

**BY-LAWS
OF
FLAMING OAKS HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I -- Name

The name of the non-profit corporation is: **THE FLAMING OAKS HOMEOWNERS ASSOCIATION, INC. (A NON-PROFIT CORPORATION.)**

ARTICLE II -- Place of Business

The principal place of business of this corporation is P. O. Box 156; Norman, Oklahoma 73070-0156, or at such other places as directors of the corporation may from time to time determine. The address of the registered agent is 818 Tarkington Drive; Norman, Oklahoma 73026. The name of the registered agent at that address is Mr. Jim Hopper.

ARTICLE III -- Meetings

Section 1. Place of meeting. Any or all meetings of the members, and of board of directors, of this corporation may be held within or outside the State of Oklahoma, provided that no meeting shall be held at a place other than Norman, Oklahoma, except pursuant to a bylaw or resolution adopted by the Board of Directors.

Section 2. Annual meeting of members. An annual meeting of the members shall be held in each year on the second Tuesday in November, at 7:30 P.M., one of the purposes of which shall be the election of a board of directors as defined under Article VI.

Section 3. Notice of annual meeting of members. At least 30 days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be mailed, as herein provided, to each member entitled to vote at such meeting.

Section 4. Delayed annual meeting. If, for any reason, the annual meeting of the members shall not be held on the day herein designated, such meeting may be called and held as a special meeting, and the same proceedings may be had there as at an annual meeting, provided that the notice of such meeting meets the requirement of Section 3 above.

Section 5. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- a. Roll call and determination of quorum
- b. Reading of minutes of last preceding meeting
- c. Report of president
- d. Report of secretary
- e. Report of treasurer
- f. Election of directors
- g. Transaction of other business mentioned in the notice
- h. Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

Section 6. Special meetings of members. A special meeting of the members may be called at any time by the president, or by a majority of the board of directors. The method by which such a meeting may be called is as follows: Upon receipt of a specific request, in writing, setting forth the date and objects of such proposed special meetings, signed by the president, or by a majority of the board of directors, the secretary or an acting secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by stamped, typewritten or printed signature of the secretary or other officer of the association.

Section 7. Notice of special meeting of members. At least 30 days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as herein provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Regular meetings of board. Regular meetings of the board of directors shall be held not less frequently than once in each year at such time and place as the board of directors shall determine. Notice of regular meetings of the board shall be mailed to all members.

Section 9. Special meetings of board. Special meetings of the board of directors may be called by an officer at any time by means of such written notice by mail of the time, place and purpose thereof to each director as the officer in his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.

Section 10. Notices and mailing. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (as, "by order of the president", or "by order of the board of directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the secretary or acting secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her or its last address appearing upon the membership of record of this corporation.

Section 11. Waiver of notice. Notice of the time, place and purpose of any meeting of the members or of the board of directors, may be waived by letter, telegram, or other writing, whether before or after such meeting has been held.

ARTICLE IV -- Quorum

Section 1. Quorum of members. Presence in person or by proxy of members representing a majority of the voting rights of this corporation shall constitute a quorum of any meeting of the members except as provided in Section 5.6 of Covenants and Restrictions dated April 19, 1973, recorded May 4, 1973 in Book 553, Page 252 of the records of the County Clerk of Cleveland County.

Section 2. Quorum of directors. A majority of the directors shall constitute a quorum.

ARTICLE V -- Voting, Elections and Proxies

Section 1. Voting. Except as the articles, an amendment, or amendments otherwise provide, each lot represented shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the lot owner and filed with the corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force one year from its date, and no longer.

ARTICLE VI -- Board of Directors

Section 1. Number and term of directors. The business, property and affairs of this corporation shall be managed by a board of directors composed of 11 persons who shall be members of this corporation. These 11 persons consist of the President, Vice-President, Secretary, Treasurer, and 7 block representatives as elected by a majority of the members of the association. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified.

Section 2. Classification of directors. At the annual meeting of the members of the association, the offices of President, Vice-President, Secretary, and Treasurer shall be elected for a term of one year and shall each be a member of the board. Block representatives shall be divided into two classes and elected as follows:

1. The first class shall represent blocks 1, 3, 5, and 7.
2. The second class shall represent blocks 2, 4, and 6.

Each class shall serve a term of two years with the representatives for odd numbered blocks being elected to serve on odd numbered years and

representatives of even numbered blocks being elected to serve on even numbered years.

Section 3. Vacancies. Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose.

Section 4. Power to fill vacancies. The board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 5. Delegation of powers. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 6. Power to require bond. The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 7. Compensation. The compensation of directors, officers and agents, if any, may be fixed by the board.

ARTICLE VII -- Officers

Section 1. President. The president shall be elected by, and from the membership. He shall be the chief executive officer of the corporation. He shall preside over all meetings of the board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He shall be *ex officio* a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice-President. At least one vice-president shall be elected from the membership. Such vice-president as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the members and of the board of directors, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The secretary shall safely keep in her/her custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. The secretary shall give all

notices required by statute, bylaw or resolution. The secretary shall perform such other duties as may be delegated to him/her by the board of directors.

Section 4. Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; the treasurer shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper receipts and/or vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all transactions as treasurer and of the financial condition of the corporation.

Section 5. Acting secretary and/or acting treasurer. The acting secretary, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The acting treasurer, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer.

ARTICLE VIII -- Execution of Instruments

Section 1. Checks and drafts. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned, by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyance or other instruments. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president, or any vice-president, and the secretary, or acting secretary, may execute the same on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE IX -- Membership and Assessments

Any person or other entity which owns property within the subdivision as defined within the terms of Section 1.8 and 1.9 of Article 1 of definitions of the covenants and restrictions shall have one vote for each lot owned with the Flaming Oaks Estates subdivision.

The assessments of all members shall be established by Article V as amendments of the Covenants and Restrictions, due annually on January 31 of each year.

Any member in default in payment of assessment shall be suspended from all privileges of membership, and if, after notice, such default be not cured within

thirty (30) days, the Treasurer shall take all necessary lawful collection actions to secure payment.

ARTICLE X -- Amendment of Bylaws

Section 1. Amendments, how effected. These bylaws may be amended, altered, added to or repealed by the affirmative vote of a majority of the members of the Association entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors if the amendment, alteration, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting; provided, that no change of the date for the annual meeting of members shall be made within 30 days before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

Adopted this _____ day of _____, 1987.

FLAMING OAKS HOMEOWNERS ASSOCIATION, INC.

President

Attest:

Secretary

Reprinted February 1995 to correct post office zip code in Article II and to print revised language approved for Article IX at the annual meeting November 9, 1994.

NOTICE OF FILING

STATE OF OKLAHOMA)
)§
COUNTY OF CLEVELAND)

The foregoing document is a reprint of the By-Laws of Flaming Oak Home owners Association, Inc. as modified and approved by majority vote at the 1994 Annual Meeting of Homeowners held November 8th, 1994. These by-laws affect owners of all Lots in Flaming Oaks Estates, an Addition to Norman, Cleveland County, Oklahoma as shown in the plat map Book 10, Pages 85 and 86, on file in the Office of the County Clerk.

Dated this _____ day of March, 1995

THE FLAMING OAKS HOMEOWNERS' ASSOCIATION, INC.
P. O. Box 156
Norman, Oklahoma 73070-0156

by:
President

Attest:

Secretary

ACKNOWLEDGEMENT

STATES OF OKLAHOMA)
)§
COUNTY OF CLEVELAND)

Before me, the undersigned, a notary public in and for said county and state, on this _____ day of March 1995 personally appeared ALFRED STRIZ, to me known to be the signer of the foregoing instrument as an officer for Flaming Oaks Homeowners' Association, Inc. and acknowledged the same to be his act and deed.

Notary Public

My commission expires: