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**CROSS REFERENCE**

**Hidden Lake Estates, Plat, Section 1, Instrument # 1999-30074**  
**Hidden Lake Estates, Plat, Section 2, Instrument # 2001-6112**  
**Hidden Lake Estates, Plat, Section 3, Instrument # 2001-191412**  
**Hidden Lake Estates Homeowners Association, Inc., Bylaws, Instrument #1999-30169**  
**Hidden Lake Estates Homeowners Assoc., Inc., First Amend. to Bylaws, Instrument #2005-201066**

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**SECOND**  
**AMENDMENT**  
**to the**  
**CODE OF BY-LAWS**  
**for**  
**HIDDEN LAKE ESTATES HOMEOWNERS ASSOCIATION, INC.**

COMES NOW the Hidden Lake Estates Homeowners Association, Inc., by its Board of Directors, on this 12 day of October, 2006, and states as follows:

**WITNESSETH THAT:**

**WHEREAS**, the residential community in Indianapolis, Marion County, Indiana commonly known as Hidden Lake Estates was established upon the recording of certain Plats with the Office of the Recorder for Marion County, Indiana; and

**WHEREAS**, the Plat for Hidden Lake Estates, Section I, was filed with the Office of the Marion County Recorder on February 5, 1999, as **Instrument # 1999-30074**; and

**WHEREAS**, the Plat for Hidden Lake Estates, Section II, was filed with the Office of the Marion County Recorder on January 11, 2001, as **Instrument #2001-6112**; and

**WHEREAS**, the Plat for Hidden Lake Estates, Section III, was filed with the Office of the Marion County Recorder on October 26, 2001, as **Instrument #2001-191412**; and

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**Inst # 2006-0162914**

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**WHEREAS**, the foregoing Plats contain Covenants that run with the land and which state that by taking a deed to any Lot as set forth on any of the above listed Plats for the Hidden Lake Estates development, each owner will become a mandatory member of the Hidden Lake Estates Homeowners Association, Inc., an Indiana nonprofit corporation (hereinafter "Association"); and

**WHEREAS**, the Association was incorporated pursuant to the above listed Plat Covenants as a non-profit corporation pursuant to Articles of Incorporation filed with, and approved by, the Indiana Secretary of State on February 10, 1999, and amended pursuant to Articles of Amendment on October 6, 2006; and

**WHEREAS**, the Association's Board of Directors adopted a Code of Bylaws for the Association and the homeowners within the various Sections of Hidden Lake Estates, said Bylaws being dated February 5, 1999, and recorded on February 5, 1999, as Instrument #1999-0030169, in the Office of the Recorder of Marion County, Indiana, and amended pursuant to the First Amendment to the Code of Bylaws dated November 3, 2005, and recorded on December 6, 2005, as Instrument #2005-201066; and

**WHEREAS**, the Articles of Incorporation, Article X, Section 3, and the Bylaws, Article VII, Section 7.01, states that the power to make, alter, amend or repeal the Bylaws of the corporation, without the assent or vote of the of the members, shall be vested in the Board of Directors of the Corporation; and

**WHEREAS**, pursuant to the Articles of Incorporation, Article X, Section 3, and the Bylaws, Article VII, Section 7.01, the Board of Directors desires to make the following amendments to the current Bylaws; and

**WHEREFORE**, the following Amendments to the Bylaws are hereby approved and adopted by a majority vote of the Board of Directors of the Hidden Lake Estates Homeowners Association, Inc. These amendments do not conflict in any manner with any provision contained in the Declaration, and it is the intention of the Association that all current Bylaw provisions not effected by these amendments are deemed and desired to remain in full force and effect.

Article I, Section 1.04, is hereby added to the Bylaws, and reads as follows:

#### **ARTICLE I**

**Section 1.04. Rights, Preferences, Limitations and Restrictions of Members.** Each member of the Corporation agrees to abide by the Bylaws of the Corporation and all other rules and regulations adopted by the Board of Directors. The Board has the authority to suspend the voting rights and right to use the Common Areas and/or recreational facilities of any Member during any period in which the Member is delinquent in paying any assessment levied by the Corporation. Such Member's rights may also be suspended after written notice and hearing before the Board for infractions of the Plat Covenants or adopted rules and regulations of the Corporation.

Article II, Section 2.05(g), is hereby added to the Bylaws, and reads as follows:

## **ARTICLE II**

### **Section 2.05. Voting**

(g) **Voting Rights**. Every Member shall have the right at every meeting of the Members to cast the number of votes for his membership as set forth in the Bylaws unless the Member's right to vote has been suspended as set forth in Article I, Section 1.04, of the Bylaws.

Article III, Section 3.01; of the Bylaws shall be deleted in its entirety and replaced with the following:

## **ARTICLE III**

**Section 3.01. Number of Directors**. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to such restrictions, if any, as may be imposed by the Declaration, the Articles, these By-Laws, or the Act, the Board of Directors may, and are fully authorized to do all such lawful acts and things as may be done by the Corporation. The Board of Directors shall consist of three (3) Directors, but that number may be increased to nine (9), and may be decreased to, but shall not be less than three (3). The exact number of Directors may be increased or decreased from time to time by resolution of the Board of Directors.

Article III, Section 3.02, of the Bylaws shall be deleted in its entirety and replaced with the following:

## **ARTICLE III**

**Section 3.02. Qualifications of Directors**. No person shall be eligible to serve as a Director unless he or she is an Owner of a Lot in Hidden Lake Estates. In order for a Member to be eligible to be a Director, such Member must be current and maintain all annual and special assessments imposed by the Corporation and comply with the requirements of the Plat Covenants of Hidden Lake Estates, the Articles, Bylaws and all properly adopted rules and regulations of the Association.

Article III, Section 3.03, of the Bylaws shall be deleted in its entirety and replaced with the following:

## **ARTICLE III**

**Section 3.03 Term of Office**. Election to the Board of Directors shall be by written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions provided in the Articles of Incorporation, the Declaration of Covenants, or the By-Laws of the Corporation. The persons receiving the largest

number of votes shall be elected. Cumulative voting is not permitted. If no quorum is present at the Annual Meeting where directors are to be elected, then the Board shall appoint persons to fill those open or vacant director positions pursuant to the provisions set forth in Article III, Section 3.04, of these Bylaws.

At the election of directors at the 2006 Annual Meeting, one (1) director shall be elected to serve a one (1) year term of office, one (1) director shall be elected to serve a two (2) year term of office, and one (1) director shall be elected to serve a three (3) year term of office. At all annual directorship elections held after 2006, directors shall be elected to serve a three (3) year term of office. All directors shall serve their full term and/or until their respective successors are properly elected and qualified. A Director may serve any number of consecutive terms.

Article III, Section 3.04, of the Bylaws shall be deleted in its entirety and replaced with the following:

### **ARTICLE III**

**Section 3.04 Vacancies on the Board of Directors.** Any vacancy that shall occur on the Board of Directors due to the death, resignation, increase or decrease in the number of directors on the Board, or otherwise, shall be filled by a majority vote of the remaining Directors, except in the case of a vacancy created by a Director removed from the Board by the Members pursuant to Article III, Section 3.05, of these Bylaws, which shall be filled by the Members. The Director so appointed to fill the vacancy shall serve the unexpired portion of the term of the Director whom he/she is replacing on the Board.

Article III, Section 3.05, of the Bylaws shall be deleted in its entirety and replaced with the following:

### **ARTICLE III**

**Section 3.05 Removal of Directors.** Any Director may be removed from the Board of Directors with or without cause, by a majority vote of the Members of the Corporation, at a meeting of the Members called expressly for that purpose. A Director may also be removed by a majority vote of the remaining Directors if he or she fails to attend three (3) or more consecutive meetings of the Board of Directors or becomes ineligible to serve on the Board pursuant to the qualifications set forth in Article III, Section 3.02, of these Bylaws. If a Director is removed at a meeting of the Members, then the Members shall select at the same meeting a replacement to fill the remaining term of the removed Director.

Article III, Section 3.16, is hereby added to the Bylaws, and reads as follows:

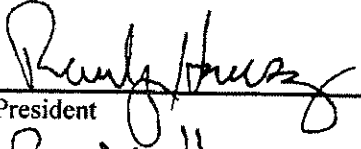
**ARTICLE III**

**Section 3.16 Assistants and Management Agents.** The Board of Directors may appoint assistants to aid the Board and its officers in carrying out their duties. The Board may also engage a management agent to assist the Board in carrying out its duties. An assistant or management agent appointed or hired by the Board may exercise such powers and perform such other duties as may from time to time be assigned to them by the Board. An assistant may be removed at any time with or without cause by the Board, and any contract with a management agent must be terminable upon no more than sixty (60) days written notice from the Board.

**[The remainder of this page intentionally left blank]**

The undersigned hereby certifies that this Second Amendment to the Bylaws of the Hidden Lake Estates Homeowners Association, Inc. was duly moved and passed by a majority vote of the Board of Directors of said Association pursuant to the Articles of Incorporation, Article X, Section 3, and the Bylaws, Article VII, Section 7.01, for Hidden Lake Estates Homeowners Association, Inc.


HIDDEN LAKE ESTATES HOMEOWNERS ASSOCIATION, INC.

  
President

10-12-06  
Date

Randy Hausz  
Printed Name of Director

ATTEST:

  
Secretary

10-12-06  
Date

DARREN E. MORRIS  
Printed Name of Director

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law: Scott A. Tanner

This document drafted by and, upon recording, should be returned to:

Scott A. Tanner  
TANNER LAW GROUP  
6745 Gray Road, Ste H  
Indianapolis, IN 46237