

BYLAWS OF GLAZEBROOK HEIGHTS OWNERS ASSOCIATION,
AN ILLINOIS NOT FOR PROFIT CORPORATION

ARTICLE ONE.

OFFICES

Section One. Principal Office. The principal office of this corporation will be located in the Town of Godfrey, Madison County, Illinois, as determined by the board of directors.

Section Two. Other Offices. The corporation may have other offices, either within or without the County of Madison, State of Illinois, as determined by the board of directors.

ARTICLE TWO.

MEMBERSHIP

Section One. Classes of Membership. The corporation will have one class of members, and no more than one membership may be held by any one person. Except as otherwise provided in Section Nine of Article Five, the rights and privileges of all members are equal.

Section Two. Qualifications. Any "Lot Owner" (as hereinafter defined) who pays the dues as provided below and agrees to be bound by the articles of incorporation of this corporation, by these bylaws, and by the rules and regulations adopted by the directors, is eligible for membership in this corporation. "Lot Owner" means the person or persons whose estates or interests, individually or collectively, aggregate fee simple absolute title to a lot in any one or more the following subdivisions (collectively the "Subdivision"): Glazebrook Heights, a subdivision according to the plat thereof recorded in Plat Book 28 at Page 6 in the Madison County Recorder's Office; Glazebrook Heights First Addition, a subdivision according to the plat thereof recorded in Plat Book 33 at Page 39 in the Madison County Recorder's Office; and Glazebrook Heights Second Addition, a subdivision according to the plat thereof recorded in Plat Book 36 at Page 9 in the Madison County Recorder's Office. If a Lot Owner comprises more than one person, all of them qualify for membership.

Section Three. Admission to Membership. The directors will prescribe the form and manner in which application may be made for membership.

Section Four. Property Rights. No member will have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor will any of the property or assets be distributed to any member on its dissolution or winding up.

Section Five. Liability of Members. No member of this corporation will be personally liable for any of its debts, liabilities, or obligations, nor will any member be subject to any assessment.

Section Six. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership will terminate on the resignation or death of a member, on a member's failure to pay the dues required in these bylaws within 21 days of the due date, or upon a member ceasing to be a Lot Owner. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE THREE.

CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which will be in a form determined by the board. Certificates must be signed by the president or vice-president or by the secretary or an assistant secretary. All certificates evidencing membership must be consecutively numbered. The name and address of each member and the date of issuance of the certificate will be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued to replace it on terms and conditions determined by the board of directors.

Section Two. Issuance of Certificates. If the board of directors has provided for the issuance of certificates of membership under the provisions of Section 1 of this Article, then, when a person has been elected to membership and has paid any required initiation fee and dues, a certificate will be issued in the name of the new member and delivered by the secretary.

ARTICLE FOUR.

MEMBERSHIP FEES AND DUES

Section One. Initiation Fee and Annual Dues. The initial initiation fee shall be \$30.00 per Lot Owner and the initial annual dues shall be \$15.00 per Lot Owner. The board of directors may from time to time hereafter alter the initiation fee and the amount of annual dues payable to the corporation by members, provided, however, that neither the annual dues nor the initiation fees shall be increased to an amount exceeding \$50.00 unless approved by affirmative vote of at least two thirds of all "Voting Members" (as hereinafter defined in Section Nine of Article Five).

Section Two. Payment of Fees and Dues. Dues will be payable in advance on the first day of February in each fiscal year. If annual dues exceed the sum of \$50.00 per Lot Owner, dues of new members will be prorated from the first day of the month in which the new member is elected to membership for the remainder of the fiscal year of the corporation, and will be payable, together with any initiation fee at the time the new member is elected to membership.

Section Three. Default and Termination of Membership. When any member is in default in the payment of fees or dues for a period of 21 days from the beginning of the fiscal year or period in which the dues become payable, that person's membership may be terminated by the board of directors.

ARTICLE FIVE.

MEETINGS OF MEMBERS

Section One. Annual Meeting. An annual meeting of members will be held at 7:00 p.m., on the first Tuesday in February in each year, beginning with the year 2005, at the location designated by resolution of the board of directors. Appropriate for consideration at annual meetings will be the election of directors, and any other corporate business which comes before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Illinois, the meeting will be held on the next succeeding business day. If the election of directors is not being held on the day designated for an annual meeting, or at any adjournment of such a meeting, the board of directors will cause the election to be held at a special meeting of members conducted on the soonest convenient date.

Section Two. Special Meetings. Special meetings of members may be called by the president, the board of directors, or members holding not less than twenty percent (20%) of the total votes which may be cast at a meeting of members.

Section Three. Place of Meeting. The board of directors may designate any place within the town of Godfrey, Illinois, as the place of meeting for any annual or special meeting of members. However, if all members meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section Four. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members must be delivered personally or by mail, to each member entitled to vote at the meeting, not less than twenty one (21) nor more than forty two (42) days before the date of the meeting, by or at the direction of the president, secretary, or the officers or persons calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called will be stated in the notice. If sent by mail, a notice of meeting will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing.

Section Five. Informal Action by Members. Any action required or permitted to be taken at any meeting of members, may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all members entitled to vote with respect to the action.

Section Six. Quorum. Members holding 20 percent (20%) of the total votes which may be cast at any meeting will constitute a quorum at the meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting without further notice.

Section Seven. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact, as provided in Section Nine of this Article. No proxy will be valid after eleven (11) months from its date of execution.

Section Eight. Voting by Mail. Where directors or officers are to be elected by members, the election may be conducted by mail in a manner prescribed by the board of directors.

Section Nine. Voting Rights. The total number of votes of all members shall be equal to the total number of lots in the Subdivision owned by members. Every Lot Owner shall have one (1) vote for each lot in the Subdivision owned by such Lot Owner. Except as otherwise provided below in this Section Nine, one (1) person shall be designated by each Lot Owner to vote at any meeting of members. Such person shall be known (and is hereinafter referred to) as a "Voting Member." A Voting Member may be the Lot Owner or one of the group of persons the Lot Owner comprises or some person designated by the Lot Owner to act as proxy on his or their behalf and who is also a member. Such designation shall be made in writing, shall be revocable at any time by actual notice to the Board of the death or judicially declared incompetence of the designator or by written notice to the Board by the Lot Owner, shall bear the date of execution and shall be invalid after eleven (11) months from such date. Any or all members may be present at any meeting of members, and those constituting a group acting as a single Voting Member may vote or take any other action as a Voting Member either in person or by proxy. In the event a Lot Owner comprises more than one (1) person, if only one (1) is present at a meeting of members, then such person shall be entitled to cast the vote allocated to that Lot Owner. In the event that more than one (1) such person is present, the vote allocated to that Lot Owner may be cast only in accordance with the agreement of a majority in interest of the group of owners which the Lot Owner comprises.

ARTICLE SIX.

DIRECTORS

Section One. Number. There shall be three (3) directors until the initial meeting of members. Thereafter, the number of directors shall be five (5).

Section Two. Qualifications of directors. Except for directors designated in the Articles of Incorporation, each director shall be a member and shall reside in the Subdivision; provided, however, that if a Lot Owner is a trust, a beneficiary or trustee of such trust shall be eligible to be a director as long as such beneficiary or trustee resides in the Subdivision.

Section Three. Election of directors. At the initial meeting of members, the Voting Members shall elect the Board of Directors. In all elections for directors, each Voting Member shall be entitled to one vote on a non-cumulative basis, and the candidates receiving the highest number of votes with respect to the number of directors to be elected shall be deemed elected. All directors shall be elected at large. Five (5) directors shall be elected at the initial meeting of members to serve until the first (1st) annual meeting of members. At the first (1st) annual meeting of members, the three (3) directors who receive the most votes shall be elected for three (3) year terms and the remaining two (2) directors for two year terms. Upon expiration of the terms of office of directors so elected at the first (1st) annual meeting of members and thereafter, successors shall be elected for a term of three (3) years each.

Section Four. Powers.

(a) Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation will be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents which the board, by resolution, designates.

(b) Management of income property. As described in Article Eight, the board of directors may determine, by resolution, to delegate in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning an income from that property, to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Illinois.

Section Five. Replacement of Directors. Any vacancy in the Board of Directors may be filled by a two-thirds (2/3) vote of the remaining directors at a special meeting of directors called for such purpose. Any director may be removed, with or without cause, by vote of two-thirds (2/3) of the remaining members of the Board at a special meeting called for such purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above. Any director elected to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section Six. Compensation. No member of the board of directors will receive compensation for serving as a director.

Section Seven. Meetings.

(a) Meetings will be held at a place designated by resolution of the board of directors.

(b) Regular meetings will be held as soon as convenient after the first meeting of members. Notice of regular meetings will be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than twenty one (21), nor more than forty two (42) days before the date of the meeting.

(c) The president may, as the president deems necessary, and the secretary, if so requested in writing by at least two (2) members of the board of directors, will call a special meeting of the board. In this event, seven (7) days written notice to each director will be deemed sufficient.

(d) A majority of the board of directors will constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

(e) Except as otherwise provided in these bylaws, or in the articles of incorporation of this corporation, the act of a majority of directors present at any meeting at which a quorum is present will be the act of the board of directors.

(f) All meetings of the board of directors will be governed by Robert's Rules of Order, including any published revisions of those rules, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section Eight. Action Without Meeting. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and their written consent or consents are filed with the minutes of the proceedings of the board. Action by written consent will have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement will be prima facie evidence of that authority.

Section Nine. Liability of Directors. The directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SEVEN.

OFFICERS

Section One. Designation of Officers. The officers of the corporation will be a president, one or more vice-presidents (as determined by the board of directors), a secretary, a treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may elect or appoint other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, and these officers have the authority to perform the duties prescribed 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 Two. Election and Term of Office. The officers of this corporation will be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at the annual meeting, the election must be held on the soonest convenient date. New offices may be created and filled at any meeting of the board. Each officer will hold office until his or her successor has been duly elected and qualified.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal is without prejudice to the contract rights, if any, of the officer being removed.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president will be the chief executive officer of the corporation, and will exercise general supervision and control over all activities of the corporation. The president:

a. Will preside at all meetings of members and of directors;

b. May sign, with the secretary or other officer authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of those instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

c. Perform all other duties generally incident to the office of president and any other duties prescribed by the board of directors.

Section Six. Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president or vice-presidents in the order of their election will perform the duties of the president, and when so acting, will have all the powers of, and be subject to all the restrictions upon, the president. Any vice-president will perform additional duties assigned to him or her by the president or by the board of directors.

Section Seven. Treasurer. If so required by the board of directors, the treasurer will:

a. Give a bond for the faithful discharge of the treasurer's duties in a sum and with surety or sureties deemed appropriate by the board of directors;

b. Have charge and custody of, and be responsible for, all funds and securities of the corporation;

c. Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in banks, trust companies, or other depositories selected by the board of directors; and

d. Perform all duties generally incident to the office of treasurer and any other duties assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary will:

a. Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;

b. See that all notices are duly given in accordance with these bylaws or as required by law;

c. Be custodian of the corporate records and of the seal of the corporation;

d. Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

e. Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, if any, will perform the duties assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If it is required by the board of directors, the assistant treasurers will give bonds for the faithful discharge of their duties in sums and with sureties deemed appropriate by the board of directors.

ARTICLE EIGHT.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. 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 to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general, or confined to specific instances. The authorization should be passed by resolution.

Section Two. Gifts and Contributions. The board of directors or an executive committee may:

- a. Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on terms approved by the board or committee;
- b. Hold funds or property in the name of the corporation or of a nominee or nominees appointed by the board or committee;
- c. Collect and receive the income from funds or property;
- d. Devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and
- e. Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or committee, devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the corporation must be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the board of directors.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by the officer or officers, agent or agents of the corporation and in the manner determined by resolution

of the board of directors. In the absence of such determination, these instruments will be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

ARTICLE NINE.

INDEMNIFICATION

Section One. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any a criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section Two. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section Three. To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section One or Two, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section Four. Any indemnification under Section One or Two (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has

met the applicable standard of conduct set forth in Section One and Two. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section Five. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section Six. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provision of this Article.

Section Seven. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

ARTICLE TEN.

MISCELLANEOUS

Section One. Books and Records. The corporation must prepare and maintain correct and complete books and records of account. The corporation must also keep minutes of the meetings of its members, board of directors, and committees, and keep them at the registered or principal office. The corporation must also keep a membership book giving the names and addresses of members entitled to vote at the registered or principal office. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section Three. 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 this corporation, a written waiver of notice signed by the person or persons entitled to notice, whether before or after the time stated, will be deemed equivalent to the giving of notice.

ARTICLE ELEVEN.

AMENDMENTS

Section One. Power of Members To Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of members holding not less than a majority of the total number of votes that may be cast at a meeting of members entitled to vote.

Section Two. Power of Directors To Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the General Not-For-Profit Corporation Act of Illinois concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.