

Article III – Section 5.

Removed: "his business address, or by telegram."

Added: "recorded address."

Removed: "If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company."

AMENDMENTS

Drawn up February 8, 2007; Ratified at Annual Meeting, March 11, 2007

Crossed out words was the old language.

Underlined words are the new language.

Article III. BOARD OF DIRECTORS. - Section 2. Number, Tenure, and Qualifications.

The number of directors of the corporation shall be ~~seven~~ (eight). Each director elected shall serve for a terms of two years. The President, Vice President, ~~Secretary and Treasurer~~ and Secretary/Treasurer of the corporation shall be ex officio members of the Board of Directors with all voting privileges and rights.

Article IV. OFFICERS. – Section 1. Number

The officers of the corporation shall be a President, a Vice President, ~~a Secretary and a Treasurer~~ and a Secretary/Treasurer each of whom shall be elected by the members.

AMENDMENTS

Drawn up January 8, 2007; Ratified at Annual Meeting, March 2, 2008

When we amended the By-Laws in 2007 at the Annual Meeting, March 11, we failed to recommend changes to Sections 7 & 8 in ARTICLE IV. These changes & combining of two Sections are necessary to bring Sections 7 & 8 in line with the changes we made in 2007 to Article III. BOARD OF DIRECTORS- Section 2. Number, Tenure, and Qualifications and Article IV. OFFICERS. – Section I. Number.

***Italic Bold** was the old language*

{Underlined words} in parenthesis is the new language

SECTION 7. Secretary. {Secretary/Treasurer.} The **Secretary** {Secretary/Treasurer} shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member; (omit) ***which shall be furnished to the Secretary by such member*** (e) have general charge of the membership books of the corporation; (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him/her by the President or by the Board of Directors; and (add) { (g) to have charge and custody of and be responsible for all funds, and securities of the corporation, to receive and give receipts for monies due and payable to the corporation from any source whatsoever, and to deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws. The Secretary/Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. }

(omit) *SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds, and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.*