

REVISED BYLAWS  
OF  
FLINTRIDGE POA, INC.

ARTICLE I  
NAME AND LOCATION

Section 1. Name and Principal Office. The name of the Corporation is FLINTRIDGE POA, INC., which is a duly incorporated Not for Profit Oklahoma Corporation serving as the Flint-ridge Park, Property Owners Association and hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located at 29300 Hwy. 82, #129, Park Hill, Oklahoma, 74451, but meetings of members and Directors may be held at such places within the State of Oklahoma as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Articles" shall mean and refer to the Articles of Incorporation of the Not for Profit Oklahoma Corporation.

Section 2. The terms "Association", "Committee", "Common Area", "Common Facilities", "Declarant", "Lot", "Owner" as used in these Bylaws shall have the meaning set forth in the Declaration of Covenants, Restrictions and Easements relating to the Flintridge Subdivision dated May 30,2002, and recorded in Book 719 at Pages 1111-1113 as amended and corrected and recorded in Book 730 at Pages 31-42 in the office of the County Clerk of Cherokee County, Oklahoma. One exception to said Declaration of Covenants, Restrictions and Easements, per Settlement Agreement of December 31, 2009 is Declarant shall mean and refer to Flintridge Park Properties, LLC, per Settlement Agreement signed December 21, 2009.

Section 3. Member means those persons or entities entitled to membership in the Association as provided in the Declaration, Articles and as set forth hereinafter.

ARTICLE III  
MEMBERSHIP

Section 1. Membership. Every person who is a record owner of a fee simple title to any Lot which is a part of Flintridge Subdivision; which is subject to the Covenants and Restrictions and assessments and monthly dues of the Flintridge POA, Inc., is considered to be a member.

Section 2. Voting Rights. The Corporation shall be made up of Members, which Members shall be owners of Lots in the Properties, including Declarant. Each Member in good standing shall be entitled to one (1) vote for each lot owned. Only one (1) Member shall be entitled to a vote for a Lot, so that a Lot having more than one owner shall be entitled to only (1) vote, which vote shall be determined by the majority of the owners of said Lot, provided that if no majority of owners shall exist, no vote shall be counted for that Lot. Further that the right to vote is conditioned upon the Member having paid all assessments, dues or other amounts owed by Member as provided in the Articles, herein, the Bylaws, or the Declaration of Covenants and Restrictions. Declarant shall be entitled to one (1) vote per lot and exempt from monthly dues as assessed by the Corporation.

ARTICLE IV  
PROPERTY RIGHTS

Section 1. Members' Easements of Enjoyment. Every Member shall have a right and easement of enjoyment in and to the Common Area and the Common Facilities. Such easement shall be appurtenant to and shall pass with the title to every Lot, subject to the following provisions:

- (a) The right of the Association to limit the number of guests of Members;
- (b) The right of the Association to charge reasonable admission and other fees for the use of any Common Facility situated upon the Common Area;
- (c) The right of the Association in accordance with its Articles and Bylaws, to borrow money for the purpose of improving the Common Area and Facilities and to aid thereof to mortgage the same, and the rights of such mortgagee therein shall be subordinate to the rights of the Owners hereunder;
- (d) The right of the Association to suspend voting rights and the right to the use of the recreational facilities of a Member for any period during which any assessment or charge against his Lot remains unpaid; and after a hearing before the Board of Directors held not less than forty-eight (48) hours nor more than fifteen (15) days after written notice thereof to said Member, for period not to exceed thirty (30) days, for any infraction the Association's published rules and regulations;
- (e) The right of the Association upon the assent of three-fourths ( $\frac{3}{4}$ ) of the Members to dedicate, sell, lease or transfer all or any part of the Common Areas or Common Facilities to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;
- (f) The right of the Association to lease to any third person or entity the right to operation of the Common Areas and Common Facilities.

Section 2. Delegation of Use. Any Member may delegate his right of enjoyment to the Common Area and Common Facilities to the members of his family, his tenants, or contract purchasers who reside on his Lot, subject to such restrictions as may be imposed herein or by Rules and Regulations of the Association.

ARTICLE V  
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of formation of the Association upon the recordation of Articles of Organization in the office of the County Clerk for Cherokee County, Oklahoma. Each

ARTICLE V. Meeting of Members. Annual Meetings. (Continued)

subsequent regular annual meeting of the Members shall be held the third Saturday of May of each year thereafter, at a date, time and place within the State of Oklahoma selected by the Board of Directors of the Association.

Section 2. Regular Meetings. Regular Meetings of the membership will be held the third Saturday of April (Annual Meeting) and October.

Section 3. Special Meetings. Special meetings of the Membership for any purpose or purposes, unless otherwise prescribed by law or by the certificate of incorporation, may be called at any time by the President or by the majority of the Board of Directors. A special meeting shall be called upon written request, which must state the purpose or purposes of the proposed meeting, by the majority of the Members who are entitled to vote.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by posting a copy of the notice, in conspicuous locations, upon all information bulletin boards within the Subdivision, not less than fifteen (15) days nor more than sixty (60) days before the meeting is to take place or by mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than thirty (30) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence in person or by proxy of Members entitled to cast one-half (50%) of all the votes shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration or these Bylaws. If, however, such quorum shall not be present, the meeting may be adjourned to a date no less than forty-eight (48) hours nor more than thirty (30) days thereafter. At such reconvened meeting, the presence of members entitled to cast at least twenty-five percent (25%) of all the votes in person or by proxy shall constitute a quorum. A meeting may only be reconvened once. Thereafter, a new meeting must be called and the original quorum shall be applicable.

Section 6. Declaration Special Meetings. Matters which, by the terms of the Declaration, are referred to as a Special Meeting therein shall be decided by reference to the notice, quorum and adjournment requirements set forth therein.

Section 7. Proxies. At all meetings of Members, each Member may vote in person or by Proxy. All proxies shall be in writing where the proxy is to be exercised. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 8. Assent Required by Articles of Organization. Wherever the Articles or Bylaws

ARTICLE V. Meetings of Members. Section 8. Assent Required by Articles of Organization. (Continued)

require the assent of the Members, the assent may be obtained at a meeting called for the purpose, pursuant to the notice, quorum and adjournment requirements applicable to Special Meetings. In addition, such assent may be obtained by written notice and ballot mailed to members to be signed and returned indicating their assent or non-assent to the proposal. Such notice may state that if they do not return their ballot, they are deemed to assent to such proposal.

ARTICLE VI  
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors, who shall be Members of the Corporation. The number of Directors selected to serve until the first annual meeting and until their successors are elected and qualified shall be seven (7). Thereafter the number of directors shall be determined by the Members present at such successive annual meetings, but shall not exceed nine (9) and shall always be an odd number.

Section 2. Initial Directors. The names and addresses of the persons who are to serve as initial Directors for a term of one (1) year are:

<u>NAME</u>	<u>ADDRESS</u>
C. Keith Barr	10125 Millspaugh Way, Yukon, OK 73099
Judy B. Conway	29300 Hwy 82-3, Park Hill, OK 74451
Lowell Russell	29300 Hwy 82-3, Park Hill, OK 74451

Section 3. Election and Term of Office. At the first annual meeting and at each annual meeting thereafter the Members shall elect directors for a term of three (3) years. Election to the Board may be by a secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes shall be elected. All such elections shall be by cumulative voting. Each Member shall have the right to give one candidate multiplied by the number of votes to which he is entitled, or distribute his vote on the same principal among as many candidates as he thinks fit. The terms of the Board of Directors shall be staggered such that three (3) directors shall be elected in even numbered years and two (2) directors shall be elected in odd numbered years. Election proxies shall be sent to the Chairperson of the Nominating Committee.

Section 4. Removal, Death or Resignation. The entire Board may be removed from office with or without cause, by a super-majority of eighty percent (80%) vote of all the votes of the

ARTICLE VI. Board of Directors; Selection; Term of Office

Section 4. Removal, Death or Resignation. (Continued)

Members of the Corporation. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Corporation. However, any director may be reimbursed for the actual expenses incurred in the performance of duties related to the Corporation.

Section 6. Action taken without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominating Committee. A Nominating Committee consisting of a Chairman, who shall be a member of the Board, and two (2) or more Members of the Corporation shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting; such appointment shall be announced at each annual meeting.

Section 2. Nominations. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of directors to be elected and present the initial slate of nominees to the Members of the Association at the Annual Meeting in May for member approval. Nominations may also be made from the floor at the Annual Meeting. Such nominations must be made from among Members.

Section 3. Election. Directors shall be elected on the day of the Annual Meeting of the Association by a majority of the votes cast by written ballot. At the election, the members present may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Any member who is unable to attend this Annual Meeting may vote in absentia according to Article V, Section 7, and may also cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

Section 4. Election Committee. The Board of Directors will appoint three (3) Association Members to serve as the Election Committee: Inspector; Clerk; and Judge to oversee and count the votes. Votes may be cast at the annual meeting.

ARTICLE VIII  
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular Meetings of the Board shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special Meetings of the Board shall be held when called by the President of the Corporation, or by any three (3) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as through taken at a meeting of the Directors.

ARTICLE IX  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have the following powers:

(a) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws, the Articles of Organization or the Declaration.

(b) To adopt and publish rules and regulations governing the use of the Common Area and Common Facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

(c) To suspend the voting rights and right to use of the Common Facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Corporation; which rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(d) To declare the office of a Member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board.

(e) To employ an independent contractor or such agents or employees as it deems necessary and prescribe their duties.

ARTICLE IX. Powers and Duties of the Board of Directors.

Section 1. Powers. (Continued)

(f) To adopt and publish rules and regulations governing the limited use of the Common Areas and Common Facilities, and the personal conduct of persons using such, and to set such monetary sums which may be levied for such limited use; all such sums being used to defray the cost of operating and maintaining said Common Areas and Common Facilities.

Section 2. Duties. The Board shall duly perform all of its duties under the Declaration and the Articles. In addition, the Board shall:

(a) Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting when such statement is requested in writing by Members who are entitled to vote ten percent (10%) of all the votes of the entire membership;

(b) Supervise all officers, agents and employees of this Corporation, and see that their duties are properly performed;

(c) As more fully provided in the Declaration:

(1) Upon approval of a majority of the Members of the Association, fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; provided such annual assessment is not set, it shall remain the same as the previous annual assessment. The amount shall be assessed not later than December of each year.

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, not later than December for January payment; provided such notice shall be required only if there is a change in such annual assessment; and

(3) Foreclose the lien against any property for which assessments or charges are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same;

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property hereinafter acquired and owned by the Corporation;

ARTICLE IX. Powers and Duties of the Board of Directors

Section 1. Powers (Continued)

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as and if it may be deemed appropriate;

(g) Cause the Common Area and Common Facilities to be maintained in first-class condition; and

(h) Cause any sums collected by the Corporation to be held as a reserve for future maintenance or future replacements to be deposited in a trust account and not co-mingled with the Corporation's general funds or used for purposes other than those for which they are collected.

(i) Promulgate and publish for distribution to the Membership Rules and Regulations pertaining to the use of the Common Area and Common Facilities and enforcement thereof.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Corporation shall be a President and Vice-President, who shall at all times be Members of the Board, a Secretary and a Treasurer, and such other offices as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board and each shall hold office for three (3) years unless the Director shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified thereon, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer such officer replaced.

ARTICLE X. Officers and their Duties. (Continued)

Section 7. Multiple Duties. The offices of President and Secretary and/or President and Vice-President may not be held by the same person.

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

(a) President. The President shall preside at all meetings of the Board and act as the chief executive officer of the Corporation. He/She shall sign all leases, mortgages, deeds, and other instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Corporation; keep proper books of account; and shall prepare a statement of income and expenditures and balance sheet to be presented to the membership at its regular Annual Meeting.

ARTICLE XI  
COMMITTEES

Section 1. Committees to be Appointed. The Board shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board shall appoint a Building Control Committee and other committees as deemed appropriate in carrying out its purposes.

Section 2. Duties. Such Committees shall have the duties given them in the Declaration, these Bylaws and the resolutions by which they are created.

Section 3. Special Committees. The appointments of the Nominating Committee shall be made by the President as hereinbefore provided. The Appointment of the Election Committee shall be by the Board of Directors.

ARTICLE XII  
BOOKS AND RECORDS

Section 1. Inspection of Records. The books, records and papers of this Corporation shall, at all times during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles and these Bylaws shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

Section 2. Audit. There shall be a Statement of Income and Expenditures and Balance Sheet prepared from the books and records of the Corporation by an independent public accountant and presented to the Members at the regular Annual Meeting.

ARTICLE XIII  
ASSESSMENTS

Section 1. Creation of Obligation to Pay Assessments and Lien to Secure Payment. Each Owner of any Lot acquired after filing of Declaration, by acceptance of a deed therefore, whether or not it shall be so expressed in any such deed or other conveyance is deemed to agree to pay to this Corporation:

(a) Monthly assessments or charges,

(b) Special Assessments for capital improvements, such assessments to be fixed, established and collected from time to time as hereinafter provided. The annual and special assessments, together with such interest, cost of collateral thereof and reasonable attorney's fees, shall be the personal obligation of the person who was the said Owner of such Lot at the time when the assessment fell due, and the annual assessment shall be a charge on such Lot against which each such assessment is made and a continuing lien thereupon.

Section 2. Purpose of Assessments. The assessments levied by this Corporation shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents of the lots and in particular for the improvement and maintenance of the Properties, services and facilities devoted to this purpose and related to the use and enjoyment of the hereinafter acquired Common Area and Common Facilities.

Section 3. Basis and Maximum of Annual Assessments. After consideration of current maintenance costs and future needs of the Association, the Board of Directors may fix the monthly assessment in an amount not in excess of the maximum of \$50.00.

Section 4. Special Assessments for Capital Improvements. In addition to the annual assessments authorized above, the Corporation may levy in an assessment year a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the

ARTICLE XIII. Assessments.

Section 4. Special Assessments for Capital Improvements. (Continued)

cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the Common Area, including the necessary fixtures and personal property related thereto after obtaining the assent of three-fourths ( $\frac{3}{4}$ ) of the Members.

Section 5. Uniform Rate of Assessment. Both monthly and special assessments must be fixed at a uniform rate for all Lots subject to such assessment and may be collected on a monthly basis.

Section 6. Date of Commencement of Assessments; Due Dates. The monthly assessments provided for herein shall commence as to all Lots subject to such assessment on the first day of the month following the acquisition of the lot by its owner. The assessment shall be postmarked by or before the 10<sup>th</sup> of each month or shall be considered delinquent and subject to the remedies listed in Section 7. The Board shall fix the amount of the monthly assessment against each Lot at least thirty (30) days in advance of January 1<sup>st</sup> of each year. Written notice of the annual assessment shall be sent to every Owner subject thereto, provided such notice shall not be required if there is no change in such assessment from the preceding year. The Corporation shall, upon demand at any time, furnish a certificate in writing signed by an officer of the Corporation, setting forth the assessment due and unpaid, if any, on a specified Lot. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid in favor of all persons relying thereon in good faith.

Section 7. Effect of Non-payment of Assessments; Remedies of the Association. Each regular assessment and each special assessment shall be separate, distinct and personal debts and obligations of the Owner or Owners of the Lots against which the same are assessed. The assessment shall bear interest from the date of delinquency at the rate of twenty per cent (20%) per annum, and a \$25.00 late fee. In the event of a default or defaults in payment of any such assessment or assessments and in addition to any other remedies herein or by law provided, the Corporation may enforce each such obligation as follows:

(a) By suit or suits at law to enforce each such assessment obligation. Each such action shall be brought in the name of the Corporation and the Corporation shall be deemed to be acting on behalf of all the Owners. Any judgment rendered in any such action shall include, where permissible under any law, a sum for reasonable attorney's fees in such amount as the Court may adjudge against such defaulting Owner. Upon full satisfaction of any such judgment, it shall be the duty of the Corporation by an authorized officer thereof to execute and deliver to the judgment debtor an appropriate satisfaction thereof.

(b) At any time within ninety (90) days after the occurrence of any such default, the Corporation may give notice to the defaulting Owner, which said notice shall state the date of

ARTICLE XIII. Assessments. Section 7. Effect of Non-payment of Assessments;  
Remedies of the Association. Paragraph (b) (Continued)

the delinquency, the amount of the delinquency, and make a demand for payment thereof. If such delinquency is not paid within ten (10) days after delivery of such notice, the Corporation may file a claim under the lien provided for in Section 1 above against the Lot of such delinquent Owner. Such claim shall state (1) the name of the delinquent owner; (2) a description of the Lot against which claim of lien, if any, is made; (3) the amount claimed to be due and owing; (4) that the lien, if any, is asserted by the Corporation pursuant to the terms of the Declaration (giving the date of execution and the date, plat book references of the recording hereof in the Office of the County Clerk of Cherokee County, Oklahoma); and (5) that a lien, if any, is claimed against the described Lot in an amount equal to the amount of the stated delinquency. Any such claim shall be signed and acknowledged by any two (2) or more members of the Board and shall be dated as of the date of the execution of the last such Board member to execute said claim. The lien may be foreclosed by appropriate action in court or in the manner provided by law for the foreclosure of a mortgage under power of sale. In the event such foreclosure is by action in court, reasonable attorney's fees shall be allowed to the extent permitted by law. In the event the foreclosure is as in the case of a mortgage under power of sale, any person designated by the Corporation in writing shall be deemed to be acting as the agent of the lien holder and shall be entitled to actual expenses and such fees as may be allowed by law or as may be prevailing at the time the sale is conducted. The certificate of sale shall be executed and acknowledged by the President or Vice-President of the Board or by the person conducting the sale. A deed upon foreclosure shall be executed in like manner.

Section 8. Mortgage Protection.

(a) Any lien created upon the Lots shall be subject and subordinate to, and shall not affect the rights of the holder of the indebtedness secured by any recorded first mortgage or deed of trust (meaning a mortgage or deed of trust with first priority over other mortgages or deeds of trust) upon such interest made in good faith and for value; provided, however, that after the foreclosure of any such mortgage or deed of trust, the lien shall attach to the interest of the purchaser at such foreclosure sale to secure all assessments, whether regular or special, assessed hereunder to such purchaser as an Owner after the date of such foreclosure sale, which said lien, if any claimed, shall have the same effect and be enforced in the same manner as provided herein;

(b) No amendment to this paragraph shall affect the rights of the holder of any such mortgage or deed of trust recorded prior to adoption of such amendment who does not join in the execution thereof;

(c) By subordination agreement executed by a majority of the Board, the benefits of (a) and (b) above may be extended to mortgages or deeds of trust not otherwise entitled thereto.

ARTICLE XIII. Assessments. (Continued)

Section 9. Exempt Property. The following property shall be exempt from the assessments created herein: (a) all Properties dedicated to and accepted by a local public authority; (b) the Common Area and Common Facilities; and (c) all Properties owned by a charitable or non-profit organization exempt from taxation by the laws of the State of Oklahoma. However, no land or improvements devoted to dwelling use shall be exempt from assessment.

ARTICLE XIV  
MISCELLANEOUS

Section 1. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words: FLINTRIDGE POA, Inc.

Section 2. Amendments. These Bylaws may be amended, by the assent of three-fourths ( $\frac{3}{4}$ ) of the Membership of the Organization. Also these Bylaws may be amended by the Board of Directors provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31<sup>st</sup> Day of December each year, except that the first fiscal year shall begin on the date of incorporation.

Section 4. Conflicting Provision. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and, in the case of any conflict between the Declaration applicable to the Properties and these Bylaws, the said Declaration shall control.

Section 5. Procedures. Roberts Rules of Order shall be used as a guideline to promote an orderly and expeditious meeting.

**CERTIFICATION**

I, the undersigned hereby certify:

THAT I am duly elected and acting Secretary of FLINTRIDGE POA, INC., an Oklahoma Not-for-Profit Corporation; and

THAT the foregoing By-Laws constitute the amended By-Laws of the said Corporation, as duly adopted at a meeting of the Association held on the 28<sup>th</sup> day of June, 2008.

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Mary Ann Heck  
Secretary

(SEAL)