

EXHIBIT A

AMENDED AND RESTATED ASSOCIATION BYLAWS OF HUNTERS POINTE HOMEOWNERS ASSOCIATION

ARTICLE I NAME AND LOCATION

Section 1. Name. The name of the corporation is Hunters Pointe Homeowners Association (the "Association").

Section 2. Location of Principal Office. The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Members and Directors may be held in such places within Oakland County, Michigan, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

All terms defined in the Amended and Restated Declaration of Restrictions for Hunter's Pointe Subdivisions recorded in Liber _____, Pages ____ et seq., Oakland County Records (the "Declaration"), shall have the same meanings when used herein.

ARTICLE III MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Section 1. Membership. Every person or entity who is a record Owner of fee interest in any Lot shall be a mandatory Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Only Members in good standing, and their legal representatives, may speak at meetings of the Association or address the Board of Directors or other Members at any such meetings.

Section 2. Voting Rights. Each Member in good standing shall be entitled to one vote for each Lot owned. In the case of any Lot owned jointly by more than one Member, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote. Except as otherwise set forth in these Bylaws or in the other Subdivision Documents, when reference is made to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members in good standing.

Section 3. Voting. Votes may be cast in person, by proxy or by any other means allowed by the voting procedures adopted by the Board of Directors for a given vote. The Board of Directors may permit the casting of votes by mail, fax, delivery, electronic transmission, or any other method that the Board approves. Any proxies, written votes or other votes cast by means allowed in these Bylaws must be filed with the Association's Secretary or such other person or entity that the Board may designate at or before the appointed time of each Association meeting or voting deadline if no meeting is held. Cumulative voting is not permitted. As used in these Bylaws, "electronic

transmission" means transmission by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Association and may be directly reproduced in paper form by the Association through an automated process.

Section 4. Action without Meeting. Any action that may be taken at an Association meeting (except for electing or removing Directors) may be taken without a meeting by written vote or ballot of the Members. Written votes or ballots shall be solicited in the same manner as provided in these Bylaws for the giving of notice of Association meetings. Such solicitations shall specify: (1) the proposed action; (2) that the Members can vote for or against any such proposed action; (3) the percentage of approvals necessary to approve the action; and (4) the time by which written votes must be received to be counted. Approval by written vote or ballot shall be constituted by receipt, within the time specified in the written vote or ballot, of a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Association shall hold its annual meeting in the month of November each succeeding year at such date, time and place as the Board of Directors determines. The Board may change the date of the annual meeting in any given year, provided that at least one such meeting is held in each calendar year. At the annual meeting, there shall be elected by ballot or acclamation of the Members a Board of Directors in accordance with the requirements of Article V of these Bylaws. The Members may also transact at annual meetings such other business of the Association as may properly come before them. Association meetings shall be guided by Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, the Amended and Restated Declaration or Michigan law. Any person in violation of this provision or the rules of order governing the meeting, which are incorporated herein by reference, may be removed from such meeting without any liability to the Association or its Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or a majority of the Board of Directors or upon the written request of the Members in good standing entitled to cast not less than one-third (1/3rd) of the votes of the entire Membership.

Section 3. Notice of Meetings. The Secretary or other Board authorized person shall serve each Member a notice of each annual or special meeting, stating the purpose as well as the time and place where it is to be held, at least ten (10) days, but not more than sixty (60) days, prior to such meeting. The mailing, postage prepaid, of a notice to the Member at the address last appearing on the Association's books or supplied by such Member to the Association for the purpose of notice, shall be deemed notice served. In lieu of the foregoing, such notice may also be given by electronic transmission or hand delivered to the Residence if the Member is a resident of the Residence. Such notice shall specify the place, day and hour of the meeting and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a Member in writing of the required notice, signed by them before or after such meeting, shall be equivalent to the giving of such notice.

Section 4. Remote Communication Attendance; Remote Communication Meetings. A Member may participate in a meeting of the Members by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participation and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants shall be advised of the means of remote communication in use and the names of the participants in the meeting shall be divulged to all participants. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder; (b) the Association implements reasonable measures to provide each Member and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association. A Member may be present and vote at an adjourned meeting of the Members by means of remote communication if they were permitted to be present and vote by the means of remote communication in the original meetings notice given. The Board may hold a meeting of the Members conducted solely by means of remote communication.

Section 5. Quorum. The presence in person or by proxy of two-thirds (2/3^{rds}) of the Members in good standing shall constitute a quorum for holding a meeting of the Members of the Association. The written vote of any person furnished at or prior to any duly called meeting at which meeting such person is not otherwise present in person or by proxy, or by such date as is established for voting in cases where no meeting is held, shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast. Any Member who participates by remote communication in an Association meeting, as provided in Section 4 above, shall also be counted in determining the necessary quorum.

Section 6. Adjournment for Lack of Quorum. If any Member meeting cannot be held because a quorum is not in attendance, the Member who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. The quorum for each subsequent meeting shall be reduced by one-half from the quorum requirement of the previously scheduled meeting.

Section 7. Minutes. Minutes or a similar record of the proceedings of all meetings of Members and the Board of Directors must be kept by the Association. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

ARTICLE V BOARD OF DIRECTORS

Section 1. Qualification and Number. All Directors must be Members in good standing. Any Director who is delinquent in any financial obligation owed to the Association, including late fees, shall pay in full the amount due within sixty (60) days of the delinquency. During the period of delinquency, the Director is not permitted to vote on any delinquency matter of another Member,

including matters that may affect the Director's own Lot. If the Director does not comply within the delinquency cure period, and notwithstanding the provisions of Section 3 below, the Director shall be deemed removed from the Board of Directors for the remainder of the Director's term and the vacancy shall be filled in accordance with Section 4 below. The Board shall consist of fourteen (14) members. No two occupants of the same Lot may serve on the Board of Directors at the same time. Directors shall serve without compensation.

Section 2. Term. At each annual meeting, the Members shall elect fourteen (14) Directors. The term of office for each Director shall be 1 year.

Section 3. Removal. At any regular or special meeting of the Association duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all Members in good standing, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so appointed shall be a Director until the end of the term of the Director who they replaced and a successor is elected at such annual meeting of the Association.

Section 5. Compensation. No Director shall receive compensation for any service they may render to the Association in the capacity of Director. However; any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 6. Powers. The Board of Directors shall have power to:

A. Management. To fulfill all responsibilities and duties, and exercise all rights and privileges, set forth in the Declaration, these Bylaws, and any Rules and Regulations of this Association;

B. Collecting Assessments. To levy and collect assessments from the Members and to use the proceeds thereof for the purposes of the Association in accordance with the Declaration;

C. Insurance. To carry insurance relative to all Association property and the Common Areas, and to collect and allocate the proceeds thereof;

D. Rebuild Improvements. To rebuild improvements after casualty, subject to the terms of the Declaration;

E. Contract and Employ Persons. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Association, its property, areas of responsibility set forth in the Declaration and the Common Areas;

F. Real or Personal Property. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property (including any

easements, rights-of-way and licenses) on behalf of the Association in furtherance of any of the purposes of the Association;

G. Taxes. To pay real and personal property taxes and governmental; special assessments which are or may become a lien on the Association property or the Common Areas;

H. Borrow Money. To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or other lien on property of the Association;

I. Rules and Regulations. To make rules and regulations in accordance with the Declaration;

J. Committees. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association property and the Common Areas and to delegate to such committees, or any specific Officers or Directors of the Association any functions or responsibilities which are not by law or the Declaration or Articles of Incorporation required to be performed by the Board;

K. Representative Duties. To represent Members of the Association on matters of mutual interest before any governmental and administrative bodies, boards and agencies;

L. Enforce Documents. To enforce the provisions of the Declaration, the Articles of Incorporation and the Amended Association Bylaws; and

M. Other. In furtherance of the foregoing purposes, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the Subdivisions, the Common Areas and property under the jurisdiction of the Association.

ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular Board of Directors meetings may be held at such times and places as shall be determined from time to time by a majority of the Directors. At least two (2) such meetings shall be held during each fiscal year. Notice of regular Board meetings shall be given to each Director personally, or by mail, facsimile, telephone or electronic transmission at least 5 (five) days prior to the date of the meeting, unless waived by such Director.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the president upon 3 (three) days' notice to each Director given personally, or by mail, facsimile, telephone or electronic transmission. The notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the president, secretary or other appropriate officer in like manner and on like notice on the written request of two Directors.

Section 3. Waiver of Notice. Before or at any Board meeting, any Director may in writing or orally waive notice of such meeting and such waiver shall be deemed equivalent to the giving of

such notice. A Director's attendance at a Board meeting shall be deemed that Director's waiver of notice. If all the Directors are present at any Board meeting, no notice shall be required and any business may be transacted at such meeting.

Section 4. Quorum and Vote. The presence of a majority of the Directors at a meeting shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which there is a quorum shall be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by remote communication, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter. If at any Board meeting there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. If a Director joins in the action of a meeting by signing and concurring in the minutes of that meeting, the Director shall be considered present for purposes of determining a quorum.

Section 5. Action without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid in the absence of a meeting if consented to in writing, including by electronic transmission, by a majority of the Board of Directors. Further, the presiding Association officer, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote, and provided the action is consented to by the requisite number of Directors, such vote shall constitute valid action by the Board. The results of any vote along with the issue voted upon pursuant to this Section shall be noted in the minutes of the next Board meeting to take place.

Section 6. Closing of Board of Director Meetings; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the Members or may permit Members to attend a portion or all of any meeting of the Board of Directors. Any Member shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Member shall be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

Section 7. Remote Communication. Board members may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Designation. The principal Association officers are a president, vice president, secretary and treasurer. The Directors may appoint such other officers as may be necessary. Any two offices except that of president and vice president may be held by one person. The President must be a member of the Board of Directors.

Section 2. Appointment. The Board of Directors shall appoint the Association's officers annually and all officers shall hold office at the Board's pleasure.

Section 3. Removal. The Board of Directors may remove any officer either with or without cause, and the successor to the removed officer may be elected at any regular Board meeting or at any special Board meeting called for such purpose.

Section 4. President. The president shall be the Association's chief executive officer and shall preside at all Association and Board meetings. The president has all the general powers and duties which are usually vested in the office of the president of a nonprofit corporation including, but not limited to, the power to appoint committees from among the Members from time to time in the president's reasonable discretion to assist in the conduct of the Association's affairs.

Section 5. Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president can act, the Board of Directors shall appoint some other Board member to so do on an interim basis. The vice president shall also perform such other duties as shall from time to time be imposed by the Board of Directors.

Section 6. Secretary. The secretary shall keep the minutes of all Board and Association meetings, be responsible for maintaining a record of the minutes and of such books and other records as the Board of Directors may direct, and shall in general perform all duties incident to the office of the secretary.

Section 7. Treasurer. The treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements in the Association's books. The treasurer shall also be responsible for depositing all money and other valuable Association papers, in the name of and to the Association's credit, in such depositories that the Board may designate from time to time.

ARTICLE VIII JUDICIAL ACTIONS AND CLAIMS

Actions on behalf of and against the Members shall be brought in the name of the Association. Subject to the express limitations on actions in these Bylaws and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Members in connection with the Common Areas.

ARTICLE IX FINANCES, BOOKS AND RECORDS

Section 1. Fiscal Year. The Association's fiscal year shall be an annual period commencing on such date as the Board may initially determine. The commencement date of the Association's fiscal year is subject to change by the Board of Directors for accounting reasons or other good cause.

Section 2. Banking; Investment of Funds. Association funds shall be deposited in such bank or other depository as the Board may designate and shall be withdrawn only upon the check or

order of such officers, employees or agents as are designated by Board resolution from time to time. Association funds shall only be held in accounts that are fully insured or backed by the full faith and credit of the United States Government. The Association may only utilize depositories or instruments where there is no risk of principal loss for investment of its monies.

Section 3. Inspection of Records. The Association's books, records and papers shall, during reasonable business hours, be subject to inspection at the Association's principal office by any Member.

ARTICLE X INDEMNIFICATION

Section 1. Indemnification of Directors, Officers and Volunteers. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement incurred by or imposed upon the Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director or officer may be a party or in which they may become by reason of their being or having been a Director or officer of the Association, whether or not they are a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful or wanton misconduct or gross negligence in the performance of the Director's or officer's duties, and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. The Board of Directors shall notify all Members of payment of any indemnification that it has approved at least ten (10) days before payment is made. The indemnification rights of this Article shall be at all times construed to be consistent with those contained in the Articles of Incorporation of the Association.

Section 2. Directors' and Officers' Insurance. The Association shall provide liability insurance for every Director and every officer of the Association for the same purposes provided above in Section 1 and in such amounts as may reasonably insure against potential liability arising out of the performance of their respective duties. No Director or officer shall collect for the same expense or liability under Section 1 above and under this Section 2; however, to the extent that the liability insurance provided to a Director or officer was not waived by such Director or officer and is inadequate to pay any expenses or liabilities otherwise properly indemnifiable under the terms of this Article, a Director or officer shall be reimbursed or indemnified only for such excess amounts under Section 1 above or other applicable statutory indemnification.

ARTICLE XI MISCELLANEOUS

Section 1. Amendments. These Bylaws may be amended or repealed and new Bylaws

adopted at any regular or special meeting of the Members, or by other methods allowed by these Bylaws for voting upon matters, by the affirmative vote of a majority of the eligible votes in the Association or by alternative means of voting, subject to normal quorum requirements.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**AMENDED AND RESTATED ASSOCIATION BYLAWS OF HUNTERS POINTE
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