

BY-LAWS
OF
THE WILDEWOOD DEVELOPMENT ASSOCIATION, INC.

ARTICLE I

Membership:

Section 1. Qualification of Members:

Membership in this corporation shall be limited to persons, firms or corporations owning, renting, or leasing real property in CASHION'S WILDEWOOD ADDITION to Oklahoma City, Oklahoma, according to the recorded plat or plats thereof in the office of the County Clerk of Oklahoma County, Oklahoma, or the spouse of any person owning or renting any such real property, and no person, through a firm, association or corporation, or firm, association or corporation shall be entitled to own more than one membership in this corporation regardless of the amount of real property owned, lease or rented by any such person, firm, association or corporation within such area. No person, firm, association or corporation other than those entitled to own or hold membership in this corporation as hereinabove set forth shall be or shall become entitled to own or hold a membership or any membership in this corporation.

Section 2. Classes of Members:

The members of the corporation shall be of one class only.

Section 3. Property Rights:

No member shall have any vested or other interest in any of the property of the corporation.

Section 4. Transfer and Termination of Membership:

Memberships in this corporation are and shall be deemed personal to the members and, except as otherwise set forth in this section, shall not be transferable and any attempted sale, transfer, assignment or other disposal of any membership in this corporation shall be void and of no effect. The membership of any person, firm, association or corporation who rents or leases his residential property shall be terminated during the term of such renting or leasing unless such member is the owner of other real property in said addition. When any member of this corporation shall die, his or her membership shall automatically vest in the surviving spouse of such deceased member. When any member shall sell, rent or lease all real property owned by such a member in said addition the membership of such member shall ipso facto terminate and such person, firm or corporation shall be ineligible for membership until such time as such person, firm or corporation shall reacquire real property in said addition by purchase or lease or resumes possession of the property so leased by such member. Any member of this corporation may be deprived of membership in this corporation for cause upon a resolution, adopted by not less than a majority of the members of this corporation, at a duly authorized membership meeting.

Section 5. Dues and Assessments:

The membership fee shall be \$5.00 per year. However, the membership fee shall be subject to change by a majority vote of the members present at any annual membership meeting or special membership meeting called for such purpose by the board of directors. Members shall not be required to pay any assessment in any amount to carry on the business of the corporation. Contributions, gifts, donations or pledges, voluntarily made, may be accepted by the corporation, from any person, firm, partnership, association or corporation whether or not such donor be a member of this corporation.

Section 6. Annual Meeting:

The annual meeting of the members shall be held at any place within the City of Oklahoma City, Oklahoma, as the Board of Directors shall from time to time determine, on the first Friday in October of each year, at the hour of eight o'clock P.M. of said day, for the purpose of electing directors and for transacting such other business as may be properly brought before the meeting. If the annual meeting of members shall not be held, or if directors shall not be elected at the annual meeting, or at any adjournment thereof, directors may thereafter be elected at any special meeting of members. Directors so elected at any such special meeting of members shall hold office until the election or appointment of their successors.

Section 7. Notice of Annual Meeting:

Written notice of each annual meeting of the members shall be given in such form and manner as the Board of Directors shall prescribe.

Section 8. Special Meetings:

Special meetings of the members may be held at any place within the City of Oklahoma City, Oklahoma, which may be designated by the Board of Directors, whenever called in writing by the President, or by the Vice-President, or by a majority of the Board of Directors, or by any one-tenth of the membership. Every such call shall be made in writing, and shall state the day, hour, place and purpose of the meeting.

Section 9. Notice of Special Meetings:

Written notice of each special meeting of members, stating the time and place and purpose thereof, shall be mailed or delivered to each member of record on the books of the corporation, at least two (2) days preceding the date of such meeting, at such address as appears on the books of the corporation. It shall be the duty of the Secretary to give or cause to be given the notices prescribed in this section whenever requested so to do by the President, Vice-President, a majority of the Board of Directors, or one-tenth of the membership. No notice of any adjourned special meeting of members need be given unless the meeting is adjourned for thirty days or more, in which event notice of the adjourned meeting shall be given as in the case of the original meeting.

Section 10. Quorum:

The presence in person of fifteen (15) members shall constitute a quorum for the transaction of business at all meetings of the members.

If, however, such quorum shall not be present at any meeting of the members, a majority of the members present in person shall have the power to adjourn the meeting from time to time without notice other than by announcement at the meeting, until the requisite number of members shall be present in person. At any such adjourned meeting at which the requisite number of members shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled or noticed, had a quorum been present thereat.

Section 11. Voting:

At all meetings of members, every member shall have one (1) vote, provided that in the event a membership is owned or held by more than one person or corporation jointly or otherwise, then the owners or holders of such membership shall be collectively entitled to but one (1) vote. All voting rights shall be exercised in person at such meetings. Proxies shall not be recognized for any purpose.

Voting by mail shall be permitted when duly authorized by a resolution of the Board of Directors. Mail voting shall be conducted in the following manner: The Board of Directors shall cause an official ballot to be delivered to each member of the corporation entitled to vote, together with two envelopes. One such envelope shall be marked "Ballot", or "Ballot enclosed" or words of similar import. The other envelope shall bear the name and mailing address of the Secretary-Treasurer and the return address of the member in the upper left hand corner. After indicating his or her vote upon the ballot the member shall place the same in the envelope marked "Ballot", "Ballot enclosed", or otherwise, as indicated above, seal the same and place such envelope containing the ballot in the other envelope addressed to the Secretary-Treasurer and deposit same in the mails or deliver it in person to the Secretary-Treasurer, all within the time limited by the Board of Directors. After certifying to the right of each voter of the ballot so received to cast the ballot, the Secretary-Treasurer shall deliver the envelopes, unopened, to the tellers or counters who shall first remove the inner envelope and return the outer envelope to the Secretary-Treasurer before commencing the count.

In the election of directors each member may vote for as many candidates as there are vacancies to be filled. Except as provided by law, the Articles of Incorporation, or by these by-laws, all matters voted upon by the members shall be decided upon by the vote of the majority of the votes cast whether in person or by mail.

ARTICLE II

Directors

Section 1. Powers:

Subject to the limitations of the Articles of Incorporation, of these By-Laws, and of the Statutes of the State of Oklahoma as to action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by the laws of the State of

Oklahoma or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

Section 2. Number of Directors:

The Board of Directors shall consist of seven (7) directors until changed by amendment to this Section 2 of Article II of these By-Laws, fixing or changing such number, adopted by the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting duly called pursuant to these By-Laws.

Section 3. Election and Term of Office:

The directors shall be elected at each annual meeting of the members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any such meeting of the members for that purpose. Candidates shall be nominated and elected in the manner authorized by Section 14 of this Article II of these By-Laws. Directors shall hold office until the next annual meeting or until their successors are elected, whichever shall last occur.

Section 4. Vacancies:

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, and directors so elected shall hold office until the next annual meeting of the members. A vacancy or vacancies shall be deemed to exist in case of the death, resignation, disqualification or removal of any director, or if the members shall increase the authorized number of directors as provided in Section 2 of Article II of these By-Laws but shall fail at the meeting at which such increase is authorized, or any adjournment thereof, to elect the additional directors provided for, or in case the members fail at any time to elect the full number of authorized directors. The members may at any time elect directors to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting of the members at which an amendment of the By-Laws is voted authorizing an increase in the number of directors. If any director tenders his resignation to the Board of Directors, the Board shall have power to appoint a successor to take office at such time as the resignation shall become effective. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place of Meeting:

Meetings of the Board of Directors shall be held at such place within the County of Oklahoma, State of Oklahoma, as the President, or if he is absent or unable or refuses to act, as the Vice-President, shall designate from time to time; provided, that any meeting shall be valid wherever held if held by the consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the corporation.

Section 6. Organization Meeting:

Following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business.

Section 7. Regular Meetings:

Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the President, or if he is unable or refuses to act, by the Vice-President, or as from time to time shall be determined and fixed by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors shall conform to that hereinafter prescribed in respect of special meetings of the Board.

Section 8. Special Meetings:

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or if he is absent or unable or refuses to act, by the Vice-President or by any four directors. Notice of the time and place of special meetings shall be given to each director at least twenty-four (24) hours prior to the time of the holding of the meeting unless all members of the Board of Directors either before, during or after such meeting, give their written consent in writing filed with the Secretary of the corporation.

Section 9. Notice of Adjournment:

Notice of the time and place of holding any adjourned meeting of the Board of Directors need not be given to absent directors, if the time and place are fixed at the meeting adjourned.

Section 10. Entry of Notice:

Whenever any director has been absent from any meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be prima facie evidence that due notice of such meeting was given to such director, as required by law and the By-Laws of the corporation.

Section 11. Waiver of Notice:

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum:

The presence in person of four (4) directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 13. Adjournment:

A quorum of the directors may adjourn any directors' meeting to

meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 14. Nominating Committee:

Prior to the annual meeting of members, the Board of Directors shall appoint a nominating committee consisting of not less than three members of the corporation. It shall be the duty of such committee to select twenty (20) candidates whose names shall be placed upon the ballot for election to the Board of Directors for the ensuing year. If voting is conducted by mail "write-in" candidates shall be considered as though nominated by the committee and entitled to office if elected. No nominations may be made from the floor when voting is by mail.

Section 15. Other committees:

The Board of Directors or the President may by appropriate action appoint such standing or special committees as may seem appropriate, which committees shall have and may exercise such powers as shall be conferred upon them by resolution of the Board of Directors or the President creating them. The Board of Directors shall have the power at any time to fill vacancies in, and to change the membership of, or to discharge any such committee.

Section 16. Fees and Compensation:

Directors shall not receive any fee or compensation for their services as directors.

ARTICLE III

Officers

Section 1. Titles:

The officers of this corporation shall be a President, a Vice-President, and a Secretary-Treasurer who shall be elected by the Board of Directors at the first meeting of the Board of Directors after their election by the members. The Board of Directors may elect one or more additional Vice-Presidents and an Assistant Secretary-Treasurer. Each such officer, except the Secretary-Treasurer and Assistant Secretary-Treasurer, must be Directors of the corporation. Separate offices of the Secretary and Treasurer may be created by a majority vote of the members present at a special meeting called for such purpose.

Section 2. Other Officers and Agents:

The Board of Directors may create such other offices and appoint such other officers and agents as it shall deem necessary, who shall have such authority, hold their offices for such terms, and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Term of Office and Removal:

The officers of the corporation shall hold office until their successors are appointed and qualified in their stead. Any officer or agent may be removed at any time without cause by the affirmative vote of a majority of the Board of Directors.

Section 4. President:

The President shall be the chief executive officer of the corporation, shall preside at all meetings of the members and at all meetings of the Board of Directors. Subject to the Board of Directors, the President shall have general charge of the affairs and management of the corporation, and shall have such powers and do and perform such duties as may from time to time be assigned to him by the Board of Directors. Except as may be limited from time to time by the Board of Directors, the President shall in general have all the powers and authority usually vested in the president of a corporation.

Section 5. Vice-President(s):

Any Vice-President shall, in the absence or in the event of the disability of the President, or in case of his failure or refusal to act, perform the duties and exercise the powers of the President. Any Vice-President shall have such other powers and shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors or the President.

Section 6. Secretary-Treasurer:

The Secretary-Treasurer shall attend all meetings of the Board of Directors and all meetings of the members, and shall record or cause to be recorded, all votes and minutes of all proceedings in a book to be kept for that purpose. He shall give or cause to be given notice of meetings of the members and of the Board of Directors, and shall perform as Secretary such duties as are usually vested in the Secretary of a corporation except as may be limited by the Board of Directors. As Treasurer, except as otherwise directed by the Board of Directors, shall have custody of the corporate funds and securities, and shall keep or cause to be kept, full and accurate accounts of receipts and disbursements, in books belonging to the corporation, and shall deposit or cause to be deposited all moneys or other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation in such manner as may be authorized by resolution of the Board of Directors, taking proper vouchers for disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors or whenever they or any of them may require it, an account of all his transactions as Treasurer, and of the financial condition of the corporation. He shall give the corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the corporation in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatsoever kind in his possession or under his control belonging to the corporation; and subject to the Board of Directors, shall have such powers and perform such duties as are usually vested in the Treasurer of a corporation.

Section 7. Assistant Secretary-Treasurer:

The Board of Directors may appoint one or more Assistant Secretary-Treasurers. Each Assistant Secretary-Treasurer shall have such powers and perform such duties as may be assigned to him by the Board of Directors, or by the President or the Secretary-Treasurer. In the absence or disability of the Secretary-Treasurer, or in case of his failure or refusal to act, any Assistant Secretary-Treasurer shall act as Secretary-Treasurer in all respects.

Section 8. Vacancies:

In the event of a vacancy in any office of the corporation, whether by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the directors may elect or appoint a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 9. Duties may be delegated:

In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of such officer, to any other officer or to any director.

Section 10. Salaries:

No officer shall receive any salary or compensation for his services as such officer.

ARTICLE IV

Certificates, Seal and Sundry Provisions

Section 1. Membership Certificates:

No certificates of membership shall be issued; provided that the Board of Directors may authorize and provide for the issuance of cards or other indicia of membership as it may direct.

Section 2. The Corporate Seal:

The corporate seal of the corporation shall consist of an impression of the following words, to-wit: "The Wildewood Development Association, Inc., Corporate Seal Oklahoma."

Section 3. Annual Reports:

Annual Reports to the members by the Board of Directors may be sent to the members by mail or presented at the annual meetings as the Board of Directors may deem preferable.

Section 4. Notices:

Whenever under the provisions of these By-Laws written notice is required to be given to any director, officer or member, it shall not be construed to mean or require personal notice, although written notice may be delivered personally to any such director, officer or member. Such written notice, however, may be given by mail by depositing the same in the post

office, or any branch post office or letter box, in the City of Oklahoma City, Oklahoma, in a postpaid, sealed wrapper, addressed to such director, officer or member at the last address furnished by such director, officer or member to the Secretary of the corporation, or if no such address has been furnished, at such address as appears on the books of the corporation. All such notices shall be deemed to be given at the time such written notice shall be thus deposited in the mails, and the same shall constitute due, legal and personal notice to such director, officer or member.

Section 5. Inspection of Corporate Records:

The books of account and minutes of proceedings of the members and of the Board of Directors shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his interests as a member, and shall be exhibited at any time when required by the demand of ten per cent (10%) of the members present or represented at any members' meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Secretary-Treasurer of the corporation.

Section 6. Checks, Drafts, Etc.:

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall in all cases be signed or endorsed by the persons and in the manner prescribed by resolution of the Board of Directors.

Section 7. Offices:

The principal office for the transaction of the business of this corporation shall be in the City of Oklahoma City, Oklahoma, at such location as the Board of Directors of this corporation shall from time to time determine.

Section 8. Amendments:

The By-Laws of this corporation may be adopted, amended or repealed by a majority vote of the members present at any annual or special meeting called for such purpose.

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The undersigned, _____, the duly elected and qualified Secretary of The Wildewood Development Association, Inc., an educational, charitable and non-profit corporation, does hereby certify that the foregoing is a true and correct copy of the By-Laws of said corporation.

IN WITNESS WHEREAS, the undersigned has hereunto set his hand and affixed the seal of said corporation this _____ day of _____, 1963.

Secretary-Treasurer

RESOLUTION

Whereas, the present wording of the By-Laws of the Wildewood Development Association, Inc. do not permit continuity of experience on the Board of Directors by providing for hold-over directors and

Whereas, continuity of experience on the Board of Directors is necessary for the proper and efficient administration of the objectives of this organization.

Now Therefore Be It Resolved, That the By-Laws of the Wildewood Association, Inc. be amended in accordance with the provisions of Section 8 Article IV to read as follows:

Article 11 Section 3. Election and Term of Office.

Normally the term of office for the Directors shall be for one year. However, upon adoption of this amendment the incumbent directors shall serve from the date installed as follows; Two directors shall serve for one year, two directors shall serve for two years, and three directors shall serve for three years. The term of each director shall be decided by lot. Thereafter two directors shall be elected each year except that on each third year three directors shall be elected at each annual meeting of the members. If any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any such meeting of the members held for that purpose or by mail as provided under Article 1 Section 11. Candidates shall be nominated in the manner authorized by Section 14 of this Article 11 of these By-Laws. Directors shall hold office until the next annual meeting or until their successors are elected, whichever shall last occur.