

AMENDED AND RESTATED BYLAWS
OF
SPRINGHURST COMMUNITY ASSOCIATION, INC.

The undersigned hereby certifies that the attached Amended and Restated Bylaws, consisting of four pages, are the Amended and Restated Bylaws adopted by the Board of Directors of Springhurst Community Association, Inc., by Unanimous Written Consent of the Class B Member and Board of Directors of Springhurst Community Association, Inc. dated May 21, 2001.

By: _____

Name: _____

Title: _____

AMENDED AND RESTATED BYLAWS

OF

SPRINGHURST COMMUNITY ASSOCIATION, INC.

Section 1. Meetings

1.1 Annual Meeting. The annual meeting of the members (the "Members") shall be held during the month of February at a time designated by the Board of Directors.

1.2 Special Meetings. Special meetings of the Members may be called [i] at any time by the Board of Directors, or [ii] by Members holding in the aggregate one-fifth of the voting power of all Members. The secretary shall call a special meeting to be held at a time fixed by the secretary, but not less than ten (10) days nor more than thirty-five (35) days after the secretary shall have received [i] a written request from the Board of Directors, or [ii] a petition signed by Members holding in the aggregate twenty percent (20%) of the voting power of all Members. If the secretary neglects or refuses to issue such call, then the call may be issued by [i] any Director, or [ii] a member who signed the petition.

1.3 Place of Meetings. Meetings of the Members shall be held at the registered office of the Corporation unless the Board of Directors by resolution designates a different place for the meeting, in which case the meeting shall be held at the place thus designated.

1.4 Notice of Meetings. The secretary shall cause written notice of the time and place of each annual meeting of the Members to be delivered, either personally or by mail, to the Members entitled to vote not less than ten (10) nor more than thirty-five (35) days before the date of the meeting.

1.5 Waiver of Notice. The attendance of any Member at any meeting of Members without protesting the lack of proper notice shall constitute a waiver of such notice.

1.6 Quorum. Members holding five percent (5.00%) of the votes entitled to be cast on the matter to be voted upon represented in person or by proxy shall constitute a quorum at a meeting of Members.

Section 2. Board of Directors

2.1 Number and Term of Office. The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) nor more than twenty (20) Members. The initial number of directorships provided by these bylaws shall be allocated in the following manner: [i] one (1) Director shall be elected from the Members in each of the Villages of Abbeywood, Felsmere, Hartwick, Ivybridge, Moorfield, Springbrooke, Springhurst Gardens, Springmont, Tuxford, and Wynbrooke for a total of ten (10) Directors; [ii] two (2) Directors shall be elected from the Members in the Village of White Blossom; and three (3) additional Directors shall be elected at

large collectively from the Members of all of the aforementioned Villages (each an "At-Large Director"). At such future time as any additional village shall be developed, such village shall be allocated one (1) directorship upon the transition of control of such village to the lot owners in that village. In the event a Director cannot be elected from a particular Village, each such vacant directorship shall be filled by the election of an additional At-Large Director (each a "Substitute At-Large Director"). Each such additional Substitute At-Large Director shall serve until the expiration of his or her term at which time such directorship shall be filled by the election of a Director from the appropriate Village.

The Board of Directors shall be elected at the annual meeting of the Members entitled to vote, or if not so elected, at a special meeting of the Members entitled to vote called for that purpose. Each Director shall at all times be a Member of the Corporation. The Directors shall be divided into three classes, in respect of term of office, each class to contain as equal in number as possible. One class of the Board of Directors, shall be originally elected for a term expiring at the annual meeting of the members to be held one year after their election, another class to be originally elected for a term expiring at the annual meeting of members to be held two years after their election, and another class to be originally elected for a term expiring at the annual meeting of shareholders to be held three years after their election, with each class to hold office until the successors of such class are elected and qualified. At each annual meeting of the members, the successors of the classes of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of members held in the third year following the year of their election.

2.2 Vacancies. The office of a Director shall become vacant if the Director [i] ceases to be a Member of the Corporation, [ii] dies, [iii] resigns by a writing signed by such Director and accepted by the Board, or [iv] fails to attend two (2) consecutive Board Meetings without excuse. Whenever any vacancy shall occur in the Board, such vacancy may be filled by a majority of the remaining Directors for the balance of such Director's term, except that, in the case of an increase in the number of Directors, such vacancy may be filled only until the next annual meeting of the Members, at which time the vacancy shall be filled by a vote of the Members. In the event of a vacancy created by a Director [i] ceasing to be a Member of the Corporation, [ii] dying, [iii] resigning, or [iv] being removed as provided above, such vacancy shall be filled by a Member of the Corporation residing in the same Village as such former Director.

2.3 Meetings. A regular meeting of the Board of Directors shall be held immediately after the annual meeting of the Members or any special meeting of Members at which a Board of Directors is elected. Special meetings of the Board of Directors may be called by the President or by any two Directors.

2.4 Quorum. A majority of the Directors then in office (but not fewer than two Directors) shall be necessary to constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.5 Notice - Waiver. Notice of the time and place of each meeting of Directors shall be served upon or telephoned to each Director at least twenty-four (24) hours, or mailed to each Director at such Director's address as shown by the books of the Corporation at least forty-eight (48) hours prior to the time of the meeting. Notice of any meeting of Directors may be waived either before or after the meeting by any Director. The attendance of any Director at any meeting of Directors without protesting the lack of proper notice shall be deemed to be a waiver of notice of that meeting.

2.6 Committees. The Board of Directors may from time to time designate and appoint one or more committees as provided in KRS 273.221. Unless the Board of Directors otherwise provides, a majority of the members of any such committee shall constitute a quorum at any meeting of that committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of that committee. Action may be taken by any such committee without a meeting by a writing signed by all of its members. Any such committee shall prescribe its own rules for calling and holding meetings and its methods for procedure, and shall keep a written record of all actions taken by it.

Section 3. Officers

3.1 Officers. The Corporation shall have one or more Vice Presidents and shall have a President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The Corporation may also have such assistant officers as the Board of Directors may deem necessary, all of whom shall be elected by the Board of Directors or chosen by an officer or officers designated by it. Any two or more offices may be held by the same person except the office of President and Secretary.

3.2 President. The President shall:

(a) Have general charge and authority over the business and affairs of the Corporation subject to the direction of the Board of Directors.

(b) Have authority to preside at all meetings of the Members and of the Board of Directors,

(c) Have authority acting alone, except as otherwise directed by the Board of Directors, to sign and deliver any document on behalf of the Corporation, and

(d) Have such other powers and duties as the Board of Directors may assign the President.

3.3 Vice President. The Vice President, or if there is more than one Vice President, the Vice Presidents in the order of their seniority by designation (or if not designated, in the order of their seniority of election), shall perform the duties of the President in the President's absence. The

Vice President shall have such other powers and duties as the Board of Directors or the President may assign to such Vice President.

3.4 Secretary. The Secretary shall:

- (a) Issue notices of all meetings for which notice is required to be given,
- (b) Keep the minutes of all meetings and have charge of the corporate record books, and
- (c) Have such other duties and powers as the Board of Directors or the President may assign to such Secretary.

3.5 Treasurer. The Treasurer shall:

- (a) Have the custody of all funds and securities of the Corporation,
- (b) Keep adequate and current accounts of the Corporation's affairs and transactions, and
- (c) Have such other duties and powers as the Board of Directors or the President may assign to such Treasurer.

3.6 Other Officers. Other officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as the Board of Directors or the President may assign to them.

Section 4. Assessments

4.1 The Board of Directors shall annually assess each owner of a Lot (as defined in the corporation's Articles of Incorporation) in accordance with the provisions of any Declaration of Covenants, Conditions and Restrictions recorded in the office of the Clerk of Jefferson County, Kentucky, that affect Springhurst subdivision.

Section 5. Amendments

5.1 Amendments. The bylaws of the Corporation may be amended from time to time by a vote of a simple majority of the Members of the Corporation.