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Johnson County Iowa
Kim Painter County Recorder

BK **4373** PG **577-592**

ARTICLES OF INCORPORATION AND BYLAWS
OF
LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION

Preparer Information:

Douglas V. Olson
1100 Fifth Street, Suite 210
Coralville, Iowa 52241

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Harold W. Ambrose
1918 Southridge Drive
Coralville, Iowa 52241

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ARTICLES OF INCORPORATION

OF

LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION

The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Revised Iowa Nonprofit Corporation Act under Chapter 504 of the Code of Iowa, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The corporation shall be known as **Longview Estates Homeowners' Association** and its principal offices shall be located at 1918 Southridge Drive, Coralville, Iowa.

ARTICLE II
CORPORATE EXISTENCE

The corporation existence of this corporation shall begin upon the date these Articles are acknowledged as filed by the Secretary of State, and the period of its duration is perpetual.

ARTICLE III
PURPOSES, POWERS, AND DISTRIBUTION OF ASSETS ON DISSOLUTION

- A. The purpose and objective of the corporation is to provide an entity to conduct the business and affairs of Longview Estates, to be located on a certain portion of real estate situated in Johnson County, Iowa.
- B. The corporation shall, additionally, have unlimited power to engage in, and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Iowa Nonprofit Corporation Act.
- C. Upon dissolution, assets of the corporation shall be distributed equally to the members with each subdivision lot owner or owners to receive one share per lot owned.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1918 Southridge Drive, Coralville, Johnson County, Iowa, and the name of its initial registered agent at such address is Harold W. Ambrose.

ARTICLE V
BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised of one director whose name and address is as follows:

Harold W. Ambrose
1918 Southridge Drive
Coralville, Iowa 52241

ARTICLE VI
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its initial Board of Directors, but the power to thereafter alter, amend, or repeal the same or adopt new By-Laws is reserved to the members of the corporation.

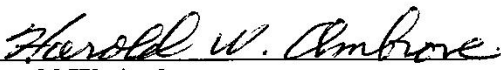
ARTICLE VII
MEMBERS AND VOTING

Persons or entities owning lots in Longview Estates, Johnson County, Iowa, shall be the members of the corporation, all of which and the rights and obligations thereof shall be governed by the provisions of the By-Laws. The voting rights of the members shall be fixed, limited, enlarged, or denied to the extent specified in the By-Laws.

ARTICLE VIII
INCORPORATOR

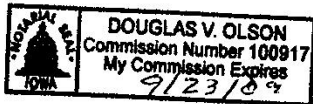
The name and address of the incorporator is as follows:

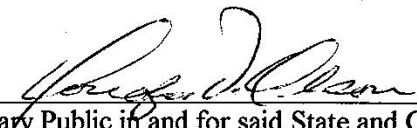
Harold W. Ambrose
1918 Southridge Drive
Coralville, Iowa 52241


Harold W. Ambrose
Incorporator

STATE OF IOWA)
)SS.
JOHNSON COUNTY)

This instrument was acknowledged before me on the 10 day of
November, 2008, by Harold W. Ambrose.





Notary Public in and for said State and County

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12-4-08
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BY-LAWS OF
LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION

ARTICLE I

Identification and Applicability

Section 1.01 Identification and Adoption.

These By-Laws are adopted simultaneously with the execution of Protective Covenants and Restrictions for Longview Estates, Johnson County, Iowa, hereinafter the "Covenants". Said Covenants are incorporated herein by reference, and all of the covenants, rights, restrictions, and liabilities therein contained shall apply to and govern the interpretation of these By-Laws. The definitions and terms as defined and used in the Covenants shall have the same meaning in these By-Laws. The provisions of these By-Laws shall apply to Longview Estates, Johnson County, Iowa (the "Subdivision"). The administration and conduct of the affairs of Longview Estates Homeowners' Association (the "Association") shall be governed by these By-Laws as well as the Association's Articles of Incorporation and the Covenants.

Section 1.02 Individual Application.

All of the dwelling unit Owners, further dwelling unit Owners, tenants, future tenants, or their guests and invitees, or any other person that might use or occupy all or any part of dwelling units located in the Subdivision shall be subject to the rules, restrictions, and conditions set forth in the Covenants and these By-Laws.

Section 1.03 Member.

A member of the Association shall be defined at Paragraph 6 of the Covenants.

ARTICLE II

Meetings of Association

Section 2.01 Purpose of Meetings.

At least annually and at such other times as may be necessary, a meeting of the Members shall be held for the purpose of electing the Board of Directors, approving the annual budget, providing for the payment of expenses and collection of assessments for maintenance and repair of the Common Areas as may be provided by the Covenants and/or these By-Laws.

Section 2.02 Annual Meetings.

The annual meeting of the Members of the Association shall be held on the first Tuesday of May in each calendar year. At the annual meeting, the Members shall elect the Board of

Directors of the Association in accordance with the provisions of these By-Laws and transact such other business referred to the Members as may properly come before the meeting.

- (a) Conduct of Meeting. The Chairman of the meeting shall be the President of the Association. He or she shall call the meeting to order at the duly designated time and business will be conducted in the following order:
 - (1) Reading of the Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto. The reading of such minutes may be waived in full or in part by appropriate resolution of the members.
 - (2) Treasurer's Report. The Treasurer shall report to the Members concerning the financial condition of the Association and answer relevant questions of the Members concerning the Common Expenses and financial report for the prior year and the proposed budget for the current year.
 - (3) Election of Board of Directors. Nominations for the Board of Directors may be made by an Member from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Association at least ten (10) days prior to the date of the annual meeting. Voting for Board of Directors will be by paper ballot. The ballot shall contain the name of each person nominated to serve as a Board member. Each Member may cast the total number of votes to which he/she is entitled for as many nominees as are to be elected, however, he/she shall not be entitled to cumulate his/her votes. Those nominees receiving the highest number of votes shall be elected. All voting for election of the members of the Board of Directors shall be conducted by secret written ballot.
 - (4) Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the Association at least ten (10) days prior to the date of the meeting, provided, however, that such written request may be waived at the meeting if agreed by the Chairman or by a majority vote of the Members present.
 - (5) Adjournment.

Section 2.03 Special Meetings.

A special meeting of the members of the Association may be called by the President, by resolution of the Board of Directors, or upon the written petition of not less than twenty-five (25) percent (25%) of the Members. The resolution or petition shall be presented to the President or Secretary of the Association and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 2.04 Notice and Place of Meetings.

All meetings of the Members of the Association shall be held at any suitable place in Johnson County, Iowa, as may be designated by the Board of Directors. Written notice stating

the date, time and place of any meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary of the Association to each Member and, if applicable, to any Mortgagee, not less than ten (10) days prior to the date of such meeting. The notice shall be mailed or delivered to the Members at their address as it appears upon the records of the Association. Attendance at any meeting in person or by written proxy shall constitute a waiver of notice of such meeting.

Section 2.05 Substitute Annual Meeting.

If the annual meeting shall not be held on the day designated by the By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 2.04 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2.06 Voting.

- (a) Number of Votes. Voting rights shall be determined in accordance with the Articles of Incorporation, these By-Laws, and the Covenants. When more than one person holds an interest in any dwelling unit, all such persons shall be Members. The vote for such dwelling unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any dwelling unit. For the purposes of the conducting of meetings and voting at meetings, the Declarant shall be considered included within the term "Member" for the purposes of these By-Laws.
- (b) Multiple Member. Where the Owner of a dwelling unit constitutes more than one person, or is a partnership, there shall be only one voting representative entitled to all the vote allocable to that dwelling unit. In the event the Owners of one dwelling unit cannot agree on how a vote shall be cast, they shall forfeit their voting right on such issue as fractional voting shall not be permitted. At the time of acquisition of title to a Dwelling unit by a multiple Member or a partnership, those persons constituting such Member or the partners shall file with the Secretary of the Association a proxy appointing one of such persons or partners as the voting representative for such Dwelling unit, which shall remain in effect until such appointed representative relinquishes such appointment in writing, becomes incompetent, dies, such appointment is rescinded by an order of a Court of competent jurisdiction or the subject swelling representative may grant a proxy to another to vote in his/her place at a particular meeting or meetings pursuant to Paragraph (d) of this Section 2.06, which shall not constitute a permanent relinquishment of his/her right to act as voting representative for the dwelling unit.
- (c) Voting by Corporation or Trust. Where a corporation or Trust is an Owner of a Dwelling unit or is otherwise entitled to vote, the trustee may cast the vote on behalf of the Trust and the agent or other representative of the corporation duly empowered by the Board of Directors of such corporation shall cast the vote to which the corporation is entitled. A mortgagee may not be entitled to vote unless the mortgagee has become a Member of any Dwelling unit.

- (d) Proxy. A Member may vote either in person or by his duly authorized and designated attorney-in-fact. Where voting is by proxy, the Member shall duly designate his attorney-in-fact in writing, delivered to the Association prior to the commencement of the meeting.
- (e) Quorum. Except as otherwise expressly provided in the Declaration of these By-Laws, the Members representing forty percent (40%) of the membership shall constitute a quorum at all meetings. When a quorum is present, a majority vote of members in attendance is needed to conduct business unless otherwise required by these By-Laws, the Articles of Incorporation, or the Covenants.
- (f) Voting Matters. Members may only vote for electing directors and on such other matters as specifically authorized by these By-Laws, the Articles of Incorporation, or the Iowa Nonprofit Corporation Act.

ARTICLE III

Board of Directors.

Section 3.01 The affairs of the Association and the Subdivision shall be governed and managed by the Board of Directors (herein collectively called "Board" or "Directors" and individually "Director"). The Board of Directors shall be composed of not less than five (5) nor more than nine (9) persons. No person shall be eligible to serve as a Director unless he is a Member. Where a Member consists of more than one person or is a partnership, corporation, Trust, or other legal entity, then one of the persons constituting the multiple Member, or a partner or an officer or trustee shall be eligible to serve on the Board of Directors, except that no single Dwelling unit may be represented on the Board of Directors by more than one person at a time.

Section 3.02 Board of Directors.

Until the first annual meeting, the Board of Directors shall be made up of Harold W. Ambrose, the initial director.

Section 3.03 Term of Office and Vacancy.

The Board of Directors shall be elected at each annual meeting of the Association. Directors shall hold office for a term of three (3) years or until their successors have been duly elected and qualified.

Any vacancy or vacancies occurring in the Board of Directors shall be filled by a vote of a majority of the remaining Directors or by vote of the Members if a Director is removed in accordance with Section 3.04 of this Article III.

Section 3.04 Removal of Directors.

A Director or Directors, except the initial Director, may be removed with or without cause by vote of a majority of all Dwelling unit owners at a special meeting of the Members duly called and constituted. In such case, his/her successor shall be elected at the same meeting from

eligible Members nominated at the meeting. A Director s elected shall serve until the next annual meeting of the Members or until his/her successor is duly elected and qualified.

Section 3.05 Duties of the Board of Directors.

The Board of Directors shall carry out the purposes of the Association as specified in the Declaration and in the Article of Incorporation. The Board of Directors shall further provide for the administration of the Association including, without limitation:

- (a) assessment and collection from the Members of their applicable share of the common expenses and assessments;
- (b) preparation of an annual budget, a copy of which will be mailed or delivered to each Member at the same time as the notice of annual meeting is mailed or delivered;
- (c) preparing and delivering annually to the Members a full accounting of all receipts and expenses incurred in the prior year, such accounting shall be delivered to each Member simultaneously with delivery of the annual budget;
- (d) keeping a current, accurate and detailed record of receipts and expenditures affecting the Association, specifying and itemizing the common expenses and assessments; all records and vouchers shall be available for examination by a Member upon reasonable request. All records and vouchers shall also be available for examination by the holder of any first mortgage lien on any Dwelling unit or units upon reasonable request.

Section 3.06 Powers of the Board of Directors.

The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of its duties. These powers include, but are not limited to, the power:

- (a) to employ a managing agent or a real estate management company (either being hereinafter referred to as "Managing Agent") to assist the Board in performing its duties;
- (b) to purchase for the benefit of the Members such equipment, materials, labor, and services as may be necessary in the judgment of the Board of Directors;
- (c) to procure public liability and property damage insurance and Workmen's Compensation insurance, if necessary, for the benefit of the Members and the Association;
- (d) to employ legal counsel, architects, contractors, accountants, engineers, surveyors, and other as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the Association;
- (e) to include the costs of all of the above and foregoing as common expenses and assessments and to pay all of such costs therefrom;

- (f) to consent to amendments to the Covenants as therein provided;
- (g) to adopt, revise, amend and alter from time to time reasonable rules and regulations with respect to use, occupancy, operation, and enjoyment of the Common Areas;
- (h) to open and maintain a bank account or accounts in the name of the Association; and
- (i) to perform such duties as are consistent with the Covenants, these By-Laws and the Articles of Incorporation of the Association.

Section 3.07 Limitation on Board Action.

The authority of the Board of Directors to enter into contracts shall be limited to contracts involving a total expenditure of less than \$10,000.00 without obtaining the prior approval of a majority of Members, except in the following cases:

- (a) contracts for replacing or restoring portions of the Common Areas damaged by casualty where the cost thereof is payable out of insurance proceeds actually received;
- (b) proposed contracts and proposed expenditures expressly set forth in a notice of the annual or special meeting and approved by the Members at such annual meeting.

Section 3.08 Compensation.

No Director shall receive any compensation for any service rendered to the Association except to such extent as he/she may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 3.09 Meetings.

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Secretary shall give notice of regular meetings of the Board to each Director personally or by United States mail at least five (5) days prior to the date of such meeting.

Special meetings of the Board may be called by the President or any two (2) members of the Board. The person or persons calling such meeting shall give written notice thereof to the Secretary who shall either personally by mail and at least three (3) days prior to the date of such special meeting, give notice to the Board members. The notice of the meeting shall contain a statement of the purpose for which the meeting is called. Such meeting shall be held at such place and at such time within Johnson County, Iowa, as shall be designated in the notice.

Section 3.10 Waiver of Notice.

Before any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting shall, as to such Director, constitute a waiver of notice of the time,

place, and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3.11 Quorum.

At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business and the votes of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board.

Section 3.12 Non-Liability of Directors.

The Directors shall not be liable to the Association for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith, or gross negligence. The Association shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board of Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Covenants or By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Association. Every contract made by the Board shall provide that the Board of Directors, in executing such contract, is acting as Agent for the Association and shall have no personal liability thereunder.

Section 3.13 Additional Indemnity of Directors.

The Association shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal thereof, except as otherwise specifically provided herein. No Director shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director relied on the books and records of the Association or statements or advice made by or prepared by the Managing Agent of the Association or any officer or employee thereof, of any accountant, attorney, or other person, firm or corporation employed by the Association to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

Section 3.14 Bond.

The Board of Directors may require any or all officers and employees of the Association handling or responsible for Association funds to be covered by an adequate bond. The premiums on such bonds shall constitute a common expense.

Section 3.15 Informal Action of Directors.

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE IV

Officers.

Section 4.01 Officers of the Association.

The principal officers of the Association shall be the President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. Any two (2) or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person.

Section 4.02 Election of Officers.

The officers of the Association shall be elected annually by the Board at the initial meeting of each new Board. Upon an affirmative vote of a majority of all members of the Board, any officer may be removed either with or without cause and his/her successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 4.03 The President.

The President shall be elected from among the Directors and shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board, shall have and discharge all the general powers and duties usually vested in the office of president or chief executive officer of an association or a stock corporation organized under the laws of Iowa, including but not limited to the power to appoint committees from among the Members as he/she may deem necessary to assist in the affairs of the Association and to perform such other duties as the Board may from time to time prescribe.

Section 4.04 The Vice President.

The Vice President shall be elected from among the Directors and shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice President shall also perform such other duties as these By-Laws may prescribe or as shall, from time to time, be imposed upon him/her by the Board or by the President.

Section 4.05 The Secretary.

The Secretary shall be elected from among the Directors. The Secretary shall attend all meetings of the Association and of the Board and shall keep or cause to be kept a true and complete record of the proceedings of such meetings, shall perform all other duties incident to the office of the Secretary, and such other duties as from time to time may be prescribed by the Board. The Secretary shall specifically see that all notices of the Association or the Board are duly given, mailed or delivered, in accordance with the provision of these By-Laws.

Section 4.06 The Treasurer.

The Board shall elect from among the Directors a Treasurer who shall maintain a correct and complete record of account showing accurately at all times the financial condition of the

Association and such other duties incident to the office of Treasurer. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into possession of the Association. The Treasurer shall immediately deposit all funds of the Association coming into his/her hands in some reliable bank or other depository to be designated by the Board and shall keep such bank account in the name of the Association.

Section 4.07 Assistant Officers.

The Board of Directors may, from time to time, designate and elect from among the Members an Assistant Secretary and Assistant Treasurer who shall have such powers and duties as the officers whom they are elected to assist shall delegate to them and such other powers and duties as these By-Laws or the Board of Directors may prescribe.

Section 4.08 Compensation.

No officer shall receive compensation from the Association for acting as such unless prospectively approved by a majority vote at any normal or special meeting.

ARTICLE V

Assessments.

Section 5.01 Annual Accounting.

Annually, after the close of each calendar year and prior to the date of the annual meeting of the Association, the Board shall cause to be prepared and furnished to each Member an unaudited financial statement, which statement shall show all receipts and expenses received, incurred and paid during the preceding calendar year, and a copy of said financial statement, upon request, shall be furnished to each holder of a first mortgage lien upon any Dwelling unit.

Section 5.02 Proposed Annual Budget.

Annually, on or before the date of the annual meeting of the Association, the Board of Directors shall cause to be prepared an annual budget for the ensuing calendar year estimating the total amount of the Common Expenses and the assessments therefore for the ensuing year and furnish a copy of such proposed budget to each Member prior to the annual meeting. The annual budget as submitted by the Board to the Members shall be the basis for the Regular Assessments (hereinafter defined) for the ensuing calendar year.

Section 5.03 Regular Assessments.

- (a) The annual budget as adopted by the Board of Directors shall, based on the estimated cash requirement for the Common Expenses and assessments in the ensuing year as set forth in said budget, contain an equal assessment against each Dwelling unit, immediately following the adoption of the annual budget, each Member shall be given written notice of such assessment against each respective Dwelling unit (herein called the "Regular Assessment"). The Regular Assessment against each Dwelling unit shall be paid in equal monthly installments, commencing on the first day of June of such calendar year and on the first day of each calendar

month thereafter through and including the following June 1. Payment of the monthly installments of the Regular Assessment shall be made to the Association. The Regular Assessment for the year shall become a lien on each separate Dwelling unit as of February 1 of each calendar year. In the event the per Dwelling unit Regular Assessment is less than \$240, the Board of Directors may elect to collect it quarterly, and if less than \$40, may elect to collect semi-annually, in both instances only after providing written notice of such payment intervals to Members.

(b) Common Expenses shall include, but are not limited to, the following:

- (1) the expenses, costs and charges incurred in connection with the administration, operations and management of the Association and Common Areas;
- (2) the cost of maintenance and repair of the Common Area;
- (3) the cost of all insurance premiums on all policies of insurance required to be or which have been obtained by the Board of Directors;
- (4) such amounts as the Board of Directors may deem proper for a general operating reserve, for a reserve fund for replacements, and to make up any deficit in the common expenses for any prior year.

Section 5.04 Special Assessments.

From time to time Common Expenses of an unusual or extraordinary nature or not otherwise anticipated may arise. At such time, and without the approval of the Members, unless otherwise provided in these By-Laws or the Declaration, the Board of Directors shall have the full right, power and authority to make special assessments which, upon resolution of the Board, shall become a lien on each Dwelling unit in a uniform manner (herein called "Special Assessment"). All Special Assessments shall be equally imposed on all Member Dwelling units.

Section 5.05 Built and Unbuilt Dwelling Unit

All Regular and Special Assessments shall apply equally to Dwelling units already built and to Dwelling units permitted to be built on the multiple family lots in the subdivision.

Section 5.06 Limitation on Assessments.

Nothing contained in these By-Laws is intended to impose an obligation for payment of assessments for Common Expenses when an exemption from assessment for specific Common Expenses has been specifically provided for in the Covenants.

Section 5.07 Failure of Member to Pay Assessments.

Each Member shall be personally liable for the payment of all Regular and Special Assessments. Where the Member constitutes more than one person, the liability of such persons

Member's Dwelling unit may be filed and foreclosed by the Board for and on behalf of the Association as provided by law. In any action to foreclose the lien for Assessments, the Member and occupant shall be jointly and severally liable for the payment to the Association of reasonable rental for such Dwelling unit, and the Board shall be entitled to the appointment of a receiver for the purpose of preserving the Dwelling unit and to collect the rentals and other profits therefrom for the benefit of the Association to be applied to the unpaid Regular and/or Special Assessment. The Board may, at its option, bring a suit to recover a money judgment for any unpaid Regular and/or Special Assessment without foreclosing or waiving the lien securing the same. In any action to recover a Regular and/or Special Assessment, whether by foreclosure or otherwise, the Board, for and on behalf of the Association, shall be entitled to recover costs and expenses of such action incurred, including without limitation reasonable attorney's fees, from the Member of the respective Dwelling unit.

ARTICLE VI

Rules and Regulations.

Section 6.01 Right of Board to Adopt Rules and Regulations.

The Board may promulgate such additional rules and regulations regarding Common Areas, facilities, and services as it may deem necessary from time to time and such rules as are adopted may be amended by a vote of a majority of the Board, and the Board shall cause copies of such rules to be delivered or mailed promptly to all Members. Such rules shall not be in violation of the Declaration. Members shall abide by such rules.

ARTICLE VII

Amendment to By-Laws.

Section 7.01 Amendment to By-Laws.

These By-Laws may be amended by a vote of not less than 75% vote of the Members in a duly constituted meeting called for such purpose. Provided, however, that no amendment to these By-Laws which affects the value or quality of any Dwelling unit may be adopted without the prior approval of the holders of a majority of first mortgage liens upon such Dwelling unit, provided further that a majority in interest of the mortgages against all Dwelling units shall have the right to veto any amendment adopted without the prior approval of the Department of Housing and Urban Development if at the time of such Amendment there are outstanding FHA or VA mortgage loans on any Dwelling unit to which the Covenants is applicable.

ARTICLE VIII

Mortgages.

Section 8.01 Notice to Association.

Any Member who places a first mortgage lien upon a Dwelling unit or the mortgagee being the holder of any such first mortgage lien, shall notify the Secretary of the Association and provide the name and address of the mortgagee. A record of such mortgages and such name and address shall be maintained by the Secretary.

Section 8.02 Notice of Unpaid Assessments.

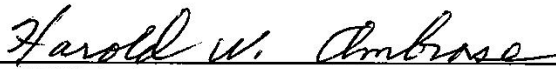
The Association shall, upon request of a mortgagee, a proposed mortgagee, or purchaser who has a contractual right to purchase a Dwelling unit, furnish to such mortgagee or purchaser a statement setting forth the amount of the unpaid Regular and/or Special Assessments against the Dwelling unit, which statement shall be binding upon the Association and the Members, and any mortgages or grantee of the Dwelling unit shall not be liable for nor shall the Dwelling unit conveyed be subject to a lien for any unpaid assessments in excess of the amount set forth in such statement.

Section 8.03 Notice of Representative.

Any and all mortgages shall receive special notice from the Association of the intention of the Association to amend any provisions of the Covenants or By-Laws of the Association; and any and all mortgages shall have the right to designate a representative to attend any meetings of the Association.

Dated: DECEMBER 17, 2008.

LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION



Harold W. Ambrose

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Recorded: 12/18/2008 at 02:25:22 PM
Fee Amt: \$82.00 Page 1 of 16
Johnson County Iowa
Kim Painter County Recorder

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OF
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RECEIVED
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IOWA

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ARTICLES OF INCORPORATION

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LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION

The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Revised Iowa Nonprofit Corporation Act under Chapter 504 of the Code of Iowa, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL OFFICE

The corporation shall be known as **Longview Estates Homeowners' Association** and its principal offices shall be located at 1918 Southridge Drive, Coralville, Iowa.

ARTICLE II
CORPORATE EXISTENCE

The corporation existence of this corporation shall begin upon the date these Articles are acknowledged as filed by the Secretary of State, and the period of its duration is perpetual.

ARTICLE III
PURPOSES, POWERS, AND DISTRIBUTION OF ASSETS ON DISSOLUTION

- A. The purpose and objective of the corporation is to provide an entity to conduct the business and affairs of Longview Estates, to be located on a certain portion of real estate situated in Johnson County, Iowa.
- B. The corporation shall, additionally, have unlimited power to engage in, and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Iowa Nonprofit Corporation Act.
- C. Upon dissolution, assets of the corporation shall be distributed equally to the members with each subdivision lot owner or owners to receive one share per lot owned.

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ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1918 Southridge Drive, Coralville, Johnson County, Iowa, and the name of its initial registered agent at such address is Harold W. Ambrose.

ARTICLE V
BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised of one director whose name and address is as follows:

Harold W. Ambrose
1918 Southridge Drive
Coralville, Iowa 52241

ARTICLE VI
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its initial Board of Directors, but the power to thereafter alter, amend, or repeal the same or adopt new By-Laws is reserved to the members of the corporation.

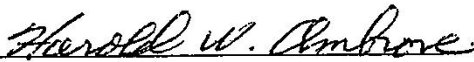
ARTICLE VII
MEMBERS AND VOTING

Persons or entities owning lots in Longview Estates, Johnson County, Iowa, shall be the members of the corporation, all of which and the rights and obligations thereof shall be governed by the provisions of the By-Laws. The voting rights of the members shall be fixed, limited, enlarged, or denied to the extent specified in the By-Laws.

ARTICLE VIII
INCORPORATOR

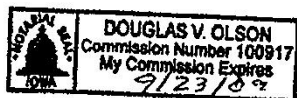
The name and address of the incorporator is as follows:

Harold W. Ambrose
1918 Southridge Drive
Coralville, Iowa 52241


Harold W. Ambrose
Incorporator

STATE OF IOWA)
)SS.
JOHNSON COUNTY)

This instrument was acknowledged before me on the 10 day of
November, 2008, by Harold W. Ambrose.




Notary Public in and for said State and County

FILED
IOWA
SECRETARY OF STATE
12-4-08
11:06 AM
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**BY-LAWS OF
LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION**

ARTICLE I

Identification and Applicability

Section 1.01 Identification and Adoption.

These By-Laws are adopted simultaneously with the execution of Protective Covenants and Restrictions for Longview Estates, Johnson County, Iowa, hereinafter the "Covenants". Said Covenants are incorporated herein by reference, and all of the covenants, rights, restrictions, and liabilities therein contained shall apply to and govern the interpretation of these By-Laws. The definitions and terms as defined and used in the Covenants shall have the same meaning in these By-Laws. The provisions of these By-Laws shall apply to Longview Estates, Johnson County, Iowa (the "Subdivision"). The administration and conduct of the affairs of Longview Estates Homeowners' Association (the "Association") shall be governed by these By-Laws as well as the Association's Articles of Incorporation and the Covenants.

Section 1.02 Individual Application.

All of the dwelling unit Owners, further dwelling unit Owners, tenants, future tenants, or their guests and invitees, or any other person that might use or occupy all or any part of dwelling units located in the Subdivision shall be subject to the rules, restrictions, and conditions set forth in the Covenants and these By-Laws.

Section 1.03 Member.

A member of the Association shall be defined at Paragraph 6 of the Covenants.

ARTICLE II

Meetings of Association

Section 2.01 Purpose of Meetings.

At least annually and at such other times as may be necessary, a meeting of the Members shall be held for the purpose of electing the Board of Directors, approving the annual budget, providing for the payment of expenses and collection of assessments for maintenance and repair of the Common Areas as may be provided by the Covenants and/or these By-Laws.

Section 2.02 Annual Meetings.

The annual meeting of the Members of the Association shall be held on the first Tuesday of May in each calendar year. At the annual meeting, the Members shall elect the Board of

Directors of the Association in accordance with the provisions of these By-Laws and transact such other business referred to the Members as may properly come before the meeting.

- (a) Conduct of Meeting. The Chairman of the meeting shall be the President of the Association. He or she shall call the meeting to order at the duly designated time and business will be conducted in the following order:

- (1) Reading of the Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto. The reading of such minutes may be waived in full or in part by appropriate resolution of the members.
- (2) Treasurer's Report. The Treasurer shall report to the Members concerning the financial condition of the Association and answer relevant questions of the Members concerning the Common Expenses and financial report for the prior year and the proposed budget for the current year.
- (3) Election of Board of Directors. Nominations for the Board of Directors may be made by an Member from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Association at least ten (10) days prior to the date of the annual meeting. Voting for Board of Directors will be by paper ballot. The ballot shall contain the name of each person nominated to serve as a Board member. Each Member may cast the total number of votes to which he/she is entitled for as many nominees as are to be elected, however, he/she shall not be entitled to cumulate his/her votes. Those nominees receiving the highest number of votes shall be elected. All voting for election of the members of the Board of Directors shall be conducted by secret written ballot.
- (4) Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the Association at least ten (10) days prior to the date of the meeting, provided, however, that such written request may be waived at the meeting if agreed by the Chairman or by a majority vote of the Members present.

- (5) Adjournment.

Section 2.03 Special Meetings.

A special meeting of the members of the Association may be called by the President, by resolution of the Board of Directors, or upon the written petition of not less than twenty-five (25) percent (25%) of the Members. The resolution or petition shall be presented to the President or Secretary of the Association and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 2.04 Notice and Place of Meetings.

All meetings of the Members of the Association shall be held at any suitable place in Johnson County, Iowa, as may be designated by the Board of Directors. Written notice stating

the date, time and place of any meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary of the Association to each Member and, if applicable, to any Mortgagee, not less than ten (10) days prior to the date of such meeting. The notice shall be mailed or delivered to the Members at their address as it appears upon the records of the Association. Attendance at any meeting in person or by written proxy shall constitute a waiver of notice of such meeting.

Section 2.05 Substitute Annual Meeting.

If the annual meeting shall not be held on the day designated by the By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 2.04 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2.06 Voting.

- (a) Number of Votes. Voting rights shall be determined in accordance with the Articles of Incorporation, these By-Laws, and the Covenants. When more than one person holds an interest in any dwelling unit, all such persons shall be Members. The vote for such dwelling unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any dwelling unit. For the purposes of the conducting of meetings and voting at meetings, the Declarant shall be considered included within the term "Member" for the purposes of these By-Laws.
- (b) Multiple Member. Where the Owner of a dwelling unit constitutes more than one person, or is a partnership, there shall be only one voting representative entitled to all the vote allocable to that dwelling unit. In the event the Owners of one dwelling unit cannot agree on how a vote shall be cast, they shall forfeit their voting right on such issue as fractional voting shall not be permitted. At the time of acquisition of title to a Dwelling unit by a multiple Member or a partnership, those persons constituting such Member or the partners shall file with the Secretary of the Association a proxy appointing one of such persons or partners as the voting representative for such Dwelling unit, which shall remain in effect until such appointed representative relinquishes such appointment in writing, becomes incompetent, dies, such appointment is rescinded by an order of a Court of competent jurisdiction or the subject dwelling representative may grant a proxy to another to vote in his/her place at a particular meeting or meetings pursuant to Paragraph (d) of this Section 2.06, which shall not constitute a permanent relinquishment of his/her right to act as voting representative for the dwelling unit.
- (c) Voting by Corporation or Trust. Where a corporation or Trust is an Owner of a Dwelling unit or is otherwise entitled to vote, the trustee may cast the vote on behalf of the Trust and the agent or other representative of the corporation duly empowered by the Board of Directors of such corporation shall cast the vote to which the corporation is entitled. A mortgagee may not be entitled to vote unless the mortgagee has become a Member of any Dwelling unit.

- (d) Proxy. A Member may vote either in person or by his duly authorized and designated attorney-in-fact. Where voting is by proxy, the Member shall duly designate his attorney-in-fact in writing, delivered to the Association prior to the commencement of the meeting.
- (e) Quorum. Except as otherwise expressly provided in the Declaration of these By-Laws, the Members representing forty percent (40%) of the membership shall constitute a quorum at all meetings. When a quorum is present, a majority vote of members in attendance is needed to conduct business unless otherwise required by these By-Laws, the Articles of Incorporation, or the Covenants.
- (f) Voting Matters. Members may only vote for electing directors and on such other matters as specifically authorized by these By-Laws, the Articles of Incorporation, or the Iowa Nonprofit Corporation Act.

ARTICLE III

Board of Directors.

Section 3.01 The affairs of the Association and the Subdivision shall be governed and managed by the Board of Directors (herein collectively called "Board" or "Directors" and individually "Director"). The Board of Directors shall be composed of not less than five (5) nor more than nine (9) persons. No person shall be eligible to serve as a Director unless he is a Member. Where a Member consists of more than one person or is a partnership, corporation, Trust, or other legal entity, then one of the persons constituting the multiple Member, or a partner or an officer or trustee shall be eligible to serve on the Board of Directors, except that no single Dwelling unit may be represented on the Board of Directors by more than one person at a time.

Section 3.02 Board of Directors.

Until the first annual meeting, the Board of Directors shall be made up of Harold W. Ambrose, the initial director.

Section 3.03 Term of Office and Vacancy.

The Board of Directors shall be elected at each annual meeting of the Association. Directors shall hold office for a term of three (3) years or until their successors have been duly elected and qualified.

Any vacancy or vacancies occurring in the Board of Directors shall be filled by a vote of a majority of the remaining Directors or by vote of the Members if a Director is removed in accordance with Section 3.04 of this Article III.

Section 3.04 Removal of Directors.

A Director or Directors, except the initial Director, may be removed with or without cause by vote of a majority of all Dwelling unit owners at a special meeting of the Members duly called and constituted. In such case, his/her successor shall be elected at the same meeting from

eligible Members nominated at the meeting. A Director s elected shall serve until the next annual meeting of the Members or until his/her successor is duly elected and qualified.

Section 3.05 Duties of the Board of Directors.

The Board of Directors shall carry out the purposes of the Association as specified in the Declaration and in the Article of Incorporation. The Board of Directors shall further provide for the administration of the Association including, without limitation:

- (a) assessment and collection from the Members of their applicable share of the common expenses and assessments;
- (b) preparation of an annual budget, a copy of which will be mailed or delivered to each Member at the same time as the notice of annual meeting is mailed or delivered;
- (c) preparing and delivering annually to the Members a full accounting of all receipts and expenses incurred in the prior year, such accounting shall be delivered to each Member simultaneously with delivery of the annual budget;
- (d) keeping a current, accurate and detailed record of receipts and expenditures affecting the Association, specifying and itemizing the common expenses and assessments; all records and vouchers shall be available for examination by a Member upon reasonable request. All records and vouchers shall also be available for examination by the holder of any first mortgage lien on any Dwelling unit or units upon reasonable request.

Section 3.06 Powers of the Board of Directors.

The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of its duties. These powers include, but are not limited to, the power:

- (a) to employ a managing agent or a real estate management company (either being hereinafter referred to as "Managing Agent") to assist the Board in performing its duties;
- (b) to purchase for the benefit of the Members such equipment, materials, labor, and services as may be necessary in the judgment of the Board of Directors;
- (c) to procure public liability and property damage insurance and Workmen's Compensation insurance, if necessary, for the benefit of the Members and the Association;
- (d) to employ legal counsel, architects, contractors, accountants, engineers, surveyors, and other as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the Association;
- (e) to include the costs of all of the above and foregoing as common expenses and assessments and to pay all of such costs therefrom;

- (f) to consent to amendments to the Covenants as therein provided;
- (g) to adopt, revise, amend and alter from time to time reasonable rules and regulations with respect to use, occupancy, operation, and enjoyment of the Common Areas;
- (h) to open and maintain a bank account or accounts in the name of the Association; and
- (i) to perform such duties as are consistent with the Covenants, these By-Laws and the Articles of Incorporation of the Association.

Section 3.07 Limitation on Board Action.

The authority of the Board of Directors to enter into contracts shall be limited to contracts involving a total expenditure of less than \$10,000.00 without obtaining the prior approval of a majority of Members, except in the following cases:

- (a) contracts for replacing or restoring portions of the Common Areas damaged by casualty where the cost thereof is payable out of insurance proceeds actually received;
- (b) proposed contracts and proposed expenditures expressly set forth in a notice of the annual or special meeting and approved by the Members at such annual meeting.

Section 3.08 Compensation.

No Director shall receive any compensation for any service rendered to the Association except to such extent as he/she may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 3.09 Meetings.

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Secretary shall give notice of regular meetings of the Board to each Director personally or by United States mail at least five (5) days prior to the date of such meeting.

Special meetings of the Board may be called by the President or any two (2) members of the Board. The person or persons calling such meeting shall give written notice thereof to the Secretary who shall either personally by mail and at least three (3) days prior to the date of such special meeting, give notice to the Board members. The notice of the meeting shall contain a statement of the purpose for which the meeting is called. Such meeting shall be held at such place and at such time within Johnson County, Iowa, as shall be designated in the notice.

Section 3.10 Waiver of Notice.

Before any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. The presence of any Director at a meeting shall, as to such Director, constitute a waiver of notice of the time,

place, and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3.11 Quorum.

At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business and the votes of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board.

Section 3.12 Non-Liability of Directors.

The Directors shall not be liable to the Association for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith, or gross negligence. The Association shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board of Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Covenants or By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Association. Every contract made by the Board shall provide that the Board of Directors, in executing such contract, is acting as Agent for the Association and shall have no personal liability thereunder.

Section 3.13 Additional Indemnity of Directors.

The Association shall indemnify any person, his heirs, assigns and legal representatives, made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal thereof, except as otherwise specifically provided herein. No Director shall be considered or deemed to be guilty of or liable for negligence or misconduct in the performance of his duties where, acting in good faith, such Director relied on the books and records of the Association or statements or advice made by or prepared by the Managing Agent of the Association or any officer or employee thereof, of any accountant, attorney, or other person, firm or corporation employed by the Association to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

Section 3.14 Bond.

The Board of Directors may require any or all officers and employees of the Association handling or responsible for Association funds to be covered by an adequate bond. The premiums on such bonds shall constitute a common expense.

Section 3.15 Informal Action of Directors.

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE IV

Officers.

Section 4.01 Officers of the Association.

The principal officers of the Association shall be the President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. Any two (2) or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person.

Section 4.02 Election of Officers.

The officers of the Association shall be elected annually by the Board at the initial meeting of each new Board. Upon an affirmative vote of a majority of all members of the Board, any officer may be removed either with or without cause and his/her successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 4.03 The President.

The President shall be elected from among the Directors and shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board, shall have and discharge all the general powers and duties usually vested in the office of president or chief executive officer of an association or a stock corporation organized under the laws of Iowa, including but not limited to the power to appoint committees from among the Members as he/she may deem necessary to assist in the affairs of the Association and to perform such other duties as the Board may from time to time prescribe.

Section 4.04 The Vice President.

The Vice President shall be elected from among the Directors and shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice President shall also perform such other duties as these By-Laws may prescribe or as shall, from time to time, be imposed upon him/her by the Board or by the President.

Section 4.05 The Secretary.

The Secretary shall be elected from among the Directors. The Secretary shall attend all meetings of the Association and of the Board and shall keep or cause to be kept a true and complete record of the proceedings of such meetings, shall perform all other duties incident to the office of the Secretary, and such other duties as from time to time may be prescribed by the Board. The Secretary shall specifically see that all notices of the Association or the Board are duly given, mailed or delivered, in accordance with the provision of these By-Laws.

Section 4.06 The Treasurer.

The Board shall elect from among the Directors a Treasurer who shall maintain a correct and complete record of account showing accurately at all times the financial condition of the

Association and such other duties incident to the office of Treasurer. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into possession of the Association. The Treasurer shall immediately deposit all funds of the Association coming into his/her hands in some reliable bank or other depository to be designated by the Board and shall keep such bank account in the name of the Association.

Section 4.07 Assistant Officers.

The Board of Directors may, from time to time, designate and elect from among the Members an Assistant Secretary and Assistant Treasurer who shall have such powers and duties as the officers whom they are elected to assist shall delegate to them and such other powers and duties as these By-Laws or the Board of Directors may prescribe.

Section 4.08 Compensation.

No officer shall receive compensation from the Association for acting as such unless prospectively approved by a majority vote at any normal or special meeting.

ARTICLE V

Assessments.

Section 5.01 Annual Accounting.

Annually, after the close of each calendar year and prior to the date of the annual meeting of the Association, the Board shall cause to be prepared and furnished to each Member an unaudited financial statement, which statement shall show all receipts and expenses received, incurred and paid during the preceding calendar year, and a copy of said financial statement, upon request, shall be furnished to each holder of a first mortgage lien upon any Dwelling unit.

Section 5.02 Proposed Annual Budget.

Annually, on or before the date of the annual meeting of the Association, the Board of Directors shall cause to be prepared an annual budget for the ensuing calendar year estimating the total amount of the Common Expenses and the assessments therefore for the ensuing year and furnish a copy of such proposed budget to each Member prior to the annual meeting. The annual budget as submitted by the Board to the Members shall be the basis for the Regular Assessments (hereinafter defined) for the ensuing calendar year.

Section 5.03 Regular Assessments.

- (a) The annual budget as adopted by the Board of Directors shall, based on the estimated cash requirement for the Common Expenses and assessments in the ensuing year as set forth in said budget, contain an equal assessment against each Dwelling unit, immediately following the adoption of the annual budget, each Member shall be given written notice of such assessment against each respective Dwelling unit (herein called the "Regular Assessment"). The Regular Assessment against each Dwelling unit shall be paid in equal monthly installments, commencing on the first day of June of such calendar year and on the first day of each calendar

month thereafter through and including the following June 1. Payment of the monthly installments of the Regular Assessment shall be made to the Association. The Regular Assessment for the year shall become a lien on each separate Dwelling unit as of February 1 of each calendar year. In the event the per Dwelling unit Regular Assessment is less than \$240, the Board of Directors may elect to collect it quarterly, and if less than \$40, may elect to collect semi-annually, in both instances only after providing written notice of such payment intervals to Members.

(b) Common Expenses shall include, but are not limited to, the following:

- (1) the expenses, costs and charges incurred in connection with the administration, operations and management of the Association and Common Areas;
- (2) the cost of maintenance and repair of the Common Area;
- (3) the cost of all insurance premiums on all policies of insurance required to be or which have been obtained by the Board of Directors;
- (4) such amounts as the Board of Directors may deem proper for a general operating reserve, for a reserve fund for replacements, and to make up any deficit in the common expenses for any prior year.

Section 5.04 Special Assessments.

From time to time Common Expenses of an unusual or extraordinary nature or not otherwise anticipated may arise. At such time, and without the approval of the Members, unless otherwise provided in these By-Laws or the Declaration, the Board of Directors shall have the full right, power and authority to make special assessments which, upon resolution of the Board, shall become a lien on each Dwelling unit in a uniform manner (herein called "Special Assessment"). All Special Assessments shall be equally imposed on all Member Dwelling units.

Section 5.05 Built and Unbuilt Dwelling Unit

All Regular and Special Assessments shall apply equally to Dwelling units already built and to Dwelling units permitted to be built on the multiple family lots in the subdivision.

Section 5.06 Limitation on Assessments.

Nothing contained in these By-Laws is intended to impose an obligation for payment of assessments for Common Expenses when an exemption from assessment for specific Common Expenses has been specifically provided for in the Covenants.

Section 5.07 Failure of Member to Pay Assessments.

Each Member shall be personally liable for the payment of all Regular and Special Assessments. Where the Member constitutes more than one person, the liability of such persons

Member's Dwelling unit may be filed and foreclosed by the Board for and on behalf of the Association as provided by law. In any action to foreclose the lien for Assessments, the Member and occupant shall be jointly and severally liable for the payment to the Association of reasonable rental for such Dwelling unit, and the Board shall be entitled to the appointment of a receiver for the purpose of preserving the Dwelling unit and to collect the rentals and other profits therefrom for the benefit of the Association to be applied to the unpaid Regular and/or Special Assessment. The Board may, at its option, bring a suit to recover a money judgment for any unpaid Regular and/or Special Assessment without foreclosing or waiving the lien securing the same. In any action to recover a Regular and/or Special Assessment, whether by foreclosure or otherwise, the Board, for and on behalf of the Association, shall be entitled to recover costs and expenses of such action incurred, including without limitation reasonable attorney's fees, from the Member of the respective Dwelling unit.

ARTICLE VI

Rules and Regulations.

Section 6.01 Right of Board to Adopt Rules and Regulations.

The Board may promulgate such additional rules and regulations regarding Common Areas, facilities, and services as it may deem necessary from time to time and such rules as are adopted may be amended by a vote of a majority of the Board, and the Board shall cause copies of such rules to be delivered or mailed promptly to all Members. Such rules shall not be in violation of the Declaration. Members shall abide by such rules.

ARTICLE VII

Amendment to By-Laws.

Section 7.01 Amendment to By-Laws.

These By-Laws may be amended by a vote of not less than 75% vote of the Members in a duly constituted meeting called for such purpose. Provided, however, that no amendment to these By-Laws which affects the value or quality of any Dwelling unit may be adopted without the prior approval of the holders of a majority of first mortgage liens upon such Dwelling unit, provided further that a majority in interest of the mortgages against all Dwelling units shall have the right to veto any amendment adopted without the prior approval of the Department of Housing and Urban Development if at the time of such Amendment there are outstanding FHA or VA mortgage loans on any Dwelling unit to which the Covenants is applicable.

ARTICLE VIII

Mortgages.

Section 8.01 Notice to Association.

Any Member who places a first mortgage lien upon a Dwelling unit or the mortgagee being the holder of any such first mortgage lien, shall notify the Secretary of the Association and provide the name and address of the mortgagee. A record of such mortgages and such name and address shall be maintained by the Secretary.

Section 8.02 Notice of Unpaid Assessments.

The Association shall, upon request of a mortgagee, a proposed mortgagee, or purchaser who has a contractual right to purchase a Dwelling unit, furnish to such mortgagee or purchaser a statement setting forth the amount of the unpaid Regular and/or Special Assessments against the Dwelling unit, which statement shall be binding upon the Association and the Members, and any mortgages or grantee of the Dwelling unit shall not be liable for nor shall the Dwelling unit conveyed be subject to a lien for any unpaid assessments in excess of the amount set forth in such statement.

Section 8.03 Notice of Representative.

Any and all mortgages shall receive special notice from the Association of the intention of the Association to amend any provisions of the Covenants or By-Laws of the Association; and any and all mortgages shall have the right to designate a representative to attend any meetings of the Association.

Dated: DECEMBER 17, 2008.

LONGVIEW ESTATES HOMEOWNERS' ASSOCIATION

Harold W. Ambrose
Harold W. Ambrose