

BYLAWS

OF

PINE HILL NORTH PHASE II NEIGHBORHOOD ASSOCIATION, INC.

(An Oklahoma Not For Profit Corporation)

(As Adopted July 17, 2020)

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(an Oklahoma Not For Profit Corporation)**

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ARTICLE I - PURPOSES

The corporation is organized as a not for profit corporation formed to maintain and improve Common Areas within the Property described in that certain Owner's Certificate, Dedication, Covenants and Reservations for Pine Hill North Phase II, Broken Bow, McCurtain County, Oklahoma (the "Declarations"). All capitalized terms used in these ByLaws shall have the same meaning as in the Declarations.

ARTICLE II - MEMBERS

Section II.1 Initial Member

The initial sole Member of the corporation shall be Tommy R. Julian. All references herein to the term "Members" shall be construed to refer to the singular of the term, if applicable.

Section II.2 Membership

The Owner of each Lot shall be a Member of the corporation and shall be entitled to vote as provided in the Declarations, *i.e.*, one vote for each Lot in which the Owner is a "Class A Member" and three votes for each Lot in which the Owner is the Declarant, the sole "Class B Owner," as is provided in Section 4.2 of the Declarations.

Section II.3 No Transfer of Membership

Membership or any interest in this corporation shall not be assignable by a Member, except as an appurtenance to its Lot.

ARTICLE III - MEETINGS OF MEMBERS

Section III.1 Annual Meeting

An annual meeting of the Members, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place on such date, and at such time as the Board of Directors shall each year fix, which date shall be within thirteen months subsequent to the later of the date of incorporation or the last annual meeting of the Members. The board of directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may be held solely by means of remote communication.

Section III.2 Special Meetings

Special meetings of the Members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or by the Chairman of the Board or the President and shall be held on such date, and at such time as they or he/she shall fix.

Section III.3 Notice of Meetings

Written notice of the place, if any, date, and time of all meetings, and the means of remote communications, if any, by which Members and proxyholders may be deemed to be present in person and vote at the meetings, of the Members shall be given, not less than ten (10) nor more than forty (40) days before the date on which the meeting is to be held, to each Member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation). The term "Certificate of Incorporation" as used herein shall mean the Certificate of Incorporation of the corporation as may be amended from time to time. Notice of a special meeting of the Members shall also state the purpose or purposes for which the meeting is called.

When a meeting is adjourned to another place, if any, date or time, written notice need not be given of the adjourned meeting if the place, if any, date, and time thereof and the means of remote communications, if any, by which Members and proxyholders may be deemed to be present and vote at the adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, if any, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

If a meeting is to be held solely by remote communication, notice of a meeting shall also provide the information required to gain access to the Member list by reasonably accessible electronic network; provided, however, that such list shall only be available to Members of the corporation.

Notice may be given effectively to Members if given by a form of electronic transmission consented to by the Member to whom the notice is given. The consent shall be revocable by the Member by written notice to the corporation. Such consent shall be deemed revoked if (a) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with the consent; and (b) the inability becomes known to the secretary or an assistant secretary of the corporation, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat the inability as a revocation shall not invalidate any meeting or other action. Notice shall be deemed effectively given if by (i) facsimile telecommunication, when directed to a number at which the Member has consented to receive notice; (ii) electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice; (iii) a posting on an electronic network together with separate notice to the Member of the specific posting, upon the later of the posting and the giving of separate notice; and (iv) any other form of electronic transmission, when directed to the Member in accordance with the Member's consent. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given

by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section III.4 Quorum

At any meeting of the Members of the corporation, the Members entitled to cast at least fifty percent (50%) of all the eligible votes per Lot at the meeting, present in person, represented by proxy or by means of remote communication, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law or by the Certificate of Incorporation.

If a quorum shall fail to attend any meeting, the chairman of the meeting or a majority of the Members entitled to vote who are present, in person, represented by proxy or by means of electronic communication, may adjourn the meeting to another date or time. At any adjourned meeting, whatever Members are present shall constitute a quorum.

Section III.5 Organization

Such person as the Board of Directors may have designated or, in the absence of such a person, the highest-ranking officer of the corporation who is present shall call to order any meeting of the Members and act as chairman of the meeting. In the absence of the Secretary of the corporation, the secretary of the meeting shall be such person as the chairman appoints.

Section III.6 Conduct of Business

The chairman of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him/her in order.

Section III.7 Proxies and Voting

At any meeting of the Members, every Member entitled to vote may vote in person or by proxy authorized in such manner as specifically permitted by the Oklahoma General Corporation Act or as the corporation may otherwise permit. Proof of such authority shall be filed in accordance with the procedure established for the meeting. If authorized by the board of directors, the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission; provided that the electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or proxyholder. The validity and authenticity of any proxy shall be determined by the corporation.

Each Member shall have the number of votes attributable to his/her membership, as provided in the Declarations.

All voting, except where otherwise required by law or by the Certificate of Incorporation, may be by a voice vote; provided, however, that upon demand therefor by a Member entitled to vote or his proxy, a vote shall be taken by written ballot, each of which shall state the name of the Member or proxy voting and such other information as may be required under the procedure

established for the meeting. Every vote taken by ballot shall be counted by an inspector or inspectors appointed by the chairman of the meeting.

All elections and, except as otherwise required by law, the Declarations or by the Certificate of Incorporation, all other matters shall be determined by two-thirds (2/3) of the votes cast.

Notwithstanding the provisions of this Section 3.07, any action, except as set forth below, required or which may be taken at any annual or special meeting of the Members may be taken without a meeting, without prior notice or a vote, if a consent or consents in writing or by electronic transmission, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of Members are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested, or electronic transmission. Such written consent or consents shall be filed with the minutes of the proceedings of the Members, provided the filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

Members may, unless the Certificate of Incorporation otherwise provides, act by written consent to elect directors; provided however, that if the consent is less than unanimous, the action by written consent may be in lieu of holding an annual meeting only if all the directorships to which directors could be elected at an annual meeting held at the effective time of the action are vacant and are filled by the action.

Every written consent shall bear the date of signature of each Member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this section to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of Members are recorded. Delivery made to a corporation's registered office shall be by hand, by certified or registered mail, return receipt requested, or by electronic transmission.

An electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, shall be deemed to be written, signed and dated for the purposes herein, provided that such electronic transmission sets forth or is delivered with information from which the corporation can determine (a) that the Member or proxyholder was authorized to act for the Member or proxyholder and (b) the date on which such Member or proxyholder transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. An electronic transmission shall be deemed to be delivered when reproduced in paper form and delivered to (i) the corporation's

registered office, (ii) its principal place of business or (iii) an officer or agent of the corporation having custody of the book in which proceedings of meetings of Members are recorded, or as provided by resolution of the board of directors of the corporation.

ARTICLE IV - BOARD OF DIRECTORS

Section IV.1 Number and Term of Office

The number of directors who shall constitute the whole board shall be such number as fixed from time to time by the Board of Directors, except that the number of directors constituting the initial Board of Directors shall be the number of directors named in the Certificate of Incorporation. Except as required by law, the Certificate of Incorporation or these ByLaws, each director shall be elected at each annual meeting of the Members. Each director shall serve until his successor is elected and qualified or until his earlier resignation or removal.

Whenever the authorized number of directors is increased between annual meetings of the Members, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease.

Section IV.2 Vacancies

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until his/her successor is elected and qualified.

Section IV.3 Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section IV.4 Special Meetings

Special meetings of the Board of Directors may be called by one-third of the directors then in office or by the chief executive officer and shall be held at such place, on such date, and at such time as they or he/she shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than three days before the meeting or by telegraphing or personally delivering the same not less than eighteen hours before the meeting; or by electronic transmission pursuant to authorization of the Board of Directors. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section IV.5 Quorum

At any meeting of the Board of Directors, one- third of the total number of the whole board, but not less than two directors, shall constitute a quorum for all purposes, unless or except in the event that a board of one is authorized in which case one director shall constitute a quorum. If a quorum shall fail to attend any meeting, a majority of the directors present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section IV.6 Participation in Meetings by Conference Telephone

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or other communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section IV.7 Conduct of Business

At any meeting of the Board of Directors at which a quorum of the directors is present, business shall be transacted in such order and manner as the board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law or by the Certificate of Incorporation. Action may be taken by the Board of Directors without a meeting if all Members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section IV.8 Powers

The Board of Directors may, except as otherwise required by law or by the Certificate of Incorporation, exercise all such powers and do all such acts and things as may be exercised or done by the corporation and as specifically provided for in the Declarations, including, without limiting the generality of the foregoing, the unqualified power:

- (1) To establish a budget and fix the date for the commencement of the annual assessments for each Lot;
- (2) To levy and collect Assessments;
- (3) To provide for the care, maintenance, repair and upkeep, of the Common Areas;
- (4) To enforce by legal means the provisions of the Declarations and these ByLaws;
- (5) To obtain property, liability and other insurance, including director's and officer's liability insurance;
- (6) To pay all taxes which are or could become a lien of Common Areas;

- (7) To indemnify a director, officer or committee Member of the corporation to the extent such indemnity is permitted or required by the Certificate of Incorporation, these ByLaws or Oklahoma law;
- (8) Making and amending rules for the usage of Common Areas and establishing penalties for infractions thereof;
- (9) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- (10) To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;
- (11) To remove any officer of the corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;
- (12) To confer upon any officer of the corporation the power to appoint, remove and suspend subordinate officers and agents;
- (13) To adopt from time to time regulations, not inconsistent with these ByLaws, for the management of the corporation's business and affairs;
- (14) To make available to prospective purchasers of Lots copies of the Declarations, Certificate of Incorporation, the ByLaws and all other books, records and financial statements of corporation; and
- (15) To employ accountants, attorney and other professionals or managers to assist in the conduct of its duties and responsibilities.

Section IV.9 Compensation of Directors

Directors shall not receive compensation for their services, but shall be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE V - COMMITTEES

Section V.1 Executive Committee

The Board of Directors may designate an Executive Committee to serve at the pleasure of the board and shall elect a director or directors to serve as the Member or Members of the Executive Committee, designating, if it desires, other directors as alternative Members who may replace any absent or disqualified Member at any meeting of the Executive Committee. The Executive Committee, except to the extent as it may be restricted from time to time by the vote of a majority of the whole board, may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but the Executive

Committee shall have no power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the property and assets of the corporation, recommending to the Members a dissolution of the corporation or a revocation of a dissolution, or amending the ByLaws of the corporation. In the absence or disqualification of any Member of the Executive Committee and any alternate member in his place, the member or members of the Executive Committee present at the meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section V.2 Other Committees of the Board of Directors

The Board of Directors may from time to time designate other committees of the board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the board and shall, for those committees, elect a director or directors to serve as the member or members, designating, if it desires, other directors as alternative members who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any committee and any alternate member in his place, the member or members of the committee present at the meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

Section V.3 Conduct of Business

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one-third of the total committee members shall constitute a quorum unless the committee shall consist of one or two members, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Minutes of each committee meeting shall be prepared, approved by the chairman of the meeting and filed with the Secretary of the corporation. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE VI - OFFICERS

Section VI.1 Generally

The officers of the corporation shall consist of a President and a Secretary and such other senior or subordinate officers as may from time to time be elected by the Board of Directors. The Board of Directors may also elect from its number a Chairman and Vice Chairman of the Board of the corporation. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of members. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any number of offices may be held by the same person.

Section VI.2 Chairman of the Board

The Chairman of the Board, if any, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him/her by the Board of Directors. He/She shall be the senior officer of the corporation and shall be responsible for overall planning and policy.

Section VI.3 Vice Chairman of the Board

The Vice Chairman of the Board shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the Chairman of the Board, the Vice Chairman shall perform the duties and exercise the powers of the Chairman of the Board.

Section VI.4 President

The President shall be the chief executive officer of the corporation. Subject to the provisions of these ByLaws and to the direction of the Board of Directors, he/she shall have the responsibility for the general management and control of the affairs and business of the corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to him/her by the Board of Directors. He/She shall have power to sign all contracts and other instruments of the corporation which are authorized. He/She shall have general supervision and direction of all of the other officers and agents of the corporation.

Section VI.5 Vice Presidents

Each Vice President shall perform such duties as the Board of Directors shall prescribe. In the absence or disability of the President, the Vice President who has served in such capacity for the longest time shall perform the duties and exercise the powers of the President.

Section VI.6 Secretary

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the members and the Board of Directors. He/She shall have charge of the corporate records.

Section VI.7 Treasurer

The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. He/She shall make such disbursements of the funds of the corporation as are proper and shall render from time to time, but no less often than annually, an account of all such transactions and of the financial condition of the corporation.

Section VI.8 Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section VI.9 Removal

Any officer of the corporation may be removed at any time, with or without cause, by the Board of Directors.

ARTICLE VII - NOTICES**Section VII.1 Notices**

Whenever notice is required to be given to any member, director, officer, or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, addressed to such member, director, officer, or agent at his or her address as the same appears on the books of the corporation or by electronic transmission. The time when such notice is dispatched shall be the time of the giving of the notice.

Section VII.2 Waivers

A written waiver of any notice, signed by a Member, director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Member, director, officer, or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE VIII - MISCELLANEOUS**Section VIII.1 Facsimile Signatures**

Facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section VIII.2 Corporate Seal

The Board of Directors may provide a suitable seal, containing the name of the corporation and the word "Oklahoma", which seal shall be placed in the custody of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

Section VIII.3 Reliance upon Books, Reports and Records

Each director and each member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the corporation, including reports made to the corporation by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care, by the Board of Directors, or by any such committee.

Section VIII.4 Fiscal Year

The fiscal year of the corporation shall be as fixed by the Board of Directors.

Section VIII.5 Time Periods

In applying any provision of these ByLaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

ARTICLE IX - AMENDMENTS

These ByLaws may be amended or repealed by the Board of Directors at any meeting.

ARTICLE X - ELECTRONIC TRANSMISSION

As used herein, electronic transmission means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE XI - CONTROL BY DECLARANT

NOTWITHSTANDING ANY OTHER LANGUAGE OR PROVISION TO THE CONTRARY IN THESE BYLAWS, IN THE ARTICLES OF INCORPORATION, OR IN THE DECLARATIONS OF THE CORPORATION, Declarant hereby has title to the Common Areas and retains the right to appoint and remove any member or members of the Board of Directors and any officer or officers of the corporation until such time as the first of the following events shall occur: (a) the date upon which eighty percent (80%) of the Lots on the Property have been conveyed to Members/Owners other than the Declarant (*i.e.*, 48 Lots), or (b) the surrender of the corporation by Declarant by an express amendment to this Declaration executed and recorded by Declarant. Furthermore, each Member/Owner, by acceptance of a deed to or other conveyance of a Lot vests in Declarant such authority to appoint and remove directors and officers of the corporation. Every grantee of any interest in the Property or a Lot, by acceptance of a deed or other conveyance of such interest, agrees that Declarant shall have the authority to appoint and remove directors and officers of the corporation in accordance with the Declarations. Upon Declarant's surrender of the corporation pursuant to the provisions of the Declarations, such title and right to the Common Areas and appointment of directors and officers shall pass to the Members/Owners, including Declarant if Declarant then owns one or more Lots and a special meeting of the corporation shall be called within a reasonable time thereafter. At such special meeting the Members/Owners shall elect a new Board of Directors which shall undertake the responsibilities of the Board of Directors, and Declarant shall deliver all books, accounts, and records, if any, which Declarant has kept on behalf of the corporation and any agreements or contracts executed by or on behalf of the corporation during such period and which Declarant has in its possession.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Pine Hill North Phase II Neighborhood Association, Inc., an Oklahoma not for profit corporation;

2. That the foregoing Bylaws comprising eleven (11) pages constitute the Bylaws of said corporation as duly adopted by Consent of Board of Directors July 17, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this __ day of July, 2020.



Secretary