

**BY- LAWS
OF
PETERSBURG ESTATES HOMEOWNERS ASSOCIATION
August 10, 1993**

ARTICLE I - OFFICES

The principle office of the corporation shall be located in Louisville, Jefferson County, Kentucky. The corporation may have such other offices as the Board of Directors may determine.

The corporation shall have and continuously maintain a registered office and a registered agent, in the State of Kentucky. The registered office may be, but need not be, identical with the principle office in the State of Kentucky, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II - MEMBERS

The Association shall consist of the following classes of members:

Section I. Active Members. The active membership shall consist of record home owners located within the Petersburg Estates subdivision who shall have and enjoy the rights and privileges of membership in the Association as set forth in Article IV of the Articles of Incorporation, as amended October 13, 1990. The right of active membership requires the home owner to be current with their assessment.

Section II. Associate Members. Individual families residing within Petersburg Estates Subdivision under a landlord tenant contract with an active member of the Association, may on election to associate membership by the Board of Directors, enjoy the right and privileges of associate membership. Associate members shall have no right to vote and shall not be subject to assessment under Article III.

Section III. Suspension. The Board of Directors may suspend the voting rights of active members for cause and for default in the payment of dues and assessments for the period fixed in Article IX of these By-laws and after appropriate hearing. The Board also may suspend and terminate the membership of an associate member for cause and default in payment of dues and assessments under article x of these By-laws.

Section IV. Reinstatement. The Board of Directors may reinstate a suspended member on written request provided the cause for suspension has been removed.

Revised September 11, 2012

ARTICLE III - MEETINGS OF ACTIVE MEMBERS

Section I. Annual Meeting. An annual meeting of the active members of the Association shall be held on the third Saturday in the month of March in each year, between the hours of 9:00 a.m. and 2:00 p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the active members as soon thereafter as possible.

Section II. Special Meetings. Special meetings of the membership may be called by the President, a majority of the Board of Directors, or on petition, in writing, of 25% of the active members of the Association.

Section III. The Board of Directors may designate any place within Jefferson County, Kentucky as the place of meeting for any annual meeting or for any special meeting.

Section IV. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting of active members shall be delivered, either personally, by email(peboard@insightbb.com), or by mail, to each member entitled to vote at such meeting, not less than then or more tan 35 days before the date of the annual meeting, or not less than five or more than 35 days before the date of a special meeting. Because members may sell their homes to new parties who thereby become members, it is not required that notices be addressed to each member, but such notice shall be deemed given when it has been delivered to the residence of the member. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the record of the association with postage thereon prepaid.

Section V. Quorum. One-fourth of the active members present consist in person or represented by proxy shall constitute a quorum for any meeting of the active membership.

Section VI. Proxies. At any meeting of the active members of the Association, and active member entitled to vote may vote by proxy executed in writing by the active member or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section VII. Voting by mail. When Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors, by resolution, shall determine or email.

ARTICLE IV - BOARD OF DIRECTORS

Section I. General Powers. The affairs of the Association shall be managed by its Board of Directors. Director shall be resident active members in good standing of the Association.

Section II. A director shall hold office for two years except the three Directors receiving the fewest votes shall serve one year. These three Directors shall be subject to another election for two year terms at the second annual membership meeting in order that in future years no more than four vacancies will occur each year.

Section III. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-law and within the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

Section IV. Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the President or a majority of Directors.

Section V. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by telephone or by written notice delivered personally to each Director at his/her address as shown by the records of the Association.

Section VI. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section VII. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section VIII. Vacancies. Vacancies in the Board of Directors shall be filled by its Board of Directors, and a Director so appointed shall hold office until his successor has been elected and installed. His successor shall be elected at the next annual meeting of members.

Section IX. Compensation. Directors as such shall not receive a stated salary for their services, but by resolution of the Board of Directors, they may be reimbursed for any special expenses incurred by them on behalf of the Association.

ARTICLE V - OFFICERS

Section I. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The office of Secretary and Treasurer will be held by different persons. The Board of Directors may elect or appoint such other officers and assistants shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section II. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Officers shall be resident active members of the Association. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at

any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and shall have qualified.

Section III. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to any rights, in any, of the office so removed.

Section IV. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/She shall preside at the meetings of the members and of the Board of Directors. He/She may sign with the Secretary, or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors have authorized to be executed, and in general he/she 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. At each annual meeting of the Board of Directors, he/she shall cause to be submitted a complete and detailed report of the Association for the year, and of its financial condition.

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

Section VI. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories shall be selected in accordance with the provisions of Article VII of these By-laws and in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section VII. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the By-laws or as required by law; be the custodian of the corporate records; keep a register of the post office address of each member of the Association which shall be furnished to the Secretary by each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

ARTICLE VI - COMMITTEES

Section I. Committees of Directors. The President of the Board of Directors, or the Board of Directors by resolution, may designate one or more committees each of which may consist of two or more Directors which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any responsibility imposed upon it or him/her by law.

Section II. Term of Office. Each member of a committee shall be appointed chairman by the President of the Board of Directors as such until the next annual meeting of the members of the Association and until his successor is appointed unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

Section III. Chairman. One member of each committee shall be appointed chairman by the Chairman of the Board of Directors.

Section IV. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in case of original appointments.

Section V. Quorum. Unless otherwise provided by a resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and an act of the majority of members present at a meeting at which a quorum is present, shall be the act of the committee.

Section VI. Rules. With the approval of the Board of Directors, each committee may adopt rules for its own government not inconsistent with these By-laws or wit rules adopted by the Board of Directors.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized in these By-laws, to enter into ay contract, execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and counter-signed by the President or the Vice-President in the absence of the President.

Section III. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Association in such banks, trust companies or such depositories as the Board of Directors may select.

Section IV. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for general purposes or for any special purpose of the Association.

ARTICLE VIII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principle office a record giving the names and addresses of the members of the Association entitled to vote. All books and records of the Association may be inspected by any active member or his agent or attorney for any purpose or at any reasonable time upon written notice give five days in advance.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of May and end the last day of April of each year.

ARTICLE X - ASSESSMENT AND COLLECTION OF MEMBERSHIP DUES PERTAINING TO SMALL CLAIMS COURT

Section I. The assessment shall be semi-annual, payable in advance on the 1st day of May and November each year, with the amount of the assessment to be determined by resolution of the Board of Directors subject to the limitations set forth in Article III, Section VI of the Articles of Incorporation. Members' accounts remaining unpaid shall become delinquent at the end of 30 days from the then current assessment date and shall bear a \$2.00 per month fee on any unpaid balance which shall accrue the 1st day of each month until the account is paid in full.

Section II. Members having delinquent accounts shall receive two (2) written notices of their delinquency. The first notice shall be given at the end of 3 months of the date payment was first due, In addition, they shall be entitled to receive notice of the Associations intention to file sit in Small Claims Court to collect the delinquency at least 30 days prior to the Association taking such action. However, nothing herein shall restrain the Association from taking any action to record notice of a lien when such is necessary in order to preserve the Association's legal right to receive payment.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation of the By-laws of the Association, a waiver thereof signed by the person or persons

entitled to such notice whether before or after the same state therein shall be deemed equivalent to the giving of notice.

ARTICLE XII - AMENDMENT TO THE BY-LAWS

The By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors at any regular meeting or any special meeting. If the By-laws are to be altered, amended or repealed at a special meeting at least five days written notice is given with the intention to alter, amend or repeal or to adopt new By-laws at such meeting.

ARTICLE XIII - MISCELLANEOUS

All construction and repairs to streets, lights, drains and other common property shall be performed by a recognized bonded contractor. Written bids for construction shall be required for all work over the sum of \$1,000.00. The contractor submitting the lowest and best bid which meets the standard and specifications set by the corporation shall be engaged to perform the work after being approved by the Board of Directors. Where the work is to be performed by an established publicly or privately owned utility or governmental agency and the type of service is peculiar or unique, bids shall not be required.