

BY-LAWS
OF
GOLFVIEW HILLS HOMES ASSOCIATION
AN ILLINOIS NOT-FOR-PROFIT CORPORATION
AS AMENDED
MARCH 1, 1995

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OF
GOLFVIEW HILLS HOMES ASSOCIATION

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BY-LAWS

OF

GOLFVIEW HILLS HOMES ASSOCIATION

AN ILLINOIS NOT-FOR-PROFIT CORPORATION

(March 1, 1995)

ARTICLE I

NAME AND PURPOSE

The purposes of GOLFVIEW HILLS HOMES ASSOCIATION ("ASSOCIATION") are stated in its certificate of incorporation. The Corporation has such powers as are set forth in the Declarations of GOLFVIEW HILLS, as defined in ARTICLE XVI hereof, and such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois. For the purposes of these By-Laws the definitions of terms contained in the Declarations shall apply.

ARTICLE II

OFFICES

The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

SECTION 1. Membership

The term "Association" shall mean the GOLFVIEW HILLS HOMES ASSOCIATION, a corporation organized not for profit under the laws of the State of Illinois, whose members shall consist of and be limited to the Owners from time to time, of:

- * Lots within the original George F. Nixon and Company's Golfview Hills Subdivision, the First through Sixth Additions thereto;
- * The east 161.5 feet of Lot 2 in Hall's Subdivision (the north Lake Shore, PIN #09-14-111-002);
- * The east 161.5 feet of Lot 4 in Hall's Subdivision (the "Dike", PIN #09-14-111-003);
- * Lots 8 through 11, Lots 12 through 16 and Lots 17 through 24 (PIN #s 09-14-108-003, 005 and 007, northwest of Golfview Lake) in the resubdivision of Lot 1 of Hall's Subdivision of the northwest quarter of Section 14, Township 38 North, Range 11, East of the Third Principal Meridian, according to the plat thereof recorded August 24, 1874 as Document 18632 in DuPage County, Illinois;

- * The three properties known as:
 6S344 Jackson Street (PIN #09-14-117-015 & 003);
 6S356 Jackson Street (PIN #09-14-117-016); and
 6S282 Jackson Street (PIN #09-14-117-018);
- * Zimmerman Park (PIN #09-14-200-018);
- * Jackson Park Peninsula (PIN #09-14-209-001);
- * North Jackson Park (PIN #'s 09-14-113-002 through 013, south of Dike);
- * Wiseman Park (PIN #09-14-209-020);
- * Golfview Lake (PIN #09-14-200-019);
- * North Prairie (PIN #09-14-113-027);
- * South Prairie (PIN #09-14-117-020);
- * Miscellaneous Lots #47 and #48 in McGinn's Addition (PIN #09-14-117-001, west of South Prairie);

all of which territory shall be known as "Golfview Hills".

The Association shall be the governing body for all of the Owners as provided herein. Every Owner, from time to time, shall be a Member of such Association, which membership shall automatically terminate upon the sale, transfer or other disposition by such member of his lot, at which time the new Owner shall automatically become a Member therein.

SECTION 2. Voting Rights

There shall be one person with respect to each LOT who shall be entitled to vote at any meeting of the Owners. Such person shall be known and hereinafter referred to as a "Voting Member". Such Voting Member may be the owner or one of the group composed of all the Owners of a lot, or may be some person designated by such Owner or Owners to act as proxy on his or their behalf and who need not be an Owner. Such designation shall be made in writing to the Board of directors and shall be revocable at any time by actual notice to the Board of the death or judicially declared incompetence of any designator, or by written notice to the Board by the Owner or Owners. Any or all of such Owners may be present at any meeting of the Voting Members and may vote or take any other action as a Voting Member either in person or by proxy, but each lot is entitled to only one Voting Member. The total number of votes of all Voting Members, as of March 1, 1995, shall be 307.

SECTION 3. Transfer of Membership

Membership in this Association is not transferable or assignable, except only as is provided in Article III, Section 1 hereof.

SECTION 4. Suspension of Voting Rights

The Association shall have the right to suspend the voting rights of any Members for any period during which any assessment against his or her lot remains unpaid.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. Annual Meetings: Time and Place

There shall be an Annual Meeting of the Voting Members on the third Friday of February in each year beginning with the year 1958, and on the third Friday of February of each succeeding year thereafter at 7:30 p.m., or at such other reasonable time or date (not more than thirty days before or after such date) as may be designated by written notice of the Board of Directors delivered to the Voting Members not less than ten (10) days prior to the date fixed for said meeting. Meetings of the Voting Members shall be held at such place in Downers Grove Township as may be designated in any notice of a meeting.

SECTION 2. Special Meetings

Special Meetings of the Voting Members may be called at any time for any reasonable purpose. Said meetings shall be called by written notice by the President, or by a majority of the Board of Directors or by a majority of the Voting Members and delivered not less than ten (10) days prior to the date fixed for said meeting. The notices shall specify the date, time and place of the meeting and the matters to be considered.

SECTION 3. Notice of Meetings

Notices of meetings as required to be given herein may be delivered either personally or by mail to the persons entitled to vote thereat, addressed to each such person at the address given by him to the Board of Directors for the purpose of service of such notice, or to the lot of the Owner with respect to which such voting right appertains, if no address has been given to the Board.

SECTION 4. Proxy Voting

At any meeting of Members, a Member entitled to vote may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after sixty (60) days from the date of its execution.

SECTION 5. Method of Voting

The Method of voting shall be by acclamation or a showing of hands, but in case of doubt as to a majority, the voting shall be by roll call from the voting list hereinafter described.

SECTION 6. Voting List

The list of all members qualified to vote at any Annual or Special Meeting shall be maintained by the Association. The right to add or subtract names from said list shall be suspended ten (10) days before any meeting until the adjournment of said meeting.

SECTION 7. Quorum

The presence of a majority of the Voting Members, in person or by proxy, at any meeting of the same, shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Voting Members at which a quorum is present upon the affirmative vote of the Voting Members having a majority of the total votes present at such meeting.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. General Powers

The affairs of the Association shall be managed by its Board of Directors (the "Board").

SECTION 2. Number and Qualifications

The number of Directors shall be fifteen (15) persons who shall be elected in the manner hereinafter provided. Each member of the board shall be one of the Owners or a spouse of an Owner and shall reside on the lot; provided, however, that in the event an Owner is a corporation, partnership, trust or other legal entity other than a natural person or persons, then any officer, director or other designated agent of such corporation, partner or other designated agent of such partnership, beneficiary or other designated agent of such trust or manager of such other legal entity, shall be eligible to serve as a member of the Board, if such person resides on the lot.

SECTION 3. Election, Tenure and Vacancies

At the initial meeting of the Voting Members and at all subsequent Annual Meetings, the Voting Members shall elect a Board. For the purpose of electing a Board, GOLFVIEW HILLS, as the same is described in the Preamble to the Protective Covenants, As Amended, on March 1, 1995, shall be considered to be divided into fifteen (15) areas. Each area shall be entitled to nominate one member to stand for election to the Board from among the persons living within that area who are otherwise eligible to serve on the Board, as provided by Section 2 hereof. The areas, respectively, shall consist of the following lots:

VOTING MEMBERS

AREA 1 Lots 6 thru 19 of Geo. F. Nixon & Co's Golfview Hills

AREA 2 Lots 81 thru 100 of Geo. F. Nixon & Co's Sixth Addition

AREA 3 Lots 63 thru 80 and Lots 101 and 102 of Geo. F. Nixon & Co's Sixth Addition

- AREA 4** Lots 1 thru 8 and Lots 22 thru 25 of Geo. F. Nixon & Co's Third Addition
- Lots 1 thru 5 and Lots 21 thru 23 of Geo. F. Nixon & Co's Fourth Addition
- AREA 5** Lots 9 thru 21 of Geo. F. Nixon & Co's Third Addition
- Lots 1 thru 4 and Lots 24, 25 and 26 of Geo. F. Nixon & Co's Second Addition
- AREA 6** Lots 6 thru 20 of Geo. F. Nixon & Co's Fourth Addition
- Lots 20, 21, 22 and 23 of Geo. F. Nixon & Co's Second Addition
- AREA 7** Lots 5 thru 19 of Geo. F. Nixon & Co's Second Addition
- Lots 1 and 2 of Geo. F. Nixon & Co's First Addition
- AREA 8** Lots 52 thru 62 and Lots 103, 104 and 107 thru 114 of Geo. F. Nixon & Co's Sixth Addition
- AREA 9** Lots 37 thru 51 and Lots 115 thru 122 of Geo. F. Nixon & Co's Sixth Addition
- AREA 10** Lots 1 thru 12, and Lots 21 thru 31 of Geo. F. Nixon & Co's Fifth Addition
- AREA 11** Lots 3 thru 24 of Geo. F. Nixon & Co's First Addition
- AREA 12** Lots 13 thru 20 of Geo. F. Nixon & Co's Fifth Addition
- Lots 17 and 18, Lots 28 thru 36 and Lots 123 thru 126 of Geo. F. Nixon & Co's Sixth Addition
- AREA 13** Lots 1, 27, 127 thru 136 and Lots 156 thru 163 of Geo. F. Nixon & Co's Sixth Addition
- AREA 14** Lots 137 thru 155 of Geo F. Nixon & Co's Sixth Addition
- The three properties known as 6S344 Jackson Street (PIN #09-14-117-015 & 003), 6S356 Jackson Street (PIN #09-14-117-016) and 6S282 Jackson Street (PIN #09-14-117-018)
- AREA 15** Lots 2 thru 16 and Lots 19 thru 26 of Geo. F. Nixon & Co's Sixth Addition

Directors from the odd-numbered areas shall be elected at the annual meetings held in odd numbered years. Directors from the even-numbered areas shall be elected at the annual meetings held in the even numbered years. Unless elected to fill an unexpired term, all directors shall be elected for terms of two (2) years and until their successors have been elected and qualified.

Candidates for area directors shall be nominated at area nominating conventions to be held between October 1 and November 30 of the year immediately preceding the year in which the nominee will stand for election. Nomination shall require a majority of votes cast. In each area, the director currently in office shall arrange for and conduct the nominating convention. In the event of a vacancy in the office of area director, the Board shall appoint a member from such area to arrange and conduct the nominating convention. The identity of the member nominated to stand for election to Area Director shall be certified to the Board by the member in charge of the convention no later than January 15 immediately preceding the election. If the name of a nominee is not certified to the Board prior to the due date, the Board of Directors shall nominate a director from that area, after asking recommendations from the members thereof. Directors, for any area, may be nominated from the floor at the annual meeting. The nominees for each area receiving the highest number of votes cast by Voting Members at the annual meeting shall be deemed to be elected.

A majority of the total number of members of the Board shall constitute a quorum for a regular meeting. Vacancies in the Board shall be filled by the Board at any regular meeting, or at a special meeting called for that purpose, provided the director appointed to fill such vacancy is a resident of the area wherein the vacancy occurred and otherwise qualifies to serve as a director.

SECTION 4. Removal

Any Board member may be removed from office by affirmative vote of the Voting Members having at least two-thirds of the total votes, (as defined in Article III, Section 2.) at any special meeting of the Members called for the purpose. A successor to fill the unexpired term of the Board member removed may be elected by the Voting Members at the same meeting or any subsequent meeting called for that purpose.

SECTION 5. Duties and Powers

The Board of Directors shall be vested with and shall possess all of the rights, powers, options, duties and responsibilities as are provided for in the Declaration and Amendments thereto, as set forth in Article I above.

SECTION 6. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the Annual Meeting of Members. The Board may provide by regulations which the Board may, from time to time, adopt, the time and place for the holding of additional regular meetings of the Board without other notice than such regulation.

SECTION 7. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or any three Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place as the place for holding any special meeting of the Board called by them.

SECTION 8. Notice

Notice of any Special Meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope properly addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Declaration, or by these By-Laws.

SECTION 9. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 10. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, by the Declaration, or by these By-Laws.

ARTICLE VI

OFFICERS

SECTION 1. Officers

The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and if deemed necessary, Assistant Secretary.

SECTION 2. Election, Tenure, Vacancies and Compensation

The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, from among the members of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Officers shall receive no compensation for their services, unless expressly allowed by the Board at the direction of the Voting Members having two-thirds of the total votes of the Voting Members.

SECTION 3. Removal

Any Officer elected by the Board of Directors may be removed by a majority vote of the Board.

SECTION 4. Vacancies

Vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, per Article V, Section 3, above.

SECTION 5. President

The President shall be the principal executive officer of the Association and shall in general supervise the control of all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, together with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deed, mortgages, contracts, or other instruments which the Board has authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the Provisions of these By-Laws or as required by law; be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Association under its Seal is duly authorized in accordance with the provisions of these By-Laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 9. Assistant Secretary

The Assistant Secretary, if one is elected by the Board, shall perform such tasks as may be directed, from time to time, by the Board, or shall perform such duties of the Secretary as described in Article VI, Section 8 hereof, as may be delegated by the Secretary to the Assistant Secretary.

SECTION 10. Committees

The Board of Directors may, by resolution, designate and appoint certain Committees to transact ministerial business of the Association or to advise the Board. Such Committees will be chaired by an Officer or Director as designated by the Board, which Chairman will proceed to select the remaining Members of the Committee up to the number set by the Board or terminate such memberships or appoint successors in such Chairman's discretion. The Board may terminate any such Committee by resolution.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts

The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to the specific instances.

SECTION 2. Checks, Drafts. Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer and countersigned by the President or other designated Officer of the Association.

SECTION 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Directors may direct.

SECTION 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and such committees of the Board as may be established by the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

ARTICLE X

AUDIT

The books of the Association shall be audited each year in January as of December 31 of the preceding year by two persons appointed by the Board of Directors.

ARTICLE XI

INVESTMENT OF FUNDS

Any funds held in reserve shall be invested in funds or securities insured by an agency of the United States government, at the direction of the majority of the directors.

ARTICLE XII

SEAL

The Board of Directors shall provide a Corporate Seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or By-Laws of the Association, or the Declarations, 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 giving of such notice.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

These By-Laws, except Articles XIV and XVI, may be altered, amended, repealed and new By-Laws may be adopted by the affirmative vote of sixty-six and two-thirds per centum (66-2/3%) of all of the Members. This Article XIV and Article XVI may not be amended.

ARTICLE XV

LIABILITY AND INDEMNITY

The Members of the Board of Directors, and Officers thereof, shall not be liable to the Members as Members or Owners, for any acts or omissions made in good faith as such Members of the Board of Directors or Officers. In accordance with Section 105/108.65 and 105/108.70 of the Illinois Not for Profit Corporation Act (1987), the Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and, with respect to any criminal action proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any such indemnification shall be made in accordance with the requirements set forth in Section 105/108.75 of the Illinois Not for Profit Corporation Act (1987).

At the Board's discretion, the Association may also provide and purchase liability insurance for any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another association, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any capacity, or arising out of his or her status, as such, provided in Section 105/108.75(g) of the Illinois Not For Profit Corporation Act (1987).

ARTICLE XVI

CONSTRUCTION

The Declarations and these By-Laws shall always be construed to further the harmonious, beneficial, cooperative and proper use and conduct of the Golfview Hills property. If there is any inconsistency or conflict between these By-Laws and the aforesaid Declarations, the provisions of the Declarations shall control.

All words and terms used herein which are also used in the Declarations shall have the same meaning as provided for such words and terms in the Declarations. The terms "Owner" and "Member" are to be deemed to be interchangeable.

The term "Declarations", wherever used herein means those certain Declarations and amendments thereto heretofore filed with the Recorder of Deeds of DuPage County, Illinois, on the following dates and identified with the following attached document numbers:

<u>Date DECLARATIONS Recorded:</u>	<u>DECLARATIONS Document No.</u>
February 24, 1953	674759
March 18, 1953	676807
August 3, 1953	690718
August 21, 1953	692787
August 21, 1953	692789
May 6, 1954	715781
May 6, 1954	715782
November 16, 1954	737238
July 15, 1955	763774
August 25, 1967	R67-32937
October 8, 1986	R86-124692
December 28, 1995	R95-183733

and such subsequent amendments as are properly adopted and recorded, including but not limited to the deeds pertaining to 6S344, 6S356 and 6S282 Jackson Street (part of McGinn's Addition Pt. 70697).

Effective on March 1, 1995, as voted and approved by the Voting Members during February, 1995.