

RESTATED BY-LAWS

TUCKAWAY OF GREENFIELD, INC.

1. General. A Plan of Development for Tuckaway of Greenfield, Inc., a non-profit corporation organized under Chapter 181 of the Wisconsin Statutes was recorded in the Office of the Registrar of Deeds for Milwaukee County, Wisconsin on April 13, 1968 as Document Number 4384860. This document was superceded and replaced by a Restated Plan of Development adopted November 20, 1978. The By-Laws shall supercede and replace all prior By-Laws of the corporation. The terms and provisions of the Restated Plan and all amendments (the "Plan") are incorporated into these By-Laws by reference. These By-Laws and all amendments shall be binding upon all members of Tuckaway of Greenfield, Inc. all present and future owners of real estate located in Tuckaway of Greenfield and the heirs, devisees, personal representatives, successors, assigns, tenants, future tenants, agents, employees, invitees and permissive users of such present and future owners.

2. Board of Governors. The affairs of the corporation shall be governed by a board of directors denominated the Board of Governors. The Board shall consist of such number as provided in the Plan.

3. Members. A person shall become a member of Tuckaway of Greenfield, Inc., upon his election or appointment as a Governor to the Board of Governors as provided in the Plan. A Governor's membership in the corporation shall terminate upon the election or appointment of a successor, or upon his removal, resignation or death. The corporation shall have no other members except such Governors.

4. Annual Meetings. The annual meetings of the corporation shall be held on the first Saturday in the month of May for each year.

5. Regular Meetings. Regular meetings, other than the annual meeting, of the corporation may be held at such time and place as shall be determined by a majority of the members of the Board of Governors.

6. Notice of Meetings. At least five days prior to each annual or regular meeting of the corporation, the Secretary shall give notice thereof, either personally or by mail, to each Governor. Such notice shall state the time and place for such meeting. The mailing of the notice to the last known address of each Governor shall be considered sufficient compliance with this notice

requirement. It shall be the duty of each Governor to keep the Secretary advised of his current mailing address, and the Secretary shall not be responsible for failure of the governors to keep him so advised.

7. Special Meetings and Notice. Special meetings of the corporation may be called by the President upon giving three days notice to each Governor. Notice of such special meetings shall be given personally or by mail. Such notice shall state the time, place and purpose of the meeting. Special meetings of the corporation shall also be called by the President or Secretary in like manner and on like notice upon the written request of at least four Governors.

8. Quorum. A majority of the number of members of the Board of Governors as then provided by the Plan shall constitute a quorum for all meetings.

9. Powers of Board. The Board shall have the full power and authority necessary for the complete enforcement and administration of the provisions of the Plan, these By-Laws, rules and regulations promulgated thereunder and any amendments thereto.

10. Compensation. The Board of Governors may establish and pay reasonable compensation for services rendered to the corporation by the Governors, officers or others.

11. Manner of Acting. The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors.

12. Term of Governors. The term of office for Governors shall be as set forth in the Plan.

13. Removal of Governor. A Governor may be removed from office at any time by the ownership interest responsible for the election or appointment of such Governor as set forth in the Plan. Written notice of removal shall be mailed or delivered to the Secretary of the Board of Governors and to the Governor affected by such removal.

14. Vacancies in the Board of Governors. Any vacancy which may occur in the Board of Governors, may be filled only by election or appointment by owners as provided in the Plan.

15. Waiver of Notice. Before or at any meeting of the corporation, any Governor may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Governor at any meeting shall be a waiver of notice by him of the time and place thereof, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

16. Fidelity Bonds. The Board of Governors may require any officer or employee of the corporation to furnish adequate fidelity bonds. The cost of such bonds shall be paid for by the corporation.

17. Principal Officers. The principal officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected by and from the Board of Governors. The Governors may appoint such assistants and such other officers as in their judgment may be necessary.

18. Term of Office and Election of Officers. The officers of the corporation shall be elected annually by the Board of Governors at the annual meeting of the corporation. Each officer shall hold his office until his successor shall have been duly elected or until his death, resignation or removal, whichever shall first occur.

19. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Governors, any officer may be removed, either with or without cause, and his successor elected at any annual meeting, regular meeting, or at any special meeting called for such purpose.

20. Vacancies in the Principal Offices. If, because of death, resignation, removal, disqualification or otherwise, a vacancy shall occur in any of the principal offices of the corporation, such vacancy shall be filled by the Board for the unexpired portion of the term.

21. President. The President shall be the chief executive officer of the corporation, and he shall, when present, preside at all meetings of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Governors, any deeds, mortgages, bonds, contracts, or any other instruments which the Board of Governors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by

statute to some other officer or agent of the corporation. The President shall have all the general powers and duties which are usually vested in the office of the President of a corporation.

22. Vice-President. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Governors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall, from time to time, be imposed upon him by the President or Board of Governors.

23. Secretary. The Secretary shall keep the minutes of all meetings of the corporation, shall give or cause to be given, in accordance with the provisions of these By-Laws or requirements of law, all notices of the corporation, shall have charge of all corporate books, records, papers and the seal of the corporation and shall, in general, perform all the duties incident to the office of Secretary of a corporation and such other duties as may be assigned to the Secretary by the President or Board of Governors.

24. Treasurer. The Treasurer shall have the responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and books belonging to the corporation. He shall be responsible for the deposit of all monies and all valuable effects in the name, and to the credit, of the corporation in such depositories as may, from time to time, be designated by the Board of Governors. The Treasurer shall also be responsible for the billing and collection of all assessments made by the corporation and shall perform such other duties as may be assigned to the Treasurer by the President or Board of Governors.

25. Committees of Governors. A resolution adopted by an affirmative vote of the majority of the then existing Governors may designate one or more committees consisting of two or more Governors on each committee, and such committee shall act for and in behalf of the Board to the extent provided for in said resolution. Such committees, however, shall have no authority with respect to the election of officers or the appointment of any committees pursuant to this section. Alternate members of any such committees may be elected by the Board, and such alternate committee members shall take the place of any absent member or members at any meeting of such committee when required to do so by the President or the chairman of the meeting. Each such committee shall fix its own rules governing the conduct of its activities and make such reports to the

Board of its activities as the Board or the President may from time to time require.

26. Contracts of the Corporation. Any officer or officers, agent or agents of the corporation may be authorized by the Board of Governors to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. The authorization so given may be either general or confined to specific matters.

27. Loans of the Corporation. Unless authorized by a resolution of the Board of Governors, no loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in the name of the corporation. Any authorization so given may be either general or confined to specific matters.

28. Checks of the Corporation. The officer or officers, agent or agents of the corporation who have been so authorized by a resolution of the Board of Governors shall sign all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness which have been issued in the name of the corporation.

29. Deposits of the Corporation. All funds collected by the corporation which are not otherwise employed shall be, from time to time, deposited in such banks or depositaries as may be authorized by the Board of Governors.

30. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first day of April and end on the 31st day of March in each year.

31. Corporate Seal. A corporate seal shall be provided by the Board of Governors of the corporation. Such corporate seal shall have the following words inscribed thereon: "Tuckaway of Greenfield, Inc., Corporate Seal, Wisconsin".

32. Amendments. At any special meeting of the Board of Governors called for such purpose or at any annual or regular meeting, these By-Laws may be amended by an affirmative vote of at least two-thirds of all of the members of the corporation.

33. Additional Powers. In addition to the powers and duties

enumerated herein, the corporation, by the Board of Governors, shall have such other powers and duties as may be conferred and required by the Plan.

34. Liability of Governors. The members of the Board of Governors shall not be liable to the owners for any mistake of judgment, failure to adhere to the provisions of the Plan or these By-Laws, negligence or otherwise, except for their own individual willful misconduct or bad faith. The owners shall indemnify and hold harmless each member of the Board of Governors against all contractual liability arising out of contracts made by the Board of Governors on behalf of the corporation unless any such contract shall have been made in bad faith. It is intended that the members of the Board of Governors shall have no personal liability with respect to any contract made by them on behalf of the corporation. It is also intended that the liability of the owners arising out of any contract made by the Board of Governors or out of the indemnity in favor of members of the Board of Governors shall be shared in the same manner as general assessments as provided in paragraph 13(b) of the Plan. At the option of the Board of Governors, directors' liability insurance may be obtained and shall be paid for as an expense of the corporation.

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TUCKAWAY OF GREENFIELD, INC.

Resolution:

Whereas the developers of the Fountainview Condominium have indicated a desire to have the land involved, i.e.; parcel 3 of certified survey map No. 7048, to become a part of Tuckaway of Greenfield Inc., subject to mutually agreeable terms, be it resolved that Fountainview Development Group LLC be notified of the terms applicable.

- agree to repair the chain-link fence located on the west boundary of the land before passing control to the Association's Board of Directors
- agree to contribute to the perimeter fence reserve fund starting April 1, 2003
- agree to contribute to administrative expenses starting April 1, 2003
- agree to contribute to cost of snow/ice removal on shared roadways starting November 1, 2002
- agree to contribute to cost of lawn care on the Grange Avenue right of way starting April 1, 2003

Resolution approved by the Board of Governors on September 25, 2002 and entered into the minutes of meeting.

**Rules and Regulations
For
Tuckaway of Greenfield**

General

By the powers granted to the Board of Governors for Tuckaway of Greenfield as specified in item number nine in the Restated By-Laws For Tuckaway of Greenfield, the Board of Governors hereby creates this document to be known as Rules and Regulations For Tuckaway of Greenfield effective April 4, 2001. The sole purpose of this document is to maintain and/or improve the quality of life for those members of Tuckaway of Greenfield as defined in the Restated Plan of Development for Tuckaway of Greenfield.

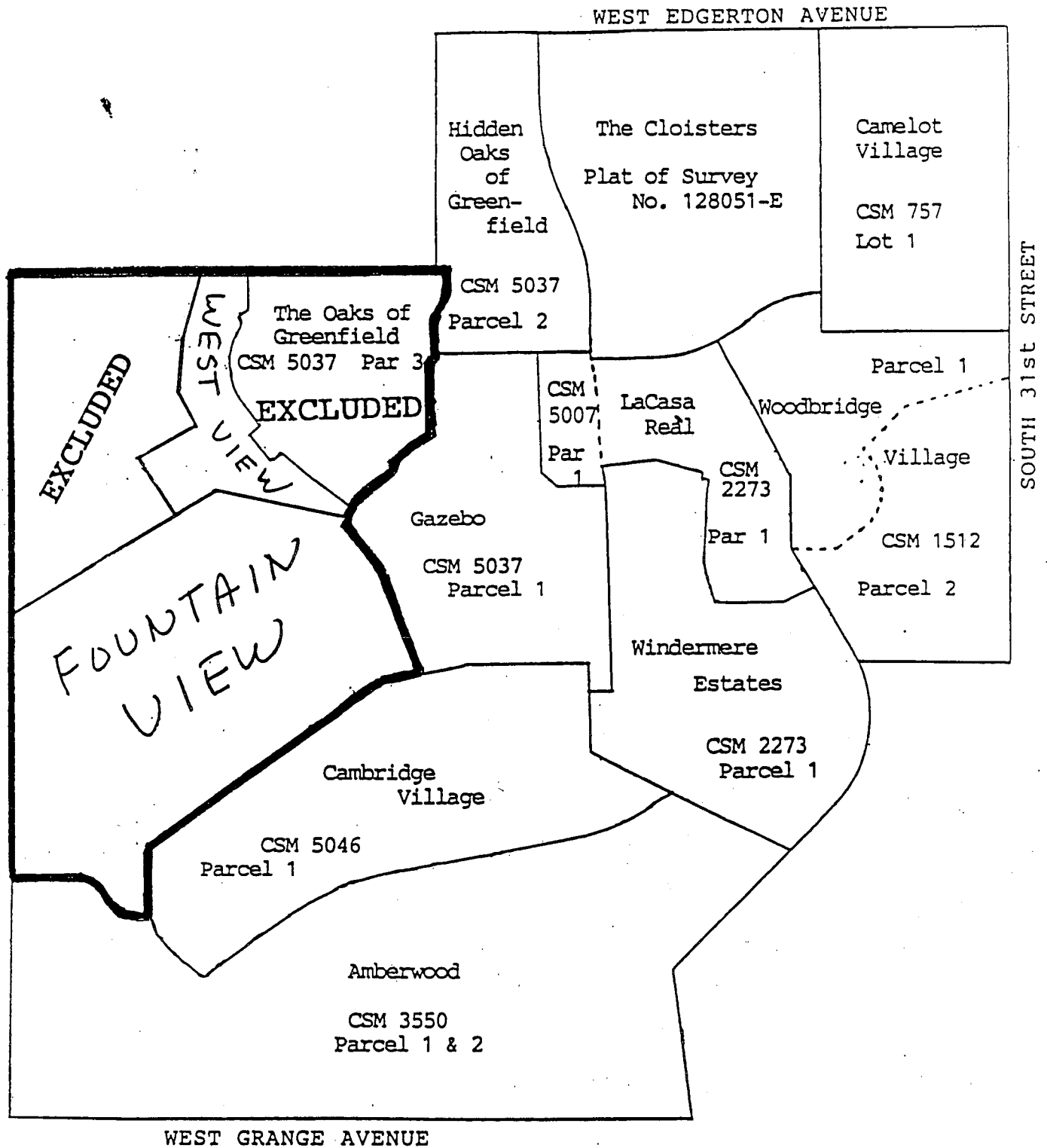
This original document is to be presented to the Board of each Association listed in The Restated Plan of Development for Tuckaway of Greenfield by their respective governor. Each Association is then responsible for the creation of copies and the distribution of said copies to all members within their Association.

Changes and Amendments

Changes and/or amendments to this document will be effected only via a motion from an active member of the Board of Governors and carried by a 2/3rd majority vote by the board. At such time, a copy of said change or amendments is to be distributed to each Association via their respective Governor. Each Association is then responsible for the creation of copies and the distribution of said copies to all members within their Association.

Item

1. No signs of any kind may be displayed on any properties maintained by the Board of Governors with the exception of Realtor's "Open House" signs that must be installed shortly before and removed immediately after the actual showing of the property advertised.
2. There is to be no parking at anytime on any of the roadways maintained by the Board of Governors with the exception being those areas specifically identified and marked for such purpose by the Board. The roadways controlled by this rule include but are not limited to Tuckaway Boulevard, Canterbury Lane, Woodbridge Lane and Somerset Lane.
3. The owners located in Woodbridge Village, Camelot Village, LaCasa Real and Hidden Oaks, on special occasions may park in the parking spaces on Canterbury Road. Under extenuating circumstances, permission may be granted by the Board of Governors, for additional parking.



E X H I B I T "A"

THE REAL ESTATE

AND

EXCLUDED LANDS