

**BY-LAWS
OF
FOX RUN SETTLEMENT ARCHITECTURAL AND
AESTHETIC CONTROL COMMITTEE CORPORATION**

**ARTICLE I
NAME, FORM OF ORGANIZATION AND PURPOSES**

Section 1.1. Name. The name of the corporation is Fox Run Settlement Architectural and Aesthetic Control Committee Corporation (the "Corporation").

Section 1.2. Purposes. The Corporation is organized exclusively promote, preserve, and enhance the interest and general welfare of Fox Run Settlement, structured in the Town of Plymouth, Sheboygan County, Wisconsin, through furthering of protection of the architectural and aesthetics of Fox Run Settlement and the operation thereof.

Section 1.3. Earnings. No part of the assets or earnings of the corporation shall be used for purposes not permitted by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of any individual. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its purposes.

Section 1.4. Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in the opposition to any candidate for public office, nor shall the corporation operate a social club for the benefit of its participants or carry on business with the general public in a manner similar to organizations operated for profit. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 1.5. Principal and Other Offices. The Corporation may have such principal or other offices within the State of Wisconsin as the Board of Directors may designate or as the corporation's affairs may require from time to time.

Section 1.6. Registered Agent. The Corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent.

ARTICLE II MEMBERS

Section 2.1. General. Any person who owns a lot in Fox Run Settlement is a member of the Corporation.

Section 2.2 Annual Dues. Assessments shall be established from time to time by the Board of Directors as necessary the maintenance or improvement. When any member is in default in the payment of dues for a period of three months (3) from the period for which dues became payable, that members voting rights shall be suspended.

Section 2.3 Assessments. The Board of Directors shall have the authority to maintain the common ares of the Fox Run Settlement property and make assessments against lots therein as provided in the Declaration of Covenants and Restorations for the property.

Section 2.4 Annual Meeting of Members. The annual meeting of the members shall be held within three (3) months of January 1 of each year. The meetings shall be held at such times and places as designated by the Board of Directors. Notice of the meetings shall be given at least fifteen (15) days before the date of the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

One purpose of the annual meeting shall be to elect directors. Therefore, a listing of all current members of the Corporation shall accompany the notice of the annual meeting. Notices shall be delivered by mail to the last recorded address of each member.

Section 2.5. Special Meetings of Members. Upon request of the President, or a majority of the Board of Directors, or the written request of twenty (20%) percent of the members, the Board of Directors shall call a special meeting of the members to consider a specific subject(s). Notice of any special meeting shall be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at the special meeting of the members of the corporation.

Section 2.6. Quorum. The presence in person of twenty (20%) percent of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 2.7. Voting Rights. All members duly appointed under Section 2.1 shall have limited voting rights. Each member shall be entitled to one vote for each lot which he or she owns on the election of directors. Members shall not have the right to vote on any matter other than the election of directors.

Section 2.8. Proxy Voting. If a member is unable to attend a meeting in person that member may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after the date of the annual meeting, unless otherwise provided in the proxy. Election of directors may be conducted by mail.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the articles of incorporation, these by-laws, or by law.

Section 3.2. Number, Tenure and Qualifications. The number of directors shall be not less than four (4) and no greater than ten (10). The number of directors may be increased or decreased from time to time by amendment to these bylaws. Each director shall hold office until his or her successor has been elected or qualified, or until such director's death, resignation or removal. The directors shall be elected at the first regular annual meeting of the members as follows:

at least ½ of directors to serve a 2-year term; and
balance of directors to serve a 1-year term.

Thereafter, all directors shall be elected for a term of 2 years. Directors may be re-elected for more than one successive term. Any member of the Corporation is eligible to be nominated and elected to serve as a director.

Section 3.3. Election of Directors. Directors shall be elected by the members present and voting at the annual meeting of the members. The members shall vote for directors from the membership list provided in the notice of the annual meeting. Those individuals who receive a plurality of the votes cast shall be deemed elected.

Section 3.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at 4:30 p.m. on the second Monday of each month during the year, or at such other times as the Board of Directors may determine. The place of the regular meetings shall be as determined by the Board of Directors. Regular meetings of this Board of Directors will be held without notice other than this bylaw. The Board of Directors will provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any place within the State of Wisconsin as the place for holding any special meeting of the board called by them.

Section 3.6. Notice. Notice of any special meeting of the board of directors shall be given at least twenty four (24) hours in advance by personal phone call. If notice is given by telephone, such notice shall be deemed to be delivered when the director is reached directly, or when a message is given via an answering machine or left with a responsible party.

Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or conveyed. A notice or waiver of notice need not specify the business to be transacted at or the purpose of any regular or special meeting of the board, unless specifically required by law or by these by-laws. Additional agenda items may be proposed and considered by the motion of any director at the meeting.

Section 3.7. Quorum. One-half (1/2) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; provided, that if less than a majority of the directors are present at such a meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 3.8. Manner of Acting. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws. Unless the board provides otherwise, attendance at board meetings will be open to individuals other than the directors, provided, that such individuals may speak during the meeting only upon approval of the board.

Section 3.9. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum of the board of directors. A director elected to fill a vacancy shall hold office until the end of the unexpired term the director is filling, or until such director's death, resignation, removal or disqualification, or until the director's successor is elected and qualifies. In the event the board ceases to exist, the members shall have the power to elect a new board.

Section 3.10. Compensation. Directors as such shall not receive any salaries for their services; provided that nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 3.11. Resignation. Any director may resign at any time by notifying the secretary in writing. A resignation is effective when the notice is received unless the notice specifies a later effective date.

Section 3.12. Action without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of the directors, may be taken without a meeting if there is a consent in writing setting forth the action so taken. A consent shall be signed by all of the directors and shall have the same force and effect as an unanimous vote.

Section 3.13. Removal. A director must be removed with or without cause, by a majority of the board of directors whenever in its judgment the best interest of the corporation would be served thereby.

ARTICLE IV OFFICERS

Section 4.1. General. The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer and such other officers or assistant officers as are appointed or elected by the board of directors from time to time. When other officers are appointed by the Board they shall have the authority to perform the duties prescribed by the board of directors from time to time. All officers shall take office immediately following their election or appointment, or in the event of a vacancy, at such earlier time as the Board may determine. All checks shall be signed by two officers.

Section 4.2. Manner of Election. The officers of the Corporation shall be elected annually by the affirmative vote of a majority of the Board of Directors at the first regular meeting of the Board. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled, at any meeting of the board of directors. Each officer shall hold office until his successor is duly elected and qualified.

Section 4.3. Term of Office. Each officer shall be elected to a two (2) year term and shall hold office until his successor is duly elected. Officers may be re-elected to serve more than one term.

Section 4.4. Removal. Any officer or agent elected or appointed by the board of directors may be removed as an officer or agent, with or without cause, by a majority of the board of directors whenever in its judgment the best interest of the Corporation would be served thereby. However, the removal of an officer or agent shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary. A resignation shall take effect on the date the notice is received or at any later time if specified in the notice. Unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.6. Vacancies. Any vacancy of office because of death, resignation, removal, disqualification or otherwise shall be filled by the affirmative vote of a majority of the other directors for the unexpired portion of the term.

Section 4.7. President. The President shall be the principal executive officer of the Corporation and shall in general implement and supervise all of the business and affairs of the Corporation, subject, however, to the control of the Board of Directors and of any duly authorized committee of the Board of Directors. The President shall, if present, preside at meeting of the board of directors. The President may sign, with the Secretary or any other proper officer of the Corporation so authorized by the Board of Directors, any deeds, leases, mortgages,

bonds, contracts, or other instruments which lawfully may be executed on behalf of the Corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the Corporation, or where required by law to be otherwise signed and executed. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.8. Vice President. The Vice-President shall perform the duties and exercise the powers of the president in the absence of the President or in the event of the President's inability or refusal to act. The Vice-President shall exercise further authority and perform other duties as shall from time to time be prescribed to him or her by the Board of Directors.

Section 4.9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these by-laws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4.10. Treasurer. The Treasurer shall have the following powers, duties and responsibilities: (a) charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever; (c) deposit all monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with Article 6 of these by-laws; (d) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President and/or the Board of Directors; and (e) scheduling and oversight of the annual audit of the Corporation.

ARTICLE V CHECKS, DEPOSITS AND FUNDS

Section 5.1. Contracts and Other Documents. Except as otherwise required by law, the articles of incorporation, or these by-laws, the Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instance.

Section 5.2. Checks, Drafts, and Loans. All checks, drafts, loans and notes, or any other orders for the payment of money or other evidence of indebtedness shall be issued in the name of the Corporation in such manner as determined by the Board of Directors from time to time. In the absence of such determination, the instruments shall be signed by the treasurer.

Section 5.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies, or other depositories as the board of directors may from time to time select.

Section 5.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE VIII AMENDMENTS

These By-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the board of directors present at any regular or at any special meeting. Any by-law adopted by the members may be amended or repealed by the Board of Directors without the members approval.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE X COMMITTEES

The Board of Directors may designate committees from time to time as it sees fit in the management of the Corporation. The Board may request by majority vote that committee appointments be made by the President.

A clear mandate of committee action designating its purpose, goals, authority, reporting, and term of existence shall be approved by a majority of the directors and provided to committee members.

ARTICLE XI CONFLICT OF INTEREST

Members of the Board may not use their position on the board for personal material gain.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any person who has or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. Such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.