

FIRST AMENDMENT TO THE
CODE OF BYLAWS OF

SUNFLOWER GARDENS ASSOCIATION OF CO-OWNERS, INC.

This FIRST AMENDMENT TO THE CODE OF BYLAWS OF SUNFLOWER GARDENS ASSOCIATION OF CO-OWNERS, INC. (this "Amendment") is made as of the 9th day of March, 2017 by Sunflower Gardens Association of Co-Owners, Inc., an Indiana nonprofit corporation (the "Association"), in accordance with the terms and provisions of the Code of Bylaws of the Association (the "Bylaws").

WITNESS ETH:

WHEREAS, pursuant to Article 7 of the Bylaws, the Bylaws may be amended by a vote of not less than 66 2/3 percent of the votes of the Owners (as defined in the Bylaws); and

WHEREAS, pursuant to the Written Consent of the Members and Board of Directors of Sunflower Gardens Association of Co-Owners, Inc. dated October 12, 2016, attached hereto and incorporated herein by reference, 66 2/3 percent of the Owners voted to amend the Bylaws as set forth herein.

NOW, THEREFORE, the Association hereby amends the Bylaws as follows:

I. Amendment of Section 2.2. Section 2.2 of the Bylaws is hereby amended to delete the first sentence thereof and substitute the following in lieu thereof:

"The annual meeting of the Members of the Association shall be held during October in each calendar year."

2. Amendment of Section 2.6.4. Section 2.6.4 of the Bylaws is hereby deleted in its entirety and the following substituted in lieu thereof:

"Section 2.6.4. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting and shall conform to IC 32-25.5-3-10. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot or upon receipt of notice by the Secretary or the Board of the death of judicially declared incompetence of a member or upon the expiration of 180 days from the date of the proxy. A form of proxy or written ballot may provide an opportunity to specify approval or disapproval with respect to any proposal."

3. Addition of Section 3.12. Section 3.12 is hereby added to the Bylaws as a new Section to read as follows:

"Section 3.12. Removal of Directors. A director may be removed from office by a majority vote at any annual or special meeting of the HOA members at which there is a quorum. Any director so removed may be replaced at the same meeting (just as if it were an annual meeting in cases where it is not) as provided in Section 2.6.6.4."

4. Amendment of Section 4.5. Section 4.5 of the Bylaws is hereby deleted in its entirety and the following substituted in lieu thereof:

"Section 4.5. Secretary. The Secretary shall be elected from among the Directors. The Secretary shall attend all meetings of the Association, and the Board shall keep or cause to be kept a true and complete record of the proceedings of such meetings, shall perform all other duties incident to the office of the Secretary and such other duties as from time to time may be prescribed by the Board. The Secretary shall specifically see that all notices of the Association or the Board are duly given, mailed, or delivered, in accordance with the provisions of these Bylaws, and that copies of meeting minutes are provided to members upon request. The Secretary and President shall not be the same person."

5. Addition of Section 4.9. Section 4.9 is hereby added to the Bylaws as a new Section to read as follows:

"Section 4.9. Records. Board members (and the Management Company when there is one) are responsible for keeping copies for a minimum of two years of any correspondence whether written or electronic regarding financial transactions of the Association."

6. Amendment of Section 5.6. Section 5.6 of the Bylaws is hereby deleted in its entirety and the following substituted in lieu thereof:

"Section 5.6. Temporary Budget and Assessments.

5.6.1. If there is no quorum at the annual meeting, the Board may set an annual budget and Regular Assessments for the next year of up to 10% of the amount of the last annual budget and Regular Assessments.

5.6.2. If for any reason an annual budget and the Regular Assessments for any year have not been determined as of December 15th of any year, the annual budget and Regular Assessments in effect during the preceding year shall continue in effect until such time as the annual budget and Regular Assessments are determined in accordance with the Declaration and these Bylaws."

