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MARION COUNTY IN RECORDER
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By: MW

Cross-Reference: 1989-5437

**NOTICE OF AMENDED CODE OF BY-LAWS OF
MCFARLAND FARMS PROPERTY OWNERS' ASSOCIATION, INC.**

The Board of Directors of McFarland Farms Property Owners' Association, Inc. ("Association") hereby gives notice of the Association's Amended Code of By-Laws.

WITNESSETH:

WHEREAS, the residential community in Indianapolis, Marion County, Indiana commonly known as McFarland Farms was established upon the recording of a certain "Declaration of Restrictions of McFarland Farms" with the Office of the Marion County Recorder on January 18, 1989, as **Instrument No. 1989-5437** (hereafter, "Declaration") together with Plats for various sections of McFarland Farms; and

WHEREAS, the Association was established by the filing of Articles of Incorporation with the Indiana Secretary of State on April 11, 1990; and

WHEREAS, the Association's Board of Directors adopted a Code of By-Laws for the Association and the homeowners in McFarland Farms.

NOW, THEREFORE, the undersigned officers of the Association's Board of Directors give notice of the following:

1. That the Amended Code of By-Laws which are attached hereto as Exhibit "A" and incorporated herein constitute a true and accurate copy of the By-Laws of the McFarland Farms Property Owners' Association, Inc., which are currently in effect.
2. That said Amended Code of By-Laws is binding upon the Association and all owners, residents and guests within McFarland Farms.



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Dated this 18 day of December, 2012.

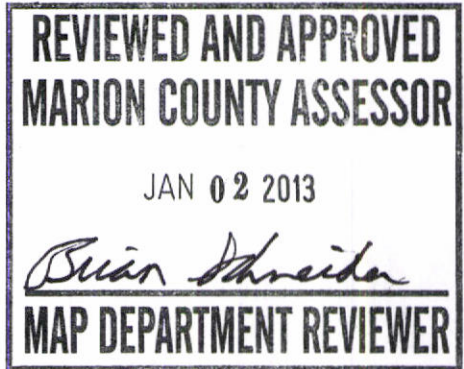
McFarland Farms Property Owners' Association, Inc., by:

Judith J. LeVan
Judith J. LeVan, President

Attest:

Gregory C. Dant, Sr.
Gregory C. Dant, Sr., Secretary

STATE OF INDIANA)
)
COUNTY OF Marion)



Before me a Notary Public in and for said County and State, personally appeared Judith J. LeVan and Gregory C. Dant Sr., the President and Secretary, respectively, of McFarland Farms Property Owners' Association, Inc., who acknowledged execution of the foregoing for and on behalf of said corporation and who, having been duly sworn, stated that the representations contained herein are true. Witness my hand and Notarial Seal this 18TH day of DECEMBER, 2012.

Christopher Dant
Notary Public--Signature
Christopher Dant
Printed

My Commission Expires:
August 21, 2013

Residence County: Marion

"I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security Number in this document, unless required by law." P. Thomas Murray, Jr., Esq.

This instrument prepared by, and should be returned to, P. Thomas Murray, Jr., EADS MURRAY & PUGH, P.C., Attorneys at Law, 9515 E. 59th Street, Suite B, Indianapolis, IN 46216. Telephone (317) 536-2565. X



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**AMENDED CODE OF BY-LAWS
OF
MCFARLAND FARMS PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE I
Definitions**

Section 1.01. The term "Association" shall mean McFarland Farms Property Owners' Association, Inc.

Section 1.02. The term "Act" shall mean the Indiana Nonprofit Corporation Act of 1991, as amended from time to time.

Section 1.03. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Association, as amended from time to time.

Section 1.04. The term "Code of By-Laws" shall mean the Code of By-Laws of the Association, as amended from time to time.

Section 1.05. The term "Project" shall mean the subdivision known as McFarland Farms, which is situated in Marion County, Indiana.

Section 1.06. The term "Member in Good Standing of the Association" shall mean a member who is: not delinquent in payment of any annual assessment, not delinquent in payment of any special assessment, and not in violation of any of the restrictions in the Declaration of the Restrictions of McFarland Farms.

ARTICLE II

Identification

Section 2.01 - Name. The name of the Association is McFarland Farms Property Owners' Association, Inc.

Section 2.02 - Registered Agent and Registered Office. The name and street address of the Association's registered agent and registered office for service of process shall be as designated from time to time by the Board of Directors, and shall be on file with the Indiana Secretary of State's Office.

Section 2.03 - Fiscal Year. The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December in the same calendar year.

ARTICLE III

Membership

Section 3.01 - Qualification for Membership. Membership in McFarland Farms Property Owners' Association, Inc. is limited to McFarland Farms property owners and to Associate members if associate memberships are established by the Board of Directors of the Association.

Section 3.02 - Evidence of Membership. The Board of Directors of the Association shall have the power (but not the duty) to cause the issuance of evidences of membership in the Association to the members and associate members thereof in such form as the Board of Directors shall prescribe. As of the date of the adoption of this Code of By-Laws, the Board of Directors has taken no action (except the adoption of this By-Law).

Section 3.03 - Privileges of Membership. The members and associate members of the Association (and any person who both belongs to the family of a member and has the same residence as the member to whose family he belongs, and any person who is a guest of a member and associate member of the Association) shall have the privilege of using the areas designated parks, commons, blocks or rights-of-way in the plat of the Project, and any other recreational facilities that may be constructed within the Project that are owned by the Association, in accordance with the restrictive covenants of the Project, Articles of Incorporation, and any such other rules for the use of such facilities adopted from time to time by resolutions of the Board of Directors of the Association.

ARTICLE IV

Meeting of Members

Section 4.01 - Place of Meetings. Any meeting of the members of the Association may be held at any place within Marion County, Indiana. The place at which a particular meeting of the members is to be held shall be stated in the notice of that meeting.

Section 4.02 - Annual Meeting. The annual meeting for the Members of the Association shall be held in the month of February of each year, with the specific date, time and place to be determined by the Board of Directors. At each annual meeting, the Members shall elect the Board of Directors of the Association in

accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting.

Section 4.03 - Special Meetings. A special meeting of the members of the Association may be called by the President, by a majority of the Board of Directors, or by a written petition signed by ten percent (10%) of the qualified voting homeowners stating the purpose of the meeting. If a board does not send out a notice of the date, time, and place for a special meeting not more than thirty (30) days after the date the board receives a valid written demand for the special meeting, a member of the Association who signed the written demand may:

- 1) Set the date, time and place for the special meeting; and
- 2) Send out the notice for the special meeting to the other members.

Section 4.04 - Notice of Meetings. A written or printed notice stating the place, and day and hour of the meeting, and in case of a special meeting (or when required by any provision of the Act or the Articles of Incorporation, or by any other provision of the Code of By-Laws), the purpose for which such meeting shall have been called, shall be delivered or mailed by the Secretary to each person (or group or persons constituting a tenancy by the entirety, a joint tenancy, or a tenancy in common) owning a numbered lot in the Project at least ten (10) days before the date of the meeting. Unless the Secretary shall have been otherwise notified in writing, adequate notice of a meeting shall be deemed to have been given to any member if said notices mailed to the address of the member supplied by such member to the Association for the purpose of notice. Notice of any meeting of members may be waived in writing filed with the Secretary of the Association before the time of the meeting, at the time in the meeting, or after time in the meeting, or by attendance in person.

In lieu of written notices from the Association sent pursuant to the above paragraph, an Owner may elect to receive notices from the Association by e-mail. Any Owner choosing e-mail shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Owner shall have the right at any time to withdraw his or her election to receive notice by e-mail, and shall thereafter be sent notices by the Association pursuant to the above paragraph.

Section 4.05 - Voting at Meetings. The voting rights of the members of the Association shall be as prescribed in the Articles of Incorporation.

Cl. 4.051 - Voting Rights. The voting rights of the Association shall be as prescribed in the Articles of Incorporation.

Cl. 4.052 - Method of Voting. A vote attributable to a numbered lot in the Project shall be cast as follows:

- a) If the lot is owned by one person, the vote shall be cast by that one person.
- b) If the lot is owned by more than one person, either as tenants in common, as joint tenants, or as tenants by the entireties, the vote attributable thereto shall be deemed properly cast if cast by any one of the tenants in the absence of any objection, or contrary vote, by any other of them.
- c) If a lot is owned by more than one person, either as tenants in common, as joint tenants, or as tenants by the entireties, and if two or more of the desired that vote attributable to that lot to be cast in different ways, or one of them desires that it not be cast, then the vote attributable thereto shall be deemed properly cast if cast by not less than a majority in number of tenants.

Cl. 4.054 - Quorum. Except as stated in Clause 4.055, a quorum shall be deemed to be present at a meeting of the members of the Association, if at such meeting, the owners of not less than ten percent (10%) of the numbered lot in the Project are present. For the purpose of cl. 5.054 and cl. 5.055, the owner of a lot shall be deemed to be present at a meeting if any owner of that lot is present in person or by proxy or by attorney-in-fact, whether the tenant so present is a sole owner, a tenant in common, a joint tenant, or a tenant by the entireties.

Cl. 4.055 - Quorum for Special Assessments or Operating Deficits.

Should a meeting be held for the purpose of voting on a special assessment for capital improvements or operating deficits, then a quorum shall be deemed to be present provided that the conditions for a quorum as set forth in Paragraph 12 of the Declaration of Restrictions of McFarland Farms as recorded as Instrument 89-5437, in the Office of the Recorder of Marion County, Indiana, are satisfied.

ARTICLE V

The Board of Directors

Section 5.01 - Qualifications and Elections. The affairs of the Association shall be managed by a Board of five (5) qualified Directors, (each of whom shall be member of the Association, a member in good standing, never censured by the Board and never removed by the members of the Association). The Board of Directors shall be elected to staggered terms so that two (2) Directors are elected in a given year and three (3) Directors in the following year, by the members of the Association, voting in accordance with the Articles of Incorporation and the

Code of By-Laws, and each annual meeting of the members, and each of the five (5) Directors so elected shall serve for a term of two (2) years, but shall hold his office until his successor shall have been chosen and qualified.

Section 5.02 - Vacancies. Any vacancy that shall occur in the Board of Directors by death, resignation, or otherwise shall be filled by a majority vote of the remaining Directors and the Director so chosen shall serve the unexpired portion of the term for which the person who he is replacing shall have been elected or chosen.

Section 5.03 - Annual Meeting. The Board of Directors shall hold an annual meeting immediately after the annual meeting of the members of the Association, for the purposes of organization, election of officers, and the consideration of any other business that properly may be brought before the meeting. The failure to hold any annual meeting at the designated time shall not work any forfeiture of the charter or dissolution of the Association.

Section 5.04 - Special Meetings. Special meeting of the Board of Directors may be called at any time by the President and shall be called on the written request of any two (2) Directors.

Section 5.05 - Notice of Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of Directors. No written or verbal notice need be given to Directors for regularly scheduled Board meetings of which the Directors are already aware. For all other Board meetings, the Secretary shall give notice of such meetings of the Board to each Director personally or by United States mail at least five (5) days prior to the date of such meetings. Special meetings of the Board may be called by the President or any two (2) members of the Board. The person or persons calling such meeting shall give written notice thereof to the Secretary, who shall either personally or by mail and at least three (3) days prior to the date of such special meeting, give notice to the Board members. The notice of the meeting shall contain a statement of the purpose for which the meeting is called. Such meeting shall be held at such place as shall be designated in the notice. To the extent provided in the Act, a Director may conduct or participate in a regular or special meeting of the Board of Directors through the use of conference telephone or any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

In lieu of written notices from the Association sent pursuant to the above paragraph, a Director may elect to receive notices of Board meetings by e-mail. Any Director choosing e-mail shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Director shall have the right at any time to withdraw his or her election to

receive notice by e-mail, and shall thereafter be sent notices by the Association pursuant to the above paragraph.

Section 5.06 - Place. All meetings of the Board of Directors of the Association shall be held at such place as may be specified in the respective notices, or waivers of notice, thereof.

Section 5.07 - Quorum. A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof, except for the filling vacancies, which shall require a majority of the existing Directors for a quorum. 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.

Section 5.08 - Powers and Duties of Directors.

Cl. 5.081 - Powers. The powers of the Board of Directors shall include (but not be limited to) –

- a) the power to adopt and publish rules and regulations governing the use of those parts of the Project that are or will be owned by, or are otherwise under the control of the Association; and
- b) the Power to Exercise for the Association all the powers and duties of the Association whose exercise is not reserved are committed to the membership of the Association by the Code of By-Laws or the Articles of Incorporation.

Cl. 5.082 - Duties. The duties of the Board Of Directors shall include (but not be limited to) the duty to fix prior to the first day of April and each year, the amount of the annual charge that is to be made against each member of the Association pursuant to the provisions of such a charge that are contained in the Articles of Incorporation and in the subdivision plats of the Project.

Section 5.09 - Adoption of Rules and Regulations. The Board of Directors shall adopt rules and regulations relating to the use and enjoyment of the streets, parks, pedestrian easements and any other recreation facilities within the Project that are owned by the Association.

Section 5.10 - Committees. The Board of Directors may create such temporary and standing committees as it shall deem necessary, and shall assign to each committees so created such duties as the Board of Directors shall consider proper for assignment to such committee. The Board of Directors shall choose committee members from the membership of the Association, and each committee member shall serve at the pleasure of the Board of Directors.

Section 5.11 – A Director or Directors elected by the Owners, or elected by the Directors to fill a vacancy, may be removed by the Owners with or without cause if the number of votes cast to remove would be sufficient to elect the Director(s) at a meeting to elect Directors. A Director or Directors may be so removed by the Owners only at a meeting called for the purpose of removing the Director(s). The meeting notice must state that the purpose of the meeting is for voting upon the removal of the Director(s). In such case, his or their successor(s) shall be elected at the same meeting from eligible Owners nominated at the meeting to serve for the remainder of the term(s) of the removed Director(s).

ARTICLE VI

The Officers of the Association

Section 6.01 - Number. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and in addition, the Directors may choose an Assistant Secretary and/or an Assistant Treasurer. Any person may hold two (2) offices at the same time except for the offices of President and Secretary. No officer, except the President, need be a Director.

Section 6.02 - Election and Term of Office. The officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officers shall hold his office until his successor shall have been chosen and qualified, or until his death, resignation, or removal.

Section 6.03 - Removal. Any officer may be removed with or without cause, at any time, by a vote of not less than two (2) Directors, at a special meeting of the Board of Directors called for the purpose of considering of removal.

Section 6.04 - Vacancies. Any vacancy in any office because of death, resignation, or removal, or otherwise caused, shall be filled for the unexpired portion of the term by a person chosen by the Board of Directors.

Section 6.05 - President. The President, who shall be chosen from the Directors, shall have active executive management of the operations of the Association, subject, however, to the control of the Board of Directors. He shall, in general, perform all duties incident to the office of President at such other duties as, from time to time, may be assigned to him by the Board of Directors.

Section 6.06 - A Vice President. A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate to him. In the case of absence or inability to act of the President, the Vice President shall temporarily act in his place.

Section 6.07 - The Secretary. The Secretary shall keep, or cause to be kept, in books that shall be provided for the purpose and shall remain in the Secretary's custody, the minutes of the meetings of the members of the Association and of the Board of Directors; shall at all times keep at the principal office of the Association a complete and accurate list of names and addresses of all members of the Association; shall attend to the giving of all notices in accordance with the provisions of this Code of By-Laws and as required by law; shall be custodian of the records (except the financial records) of the Association and of any die or other instrument usable in affixing the seal of the Association to paper; shall affix the seal of the Association (by means of a die or by hand) to every document whose execution on behalf of the Association under its seal shall have been properly authorized; and shall, in general, perform all duties incident to the office of Secretary at such other duties as, from time to time, may be assigned to have by the Board of Directors or the President.

Section 6.08 - An Assistant Secretary. An Assistant Secretary shall have such powers and of such duties as the Board of Directors may prescribe or as the President may delegate to him.

Section 6.09 - The Treasurer. Treasurer shall be the financial officer of the Association; shall keep, or cause to be kept, in books that shall be provided for the purpose and shall remain in the Treasurer's custody, complete books and records showing the financial condition of the Association and shall keep a separate financial account of each member of the Association; shall have charge and custody of, and be responsible for, all funds of the Association and shall deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the Association from any source; shall disburse the funds of the Association in is with the instructions of the Board of Directors of the Association; shall render to the President, on request, an account of all his transactions as Treasurer and of the financial condition of the Association; and shall, in general, perform all the duties incident to the office of Treasurer and such other duties as, the time to time, maybe assign to him by the Board of Directors or the President.

Section 6.10 - An Assistant Treasurer. An Assistant Treasurer shall have such powers of such duties as the Board of Directors may prescribe or as the President may delegate to him.

ARTICLE VII

Corporation Books and Records

Section 7.01 - Place of Keeping, in General. Except as otherwise provided by the laws of the State of Indiana or this Code of By-Laws, The books and records

of the Association may be kept at such place or places as the custodian thereof may select, but all of such books and records shall be open for inspection by any member of the Association for a proper purposes at any reasonable time.

ARTICLE VIII

Execution of Checks and Contracts

Section 8.01 - Execution of Checks. Every check for the payment of money of the Association, and every promissory note of the Association, shall, unless otherwise ordered by the Board of Directors or required by law, be signed by two (2) officers of the association, one of whom will be the Treasurer or Assistant Treasurer.

Section 8.02 - Execution of Contracts. Every contract (in addition to those mentioned above, in the Code of By-Laws) to which the Association shall be a party, shall be executed in its name by its President or Vice President and attested by the Secretary or Assistant Secretary.

ARTICLE IX

Amendments

Section 9.01 - Procedure. The power to add to, alter, amend or repeal (wholly or in part) this Code of By-Laws is vested in the Board of Directors. The affirmative vote of not less than a majority of the Directors shall be necessary to effect an addition to, or alteration, amendments or repeal of, this Code of By-Laws.

These By-Laws hereby amend the previous By-Laws of the McFarland Farms Property Owners' Association, Inc.