

**Michago Beach Estates, Inc.
Bylaws**

**Enacted At Association Special Meeting
May 26, 2001**

Michago Beach Estates Inc. - Bylaws Index

Article I	Share holders, Meetings	
Sec. 1	Annual Meetings	Page 1
Sec. 2	Special Meetings	Page 1
Sec. 3	Notice of Meetings	Page 1
Sec. 4	Waiver of Notice	Page 2
Sec. 5	Action with out Meeting	Page 2
Sec. 6	Quorum for Annual Meeting	Page 2
Sec. 7	Voting – for General Business, for Trustees	Page 3
Sec. 8	Record Dates	Page 4
Sec. 9	List of Shareholders Entitled to Vote	Page 4
Article II	Board of Trustees	
Sec. 1	Number of Trustees, Qualifications, Terms of Office	Page 5
Sec. 2	Trustees – Election of Officers	Page 5
Sec. 3	Trustees – Call of Special Meetings	Page 6
Sec. 4	Quorum for Trustee Meetings	Page 6
Sec. 5	Removal of Trustees	Page 6
Sec. 6	Trustees Board Action	Page 6, 7, 8
Article III	Officers	
Sec. 1	Executive Officers	Page 8
Sec. 2	Additional Officers	Page 8
Sec. 3	Powers of President	Page 8, 9
Sec. 4	Powers of Vice President	Page 10
Sec. 5	Treasurer	Page 11
Sec. 6	Secretary	Page 12, 13
Article IV	Capitol Stock	
Sec. 1	Certificates of Shares	Page 14
Sec. 2	Transfer of Shares	Page 14
Sec. 3	Transfer and registering of Certificates	Page 14, 15
Sec. 4	Purchase Price of Newly Issued Stock	Page 15
Article V	General Provisions	
Sec. 1	Fiscal year	Page 15
Sec. 2	Officers Salaries	Page 15
Sec. 3	Delegation of Duties	Page 16
Sec. 4	Corporate Seal	Page 16
Article VI	Dues and Assessments	Page 16, 17
Article VII	Rules and Regulations	
Sec. 1	Traffic	Page 17, 18
Sec. 2	Sanitation	Page 18
Sec. 3	Land use Restrictions	Page 19, 20
Sec. 4	Building Requirements	Page 21, 22, 23
Article VIII	Grievances	Page 23
Article IX	Amendment of Bylaws	Page 24
Article X	Protective Restrictions and Covenants	Page 24
XI	Bylaws – Binding on Shareholders	Page 24, 25

BYLAWS OF MICHAGO BEACH ESTATES INC.

ARTICLE I

(Shareholders)

Section 1 - Annual Meetings

An annual meeting of shareholders of this corporation for the election of trustees and for such business as may come before the meeting shall be held between June 1 and August 31 of each year, at such time and place within Oceana County as designated by the Board of Trustees in the notices or waivers of notices of such meeting.

Section 2 - Special Meetings

A special meeting of the shareholders may be called by the President or the Secretary of the Corporation, and shall be called by the President or Secretary upon the written request of the holders of twenty-five per cent (25%) of the shares then outstanding and entitled to vote thereat.

Section 3 - Notice of Meetings

Written notice of the time, place, and purpose of any meeting of shareholders, shall be given by mail to each shareholder of record entitled to vote thereat. Such notice shall be given not less than ten (10) nor more than sixty (60) days before the date of such meeting.

Section 4 - Waiver of Notice

Notwithstanding the requirements of Section 3, notice of the time, place and purpose of any meeting of the shareholders and the timely giving thereof, may be waived by:

- a. A written waiver of notice setting forth the date and purposes of the meeting and signed by the waiving shareholder.
- b. Attendance by the shareholder in person or by proxy waives notice of time and place of the meeting. Participation by the shareholder or his proxy in the meeting by debate or vote upon any matter before the meeting waives notice of the purposes of the meeting as regards the participated matter.

Section 5 - Action Without Meeting

Any action required, or permitted to be taken at a special meeting of the shareholders, may be taken without a meeting without prior notice and without a vote if all the shareholders entitled to vote thereon consent thereto in writing.

Section 6 – Quorum for Annual Meeting

In order to constitute a quorum the record owners of a majority of shares issued and outstanding must be present either in person or by proxy. The shareholders present, in person or by proxy at such meeting may continue to do business until adjournment notwithstanding the withdrawal of enough shares to leave less than a quorum.

Section 7 – Voting

- a. Voting for *general business* matters shall be as set forth in Article XI of Michago Beach Estates Articles of Incorporation. Each outstanding share of common stock is entitled to one vote on all general business matters presented. Such votes may be cast orally and passed by majority of all votes cast. Except, voting for amendment to Bylaws shall be as per Article IX. Upon the request of any officer or shareholder, voting on matters other than election of Trustees may be cast in writing.
- b. Voting for *Trustees* shall be at the Annual Meeting and in conformance with laws governing Michigan Summer Resort Associations (MSA 21.758). Such election shall be by ballot and choice of trustees shall be a majority of all votes cast. Members may vote in person or by proxy. Each member shall be entitled to one (1) vote. In the case of property ownership by husband and wife, each of them is entitled to one (1) vote. Only the record shareholders of stock, or his duly authorized proxy as certified by the Secretary at the close of the transfer book on the record date as hereinafter provided, may vote. Votes cast for Trustees shall be in writing.
- c. Action to amend the Articles of Incorporation shall be authorized only upon a vote of a two-thirds majority of all outstanding capital stock. However, all other sections including action for the election or removal of officers and/or trustees, shall be authorized upon the affirmative vote of a simple majority of the votes cast.

Section 8 - Record Dates

Record dates for determining who are shareholders entitled to notice of, and to vote at, a meeting of shareholders or to express consent or dissent from a proposal, shall be 30 days prior to the date of the meeting. Provided, however that the board of trustees may specify in any resolution a special record date for determining shareholders for purposes of the action authorized by that resolution.

Section 9 - List of Shareholders Entitled to Vote

The Secretary of the Corporation or other officer having charge of stock transfer books shall prepare and certify a complete list of shareholders entitled to vote at a shareholders meeting. The list shall be alphabetical and set forth the name, address and number of shares held by each shareholder, the legal description of the land by virtue of which said shareholder holds each share of stock and the number of votes to which said shares entitle him; the list shall be produced and held open for inspection by any shareholder during any meeting of shareholders.

ARTICLE II

BOARD OF TRUSTEES

Section 1 - Number of Trustees, Qualifications and Terms of Office.

The Board of Trustees of this Corporation shall consist of seven trustees who must be stockholders of the corporation. The trustees shall be elected by a majority vote of the shareholders at their annual meeting. At the first annual meeting of shareholders three trustees shall be elected for a term of one (1) year, two trustees shall be elected for a term of two (2) years and two trustees shall be elected for a term of three (3) years. Trustees elected at subsequent annual meetings shall be elected for a term of three (3) years or until their successors are elected and qualified. If the office of any trustee becomes or is vacant by reason of death, resignation, disqualification or otherwise, the remaining trustees by a majority vote may elect a successor who shall hold office for the unexpired term and until his successor is elected and qualified.

Section 2 - Trustees - Election of Officers

The Board of Trustees elected at any annual meeting of the shareholders shall hold a meeting immediately after the adjournment of the shareholders meeting and elect officers of the Corporation for the ensuing year.

Section 3 - Trustees - Call of Meetings

Meetings of the Board of Trustees may be called by the President or Secretary at such time and place and upon such notice, if any, as the officer calling for such meeting deems appropriate.

Section 4 -Trustee Meeting - Quorum

A two-thirds (2/3) majority of the trustees in office shall constitute a quorum for the purposes of convening and carrying on business at any meeting of the Board of Trustees.

Section 5 - Removal of Trustees

Any trustee, or the entire board of trustees, may be removed from office with or without cause upon the vote of a majority of votes cast at any meeting of the shareholders at which a quorum of shareholders is present.

Section 6 - Trustee Board Action

- a. The Board of Trustees shall have the management and control of all business, and all property real and personal of the Corporation with full power and authority to act for it in all things legal whatsoever subject only to the restriction or limitation imposed by the Articles of Incorporation, these Bylaws or by the laws of the State of Michigan.
- b. The Board of Trustees shall have the power to negotiate the purchase of property within the corporate limit. Provided however, that no such purchase may be made

without the approval of a majority of the shareholders at a regular or special meeting.

- c. The Board of Trustees shall have the authority to enact bylaws setting forth such ordinances, rules and regulations as are necessary and appropriate to carry into effect the police powers over the lands owned by the corporation and/or subject to its jurisdiction, as authorized by Section 12 of Act 137 P.A., 1929, being MCLA 455.212 MSA.21.762. All bylaws established shall be posted conspicuously in three (3) public places within the corporations jurisdiction for a duration of not less than five days and shall become effective within 10 days after passage, or within five days after said posting whichever is later.
- d. The trustees shall have the power to appoint and remove a marshal who shall be a qualified peace officer, and whose duties shall be to enforce the Bylaws of said corporation, in a manner not inconsistent with the laws of the United States and of the State of Michigan. The compensation of said marshal shall be fixed by the Board of Trustees.
- e. The vote of a majority of trustees present at a meeting at which a quorum is present constitutes the action of the Board of Trustees.
- f. Action required or permitted pursuant to authorization voted at a meeting of the Board of Trustees may be taken without a meeting if before or after such action all members of the Board consent thereto in writing.

ARTICLE III

OFFICERS

Section 1- Executive Officers

The executive officers of this Corporation shall consist of a President, Vice President, Secretary and a Treasurer to be elected by the Board of Trustees at their annual meeting from among the members of the Board of Trustees. The executive officers of the corporation shall serve for a term of one year and thereafter until their successors are elected and qualified.

Section 2 - Additional Officers

The Board of Trustees may appoint such other officers or agents as they shall deem necessary. The officers or agents so appointed shall have such authority and perform such duties as from time to time may be prescribed by the Board of Trustees.

Section 3 - Powers and Duties of the President

- a. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the shareholders.
- b. It shall be the duty of the President to supervise and manage the day-to-day business of the corporation including, but not limited to the following: to hire and fire employees, to promote the general welfare of the corporation, to see that all resolutions and orders of the Board of Trustees and shareholders are carried out,

and to supervise and direct all the other officers of the corporation in the proper performance of their duties.

- c. The President of the corporation shall have authority to sign checks, drafts, notes, or any other negotiable instrument drawn on the corporation in any amount up to and including the sum of One Thousand Dollars (\$1000). Together with any other officer and upon approval of the Board of Trustees the President may sign checks, drafts and notes and other negotiable instruments in any amount exceeding One Thousand Dollars (\$1000) up to a maximum of five thousand dollars (\$5000). Amounts over \$5000 must be approved by a majority vote of members.
- d. The President of the Corporation shall have the authority to enter into, sign and execute any contracts, conveyances, mortgages of real estate or personal property as may be approved by the Board of Trustees.
- e. The President shall submit a report of the operations of the Corporation to the shareholders at each annual meeting and from time to time shall report to the Trustees all matters within his knowledge, which the interest of the Corporation may require to be brought to their attention.
- f. The President shall do and perform such other duties as are from time to time assigned to him by the Board of Trustees

Section 4 - Vice President

- a. The Vice President shall do and perform such duties as are time to time assigned to him by the President or the Board of Trustees. He shall upon the death, resignation, incapacitation or disqualification of the President, assume all the powers and duties of the President until the Board of Trustees can meet and name a successor to that office.
- b. The Vice President of the Corporation shall have authority to sign checks, drafts, notes, or any other negotiable instrument drawn on the Corporation in any amount up to and including the sum of One Thousand Dollars (\$1000). Together with any other officer he may sign checks, drafts and notes and other negotiable instruments in any amount exceeding One Thousand Dollars (\$1000) up to a maximum of \$5000. Amounts over \$5000 must be approved by a majority vote of members.

Section 5 - Treasurer

- a. The Treasurer shall have the custody of all the funds of the Corporation and shall deposit the same to the credit of the Corporation in such bank as the Board of Trustees may designate.
- b. The Treasurer may sign all checks, drafts, notes or other negotiable instruments issued on behalf of the Corporation up to and including the sum of One Thousand Dollars (\$1000), and together with any other officer

may sign all checks, drafts, notes and other negotiable instruments issued in behalf of the corporation in excess of One Thousand Dollars (\$1000) and up to a maximum of \$5000 upon approval of the Board of Trustees.

- c. The Treasurer shall cause to be entered regularly in the books of the corporation to be kept for that purpose, full and accurate account of moneys received and dispersed by him on account of the Corporation and of the assets and liabilities of the Corporation.
- d. The Treasurer shall prepare or cause to be prepared an annual financial report and submit the same to the shareholders and trustees at their annual meeting.
- e. The Treasurer shall perform generally all duties usually appertaining to the office of Treasurer of a corporation, subject to the control of the Board of Trustees, and may sign all contracts, conveyances and mortgages as an officer of the Corporation.
- f. The Treasurer shall notify all shareholders of the Corporation of all annual dues and/or special assessment, and shall be responsible for the collection and proper crediting thereof.

Section 6 - Powers and Duties of the Secretary

- a. The Secretary shall keep the minutes of all shareholder and trustee meetings.
He shall keep the stock register and transfer book and shall be the custodian of the corporate seal, and of all records, papers, files and books of the corporation except those account books to be kept by the Treasurer pursuant to Article III, Section 5 of these Bylaws.
- b. The Secretary shall be responsible for the giving and serving of all notices of the meetings of the shareholders and trustees.
- c. The Secretary shall affix the corporate seal to all documents to which it should be attached, and attest to the same whenever necessary.
- d. The Secretary may sign, together with the President or other officer, all contracts, conveyances and mortgage of the real and personal property of the corporation approved by the Board of Trustees.
- e. The Secretary shall sign, together with the President, all certificates of shares of the capital stock of the corporation.
- f. The Secretary shall perform generally all the duties usually appertaining to the office of the Secretary of a corporation, subject to the control of the Board of Trustees.

- g. The Secretary may sign all checks, drafts, notes or other negotiable instruments issued on behalf of the Corporation up to and including the sum of One Thousand Dollars (\$1000) and together with any other officer may sign all checks, drafts, notes and other negotiable instruments issued in behalf of the corporation in excess of One Thousand Dollars (\$1000) and up to a maximum of \$5000, upon approval of the Board of Trustees.
- h. The Secretary shall post all Bylaws enacted by the Board of Trustees or shareholders as required by law and by these Bylaws. The Secretary shall make and enter upon the corporate record a sworn affidavit setting forth the dates, place and manner of said posting and identifying the Bylaws or Bylaws posted.

ARTICLE IV

CAPITAL STOCK

Section 1 - Certificates Of Shares

The certificates for shares of the capital stock of this Corporation shall be in such form as shall be approved by the Board of Trustees. The Certificates shall be signed by the President, or by the Vice President in his stead; and also by the Secretary, or by the Treasurer in his stead; and no Certificates shall, be valid unless it is so signed.

Section 2 -Transfer of Shares

Shares of the capital stock of this Corporation shall be transferred only on the books of the Corporation by the holder thereof in person, or by his legal representative or duly authorized attorney according to the provision of the Articles of Incorporation and, upon the surrender and cancellation of Certificates for a like number of shares. This corporation shall at all times have a lien upon all of the stock and property of its shareholders by virtue of which said stock was issued, for all debts of what ever nature that may be due from them to the Corporation, whether payable presently or in the future. No stock shall be transferred unless all dues and assessments levied against the property by virtue of which said stock was issued, together with all accrued interest if any, are first paid to the corporation.

Section 3 - Transfer and Registration of Certificates

The Board of Trustees shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of Certificates of Shares of the capital stock of this Corporation not inconsistent with the Articles of Incorporation and these Bylaws.

Section 4 - Purchase Price of Newly Issued Stock

The purchase price of newly issued stock shall be determined at the time of purchase by the Board of Trustees according to the following formula

- a. \$1.00 par value of the shares, plus
- b. 100% of annual dues or special assessments due for the year of purchase.

ARTICLE V
GENERAL PROVISIONS

Section 1 - Fiscal Year

The fiscal year of this Corporation shall begin on the 1st day of November and end on October 31st.

Section 2 - Official Salaries

The Executive officers of this Corporation shall be entitled to receive such compensation as shall be fixed by the Board of Trustees from time to time.

Section 3 - Delegation of Duties

Whenever, by a majority vote, the Board of Trustees shall declare an emergency exists, the Board may delegate the powers and duties of any Officer to any other officer, or to any trustee, for the time being.

Section 4 - Corporate Seal

The "Corporate Seal" of this Corporation shall be circular device within, which shall be the word "CORPORATE SEAL" surrounded by the words "MICHAGO BEACH ESTATES INC., STATE OF MICHIGAN".

ARTICLE VI

DUES AND ASSESSMENT

Section 1

- a. Shareholders may, by a majority vote at any annual or special meeting assess such annual dues and/or special assessments against the property within the corporation's jurisdiction as they may deem necessary and appropriate for the carrying into effect of the powers and duties of the Corporation and may prescribe the time and manner of collection.
- b. Assessments which are delinquent for a period of thirty (30) days from the due date thereof shall bear interest at the rate of one percent (1%) per month until fully paid. In the case of failure to pay the amount so assessed plus interest, said amount shall become a lien upon the premises.

ARTICLE VII

RULES AND REGULATIONS

The following rules and regulations are adopted as Bylaws pursuant to Section 12 of PA 137 of 1927, being MCLA 445.212; MSA 21.762. (1929), according to the authority vested in the Corporation and its Board of Trustees by said Act and these Bylaws. Any person who shall violate any provision thereof shall be deemed guilty of a misdemeanor. Provided that nothing herein shall be construed to limit the right of the Corporation to

obtain such other or additional relief as may be provided by law, with respect to any violation of the Corporation's Bylaws, including the rules and regulations set forth in this Article VII.

Section 1 - Traffic

- 1.1 The speed limit on all roads under the jurisdiction of the Corporation shall be 15 miles per hour.
- 1.2 No person shall operate a motorcycle, motor scooter, mo-ped, trail bike, go-cart, ATV or any form of motorized vehicle upon lands within the jurisdiction of the Corporation. Motorized recreational vehicles may use Corporation roadways only as a means of accessing and exiting their homes. Recreational riding of such vehicles on Michago Beach Estates Corporate roads is not permitted.
- 1.3 All vehicles operated within the jurisdiction of the Corporation shall be operated with proper muffling devices in accordance with statute.

Section 2 - Sanitation

- 2.1 **Refuse and Garbage:** all refuse and garbage must be kept in covered containers and carried off periodically so as to prevent the accumulation thereof.
- 2.2 **Junk:** no owner or occupant of any lot within the jurisdiction of the Corporation shall allow or suffer such lot to contain, either temporarily or permanently, unless fully enclosed within a permanent structure, any junk, including but not limited to: inoperable or unlicensed vehicles, boats, whether self-propelled or not;

appliances, scrap iron or other metal, paper, rags, rubber tires or bottles; disassembled or non-operational machinery or equipment; metal barrels or storage tanks, crates, and other commercial equipment or industrial storage equipment.

- 2.3 No dog kennels, rabbit hutches, or other animal shelters shall be permitted upon the land within the jurisdiction of the corporation. Not more than two common household pets shall be maintained on any lot.

Section 3 - Land Use Restrictions

- 3.1 No trade, occupation, commercial venture or commercial activity of any kind shall be carried on within the jurisdiction of the Corporation. Provided, however, that owners of lots who may wish to rent their properties from time to time may do so, but "For Rent" signs shall not be displayed. Provided further that nothing herein shall prohibit the sale, listing for sale and display of "For Sale" signs of any lot within the jurisdiction of the Corporation.
- 3.2 No parcel of land shall hereafter be divided, in any manner whatsoever, unless each of the resulting parcels shall after the division have at least twenty thousand (20,000) square feet of area and one hundred (100) feet of road frontage.
- 3.3 No parcel of land shall have erected, placed or permitted thereon any buildings except one (1) single family residence, which may be either year around or seasonal in nature. Provided that nothing in this paragraph 3.3 shall be construed

as requiring the removal of existing structures. No structure shall be located within ten (10) feet of any parcel boundary line. Further, minimum yard setback from the road right-of-way shall be thirty (30) feet. Minimum rear yard setback shall be twenty (20) feet. Side yard setbacks shall be no less ten (10) feet on either side and shall have a minimum side yard setback of twenty five (25) feet when adding both sideyard setbacks together.

- 3.4 No motor home, recreational house trailer, commercial vehicle, or non-residential trailer designed to be pulled behind a motor vehicle or similar conveyance shall be stored, either temporarily or permanently on any lot within the corporation.
- 3.5 No parcel of land shall contain an accessory structure, such as a garage, or shed unless there is also a primary residential dwelling. All dwellings, whether site built or premanufactured shall have side elevations of at least 24 feet in length along any horizontal elevation.
- 3.6 A freestanding shed conforming to applicable codes may be used for sheltering vehicles and storing equipment. Sheds may not exceed 120 square feet base size, nor a height of seven (7) feet. Sheds shall not be located within ten (10') feet of any parcel boundary line. Construction of such enclosures shall be approved by the Board of Trustees.
- 3.7 Except as provided herein, no recreational trailer, self-propelled recreational or travel vehicle, tent, van, truck, camper, shed, garage, barn or other outbuilding, or

similar structure or vehicle, or any structure of temporary character, shall be used, occupied, or erected for temporary or permanent residential purposes. Provided further that recreational or travel trailers, self-propelled vehicles, tents, and campers may be used for non-commercial temporary residential purposes, not to exceed an aggregate of twenty (20) days in any calendar year, and not to exceed seven (7) consecutive days, unless a longer period is approved in writing and in advance by request to the Corporation's Board of Trustees. Camping on the Community Beach or any other common property is prohibited.

- 3.8 No owner or occupant of any parcel of land, including the Community Beach, within the jurisdiction of the Corporation shall suffer, permit, or allow any activity that causes a nuisance to neighbors.

Section 4 - Building Requirements

- 4.1 No buildings, structures, fences, decks, hedges, septic or gas tanks shall be erected or placed upon the lands within the jurisdiction of the Corporation, nor any excavation, construction commenced thereon or in preparation therefore without the prior written consent of the Board of Trustees or their designate(s). The Board of Trustees, or its designate(s) shall not issue the consent herein above required unless the plans and specifications complete with needed land surveys for the proposed modification be submitted to them and upon review thereof it is found that the proposed modification conforms to all the requirements of these Bylaws. In addition upon request, required permits from Claybanks Township and other involved governmental agencies must be presented. Within

thirty (30) days after receipt of the plans and specifications of the proposed modification, the Board of Trustees or its designated committee shall approve the proposed modification if consistent with the requirements of these Bylaws.

Otherwise, the Board of Trustees shall reject the proposed modification specifying the section(s) of these Bylaws to which said modification must be in conformance.

- 4.2 Every dwelling shall be connected to an approved type septic tank and dry well or drainage field. No septic tank, dry well, or drainage field shall be placed closer than twenty (20) feet to any parcel boundary line. All septic tanks and/or sewage systems shall be constructed in conformity with the Oceana County Health Department regulations in effect at the time of the proposed construction thereof.
- 4.3 No dwelling shall be erected on any parcel within the jurisdiction of the Corporation at a value of less than eighty five thousand dollars (\$85,000.00), based on year 2001 cost levels. Such values shall exclude the value of the land on which the dwelling is located, but may include the value of a well and septic system. The annual CPI index shall be used to calculate escalators for years after 2001. New dwellings erected shall have a ground floor area exclusive of open porches or garages, of not less than seven hundred twenty (720) square feet. All dwellings erected shall have a minimum twenty four feet along any side, front or rear elevation.

- 4.4 No new individual water supply system shall be permitted unless such system is constructed in accordance with the Oceana County Health Department regulations.
- 4.5 All building exteriors shall be completed within nine (9) months after commencement of construction and no building shall be occupied until the exterior of said structure is completed.

It is hereby agreed, however, that the provisions of Article VII herein, as to the use of said land, shall not be applicable to the un-platted lands within the jurisdiction of the Corporation; except that any plats made of the incorporated lands shall thereafter become subject to the same: AND IT IS FURTHER AGREED, that the Bylaws, insofar as Article VII may not be amended to apply to unplatted lands notwithstanding the provisions of Article VII hereof to the contrary.

ARTICLE VIII

GRIEVANCES

All grievances arising out of conduct regulated by any provision of these Bylaws as hereafter amended shall be submitted to the Board of Trustees in writing to thereafter be dealt with by the Board according to law.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be added to, amended or repealed at any annual meeting of the shareholders of this Corporation or at any special meeting of the shareholders called for such purpose, upon a two-thirds vote of all the outstanding capital stock. The foregoing Bylaws were adopted at the First Meeting of the Incorporates of Michago Beach Estates Incorporated, held July 26, 1975, and are as amended thereafter by the shareholder Members of Michago Beach Estates Association.

ARTICLE X
PROTECTIVE COVENANTS AND RESTRICTIONS

These Bylaws hereby declare all of the Rights, Privileges and Obligations, and Rights to compel performance of the "Protective Restrictions and Coveants relating to the Plats Of Michago Beach Estates, Michago Beach Estates No. 1 and Michago Beach Estates No. 2, including the rights of first refusal upon sale of Lots within said Subdivisions as set forth in said Protective Restrictions and Covenants.

ARTICLE XI

BYLAWS - BINDING OF SHAREHOLDERS

These Bylaws shall bind all shareholders of the Corporation, as well as their respective transferees, assignees, heirs, devisees, trustees, personal representatives, guests, invitees, and lessees or any other persons occupying their premises. These Bylaws may be enforced against the Corporations shareholders and all persons holding by, through, or under them according to the terms and conditions of the Bylaws as set forth above.

President



Tom V. Feldt

ATTEST:



John B. Dwyer II

Secretary

Date 8/2/01