

BYLAWS
OF
FOXBORO ESTATES RESIDENTS' ASSOCIATION, INC.

"Old Dorsey Place"

ARTICLE I

Principal Office

The principal office of the Corporation shall be located at the address of its registered agent for service of process. The Corporation's registered agent for service of process may be changed from time to time by the Board of Directors.

ARTICLE II

Members

1. Membership. The members of the Corporation ("Members") shall be the holders of title to any lot located within the boundaries of Foxboro Estate Sections 1, 2, 3, 4a or 4b (otherwise known as "Old Dorsey Place") or a joint tenant of such property.

2. Voting Rights. Members in good standing shall be entitled to vote on each matter submitted to a vote of Members. One vote may be cast per lot. A Member is not in good standing and is not entitled to vote if that Member has failed to pay the annual assessment.

3. Annual Meetings. The annual meeting of the Members shall be held at such time, place and on such date as the Board of Directors may designate. The purpose of such meetings shall be the election of officers and directors and the transaction of such other business as may properly come before it. If the election of directors shall not be held on the day designated for an annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members to be held as soon thereafter as may be practicable.

4. Special Meetings. Special meetings of the Members may be called by the President, by a majority of the Board of Directors or by Members holding not less than one-third of the voting power of all Members entitled to vote at such meeting.

5. Place of Special Meetings. The Board of Directors may designate any place within or without the Commonwealth of Kentucky as the place for any special meeting of the Members called by the Board of Directors.

6. Notice of Annual or Special Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 7 days nor more than 50 days before the date of the meeting, either personally or by mail 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 records of the Corporation with postage prepaid. Notice shall be sufficient if personally delivered and placed in a conspicuous place or the newspaper box at the address of each Member.

7. Waiver of Notice. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless the Member attends the meeting for the sole express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or otherwise by law, 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 equivalent to the giving of such notice.

8. Quorum. Members attending any annual or special meeting shall constitute a quorum at any such meeting.

9. Vote Taken by Ballot. As to any matter properly raised at any meeting of the Membership, a vote of the Membership may be taken by delivering a ballot to each Member of record consistent with the provisions of Paragraph 6 of this Article II. The ballot shall set forth the matter to be voted upon and the directions for returning the ballot. The ballots shall be returned to the Secretary or such other person as may be designated by the Board of Directors. The Secretary or designated individual shall, as soon as reasonably practicable, count the votes, record the results, and report the same to the Membership. A vote on any matter taken as provided in this Paragraph shall have the same force and effect as a vote taken at a meeting of the Membership.

10. Action by Consent of Members. Any action required to be taken, or which may be taken, at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof. Such written consent shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE III

Board of Directors

1. Powers. The affairs of the Corporation shall be managed by its Board of Directors. The powers of the Board of Directors include, but are not limited to, the employment of independent contractors, the power to proscribe the manner of notice and collection of Membership assessments (including the placing and enforcing of liens and the assessment of penalties and/or interest, lien filing fees and attorney fees¹ on delinquent assessments), the preparation of an annual budget, the purchase of insurance as deemed necessary (including Errors and Omissions Insurance for officers and directors) and all other powers necessary to the management of the Corporation's affairs.

2. Number, Tenure and Qualifications. The directors shall consist of the President, Vice President, Secretary, Treasurer, and one Member-at-large to represent each of the five sections of the subdivision. If no Member whose residence is located in a particular section is nominated as a Member-at-large to represent that section, any other Member may be elected to serve as a Member-at-large to represent that section. Directors shall be elected at the annual meeting and the terms of office of each director shall be until the next annual meeting of the Members and the election and qualification of his or her successor, except as provided herein.

3. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately before or after, and at the same place as, the annual meeting of Members or at such other time and place as may be designated by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors, and shall be held at the principal office of the Corporation or at such other place as the directors may determine.

5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by telephone message or e-mail message or by written notice delivered personally or sent by mail to each director at his or 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. Any director may waive notice of any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

¹As unanimously approved by vote of the membership at the General Meeting of the Association, held May 23, 2006.

6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

8. Compensation. Directors as such shall not receive any stated compensation for their services, but they may, if hired by the Corporation receive compensation for professional services rendered.

ARTICLE IV

Officers

1. Officers. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer.

2. Election and Term of Office. The officers of the Corporation shall be elected annually by the membership at the regular annual meeting of the membership. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly elected and qualifies, except as provided herein.

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 officer so removed.

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.

5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

6. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts or other 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 Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, 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. The Board of Directors may confer like powers on any other person or persons.

7. Vice-President. In the absence of the President, or in the event of his or her 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 by the President or by the Board of Directors.

8. Treasurer. The Treasurer shall 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 and other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

9. Secretary. The Secretary shall keep the minutes of the Members' meetings and of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the mailing address of each Member and Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

10. Members-at-Large. Members-at-Large shall represent the interests of the Members residing in their respective sections and shall be the liaison between the Board of Directors and the Members. The duties of Members-at-Large include being aware of home sales and reporting this information to the Board as necessary, welcoming new Members and providing new Members with information about Old Dorsey Place, answering Members' questions about Old Dorsey Place, conveying Members concerns to the Board of Directors, and such other duties as from time to time may be prescribed by the President or the Board of Directors.

ARTICLE V Committees

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 such resolution, 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 by law.

2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of 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 by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE VI

Contracts. Checks, Deposits, and Gifts

1. Contracts. The Board of Directors may authorize any officer or officers or 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 may be confined to specific instances.

2. Checks, Drafts, or Orders. All checks, drafts, or 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 or 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, the instruments shall be signed by the Treasurer and countersigned by another officer of the Corporation.

3. Deposits. 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 elect.

ARTICLE VII

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, committees having and exercising any of the authority of the board of directors, and shall keep 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 or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July in each year and end at midnight on the thirtieth day of June of the following year. The Board of Directors shall have the power to fix and change the fiscal year of the Corporation.

ARTICLE IX

Assessments

The term "annual assessment" shall mean the amount of annual assessment levied on each lot located in the Foxboro Estates Subdivision (otherwise known as Old Dorsey Place) and provided for by the Declaration of Restrictions of the Foxboro Estates Subdivision. The Board of Directors shall determine from time to time the need for any increase in the annual assessment. Having made said determination, they shall report the same to a meeting of the membership. If the proposed increase in annual assessment is approved by a majority vote of the Members, the assessment shall be levied as provided herein. No member is entitled to a refund of any portion of the annual assessment upon the sale of the lot.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provision of the Kentucky Revised Statutes or under the provisions of the Articles of Incorporation or these Bylaws, 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 XI

Defense and Indemnification of Directors and Officers

1. Defense and Indemnification. The Corporation shall to the fullest extent permitted by Kentucky law, and to the extent such funds are available as reflected in the annual budget of the Corporation, defend and indemnify each director and officer of the Corporation against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director or officer of the Corporation. The officer or director seeking defense and indemnification may be required by the Board of Directors to repay any amounts advanced if it is ultimately determined that such person was acting in violation of law or his or her duties to the Corporation.

~~1.2.~~ Nonexclusivity of Indemnification. The indemnification provided for by this Article shall not be deemed exclusive of any other rights to which directors and officers of the Corporation may be entitled under any statute, agreement or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Amendment of Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of Members present at any meeting of the membership or voting as provided in Article II herein.

ARTICLE XIII

Effective Date of Bylaws

These Bylaws shall become effective immediately upon adoption by a majority vote of the Members present at any annual or special meeting of the membership or voting as provided in Article II herein.