

BYLAWS OF
SHILOH PROPERTY OWNERS' ASSOCIATION, INC.
An Oklahoma not-for-profit corporation

ARTICLE I

OFFICES

SECTION 1.01. Registered Office and Registered Agent. The registered office and registered agent shall initially be as set forth in the Certificate of Incorporation and continue as such until changed in duly adopted actions of the Board of Directors. Each registered office and registered agent may be changed from time to time by a duly adopted action of the Board of Directors, and the corporation shall file an appropriate statement of change of registered office or registered agent promptly after the taking of such action in accordance with applicable law.

SECTION 1.02. Covenants, Conditions and Restrictions. The Declaration of Covenants, Conditions and Restrictions of Shiloh at Battle Creek ("The Declaration") have contained therein many provisions which govern and control the operation of this Association. All such provisions in The Declaration which pertain to the Association are deemed incorporated herein by reference thereto as if same were once again fully set forth herein. In the event of any conflict or inconsistency between the provisions of said Declaration and the Provisions of these Bylaws, then said Declaration shall control.

ARTICLE II

MEMBERS

SECTION 2.01. Place of Meeting. All meetings of the members of the Corporation shall be held at the Battle Creek Golf Clubhouse in Broken Arrow, Oklahoma unless otherwise determined by the Board of Directors and specified in the notice of meeting, in which event the meeting shall be held at the place designated in the notice of such meeting.

SECTION 2.02. Annual Meeting. The Board of Directors may fix the date and time of the annual meeting of the members. At the annual meeting, the members then entitled to vote shall transact all business, including any necessary elections, as may properly be brought before the meeting.

SECTION 2.03. Conduct of Meeting. All annual and special meetings of members shall be conducted in accordance with such rules and procedures as the Board of Directors may determine subject to the requirements of applicable law and, as to matters not governed by such rules and procedures, as the chairman of such meetings shall determine. The chairman of any annual or special meeting of members shall be the President and CEO or in his/her absence, the Vice-President of the

Corporation. The Secretary, or in the absence of the Secretary, a person designated by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 2.04. Membership, Voting Rights and the Association. All matters pertaining to Membership, Voting Rights and the Association shall be governed by the terms set forth in Article 9 and Article 10 of The Declaration.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.01. Powers. The Board of Directors shall have full power to manage the business and affairs of the Corporation; and all powers of the Corporation, except those specifically reserved to the members by law, the Certificate of Incorporation or these Bylaws, are hereby granted to and vested in the Board of Directors.

SECTION 3.02. Number, Qualifications and Term of Office. So long as Simmons Homes, Inc. is the successor Declarant (as set forth in Article 5.7 of The Declaration), the Board shall consist of three (3) or four (4) natural persons from time to time designated by the successor Declarant, which persons may, but need not, be members of the Association. Thereafter, the Board of Directors shall consist of such number of directors as may be determined from time to time by resolution of the Board of Directors; provided that the Board shall consist of not less than one (1) nor more than five (5) persons. No director need be an officer or member of the Corporation but each director shall be a natural person 21 years of age or older. Each Director shall serve until the next annual meeting of the members or until his successor shall have been duly elected and qualified, except in the event of his death, resignation or removal.

SECTION 3.03. Vacancies. Any Director may be removed, either for or without cause, at any meeting of members by the affirmative vote of a majority of the members present in person or by proxy at such meeting and entitled to vote for the election of such director, provided notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and any Director so chosen shall hold office until the next annual election or until his successor is duly elected and qualified. If there are no Directors in office, then an election of Directors may be held in the manner provided by law. If, at the time of filling any vacancy or any newly created directorship, the Directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), a court of competent jurisdiction may, upon application of members holding at least 10 percent of the total number of the members having the right to vote for such Directors, summarily order an election to be held to fill any such vacancies or newly created directorships or to replace the Directors chosen by the Directors then in office.

SECTION 3.04. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, Chairman of the Board, President or the Secretary of the Corporation. Such resignation shall take effect upon receipt by the Corporation 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 3.05. Organization. At every meeting of the Board of Directors, the Chairman of the Board, if there be one, or, in the case of a vacancy in the office or absence of the Chairman of the Board, the Director chosen by a majority of the Directors present, shall preside, and the Secretary, or, in his absence, the person appointed by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 3.06. Organizational Meeting. The first meeting of each newly elected Board of Directors shall be held without notice immediately following the annual meeting of members, unless the members shall determine otherwise.

SECTION 3.07. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be designated from time to time by a duly adopted action of the Board of Directors.

SECTION 3.08. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or President or by two or more of the Directors. Notice of each special meeting shall be given to each director by telephone, telegram, telecopy, in writing or in person at least 24 hours (in the case of notice by telephone, in person or actual notice however received) or 48 hours (in the case of notice by telegram, or telecopy or similar wire communication) or five (5) days (in the case of notice by mail or otherwise) before the time at which the meeting is to be held. Each such notice shall state the date, time and place of the meeting to be so held.

SECTION 3.09 Quorum and Adjourned Meetings. At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3.10. Consent of Directors in Lieu of Meeting. Unless otherwise restricted by law the Certificate of Incorporation or these Bylaws, any action required or permitted be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, without prior notice and without a vote if a consent in writing setting forth the action so taken shall be signed by all of the Directors. The written consent shall be filed with the minutes of proceedings the Board or the Committees.

SECTION 3.11. Compensation of Directors. No member of the Board of Directors shall receive any compensation for acting as such. The Directors shall be reimbursed their actual reasonable expenses, if any, incurred as a result of their duties.

ARTICLE IV

NOTICES OF MEETINGS

SECTION 4.01. Notice. Whenever notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director or member, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given in accordance with Section 3.08 of Article III hereof.

SECTION 4.02. Waivers of Notice. Whenever any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of members and as otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, Directors or Committee of Directors need be specified in any written waiver of notice of such meeting.

SECTION 4.03. Conference Telephone Meetings. One or more members, Directors or members of a Committee of Directors may participate in a meeting of the members, Board, or of a Committee of the Board, by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other and participate in discussions thereof. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

OFFICERS

SECTION 5.01. Number, Qualifications and Designation. The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chairman of the Board, President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. One person may hold more than one office. Officers may be, but need not be, Directors or members the Corporation. The Board of Directors may from time to time elect such other officers as it deems necessary or appropriate, who shall exercise such powers and perform such duties as are provided in these Bylaws and as the Board of Directors may from time to time determine.

SECTION 5.02. Election, Term of Office and Removal. The Officers of the Corporation shall be elected annually by the board of Directors, and each such officer shall hold his office until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. Any officer may resign at any time upon written notice to the Corporation. Such resignation shall take effect upon receipt by the Corporation of such notice.

SECTION 5.03. Removal of Officers. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

SECTION 5.04. The Chairman of the Board. The Chairman of the Board of Directors shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the members and the Board of Directors and shall assist the Board of Directors in the formulation of policies to be pursued by the executive management of the Corporation. It shall be his responsibility to see that the policies established by the Board of Directors are carried into effect. He may sign and deliver on behalf of the Corporation any deeds, mortgages, bonds, contracts, powers of attorney, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; and he shall perform all duties incident to the office of Chief Executive Officer of the Corporation such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5.05. The President. The President shall be the Chief Operating Officer of the Corporation, shall report to the Chairman of the Board, and shall have general supervisory responsibility over all operations of the Corporation, subject to the control of the Board of Directors. In the absence or incapacity of the Chairman of the Board, the President shall perform all the duties of the Chairman of the Board. He shall execute and deliver, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; and, in general, subject to supervision by the Chairman of the Board, the President shall perform all duties incident to the office of chief Operating Officer of the Corporation, such other duties as from time to time may be assigned to him by the Chairman of the Board or the Board of Directors.

SECTION 5.06. The Vice President. The Vice President in the order of the designation by the Board of Directors, shall perform the duties of the President in his absence and such other duties as may from time to time be assigned them by the Board of Directors, the Chairman of the Board or by the President.

SECTION 5.07. The Secretary. The Secretary shall attend all meetings of the members, the Board of Directors and Committees thereof and shall record the

minutes of the proceedings thereat and shall keep a current and complete record thereof. The Secretary shall publish, keep and maintain records and reports of the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors, the Chairman of the Board or the President. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors, the Chairman of the Board, or the President may from time to time prescribe.

SECTION 5.08. The Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation; shall have responsibility for the proper care and custody of all corporate funds and securities; shall keep full, accurate and complete records, receipts and disbursements of the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render a report to the Board of Directors, whenever requested, of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors, the Chairman of the Board or the President may from time to time delegate.

SECTION 5.09. Assistant Officers. The Board of Directors may appoint one or more assistant officers. Each assistant officer shall, at the request of or in the absence or disability of the officer to whom he is an assistant, perform the duties of such officer and shall have such other authority and perform such other duties as the Board of Directors may prescribe.

SECTION 5.10. Bonds. If required by the Board of Directors, any officer shall give the Corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Corporation.

ARTICLE VI

DECLARANT'S RESERVED RIGHTS

SECTION 6.1. In General. In addition to any rights or powers reserved to Declarant or granted to Declarant under the provisions of the Declaration or the Association Documents, Declarant shall have the rights and powers set forth in this article. Anything in these Bylaws or the Association Documents to the contrary notwithstanding, the provisions set forth in this article shall govern. If not sooner terminated as provided in this article, the provisions of this article shall terminate and be

of no further force and effect from and after such time as Declarant is no longer vested with or controls title to any part of the Property.

SECTION 6.2. Promotion of Shiloh at Battle Creek In connection with the promotion, sale or rental of any Improvements upon the Property; (a) Declarant shall have the right and power, within its sole discretion, to construct such temporary or permanent Improvements, or to do such acts or other things in, on or to the Property as Declarant may from time to time determine to be necessary or advisable, including, without limitation, the right to construct and maintain model Homes, sales or leasing offices, parking areas, advertising signs, lighting and banners, or other promotional facilities at such locations and in such forms as Declarant may deem advisable; and (b) Declarant and its respective agents, prospective purchasers and tenants, shall have the right of ingress, egress and parking in and through, and the right to use and enjoy the Common Areas at any and all reasonable times without fee or charge.

SECTION 6.3. Construction on the Property. Declarant is hereby granted the right and power to make such Improvements to the Property and Improvements thereto (including landscaping) as Declarant deems to be necessary or appropriate. Declarant may permit such builders and other contractors access to and upon the Property as Declarant may wish and subject to such limitation and condition as Declarant may require. Declarant and its respective agents and contractors shall have the right of ingress, egress and parking on the Property and the right to store construction equipment and materials on the Property without the payment of any fee or charge whatsoever.

SECTION 6.4. Other Rights. Declarant shall have the right and power to execute all documents and do all other acts and things affecting the Property which Declarant determines are necessary or desirable in connection with the rights of Declarant under the Declaration.

- END OF BYLAWS -

Adopted this 25 day of June, 1998.

DIRECTORS

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Greg Simmons

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Duane Treat

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Gary Soderstrom

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