

**AMENDED AND RESTATED
BYLAWS OF
ROSEDALE GARDENS HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I.
CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS**

Section 1. CORPORATE NAME. The name of this corporation shall be Rosedale Gardens Homeowners' Association, Inc.

Section 2. PRINCIPAL OFFICE. The principal office of this corporation shall be located at 11917 Mary Claire Drive in Oklahoma City, Oklahoma.

Section 3. DEFINITIONS. As used in these Bylaws the following definitions shall be applicable:

(a) "Articles" shall mean the Articles of Incorporation of Rosedale Gardens Homeowners' Association, Inc., filed in the office of the Secretary of State of the State of Oklahoma, as said Articles may be amended from time to time.

(b) "Corporation" shall mean Rosedale Gardens Homeowners' Association, Inc., an Oklahoma non-profit corporation, its successors and assigns, and is sometimes hereinafter also referred to as the "Association".

(c) "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions of Rosedale Gardens, as the same may from time to time be amended, the most recent of which is recorded in Book 9092, Pages 753 through 770, of the Oklahoma County Records.

(d) "Member" shall mean "owner and/or spouse," and both shall mean the record owner, whether one or more persons or entities, of legal title to any lot in Rosedale Gardens.

The foregoing does not include persons or entities who hold an interest in any lot merely as security for the performance of an obligation.

(e) "Rosedale Gardens" shall mean all real property located in the County of Oklahoma, State of Oklahoma, which is subject to the Declaration, together with such other real property as may from time to time be annexed thereto.

(f) "Rosedale Gardens Rules" shall mean the rules adopted by the corporation as they may be amended from time to time.

ARTICLE II.
SEAL

Section 1. INSCRIPTION OF SEAL. If the corporation elects to have a seal, the seal of the corporation shall have inscribed in the center and on the margin thereof:

ROSEDALE GARDENS HOMEOWNERS' ASSOCIATION, INC.
OKLAHOMA CORPORATE SEAL

ARTICLE III.
REGISTERED OFFICE AND REGISTERED AGENT

Section 1. REGISTERED OFFICE. The corporation shall maintain a registered office in the state, and the address shall be reflected in the Articles.

Section 2. REGISTERED AGENT. The corporation shall have and continuously maintain in the state a registered agent on whom service of summons may be had and whose business address is identical with the registered office of the corporation. The Board of Directors shall have authority to appoint or change, from time to time, the registered agent of this corporation and the agent's name shall be reflected in the Articles.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. NUMBER. The number of Directors of this corporation shall be five (5) All Directors of this corporation must be members (as defined in Article I, Section 3, item (d) and legally competent to enter into contracts. .

Section 2. ELECTION AND TERMS. The Directors of the Corporation shall hold office for a period of two years (except the first year whereby three (3) shall be elected for two (2) years and two (2) shall be elected for one (1) year. Thereafter, at each annual meeting or at a special meeting of the members, successors will be determined for Directors whose terms expire. Subject to the foregoing and Sections 5 and 6 hereof, the Directors shall be determined annually at an annual meeting or special meeting of the members. At all elections of Directors, there must be present in person or by proxy a majority of the votes entitled to be cast.

Section 3. QUORUM. Except as herein otherwise specifically provided a majority of the authorized number of Directors shall constitute a quorum of the Board of Directors for the transaction of business. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors; provided, however, a majority of the Board of Directors present at any meeting, in the absence of a quorum, may adjourn any meeting of the Board of Directors from day to day, but may not transact any business except the filling of vacancies on the Board of Directors as in these Bylaws hereinafter provided.

Section 4. COMPENSATION. Directors as such shall not receive compensation for their services, but may receive reimbursement for expenses incurred when duly authorized by the

Board of Directors; provided, however, nothing herein contained shall be construed to preclude any Director from providing services to the corporation at a commensurate rate in any other capacity and receiving compensation therefor.

Section 5. VACANCIES. Any vacancy or vacancies on the Board of Directors may be filled by a majority of the remaining Directors, or by a sole remaining Director, and each Director so chosen shall hold office until his or her successor is determined as provided in the Declaration. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation, mental disability, or legal disqualification to serve of any Directors, or if the members fail at any annual, regular or special meeting of members to elect the full authorized number of Directors to be voted for at the meeting.

Section 6. REMOVAL. All of the elected members of the Board of Directors, or any one of them, may be removed from office, with or without cause, by a vote at any annual or special meeting of members. In case any one or more Directors be so removed, new Directors may be elected at the same meeting. The Board of Directors shall declare vacant the office of an elected Director if he or she be declared of unsound mind by an order of court, or convicted of a felony, or upon legal disqualification to serve as a Director, or may do so if within sixty (60) days after notice of his or her election, he or she does not either accept such office in writing or attend a meeting of the Board of Directors and fulfill such other requirements of qualification as these Bylaws specify.

Section 7. POWERS AND DUTIES. Subject to express limitations of the Declaration and the Articles and pertinent restrictions of the Oklahoma Statutes, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the limitations herein set forth, the Board of Directors shall have the power:

First: To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor, not inconsistent with law, the Declaration, the Articles of Incorporation, and these Bylaws, as they deem best.

Second: To appoint an executive committee and any other committees which may seem to them advisable, and to delegate to the executive committee, or any such other committee subject to control of the Board of Directors, any of the powers and authority of the Board, except the power to adopt, amend or repeal these Bylaws; provided, however, that any such executive committee shall act only in the interval between meetings of the Board and shall be subject at all times to control and direction of the Board.

Third: To elect and remove at pleasure all the agents and employees of the corporation, prescribe such duties for them as may not be inconsistent with laws, the Declaration, the Articles of Incorporation, and these Bylaws, and in the Board's discretion, require from such agents and employees security for faithful service.

Fourth: Subject to the provisions of Section 2 of ARTICLE I of these Bylaws, to fix, from time to time, the principal office of the corporation, and to designate from time to time any place or places where meetings of the members and/or Directors of this corporation may be held; to adopt and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment may seem best.

Fifth: Subject to the power of the members to adopt, amend or repeal these Bylaws, the Board of Directors shall have the power to adopt, amend or repeal these Bylaws by unanimous vote of all Directors so long as such amendment does not conflict with the laws, the Declaration, or the Articles of Incorporation.

Sixth: The Board of Directors may fix a time, in the future not exceeding thirty (30) days preceding the date of any meeting of the members, as a record date for the determination of the members entitled to notice of such meeting and in such case only members of record on the date so fixed shall be entitled to notice of such meeting, notwithstanding any change of any membership in the corporation after any record date fixed as aforesaid.

Seventh: Subject only to express limitations and restrictions contained in the Declaration and Articles of Incorporation, the Board of Directors may authorize the corporation to borrow from time to time, upon such terms as it may determine.

Eighth: Generally to do and perform every act and thing whatsoever that may pertain to the office of a Director or to a Board of Directors.

ARTICLE V. MEETINGS OF DIRECTORS

Section 1. PLACE OF MEETINGS. Any meeting (whether regular, annual, special or adjourned) of the Board of Directors of the corporation may be held at any place which has been heretofore designated for that purpose by resolution of the Board of Directors.

Section 2. ANNUAL MEETINGS. Annual meetings of the Board of Directors, of which no notice need be given, shall be held immediately after the adjournment of each annual meeting of the members for the purpose of electing officers and setting the date of the next Board meeting and any other business needing to be transacted by the Board of Directors.

Section 3. REGULAR MEETINGS. In its discretion, regular meetings of the Board of Directors may be held monthly without notice, at such time and place as shall be determined by the Board.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by order of the President or of two or more of the Directors; provided, however, in the event not more than two (2) Directors are then serving, such special meeting may be called by order of any one (1) Director.

Section 5. NOTICE OF SPECIAL MEETINGS. Notice of the time and place of all special meetings of the Board of Directors shall be given to each Director by mail of a written or printed notice at least one (1) week before the time fixed for holding said meeting.

Section 6. WAIVER AND CONSENT. The transactions of any meeting of Directors, however called or noticed, shall be valid as though had at a meeting duly held after regular call and waiver of notice, if a quorum be present, and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof.

Section 7. BUSINESS AT A SPECIAL OR ADJOURNED MEETING. Any business which might be done at a regular or annual meeting of the Board of Directors may be done at a special or at an adjourned meeting of the Board, and no notice whatsoever need be given of any such adjourned meeting if the time and place of such meeting be fixed at the meeting adjourned.

Section 8. NO MEETING. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all of the members of the Board of Directors.

ARTICLE VI. OFFICERS

Section 1. ELECTION AND QUALIFICATIONS. The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer or any combination thereof allowed by Oklahoma State Law. Officers shall be elected from and by the Board of Directors.

Section 2. TERMS AND COMPENSATION. The term of office of each of said officers shall be as stated in Article IV, Section 2. Officers of the corporation, as members of the Board of Directors, shall serve without compensation for their services, but may receive reimbursement for expenses incurred when duly authorized by the Board of Directors; provided, however, nothing herein contained shall be construed to preclude any officer from providing services to the corporation in any other capacity and receiving compensation at a commensurate rate therefor.

Section 3. REMOVAL. All officers and all agents of the corporation may be removed with or without cause, as stated in Article IV, Section 6.

ARTICLE VII. PRESIDENT

Section 1. POWERS AND DUTIES. The powers and duties of the President shall be:

First: To preside at all meetings of the Members and the Board of Directors.

Second: To call meetings of the Members and all meetings of the Board of Directors, to be held at such times and places as provided by these Bylaws.

Third: To affix the signature of the corporation to all deeds, conveyances, mortgages, leases, easements, obligations, bonds, certificates and other papers and instruments in writing that may require the same, and to supervise and control subject to the direction of the Board of Directors, all agents and employees of the corporation.

Section 2. PRESIDENT PRO TEMPORE. If neither the President nor any Vice President be present at any meeting of the Board of Directors or of the shareholders, a President Pro Tempore may be chosen to preside and act at such meeting.

ARTICLE VIII.
VICE PRESIDENT

Section 1. POWERS AND DUTIES. In case of the absence, disability or death of the President, the Vice President shall take his or her place and perform his or her duties. Under such circumstances, the Vice President of this corporation shall have all powers and perform such other duties usually vested in the President or as prescribed by the Board of Directors.

ARTICLE IX.
SECRETARY

Section 1. POWERS AND DUTIES. The powers and duties of the Secretary shall be:

First: To keep full and complete records of the proceedings of the Board of Directors and of the meetings of the members.

Second: To keep the seal of the corporation and to affix the same to all instruments which may so require.

Third: To make service and publication of all notices that may be necessary or proper, and without command or direction from anyone. In case of absence, inability, refusal, or neglect of the Secretary to make service or publication of any notice, then such notice may be served or published by the President or a Vice President, or by any person thereunto authorized by either of them, by the Board of Directors or by the members holding a majority of the votes of the corporation.

Fourth: To transfer upon the books of the corporation any and all changes in its membership; provided, however, that no change of membership shall be recorded or shall have any validity whatsoever, until and unless a copy of the original recorded document of title transferring fee ownership to a lot in Rosedale Gardens is presented to and filed with the Secretary of the corporation.

Fifth: In the case of the absence, disability or death of the President and at a time in which there is no Vice President of the corporation or Vice President of the corporation eligible and qualified to assume the duties of President as provided in ARTICLE VIII hereof, the Secretary shall have the power and duty to call a

special meeting of the Board of Directors in accordance with these Bylaws for the purpose of electing a new President.

Sixth: Generally to do and perform all such duties as pertain to his or her office and as may be required by the Board of Directors.

ARTICLES X. TREASURER

Section 1. POWERS AND DUTIES. The Treasurer shall receive all monies belonging to or paid into the corporation and give receipts therefor, and shall deposit such monies, as he or she shall be directed by the Board of Directors, with one or more solvent and reputable banks or bankers to be designated by the Board of Directors, and shall keep full and complete records of the funds received and the disbursements thereof. He or she shall render to the members at the annual meeting thereof, and also to the Board of Directors at any meeting thereof, or from time to time, whenever the Board of Directors or the President may require, an account of all financial transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Directors. He or she shall exhibit or cause to be exhibited the books of the corporation to the Board of Directors, or to any committee appointed by the Board, or to any Director on application during business hours, or to any other person entitled to inspect such books pursuant to pertinent provisions of the laws of the State of Oklahoma.

ARTICLE XI. MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Notwithstanding anything to the contrary in these Bylaws provided, any meeting (whether annual, special or adjourned) of the members of this corporation may be held at any place within Oklahoma County which has been designated therefor by the Board of Directors.

Section 2. ANNUAL MEETINGS. Unless otherwise specified by the Board, the annual meeting of the members shall be held at the principal office of the corporation on the second Thursday of each December at 7:00 p.m. At the annual meeting, Directors of the corporation shall be determined, reports of the affairs of the corporation shall be considered, a proposed budget for the ensuing calendar year will be presented for approval and any other business may be transacted which is within the powers of the members to transact.

No notice need be given of the annual meeting of the members except that at least ten (10) days written notice of the general nature of the business or proposal shall be given as in the case of a special meeting of the members before action may be taken at such meeting upon any of the following proposals:

- (a) To sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of the property and assets of the corporation;
- (b) To amend the Bylaws;

- (c) To amend the Articles of Incorporation, except to extend the term of corporate existence or change registered office or agent;
- (d) To merge or consolidate with another corporation, domestic or foreign;
- (e) To wind up and dissolve the corporation;
- (f) To adopt a plan of distribution of any consideration, in the process of winding up; or
- (g) To amend the Declaration.

Items (a) through (g), above, shall require at least two-thirds of the votes of the corporation entitled to be cast with respect thereto, or by the written assent of such members.

In the event the annual meeting is not timely held, or the Directors are not determined at such annual meeting, the Directors may be determined at any special meeting held for that purpose, and it shall be the duty of the President, Vice President (if any), or Secretary upon the demand of any member entitled to vote at such meeting, to call such special meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President, or by the Board of Directors, or by one or more members holding more than 50% of the votes of the corporation entitled to be cast at any meeting of the members.

Section 4. NOTICE OF SPECIAL MEETINGS. Notice of special meetings of members shall be given by written notice personally served on each member, or deposited in the United States mail, postage prepaid, and addressed to them at their address appearing on the books of the corporation or supplied by them to the corporation for the purpose of notice at least ten (10) days before the time fixed for holding said meeting; provided, however, that if a member has supplied no address or if the place of business or residence of the member is not known to the Secretary, then notice shall be deemed to have been given to him if posted on a lot owned by the member in Rosedale Gardens at least ten (10) days before the time fixed for holding said meeting.

Upon a request being made by written notice to the President, the Vice President, or the Secretary by any person or persons empowered to call such meeting as provided herein, such officer shall give notice to the members that such meeting has been called for the purpose or purposes stated in such request and is to be held at a specified time, which time as fixed by such officer shall not be less than ten (10) days after receipt of such request. If notice of such meeting is not given to the members by such officer within seven (7) days after receipt of such request, such person or persons empowered to make the request may fix the time of meeting and give notice thereof in the manner provided by these Bylaws.

Section 5. CONSENT AND WAIVER OF NOTICE. Any transaction of the members at any meeting thereof, regardless of how and whether call was made or notice given, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present, either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote and not present in person or by proxy signs a written waiver of notice

or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Secretary or made a part of the records of the meeting.

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the actual giving of such notice.

Any action, which under any provisions of these Bylaws might be taken at a meeting of the members, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all of the holders of all of the votes entitled to be cast at a meeting for such purpose and such record or memorandum be filed with the Secretary and made a part of the corporate records.

Section 6. QUORUM, VOTING AND PROXIES. At all meetings of the members (whether annual, special or adjourned), the presence in person or by proxy in writing of the holders of a majority of the votes entitled to be cast at such meeting shall constitute a quorum for the transaction of business. The record ownership of each lot, as specified in the Declaration shall be entitled to one (1) vote to be cast by the owner or owners thereof, all as more specifically provided in the Declaration. All proxies shall be in writing and subscribed by the party to be represented thereby, or by his or her duly authorized attorney, and no such proxy shall be valid or confer any right or authority to vote or act thereunder unless such proxy has been offered for filing to and left with the Secretary of the corporation prior to the meeting at which the same is to be used. No proxy shall be valid after the expiration of thirty (30) days from the date of its execution. All elections shall be had and, except as otherwise provided in the Declaration, the Articles or these Bylaws, all questions shall be decided by a majority vote of the members present in person or by proxy at a meeting at which a quorum is present.

Section 7. VOTING LIST. The Secretary shall, before each members' meeting, and as of 48 hours prior to the convening of such meeting, make a list of all persons who are in good standing (as defined herein) and entitled to vote at such meeting, arranging the names alphabetically. To be in good standing, a member must have paid all monthly Association dues and any assessments that may have been imposed by the Association.

Section 8. ADJOURNMENTS. Any business which might be transacted at an annual meeting of the members may be done at a special or at an adjourned meeting. If no quorum be present at any meeting of the members (whether annual, special or adjourned), such meeting may be adjourned by those present from day to day, or from time to time, until such quorum be obtained, such adjournment and the reasons therefor being recorded in the journal or minutes of proceedings of the members, and no notice whatsoever need be given of any such adjourned meeting if the time and place of such meeting be fixed at the meeting adjourned.

Section 9. TRANSFERS. The Secretary shall maintain a membership ledger showing the record owner of each lot. Upon the sale of a lot by any member, the rights of that member in the corporation shall cease, though such transfers shall not impair any obligation of the member to the corporation. Upon recordation of the deed to the lot, the new owner shall become a

member of the corporation for the purposes of all duties and obligations specified in the Declaration, the Articles, and the Rosedale Gardens Rules. The new owner may obtain the rights and privileges of membership in the corporation by filing with the Secretary of the corporation a copy of the recorded deed by which such member obtained ownership, and providing to the Secretary in writing the address to which any notice should be sent. The address may be changed at any time by filing with the Secretary an instrument in writing setting forth such change in address, and signed by all of the owners for which the change is effective.

ARTICLE XII. AMENDMENTS

Section 1. METHOD OF AMENDMENT. These Bylaws may be amended or repealed and new and additional Bylaws may be made from time to time and at any time by members who represent at least two-thirds of the votes of the corporation entitled to be cast with respect thereto (i.e., one vote for each household), or by the written assent of such members. Subject to the right of the members to amend or repeal these Bylaws, the same may be amended or repealed by the Board of Directors in the exercise of the power granted to said Board of Directors in ARTICLE IV, Section 7, subdivision Fifth to these Bylaws.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

Section 1. INSTRUMENTS IN WRITING. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate. No officer, agent, or employee of the corporation shall have power to bind the corporation by contract or otherwise unless authorized to do so by the Board of Directors.

Section 2. ANNUAL REPORT. The Board of Directors of the corporation shall not be required to prepare an annual report for the members, except upon request in writing of the members representing a majority of the votes of the corporation entitled to be cast.

Section 3. INDEMNIFICATION. The Association shall indemnify, through insurance, commonly known as Directors and Officers Liability Insurance, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association and providing that he or she was acting in good faith and in a manner reasonably believed to be in the best interest of the Association. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association.

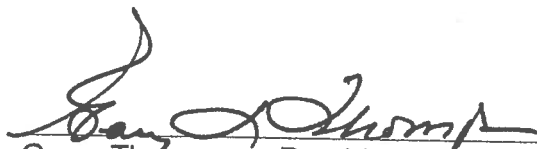
Section 4. NO PERSONAL LIABILITY. Contracts or other commitments made by the Board of Directors or officers shall be made as agent for the Association.

Section 5. FISCAL YEAR. The fiscal year of this corporation shall be fixed by proper resolution of the Board of Directors.

**RATIFICATION BY THE BOARD OF DIRECTORS OF ROSEDALE GARDENS
HOMEOWNERS ASSOCIATION, INC.**

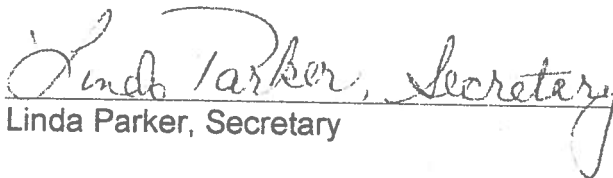
The Board of Directors hereby ratifies the existing "Amended and Restated
Bylaws of Rosedale Gardens Homeowners Association, Inc."

By:



Garry Thompson, President

Attest:



Linda Parker, Secretary

Dated: 10-13-12