

BYLAWS OF PARTRIDGE RUN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I Offices

The principal office of the corporation shall be located at 2208 Mallard Court, Shelbyville Kentucky. The corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

ARTICLE II Members

The members of the corporation shall be all of the owners of property in Partridge Run Subdivision, whose ownership is of record in the offices of the Shelby County Clerk. Annual meetings of the members shall be held on the first Tuesday in August of each year commencing in 1997, In accordance with the Articles of Incorporation. The primary purpose of such meeting shall be to elect the directors for the upcoming year.

ARTICLE III Directors

(A) General powers

The business and affairs of the corporation shall be managed by its Board of Directors.

(B) Number, tenure, and qualifications

The number of directors of the corporation shall be five, but may be increased or decreased by amendment of this bylaw. The Officers of the Board of Directors shall be elected by the Board subsequent to the Annual Meeting of the of members, who shall elect the members of the Board. The Directors shall serve a one year term, except for the office of First Vice President, which shall be for a two year term, although the second year may be served in another post. If such second year is served in another post, then the election shall only be for the number of Board positions which are open.

Each director shall serve as a director until the earlier of (1) the next annual meeting of members and until his successor has been elected and qualified; or (2) he is removed by a majority of the members, with or without cause.

(C) Vacancies

Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by the affirmative vote of a

majority of the remaining Board of Directors, though less than a quorum.

(D) Annual meeting

The annual meeting of the Board of Directors shall be held without notice other than this bylaw immediately after the annual meeting of members to elect officers of the corporation for the upcoming year, to address any other business as may properly come before the Board. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Kentucky, for the holding of additional regular meetings without notice other than such resolution.

(E) Special meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or by a majority of the directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

(F) Notice

Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed or telegraphed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(G) Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time

without further notice.

(H) 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.

(I) Compensation

No director shall receive compensation for his services as director; however, any expenses incurred by any director by reason of his duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

(J) Committees

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

(K) Informal action

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors, or all members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV Officers

(A) Classes

The officers of the corporation shall be a President, one or more Vice presidents, a Secretary, a Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

(B) Election and term of office

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. After the initial election of officers at the corporation's organizational meeting, the officers of the corporation shall be elected every year by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. No officer shall be elected or appointed to serve a term of office exceeding three years.

(C) Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest 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. Election or appointment of an officer or agent shall not of itself create contract rights.

(D) 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.

(E) President

The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The President 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.

(F) Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(G) Secretary

The Secretary shall (1) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records;

and (4) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. If any member of the association desires to examine the books of the corporation, they may do so, at any meeting of the Board of Directors, or at the annual meeting, by giving notice, seven days in advance of such meeting, that they desire to do so.

(H) 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 such surety or sureties as the Board of Directors shall determine. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (2) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE V Contracts, Loans, Checks, and Deposits

(A) Contracts

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

(B) 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.

(C) Checks, drafts, orders, 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.

(D) 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.

(E) Gifts

Any director or officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.

(F) Charitable contributions

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

ARTICLE VI 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 and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, 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 Amendment of Bylaws

These bylaws may be amended, altered, changed, added to,

or repealed by the affirmative vote of a majority of the Board of Directors if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting to the Board of Directors. Notwithstanding the above, the members may amend, alter, change, add to, or repeal these bylaws at any time.

ARTICLE X Dues

The Dues are to be set by action of the Board, at the Annual meeting. A change in the amount of the dues shall not require an amendment to these by-laws. The dues shall be \$125.00 for the 1996-97 year, with one half due on September 1, 1996 and one half due March 1, 1997. In subsequent years the dues will be due and payable in full on or before August 1st of such year, beginning August 1, 1997. There will be a penalty for late payments, or for partial payments, which shall be set by the Board and which will be disclosed on the annual dues statements. Unpaid dues and penalties shall bear interest at the rate of 1 1/2 percent per month on the unpaid balance, compounded monthly until paid in full. The homeowner of record on the date of the Homeowners Association meeting of each year is the party responsible for payment of the dues.

ARTICLE XI Voting

Each lot in the Phase One of Partridge Run Subdivision shall constitute one member of the Association. Each member of the Association will be entitled to one vote at the Annual Meeting, to elect the members of the Board. If dues are not paid in full on or before the meeting, the member shall not be entitled to vote, and any such vote cast shall not be counted.

ARTICLE XII Sidewalks

Each property owner in the subdivision is responsible for maintaining and keeping the sidewalk on their property in proper repair. If the homeowner does not maintain their sidewalk, the Association shall have the right, but not the responsibility, to make such repair, and any sum or sums so expended shall constitute additional dues owed by the homeowner, and shall immediately begin bearing interest at the rate of 1 1/2 percent per month until paid. If the association chooses to exercise the right hereby conveyed, they shall first deliver to the homeowner a notice, detailing the deficiency, and advising him that he is the party responsible for effectuating the repair. The notice shall further advise that if the repair is not completed within 30 days, the Association may exercise its right under this by-

STATE OF KENTUCKY)
) ss.
County of Jefferson

The foregoing instrument was acknowledged before me this
4 day of November, 1996, by CINDY GRIFFIN.



NOTARY PUBLIC
KENTUCKY AT LARGE

MY COMMISSION EXPIRES: 4/6/98

Brenda Lichtenfels
Brenda Lichtenfels
Secretary
2210 Mallard Court
Shelbyville, Ky.

STATE OF KENTUCKY)
) ss.
County of Jefferson

The foregoing instrument was acknowledged before me this
13th day of November, 1996, by BRENDA LICHTENFELS.

Linda H. Barnett

NOTARY PUBLIC
KENTUCKY AT LARGE

MY COMMISSION EXPIRES: 3-24-97

Cheri Myers
Cheri Myers
Treasurer
2207 Mallard Court
Shelbyville, Ky.

STATE OF KENTUCKY)
) ss.
County of Jefferson

The foregoing instrument was acknowledged before me this
5th day of November, 1996, by CHERI MYERS.

Betty Moorman

NOTARY PUBLIC
KENTUCKY AT LARGE

MY COMMISSION EXPIRES: 4/5/2000

PREPARED BY:



RICHARD J. HEAD
SUITE 1100, 510 WEST BROADWAY
BANK OF LOUISVILLE BUILDING
LOUISVILLE KENTUCKY 40202
(502)587-1000