

**BYLAWS OF HOME PLACE – THE SAVANNA
HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the corporation is Home Place – The Savanna Homeowners Association, Inc., hereinafter referred to as the "Corporation." The initial principal office of the corporation shall be located at 1005 Richmond Road, Lexington, Kentucky 40502, but meetings of members and directors may be held at such places within the state of Kentucky, County of Fayette, as may be designated by the Board of Directors.

ARTICLE II

INCORPORATION OF OTHER PROVISIONS

All provisions of the Articles of Incorporation of Home Place – The Savanna Homeowners Association, Inc., filed December ____, 2005 in the Office of the Secretary of State of the Commonwealth of Kentucky, the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements for Newmarket, Phase 1, Unit 1A and 1B dated June 17, 2004, recorded at Deed Book 2480, Page 524 and the Declaration of Covenants, Conditions, Restrictions, Reservations and Easements for Newmarket, Phase 1, Unit 1C, dated June 16, 2005, recorded at Deed Book 2560, Page 368 in the Office of the Fayette County Clerk, as those documents are amended from time to time, are hereby incorporated by reference herein. Therefore, the definitions, membership requirements, voting rights, rules and regulations, covenants for maintenance assessments, method of determining annual assessments, and all other provisions as set forth in those two documents shall not be repeated at length herein.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS. The annual meeting of the members shall be held each year on the second Monday of January, at the hour of 7:30 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following that which is not a legal holiday.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes.

Section 3. NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or a person authorized to call the meeting, by mailing a copy of such notice, prepaid or hand delivering a copy of such notice at least five days before such meeting to each member entitled to vote. If the notice is by mail, it shall be mailed to the member's address last appearing on the books of the corporation, or supplied by such member to the corporation for purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. WAIVER OF NOTICE. Members may waive notice, and any member who attends a meeting shall be deemed to have received notice of said meeting.

Section 5. QUORUM. The presence at a meeting of members entitled to cast one-fourth (1/4) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. Valid proxies shall count as part of the quorum. If a quorum should not be present or represented at any meeting, the members entitled to vote at the meeting shall have the power to adjourn the meeting from time to time, until a quorum should be present or represented.

Section 6. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. NUMBER. The affairs of this corporation shall be managed by a board of three (3) directors. This number may be amended by amending these Bylaws.

Section 2. ELECTION OF DIRECTORS AND TERM OF OFFICE. At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; at each annual meeting thereafter, the members shall elect one director (to fill the number of vacancies occurring that year) for a term of three years.

Section 3. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. COMPENSATION. No director shall receive compensation for any service he or she may render to the corporation. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. If the meeting should fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by any two directors, after not less than three days notice to each director.

Section 3. QUORUM. Presence of directors, in person or by proxy, possessing a majority of the votes entitled to be cast, shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present in person or by proxy at a duly held meeting at which a quorum is present shall be regarding as the act of the Board.

ARTICLE VI

POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. POWERS. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights of a member or director named by the member during any period in which such member shall be in default in the payment of any assessment levied by the corporation. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise for the corporation all powers, duties and authority vested in or delegated to this corporation and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, attorney, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(f) to set fees and assessments annually for maintenance of the Common Area, entrance improvements, and any and all other expenses of the Corporation.

Section 2. DUTIES. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this corporation and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on the Common Area and other property owned by the corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the common areas and entrance improvements to be maintained.

(h) to establish and maintain the books and accounts of the Corporation.

(i) to enforce the Declaration, Bylaws, Articles and rules of the Corporation.

For each lot, collection of Homeowner's Assessments shall commence on the later of January 1, 2006, or the date on which title was transferred from the Developer. The treasurer shall be responsible for collecting said assessments, and said assessments may be collected in advance. Any assessment not paid within thirty (30) days of the date of the bill shall be considered delinquent. The Corporation may add finance charges and/or late fees to any amount not paid within thirty (30) days of the bill.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICES. The officers of this corporation shall be a president, who must be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the annual meeting of the Board of Directors following each annual meeting of the members.

Section 3. TERM. The officers of this corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he or she should sooner resign, or should be removed, or otherwise disqualified to serve.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. MULTIPLE OFFICES. No person shall simultaneously hold more than one of any of the offices created above.

Section 8. DUTIES. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments (after Board approval) and can co-sign all checks and promissory notes.

Secretary

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and the members; keep appropriate current records showing the members of the corporation together with their addresses, shall perform such other duties as required by the Board, and can co-sign all checks and promissory notes.

Treasurer

(c) The treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the corporation; keep proper books of account, including at fiscal year end, balance sheet, income, cash disbursement, cash receipts statements, and may prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. Two of three officer's signatures are required on every check.

ARTICLE VIII

BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

ARTICLE IX

COSTS OF ENFORCEMENT AND ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Corporation annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 12 percent (12%) per annum, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse or abandonment of his Lot.

In addition, if it is necessary for the Corporation to enforce the provisions of the Bylaws, Declaration, Articles or rules and regulations of the Corporation against the Owner of any Lot, the Corporation, if successful, shall be entitled to recover its court costs and reasonable attorneys fees.

ARTICLE XI

CORPORATE SEAL

The Corporation may have a corporate seal.

ARTICLE XII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we being all of the directors of the Home Place – The Savanna Homeowners Association, Inc. have hereunto set our hands this ____ day of _____, 2005.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Home Place – The Savanna Homeowners Association, Inc., a Kentucky corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ day of _____, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf of the HOME PLACE – THE SAVANNA HOMEOWNERS ASSOCIATION, INC., a Kentucky corporation, this ____ day of _____, 2005.

Secretary