STONERIDGE SUBDIVISION
A MICHIGAN NON-PROFIT CORPORATION

BY-LAWS

ARTICLE I

PURPOSE

The Purpose for which this corporation is organized shall be those specific and general purposes set forth in the Articles of Incorporation of the Association. In furtherance of such purposes, this Association shall promote and maintain the safety, property values and general well being of the members of the Association and the property of the members located within the STONERIDGE Subdivision (as defined in the Articles of Incorporation).

The Association is organized to represent its members with respect to matters now or hereafter concerning one or more of its members regarding property located within STONERIDGE Subdivision.

ARTICLE II

MEMBERS

SECTION 1. Eligibility. Every person or entity owning legal or equitable title to any real property included in the STONERIDGE SUBDIVISION and others as set forth herein shall be eligible for membership in the Association, and no other person or entity shall be eligible for membership, except as otherwise provided herein. Notwithstanding the foregoing, members of the family of an eligible Association member who live with the Association member in STONERIDGE SUBDIVISION shall enjoy the benefits of Association membership if the eligible member is an active member.

SECTION 2. Active Members. Notwithstanding Section 1 of this Article II, only eligible individuals who have currently paid any and all dues and/or assessments levied by the Association within the time periods for making such payments shall be considered active members of the Association. Only active members shall be eligible for election or appointment as directors or officers of the Association, or for membership on an Association Committee. Only active members shall be eligible to vote on any matter coming before the Association for decision. As used herein, the term "member" means only an active member.

ARTICLE III

DUES AND ASSESSMENTS

Section 1. Dues and Assessments. The Board of Directors shall determine the amount of dues and/or assessments to be levied from time to time. Such dues and/or assessments shall be levied on a reasonable and uniform basis, as deemed appropriate by the Board of Directors for the intended purpose of such levy.

Section 2. Notice of Dues and Assessments. The Board of Directors shall cause a notice of any dues and/or assessments of members to be delivered by first-class mail or by personal delivery. Except in the case of Association dues to be used for the general purpose of defraying costs incurred by the Association in the normal conduct of business, the notice shall state the purpose of the levy and the method used to determine the amount of assessment.

Section 3. Payment of Dues and Assessments. Each member shall pay the amount of dues and/or assessments levied within the time period granted by the Board of Directors. The time period shall not be less than thirty (30) days from the date of notice, unless otherwise required by unavoidable circumstances.

Section 4. Default in Payment. If dues, maintenance charges and/or assessments or other charges ("Charges") are not paid with the required time period set by the Board of Directors, they shall be considered as being in default. A member whose Charges are in default shall no longer be an active member of the Association and shall lose the privileges of active membership, as set forth in Section 2, of Article II. If a director or officer of the Association loses the privileges of active membership, he or she shall immediately be relieved of the duties of such position. A member may again become an active member by paying to the Association all charges in default (including those levied while a member but not an active member), with interest at Ten (10%) Percent per annum from the due date of each obligation in default, to the date of payment. The Board of Directors, in its sole discretion, may waive any and all charges, and/or interest thereon, in the event of special circumstances; provided, however, that such waiver shall be made only upon a 75% vote of the Board of Directors then in office.

If a member has been relieved of his or her position as a director or officer by virtue of a default hereunder, and such vacancy has not been filled, upon reinstatement as an active member, such person shall again hold such position. If such vacancy has been filled, reinstatement as an active member shall not entitle such person to such prior position.

ARTICLE IV

MEETINGS

Section 1. Procedure. Meetings of the Association shall be held at a suitable place convenient to the members, as may be designated by the Board of Directors. Each member shall have one vote for each parcel owned within STONERIDGE SUBDIVISION. Where a lot is owned by more than one person, there shall be no more than one vote. Meetings of the Association shall be conducted in accordance with Roberts Rules of Order, when not otherwise in conflict with the Articles of Incorporation, these By-Laws or the laws of the State of Michigan.

Section 2. Meetings. Annual meetings of the members of the Association shall be held on the first Sunday in November, at such time and place as shall be determined by the Board of Directors. At such meeting, there shall be elected by ballot of members, a Board of Directors in accordance with the requirements of these By-Laws. The members may also transact at annual meetings any other business of the Association as may properly come before them.

Section 3. Special meetings. Special meetings of the members of the Association may be called by either the Board of Directors, or the holders of 25% or more of the total votes of the Association. The notice of any special meeting shall set forth the business to come before the members, and only such business shall be transacted.

Section 4. Notice. It shall be the duty of the Secretary (or other Association officer designated by the President in the Secretary's absence) to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each member of record, at least ten days, but not more than sixty days prior to such meeting. The mailing, postage prepaid, of a notice to a member at the address filed with the Association, or a personal delivery of such notice, shall be deemed notice served. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, shall be deemed due notice.

Section 5. Quorum; Adjournment. Presence at a meeting of the holders of 50% or more of the voters in the Association shall constitute a quorum. If any meeting of members cannot be held because a quorum is not present, the members who are present may adjourn the meeting for not more than thirty days.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The Affairs of the Association shall be governed by a Board of not less than four (4) nor more than seven (7) Directors, all of whom must be members of the Association. Directors shall serve without compensation.

Section 2. Election; Terms. The first Board of Directors shall be such number as determined by the members, and shall be elected at the first meeting of members of the Association. The Directors shall serve one (1) year terms, unless they sooner resign or are removed. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Powers. The Board of Directors shall have the powers and duties normally enjoyed by directors of nonprofit corporations as more fully provided in Michigan Nonprofit Corporation Act ("Act").

Section 4. Vacancies. Vacancies on the Board of Directors caused by any reason other then the removal of a Director by a vote of the members of the Association shall be filled by vote of the majority of the remaining Directors. Each person so elected shall be a Director until a successor is elected to fill the remainder of the term at the next meeting of the Association.

Section 5. Removal. At any regular meeting of the Association duly called, and at any special meeting of the Association called in whole or in part for such purpose, any one or more of the Directors may be removed with or without cause by a vote of those members entitled to vote in an election of such Director's replacements. At that time a successor shall be elected to fill the vacancy thus created. A successor Director so elected shall serve until the end of the term of the person he was elected to replace. Any Director whose removal has been proposed by members shall be given an opportunity to be heard at the meeting.

Section 6. Initial Meeting. The first meeting of a newly elected Board of Directors shall be held within thirty (30) days after its election at such time and place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

Section 7. Regular meetings. Regular meetings of the Board of Directors may be held at such time and places as shall be determined from time to time by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or fax at least ten (10) days prior to the date named for such meeting.

Section 8. Special meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or fax, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in a like manner and at like notice on the written request of three (3) directors.

Section 9. Waiver of Notice. Before, or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver for notice of the time and place thereof unless the appearance is for the purpose of protesting the holding of such meeting. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 10. Quorum. At all meetings of the Board of Directors, a simple majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a

meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise set forth herein. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the present of such Director for purposes of determining a quorum, but no proxies shall be permitted.

Section 11. Bonding. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration.

ARTICLE VI

Officers

Section 1. Designation. The officers of the Association shall be President, Secretary, and Treasurer, who shall be members of the Board of Directors.

Section 2. Appointment. The officers of the Association shall be appointed annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal. Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called in whole or in part for such purposes.

Section 4. President. The President shall be the chief executive officer of the Association. The President shall preside at meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of the president of a corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as the President may deem appropriate to assist in the conduct of the affairs of the Association.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; the Secretary shall have charge of such books and papers as the Board of Directors may direct; the Secretary shall timely send notice of all meetings of the Board of Directors and the membership in the manner prescribed in Article V hereon; and shall, in general, perform all duties incident to the office of the Secretary.

Section 6. Treasurer. The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements, specifying the operating expenses clearly, in books belonging to the Association. The Treasurer shall be responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the Association, and in such depositories as may, from time to time, be designated by the Board of Directors. The Treasurer shall ensure that expenditures for the maintenance and repair of Association property and any other expenses incurred by or in behalf of the Association are properly recorded. The Treasurer shall prepare and distribute to each member at least once per year the Association financial statement.

Section 7. Other Duties. The officers shall have such other duties, powers and responsibilities as shall, from time to time be authorized by the Board of Directors.

ARTICLE VII

STANDING AND SPECIAL COMMITTEES

Section 1. Committees. The President of the Board of Directors may appoint such standing or special committees as deemed necessary, and shall designate the duties of each appointed committee. Committees shall meet at the call of the President of the Board of Directors as requested.

ARTICLE VIII

FINANCE

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year. The commencement date of the fiscal year shall be subject to change by the Directors for accounting reasons, or other good cause.

Section 2. Depository. The funds of the Association shall be deposited in such financial institutions as may be designated by the Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every Association Director and officer to the fullest extent authorized by the laws of the State of Michigan.

ARTICLE X

AMENDMENTS

Section 1. Method. These By-Laws may be amended by the Association at a duly constituted meeting by a majority vote of the active members, not just members present at said meeting.

Section 2. Proposed. Amendments to these By-Laws may be proposed by the Board of Directors of the Association acting upon the vote of a majority of the Directors or by one-third (1/3) or more in number of the active members of the Association whether as active members or by instrument in writing signed by them.

Section 3. Meeting. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with these By-Laws.

Section 4. Distribution. A copy of each amendment to these By-Laws shall be furnished to every active member of the Association after adoption, but failure to make such distribution shall not affect the validity of any amendment otherwise duly adopted.