

BYLAWS
OF
RAINTREE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
GENERAL

Section 1. Name. The name of this corporation is Raintree Homeowners Association, Inc. (“Association”). Its principal place of business shall be 8675 Somerset Lane, Germantown Tennessee 38138. The corporation may have such other offices within or without the State of Tennessee as the Board of Directors may from time to time designate.

Section 2. Applicability. These Bylaws and each provision thereof shall be applicable to all Lots and all members, as hereinafter defined, within the residential subdivision known as Raintree P.D. a Planned Unit Development located in Shelby County, Tennessee (“the property”).

Section 3. Definitions. All of the terms of these Bylaws shall have the same meanings as set forth in the Declaration of Covenants, Conditions and Restrictions for Raintree P.D. (the “Declaration”).

ARTICLE II
MEMBERSHIP

Section 1. Eligibility. Every Member in compliance with all of the requirements and conditions contained in these Bylaws shall be entitled to attend

and vote at all meetings of the Association. The Declarant shall be a Member for each Lot owned by it until same is sold and title transferred.

Section 2. Voting Rights. The voting rights of the Membership shall be appurtenant to the ownership of a Lot, each owner of a Lot being entitled to one (1) vote for each Lot owned.

At every meeting of the Members, each of the Members shall have the right to cast his vote on each question. Subject to the Declarants control and other rights set forth in the Declaration, the vote of the Members representing a fifty-one (51%) percent majority of the total votes cast with respect to any question, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provisions of statute the Association's Charter, or these Bylaws, a different vote is required, in which case such express provision shall govern and control.

The vote of any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by any other owner of such membership is noted at such meeting. In the event, an of the co-owners of any membership; who are present at any meeting of the Members are unable to agree on the manner in which the vote for such membership shall be cast on any particular question then such vote shall not be counted for purposes of deciding that question.

No Member shall be eligible to vote, either in person or by proxy, who is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association.

Section 3. Proxies. A Member may appoint any other Member, or any other person permitted by law as his proxy. In no case may any Member cast more than one vote by proxy of another member in addition to his own vote. Any proxy must be in writing and must comply with all requirements imposed by law or by these Bylaws.

Section 4. Quorum. The presence, either in person or by proxy, of Members representing at least fifty-one (51%) percent of the total votes entitled to be cast with respect to any question shall be requisite for, and shall constitute a Quorum for, the transaction of business at all meetings of the Members. If the number of Members at a meeting drops below the quorum and the question of a lack of quorum is raised, no business may thereafter be transacted.

A meeting may be adjourned despite the absence of a quorum. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 5. Place of Meeting. Meetings of the membership shall be held at such suitable place convenient to the membership as may be designated by the Board of Directors.

Section 6. Annual Meetings. The annual meetings of the Members of the Association shall be held at 7:00 p.m. on the third Monday in January of each year, beginning in 1998. At such meeting there shall be elected a Board of Directors by secret written ballot of the Members in accordance with the requirements of these bylaws. The Members may also transact such other business of the Association as may properly come before them.

Section 7. Special Meetings. It shall be the duty of the President to call a special meeting or the Members as directed by resolution of the Board of Directors or upon written petition signed by Members representing at least twenty percent (20%) of the total number of votes outstanding. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 8. Notice of Meetings. It shall be the duty of the Secretary to mail or deliver a notice of each annual or special meetings stating the purpose thereof as well as the time and place where it is to be held, to each Member of record, at his address as it appears on the membership book of the Association, or if no such address appears at his last known place of address, at least ten (10) days but no more than sixty (60) days prior to such meeting. Service may also be accomplished by the delivery of any such notice to the Member at his last known address by deposit in the box or slot for the United States mail. Notice by either such method shall be considered a notice served. Attendance, by a Member at

any meeting of the Members shall be a waiver of notice by him of the time, place and purpose thereof.

Section 9. Action Without Meeting. Whenever the vote of Members at a meeting thereof is required or permitted to take any action in accordance with any statute or these bylaws such meeting and vote may be dispensed with if all Members who would have been entitled to vote upon such action consent in writing to such action being taken.

Section 10. Order of Business. The order of business at all regularly scheduled meetings of the Members shall be as follows;

- (a) Roll call and certificate of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports to Officers if any.
- (e) Reports of committees, if any
- (f) Unfinished business.
- (g) New business.
- (h) Election or appointment of inspectors of election.
- (i) Election of Directors.

In the case of a special meeting, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Number and Qualification. The affairs of the Association shall be managed by the Board of Directors composed of natural persons, each of whom shall be of legal age.

Section 2. Initial Directors. The initial Board of Directors shall be appointed by the Declarant and shall consist of three (3) persons who need not be Members of the Association. The initial Directors, or their successors as appointed by Declarant, shall act as such from the date on which the Declaration is recorded in the Register, Office of Shelby County, Tennessee, until the third annual meeting of the Members at which time the Directors shall be elected as provided herein.

Section 3. Subsequent Directors. Beginning with the third annual meeting of the Members, and thereafter, the Board at Directors shall be composed of _____ () to _____ () persons, each of whom shall be a Member of the Association

Section 4. Nomination. Nomination for election of the Board or Directors of the Association shall be as follows: Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall

be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made only from among Members. Nominations may also be made from the floor at the annual meeting.

Section 5. Power and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the Members. The powers and duties of the Board of Directors shall include, but not be limited to, the following:
To provide for:

(a) Care and upkeep of the roads, utilities and all other properties charged to the care of the Association.

(b) Establishment and collection of assessments and/or carrying charges from the Members and for the assessment and/or enforcement of liens therefor and borrowing of funds, all in a manner consistent with law and the provisions of these bylaws and the Declaration.

(c) Designation, hiring and/or dismissal of the personnel necessary for the good working order of the Property and to provide services for the community in a manner consistent with law and the provisions of these Bylaws and the Declaration.

(d) Promulgation and enforcement of such rules and regulations and such restrictions or requirements as may be deemed proper respecting the use, occupancy and maintenance of the Property, all of which shall be consistent with law and the provisions of these Bylaws and the Declaration.

(e) Fulfillment of all purposes promulgated by these Bylaws.

Further the Board of Directors shall have the power to suspend the enjoyment rights of any Member for any period during which any dues remain unpaid and for any period not to exceed ninety (90) days for the infraction of its published rules and regulations.

Section 6. Election and Term of Office. The term of the Directors shall expire when their successors have been duly elected and are duly qualified. At the third annual meeting of the Members, the Members shall determine the number of Directors consistent with these Bylaws, shall elect Members to the Board of Directors who shall then constitute the Board of Directors to serve until the next annual meeting. The term of office of each Director thereafter shall be for a period of one (1) year and until their successors shall have been elected.

Section 7. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected by the members at the next annual meeting.

Section 8. Removal of Directors. At a regular meeting of the Members, or special meeting duly called for such purpose, any Director may be removed with or without cause by the affirmative vote of the majority of the entire membership of record and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. The term of any Director who becomes more than sixty (60) days delinquent in payment of any dues and/or carrying charges due the Association shall be automatically terminated and the remaining Directors shall appoint his successor as provided in Section 7 of this Article.

Section 9. Compensation. No compensation shall be paid to Directors for their services as Directors. Further, no remuneration shall be paid by the Association to any Director who is also a Member of the Association for services performed for the Association in any other capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

Section 10. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the Board of Directors shall be present.

Section 11. Regular Meetings. Regular meetings of the Board of Directors may be held at such place as shall be determined, from time to time, by a majority of the Directors, but at least two (2) such meetings shall be held during each calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least six (6) days prior to the day named for such meeting

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, telephone or telegraph which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least one-third (1/3) of the Directors.

Section 13. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a

Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time, place and purpose thereof. If all the Directors are present and remain present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 14. Quorum. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 15. Action Without Meeting. Any action of the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 16. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for the Association's or trust funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE IV

OFFICERS

Section 1. Designation. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer all of whom shall be elected by the Board of Directors. After the third annual meeting of Members, the Officers of the Association must be Members of the Association. The Directors may appoint such other officers as in their judgment may be necessary. The offices of Secretary and Treasurer may be filled by the same person.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the sole discretion of the Board of Directors.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the Members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. In the event he is also a Member of the Board of Directors, he shall preside at all meetings of the Members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the

office of President of an association, including, but not limited to, the power to appoint committees from among the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Association,

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association; shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct; and shall, in general, perform all the duties incident to the office of the Secretary.

Section 7. Treasurer. The Treasurer shall have responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects belonging to the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Execution of Association Documents. With the prior authorization of the Board of Directors, all contracts shall be executed on behalf of the Association by both the President and the Secretary and all checks shall be executed on behalf of the Association by such officers, agents, or other persons as are from time to time so authorized by the Board of Directors

ARTICLE V

INDEMNIFICATION AND CONFLICTS

Section 1. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer and Director of the Association against any and all expense, including attorneys fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including the settlement of any such Suit or proceeding it approved by the then Board of Directors of the Association) to which he may be made a party by reason of being Or having been an officer or Director of the Association, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of the Association shall not be liable to the Members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association or the Property and the Association shall indemnify and forever hold each such officer and Director free and harmless against any and all

liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director of the Association, or former officer or Director of the Association, may be entitled.

Section 2. Conflicts of Common or Interested Directors. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Association. No contract or other transaction between the Association and one or more of its Directors, or between the Association and any corporation, firm or association (including the Developer) in which one or more of the Directors of this Association are directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following subparagraphs exist:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; and

(b) The contract or transaction is commercially reasonable to the Association at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which

authorizes, approves or ratifies any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VI

EXPENSES, MAINTENANCE AND EMERGENCIES

Section 1. Management and Common Expenses. The Association, acting by and through its Board of Directors, shall manage, and operate the Property for the benefit of the Lots and the Owners thereof, shall enforce the provisions hereof and shall pay out of the common expense fund herein elsewhere provided for the following:

- (a) The cost of such insurance as the Association may effect.
- (b) The cost of providing such legal and accounting services as may be considered necessary to the operation of the Property.
- (c) The cost of any end all materials, supplies, labor, services, maintenance, repairs, taxes, assessments or the like, which the Association secures in the discretion of the Board of Directors or by the vote of the Members which are deemed necessary or proper.
- (d) The cost of the maintenance or repair on any Lot in the event such maintenance or repair is reasonably necessary in the discretion of the Board of Directors to protect the Common areas or to preserve the appearance or value of the Property or is otherwise in the interest of the general welfare of all Owners of the Lots; provided, however, that such maintenance or repair shall be undertaken in accordance with the Declaration.

(e) All other items which are listed as responsibilities of the Association as found in the Declaration.

Section 2. Duty to Maintain. Except for maintenance requirements herein imposed upon the Association, the Owner of any Lot shall, at his own expense, maintain said Lot in accordance with the Declaration.

Section 3. Emergencies. For the purpose solely of performing any of the repairs or maintenance required or authorized by these Bylaws or the Declaration, or in the event of a bona fide emergency involving illness or potential danger to life or property, the Association, through its duly authorized agents or employees, shall have the right, after reasonable efforts to give notice to the Owner or occupant, to enter upon any Lot at any hour considered to be reasonable under the circumstances.

ARTICLE VII

FINANCIAL ASPECTS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January every year, except for the first fiscal year of the Association, which shall begin at the date of incorporation. The commencement day of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with good accounting practice. The same shall include books with detailed accounts, in

chronological order, of receipts and or the expenditures affecting the Property and its administration and shall specify the expenses incurred. The amount of any assessment required for payment of any capital expenditures shall be credited upon the books of the Association to the "Paid-in-Surplus" account as a capital contribution by the Members.

Section 3. Reports. Within ninety (90) days from date or close of each fiscal year, the Association shall furnish its Members an annual financial statement, including the income and disbursements of the Association.

Section 4. Inspection of Books. The books and accounts of the Association, and vouchers accrediting the entries made thereupon, shall be available for examination by the Members, and/or their duly authorized agents or attorneys, during normal business hours and for purposes reasonably related to their interests as Members.

ARTICLE VIII

MISCELLANEOUS

Section 1. Notice to Board of Directors. Any Owner who mortgages such Lot shall promptly notify the Board of Directors of the name and address of his mortgagee and, if requested so to do, shall file a conformed copy of such mortgage with the Board of Directors. The Board of Directors shall maintain suitable records pertaining to such mortgages.

Section 2. Agent for Service of Process. The President of the Association shall designate the person authorized to accept service of process in any action relating to the Association.

Section 3. Notices. Unless another type of notice is herein elsewhere specifically required, any and all notices called for in the Declaration or these Bylaws shall be given in writing.

Section 4. Severability. In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 5. Waiver. No restriction, condition, obligation or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 6. Captions. The captions contained in these Bylaws are for convenience only and shall not in any way limit or enlarge the terms and provisions of these Bylaws,

Section 7. Gender, Etc. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

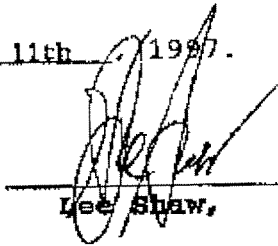
Section 8. Conflicts. These Bylaws are subordinate to all provisions of the Declaration including, without limitation, those provisions granting certain rights, privileges and powers to the Declarant. All of the terms hereof, except where clearly repugnant to the context of the Declaration, shall have the same meaning as in the Declaration. In the event of any conflict between these Bylaws and the

Declaration, the provisions of the Declaration shall control, and in the event of any conflict between these Bylaws and any of the law of the State of Tennessee, the provisions of said law shall control.

Section 9. Amendments. These Bylaws may be amended from time to time as permitted by state law as it may change from time to time.

Duly adopted on

September 11th, 1997.



Lee Shaw,

AMENDMENTS TO BYLAWS

(These amendments were approved in accordance with the Bylaws by the Members of Raintree Homeowners Association at a Special Meeting held on January 24, 2005 at Harrell Theater in Collierville, Tennessee.)

ARTICLE II, MEMBERSHIP; Section 3. Proxies.

“In no case may any Member cast more than one vote by proxy of another member in addition to his own vote.” This sentence is hereby removed.

ARTICLE II, MEMBERSHIP; Section 4. Quorum.

“The presence, either in person or by proxy, of Members representing at least fifty-one (51%) percent of the total votes entitled to be cast with respect to any question shall be requisite for, and shall constitute a Quorum for, the transaction of business at all meetings of the Members.”

The above quorum requirement for meetings of the Members is changed from fifty-one percent (51%) to thirty-three percent (33%).

ARTICLE II, MEMBERSHIP; Section 6. Annual Meetings.

“The annual meetings of the Members of the Association shall be held at 7:00 p.m. on the third Monday in January of each year, beginning in 1998.”

The annual meeting date is moved from the third Monday in January to the fourth Monday in January of each year.