

**BY-LAWS
OF
BROOKSTONE PROPERTY OWNERS
ASSOCIATION, INC.**

BROOKSTONE PROPERTY OWNERS ASSOCIATION, INC., a Louisiana non-profit corporation (hereinafter referred to as "Association"), being the governing body of the property now or hereafter submitted to the provisions of the Deed Restrictions and Covenants for this Subdivision (hereinafter called "Restrictions and Covenants") does hereby adopt the following initial By-Laws which shall govern the operation and administration of said Subdivision, as provided for in compliance with said Restrictions and Covenants.

All present and future owners, tenants, future tenants or their employees, or any other person who might use the facilities of the Subdivision in any manner are subject to the regulations set forth in these By-Laws. The mere acquisition, rental or occupancy of any of the lots and/or improvements thereon in the Subdivision will signify and constitute a ratification and acceptance of these By-Laws by any such owner or other person.

ARTICLE 1

NAME

This association is known as BROOKSTONE PROPERTY OWNERS ASSOCIATION, INC. and has been incorporated by Articles of Incorporation previously filed with the Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

1. Association members shall be all the owners of all the lots in the Subdivision. The annual members' meeting shall be held at such location as the notice shall indicate on the same date of each year when the first Board of Directors is elected at 6:30 o'clock P.M., for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day which is not a legal holiday. Failure to hold such a meeting shall not invalidate the association, and officers previously elected shall continue to serve until replaced.
2. Special members meeting shall be held whenever and wherever called by the President or by fifty-one percent (51%) of the members of the Board of Directors. A special meeting must be called by such officers upon receipt of written request from fifty-one percent (51%) of the entire membership.
3. Notice of all members' meeting stating the time and place and objects for which the meeting is called shall be given by the President or Secretary or by a manager employed by the Association, or the Board of Directors, to all lot owners. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed first class mail not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving notice. Notice of meeting may be waived in writing before, during or after meeting.
4. A quorum of a membership meeting shall consist of persons (or proxy) entitled to cast fifty-one percent (51%) of the members' vote of the Corporation.

5. Vote required to transact business: When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall decide any questions brought before the meeting, unless the question is one upon which, by the expressed provision of the Restrictions and Covenants, or the Articles of Incorporation, a different vote or different method of voting is required, in which case such expressed provision shall govern and control the decision of such question.
6. In any meeting of members each lot shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.
 - a) If a lot is owned by one person his right to vote shall be established by the record title to his lot. If the lot is owned by more than one person, and more than one person attempts to vote in behalf of said lot, the only person who shall be entitled to vote for such lot shall be designated by written certificate of designation signed by all of the co-owners of the lot and filed with the Secretary of the Association, or Board of Directors. Such certificate or designation shall be valid and irrevocable until superseded by a subsequent valid certificate.
 - b) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary or Board before the appointed time of the meeting.
7. Approval or disapproval of a lot owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person designated to cast the vote of such owner if in an Association meeting.
8. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
9. The order of business at the annual members' meetings and, as may be applicable, at all other members; meetings, shall be:
 - a) Election of Chairman of the meeting (first meeting when Developer control is relinquished only).
 - b) Calling of the roll and certifying proxies, to determine if a quorum is present.
 - c) Proof of notice of meeting or waiver of notice.
 - d) Reading and disposing of any unapproved minutes.
 - e) Report of Officers or Directors.
 - f) Election of Directors.
 - g) Unfinished Business.
 - h) New Business
 - i) Adjournment.

ARTICLE 3
DIRECTORS

1. Number of Directors: The first Board of Directors shall consist of at least five (5) persons, which number may be increased to any number up to seven (7) as determined by the members. The original Board of Directors appointed by Developer in the Articles of Incorporation or as thereafter replaced by Developer, shall serve until a new Board is elected or the Developer appointed Board resigns. The first membership meeting shall be called after 90% of the lots in all phases of the subdivision (current and future) have been sold by Developer or sooner at Developer's option. The Board of Directors shall have such duties and powers as are set forth in the Restrictions and Covenants, the Articles of Incorporation and these By-Laws.
2. Election of Directors:
 - a) Subject to the provision of the Articles, election of directors shall be conducted at the annual members' meeting. Nomination for directorships and directors shall be made from the floor. Only members (or in the case of a non-natural person member, member representatives) may be nominated. The election shall be secret ballot (unless dispensed with by unanimous consent or unless the nominations equal the vacancies), counted and verified by the current Secretary or Board of Directors (or at the first meeting by the temporary chairman). Each member voting is entitled to cast one vote for each vacancy to be filled. The nominees receiving the greatest votes shall be deemed elected to fill the vacancies.
 - b) Except as to vacancies occurring by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by remaining directors.
 - c) Any Director may be removed by concurrence of fifty-one percent (51%) of the votes of the total voting power present at a special meeting of the members called for that purpose and attended by a quorum. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
 - d) The term of each Director's service shall extend until the next annual meeting of the members, and thereafter until his successor is duly elected and qualified or until the Director is removed in the manner elsewhere provided. Directors duly elected take office immediately at the first meeting to organize.
3. Director's Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of meetings shall be given to each Director, personally or by mail, e-mail, fax or telephone.
4. Powers and duties of the Board of Directors: Except as otherwise specifically provided in the Restrictions and Covenants, all of the powers and duties of the Association shall be exercised by the Board of Directors by a majority vote, including those existing under the law and statutes, and the Restrictions and Covenants, as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Restrictions and Covenants which governs the use of the Subdivision property and shall include but shall not be limited to the following:

- a) To make and collect assessments against members to defray the costs of the Subdivision.
- b) To use the proceeds of assessments in the exercise of its powers and duties.
- c) The maintenance, repair, replacement and operation of the Subdivision property.
- d) The reconstruction or improvements after casualty and the further improvement of property.
- e) To make and amend Rules and Regulations respecting the use of the property, subject to the provision of the Articles.
- f) To enforce by legal means the provision of the Restrictions and Covenants, the Articles, the By-Laws of the Association, and any Rules and Regulations for the use of the property hereafter adopted.
- g) To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same provided any such contract for the management and performance of services is timed so that it terminates at the next annual meeting of the Association.
- h) To carry insurance for the protection of the lot owners and the Association against casualty and liabilities relating to any common areas.

ARTICLE 4

OFFICERS

1. The executive officers of the Board of Directors of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom must be Directors. The Board of Directors may from time to time designate and elect such officers, and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.
2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meeting.
3. The Secretary shall keep the minute book where the resolutions of all the proceedings of the directors and the members shall be recorded. He shall attend to the giving and servicing of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.
4. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practice, and he shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to Board approval.

5. The compensation of all employees of the Association shall be contracted for and fixed by the Directors.
6. Any of the duties of said officers may, with the approval of the Board of Directors, may be delegated to a manager or management company chosen by the Board of Directors, provided that the Board remains responsible for the oversight and supervision of the faithful performance of these duties

ARTICLE 5
FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Restrictions and Covenants and Articles of Incorporation shall be supplemented by the following provisions:

1. Assessment Roll: The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due on assessments.
2. Budget:
 - a) Developer, through the original Board of Directors, shall adopt and present the initial and any subsequent budget to serve until the end of the calendar year in which it is presented. Beginning at the first of the year after it is elected, the member elected Board of Directors shall thereafter adopt a budget for each calendar year which shall contain the estimated funds required to defray common expenses of the Association (which may include such reserve accounts as the Board of Directors may in their discretion establish), including, but not limited to, the following items:
 - 1) Common Expense Budget:
 - i. Maintenance, repair and operation of Common Elements.
 - ii. Landscaping, if any.
 - iii. Casualty Insurance.
 - iv. Liability Insurance.
 - v. Administration costs including, professional services contracts.
 - vi. All taxes and charges, other than those assessed against an individual lot in the Subdivision.
 - vii. Reserves and/or contingencies.
 - 2) Number of lots included under the budget expenses.
 - b) Copies of the proposed budget and the proposed assessments shall be transmitted to each member on or before December 31 of the year preceding the year for which the budget is made.
3. Assessments:
 - a) Assessments against the lot owners for their respective percentage of shares of the annual budget shall be made on or before December 31 of the year proceeding the year for which assessments are made. Such assessments shall be due in advance in twelve (12) monthly, quarterly or annual installments as approved by the Board of Directors. As provided, if an annual assessment is not timely made as required; the assessment shall be presumed to have been made in the amount of the last prior

annual assessment. In the event the prior annual assessment in fact proves to be insufficient, the deficit may be collected by increased installments approved at any time by the Board of Directors resulting in a supplemental assessment.

- b) Assessments for common expenses to defray the costs of emergency special assessments which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need is given to the property owners. After such notice and upon approval in writing by persons entitled to cast more than fifty-one percent (51%) vote of a quorum, the assessment shall become effective and it shall be due after thirty (30) days notice thereof in such manner as the Board of Directors may require. Should proper written notice be available due to emergency circumstances, i.e. natural disaster, notice shall be given by any means available be it phone, in person, or e-mail. Should a quorum not be available due to the emergency circumstances the Board of Directors by majority rule, may accept the vote of members present either in person or by proxy at the time of the vote without further notice to resolve the emergency situation.
- c) The depository of the Association shall be such banks as shall be designated from time to time by the directors and in which the monies of the Association shall all be deposited. Withdrawal of monies by check from such accounts shall be signed by two persons as authorized by the Directors. Any electronic payments of Association expenses must be requested and approved by two persons as authorized the Directors.

ARTICLE 6

PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictions and Covenants, Articles of these By-Laws or the laws of the State of Louisiana.

ARTICLE 7

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

- 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 2. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the lots representing fifty-one percent (51%) of the total voting power of the Association.
- 3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.
- 4. Effective dates: An amendment when adopted as set forth above shall be come effective only after being recorded in the Association minute book and certified by the Association Secretary or Board of Directors and have been adopted.
- 5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Restrictions and Covenants.
- 6. No amendment shall change the voting rights or assessment responsibilities of any member.

ARTICLE 8

ARBITRATION

Any dispute between or among the property owners arising out of the administration of the subdivision property shall be resolved by the Association acting through its Board of Directors. Should any owner contest the decision reached by the Association then the Association, through its Directors, shall select an arbitrator, and the matter or matters in dispute shall be submitted to the arbitrator for arbitration in accordance with the rules adopted by the American Arbitration Association. All costs of any such arbitration shall be borne equally by the lot owners involved on a pro-rata basis unless the award of the arbitrators is entirely against one lot owner, in which case said lot owner shall be solely responsible for all costs of said arbitration.

The foregoing were adopted as the By-Laws of this Corporation, a Corporation not for profit organized under the laws of the State of Louisiana.

Dated this _____ day of _____, 2010

The undersigned appointed Directors do hereby consent to and adopt the above By-Laws.

Stephan Sceroler

Kelly Kreminski

Mike Clark

Marcel Jumonville

Denise Hurstell

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OF
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ARTICLE 1

NAME

This association is known as BROOKSTONE PROPERTY OWNERS ASSOCIATION, INC. and has been incorporated by Articles of Incorporation previously filed with the Secretary of State, State of Louisiana.

ARTICLE 2

MEMBERS

1. Association members shall be all the owners of all the lots in the Subdivision. The annual members' meeting shall be held at such location as the notice shall indicate on the same date of each year when the first Board of Directors is elected at 6:30 o'clock P.M., for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day which is not a legal holiday. Failure to hold such a meeting shall not invalidate the association, and officers previously elected shall continue to serve until replaced.
2. Special members meeting shall be held whenever and wherever called by the President or by fifty-one percent (51%) of the members of the Board of Directors. A special meeting must be called by such officers upon receipt of written request from fifty-one percent (51%) of the entire membership.
3. Notice of all members' meeting stating the time and place and objects for which the meeting is called shall be given by the President or Secretary or by a manager employed by the Association, or the Board of Directors, to all lot owners. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed first class mail not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving notice. Notice of meeting may be waived in writing before, during or after meeting.
4. A quorum of a membership meeting shall consist of persons (or proxy) entitled to cast fifty-one percent (51%) of the members' vote of the Corporation.

5. Vote required to transact business: When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by written proxy shall decide any questions brought before the meeting, unless the question is one upon which, by the expressed provision of the Restrictions and Covenants, or the Articles of Incorporation, a different vote or different method of voting is required, in which case such expressed provision shall govern and control the decision of such question.
6. In any meeting of members each lot shall be entitled to one vote, which vote shall be cast by the owner thereof or his duly authorized proxy.
 - a) If a lot is owned by one person his right to vote shall be established by the record title to his lot. If the lot is owned by more than one person, and more than one person attempts to vote in behalf of said lot, the only person who shall be entitled to vote for such lot shall be designated by written certificate of designation signed by all of the co-owners of the lot and filed with the Secretary of the Association, or Board of Directors. Such certificate or designation shall be valid and irrevocable until superseded by a subsequent valid certificate.
 - b) Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be in writing and filed with the Secretary or Board before the appointed time of the meeting.
7. Approval or disapproval of a lot owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person designated to cast the vote of such owner if in an Association meeting.
8. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
9. The order of business at the annual members' meetings and, as may be applicable, at all other members' meetings, shall be:
 - a) Election of Chairman of the meeting (first meeting when Developer control is relinquished only).
 - b) Calling of the roll and certifying proxies, to determine if a quorum is present.
 - c) Proof of notice of meeting or waiver of notice.
 - d) Reading and disposing of any unapproved minutes.
 - e) Report of Officers or Directors.
 - f) Election of Directors.
 - g) Unfinished Business.
 - h) New Business
 - i) Adjournment.

ARTICLE 3
DIRECTORS

1. Number of Directors: The first Board of Directors shall consist of at least five (5) persons, which number may be increased to any number up to seven (7) as determined by the members. The original Board of Directors appointed by Developer in the Articles of Incorporation or as thereafter replaced by Developer, shall serve until a new Board is elected or the Developer appointed Board resigns. The first membership meeting shall be called after 90% of the lots in all phases of the subdivision (current and future) have been sold by Developer or sooner at Developer's option. The Board of Directors shall have such duties and powers as are set forth in the Restrictions and Covenants, the Articles of Incorporation and these By-Laws.
2. Election of Directors:
 - a) Subject to the provision of the Articles, election of directors shall be conducted at the annual members' meeting. Nomination for directorships and directors shall be made from the floor. Only members (or in the case of a non-natural person member, member representatives) may be nominated. The election shall be secret ballot (unless dispensed with by unanimous consent or unless the nominations equal the vacancies), counted and verified by the current Secretary or Board of Directors (or at the first meeting by the temporary chairman). Each member voting is entitled to cast one vote for each vacancy to be filled. The nominees receiving the greatest votes shall be deemed elected to fill the vacancies.
 - b) Except as to vacancies occurring by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by remaining directors.
 - c) Any Director may be removed by concurrence of fifty-one percent (51%) of the votes of the total voting power present at a special meeting of the members called for that purpose and attended by a quorum. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
 - d) The term of each Director's service shall extend until the next annual meeting of the members, and thereafter until his successor is duly elected and qualified or until the Director is removed in the manner elsewhere provided. Directors duly elected take office immediately at the first meeting to organize.
3. Director's Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of meetings shall be given to each Director, personally or by mail, e-mail, fax or telephone.
4. Powers and duties of the Board of Directors: Except as otherwise specifically provided in the Restrictions and Covenants, all of the powers and duties of the Association shall be exercised by the Board of Directors by a majority vote, including those existing under the law and statutes, and the Restrictions and Covenants, as now or hereafter amended. Such powers and duties shall be exercised in accordance with the provisions of the Restrictions and Covenants which governs the use of the Subdivision property and shall include but shall not be limited to the following:

- a) To make and collect assessments against members to defray the costs of the Subdivision.
- b) To use the proceeds of assessments in the exercise of its powers and duties.
- c) The maintenance, repair, replacement and operation of the Subdivision property.
- d) The reconstruction or improvements after casualty and the further improvement of property.
- e) To make and amend Rules and Regulations respecting the use of the property, subject to the provision of the Articles.
- f) To enforce by legal means the provision of the Restrictions and Covenants, the Articles, the By-Laws of the Association, and any Rules and Regulations for the use of the property hereafter adopted.
- g) To designate and employ personnel for reasonable compensation necessary for the administration and management of the Association and maintenance of the property and to dismiss same provided any such contract for the management and performance of services is timed so that it terminates at the next annual meeting of the Association.
- h) To carry insurance for the protection of the lot owners and the Association against casualty and liabilities relating to any common areas.

ARTICLE 4

OFFICERS

1. The executive officers of the Board of Directors of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom must be Directors. The Board of Directors may from time to time designate and elect such officers, and designate their powers and duties as the Board may find to be prudent to manage the affairs of the Association.
2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine necessary and appropriate, to assist in the conduct of the affairs of the Association and to preside over the members' meeting.
3. The Secretary shall keep the minute book where the resolutions of all the proceedings of the directors and the members shall be recorded. He shall attend to the giving and servicing of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.
4. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practice, and he shall perform all other duties incident to the office of treasurer. Assistance from accounting professionals and billing professionals may be requested subject to Board approval.

5. The compensation of all employees of the Association shall be contracted for and fixed by the Directors.
6. Any of the duties of said officers may, with the approval of the Board of Directors, may be delegated to a manager or management company chosen by the Board of Directors, provided that the Board remains responsible for the oversight and supervision of the faithful performance of these duties

ARTICLE 5
FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Restrictions and Covenants and Articles of Incorporation shall be supplemented by the following provisions:

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2. Budget:
 - a) Developer, through the original Board of Directors, shall adopt and present the initial and any subsequent budget to serve until the end of the calendar year in which it is presented. Beginning at the first of the year after it is elected, the member elected Board of Directors shall thereafter adopt a budget for each calendar year which shall contain the estimated funds required to defray common expenses of the Association (which may include such reserve accounts as the Board of Directors may in their discretion establish), including, but not limited to, the following items:
 - 1) Common Expense Budget:
 - i. Maintenance, repair and operation of Common Elements.
 - ii. Landscaping, if any.
 - iii. Casualty Insurance.
 - iv. Liability Insurance.
 - v. Administration costs including, professional services contracts.
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 - b) Copies of the proposed budget and the proposed assessments shall be transmitted to each member on or before December 31 of the year preceding the year for which the budget is made.
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 - a) Assessments against the lot owners for their respective percentage of shares of the annual budget shall be made on or before December 31 of the year proceeding the year for which assessments are made. Such assessments shall be due in advance in twelve (12) monthly, quarterly or annual installments as approved by the Board of Directors. As provided, if an annual assessment is not timely made as required; the assessment shall be presumed to have been made in the amount of the last prior

annual assessment. In the event the prior annual assessment in fact proves to be insufficient, the deficit may be collected by increased installments approved at any time by the Board of Directors resulting in a supplemental assessment.

- b) Assessments for common expenses to defray the costs of emergency special assessments which cannot be paid from the annual assessments for common expenses shall be made only after notice of the need is given to the property owners. After such notice and upon approval in writing by persons entitled to cast more than fifty-one percent (51%) vote of a quorum, the assessment shall become effective and it shall be due after thirty (30) days notice thereof in such manner as the Board of Directors may require. Should proper written notice be available due to emergency circumstances, i.e. natural disaster, notice shall be given by any means available be it phone, in person, or e-mail. Should a quorum not be available due to the emergency circumstances the Board of Directors by majority rule, may accept the vote of members present either in person or by proxy at the time of the vote without further notice to resolve the emergency situation.
- c) The depository of the Association shall be such banks as shall be designated from time to time by the directors and in which the monies of the Association shall all be deposited. Withdrawal of monies by check from such accounts shall be signed by two persons as authorized by the Directors. Any electronic payments of Association expenses must be requested and approved by two persons as authorized the Directors.

ARTICLE 6

PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Restrictions and Covenants, Articles of these By-Laws or the laws of the State of Louisiana.

ARTICLE 7

AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution adopting a proposed amendment must receive approval by a vote of the owners of the lots representing fifty-one percent (51%) of the total voting power of the Association.
3. Initiation: An amendment may be proposed by either the Board of Directors or by the members of the Association.
4. Effective dates: An amendment when adopted as set forth above shall be come effective only after being recorded in the Association minute book and certified by the Association Secretary or Board of Directors and have been adopted.
5. These By-Laws shall be amended, if necessary, so as to make the same consistent with the provisions of the Restrictions and Covenants.
6. No amendment shall change the voting rights or assessment responsibilities of any member.

ARTICLE 8

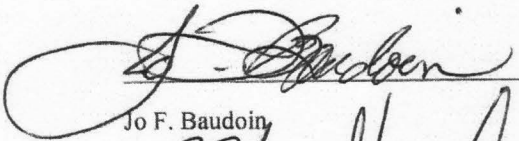
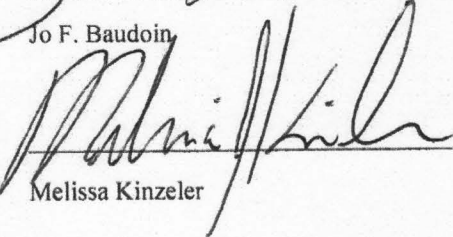
ARBITRATION

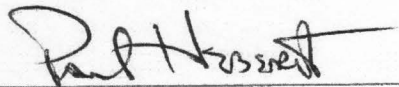
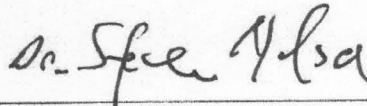
Any dispute between or among the property owners arising out of the administration of the subdivision property shall be resolved by the Association acting through its Board of Directors. Should any owner contest the decision reached by the Association then the Association, through its Directors shall select an arbitrator, and the matter or matters in dispute shall be submitted to the arbitrator for arbitration in accordance with the rules adopted by the American Arbitration Association. All cost of any such arbitration shall be borne equally by the lot owners involved on a pro rata basis unless the award of the arbitrators is entirely against one lot owner, in which case said lot owner shall be solely responsible for all costs of said arbitration.

The foregoing by-laws were adopted by this Corporation, a Corporation not for profit Organized under the laws of the State of Louisiana on February 18th, 2010 as reflected in the minutes of the meeting held on the same date, a copy of which is attached hereto as Exhibit "A", and is incorporated into this document. These by-laws are formally signed by this board on 7/20/2020 and are retroactive to the original date these bylaws were adopted on February 18th, 2010.

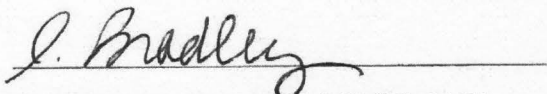
Dated this 20th day of July 2020

THE UNDERSIGNED APPOINTED DIRECTORS DO HEREBY CONSENT TO AND ADOPT THE ABOVE BY-LAWS


Jo F. Baudoin

Melissa Kinzeler


Paul Hebert

Dr. Steve Nelson

SWORN TO AND SUBSCRIBED BEFORE ME THIS
20th DAY OF July, 2020


SARABETH T. BRADLEY, BAR NO. 35671

MINUTES
BPOA Directors Meeting
Thursday February 18, 2010
7pm

Members present: Mike Clark, Denise Hurstell, Marcel Jumonville, Kelly Kreminski and Steve Sceroler
Meeting location: 251 South Tallowood Drive (home of Steve Sceroler)

Guest: Virginia Bessent with Mia Matris Landscape presented landscape design

Called to Order at 7:40pm

Gary Bruno proposal for road expansion; approximately \$7550; 4000 psi, 6" highway & fiber mesh, 4 feet on each side; road expansion needs to wait until we get bid on street cracks

Annual Meeting

- State of affairs: indicate what we inherited
- Priorities: summarize what we think should be the priorities
- Authority: what can we do without a vote and what needs a vote
- Summarize all items we have been working on
- Do not talk about garbage only to say that everyone needs to be converted by 3/1/10 (explain that it is a lot of wear and tear on the roads and the Gary never enforced this covenant)

Waste Management

Sent Katie an email requesting the \$3-\$5 fees be waived, she will get back to me on Monday; can we as a Board restrict a company from coming into the subdivision? When are homeowners delinquent with regards to garbage? Send an email to homeowners to change over by 3/1/10; Board has authority to contact providers to cancel service; effective 3/1/10, all homeowners should be contracted with Waste Management; Kelly send reminder email; can we get applications from WM to hand out at Annual Meeting and fax back to WM?; Kelly to check with WM.

Electrical

Art Hurley came out; indicated that there are MANY problems and that the electrical was never installed properly; he will get us cost on all necessary work i.e. box behind fountain, cost to take down and replace lanterns on front gate entrance; he indicated that the lighting at the bottom of the fountain should not be placed there, vehicles continually drive over these lights damaging the units; his recommendation would be to add UP lighting at the top of the sign shining down so that the units could not be damaged; suggested to fill in fountain with concrete and add matching boulders (alleviating the maintenance of the fountain); perhaps we could add copper canopy above Brookstone sign to house the lights?; Art will get back to us with costs; Art Hurley also indicated that a telephone line for cameras could be pulled through conduit under the street with no problem; ADT coming out tomorrow to work up proposal

Gate/Entrance Drainage

Need channel drain to draw water away from street; needs to slope back towards the fence line out towards ditch; properties 58 & 59 cannot fix drainage issues until construction is complete; will need to install channel drain at the front to help properties 58 & 59; no property is to impede with drainage flow

Street Repairs

Waiting for costs

Annual Meeting

Agenda was introduced on the Notice to Members of Annual Meeting letter; we need to ask for member participation with respect to committees; COMMITTEES: Landscape/Beautification

Decorating
Welcome/Social
Newsletter?
Gate?

Get some feedback from members at Annual Meeting

Budget

We have received 60% of 1st qtr dues; motion made to move 60% of \$1250 into savings for street repair; motion made to accept, all agreed

By-Laws

John Lawrence ok with revisions; because no titles, wording has been included adding with Board of Directors; checks require two signatures, revisions made in by-laws regarding on-line payments...we will require 2 signatures on the bill that is to be paid on-line authorizing payment; motion made to adopt the by-laws, all agreed and signed/dated document for filing

Covenants and by-laws to be attached to reminder email when Denise returns; at the Annual Meeting we need to limit topics (if the topic is not on the Agenda it will not be discussed); Steve will present to members, discuss what we have inherited, what items have been worked on, what the priorities are; theme throughout the meeting should be 'protecting and enhancing the value of your investment'; we are taking a pro-active approach; we have only received 60% of the dues so only 60% can vote; we cannot continue to operate the subdivision without deadlines; we have received more from lot owners than we have from homeowners; Marcel suggested an email be sent notifying everyone of who has not paid dues; any checks not received by Friday 2/26/10 would be considered delinquent; we will be sending out invoices 30 days before due date giving members enough time to make payment; notify members at Annual Meeting that the late fee has increased from \$5 to \$25/month; we MUST have timely payments; Kelly sending out email tomorrow indicating delinquent dues and that voting will not be allowed if you are not current on your dues; grace period until Friday 2/26/10; might consider having 2-3 meetings the first year giving members more info closer together; show members 3 landscape options without cost...we want them to decide based on aesthetics not cost; indicate priority list 2010, 2011, 2012; maybe we could create a scenario of what the impact of these improvements would be on lots; give ballpark figures letting them know we are working on narrowing the costs; limit the meeting to 2 hours and keep control; questions and answers at the end of meeting

Meeting adjourned at 9:05pm

Next meeting scheduled for Wednesday February 24, 2010 at Mike Clark's house

Submitted by Kelly Kreminski

Fwd: Brookstone

From: dhurstell@aol.com

To: brookstonepoa@bellsouth.net

Date: Tuesday, June 15, 2010, 10:47 AM CDT

Sent from my iPhone

Begin forwarded message:

From: "Deborah Gillespie" <dgglaw350@bellsouth.net>
Date: June 15, 2010 10:25:42 AM CDT
To: <DHurstell@aol.com>
Cc: "John S. Lawrence Jr." <jr350@bellsouth.net>
Subject: Brookstone

Denise:

Just following up. We have received confirmation from the LA Secretary of State that the Annual Report for Brookstone Property Owner's Assoc. has been recorded. We have the by-laws in our file. Should you need anything additional please feel free to contact us.

Deborah G. Gillespie

Legal Assistant to:

John S. Lawrence

David P. Curlin

Charles W. Farr

Matthew Devereaux

Lawrence & Associates, 225 St. Ann Drive , Mandeville , LA 70471

985-674-4446

985-674-4450 Fax

ATTENTION: PRIVILEGED AND CONFIDENTIAL ATTORNEY WORK PRODUCT

AMENDMENT AND MODIFICATION OF THE BY-LAWS
OF
BROOKSTONE PROPERTY OWNERS ASSOCIATION, INC.

BROOKSTONE PROPERTY OWNERS ASSOCIATION, INC., a Louisiana non-profit corporation (hereinafter referred to as "Association"), being the governing body of the property now or hereafter submitted to the provisions of the Deed Restrictions and Covenants for this Subdivision does hereby adopt the following amendment and modification to the initial By-Laws, which shall govern the operation and administration of said Subdivision, as provided for and in compliance with said Restrictions and Deeds, and amends and/or modifies the By-Laws as detailed hereinbelow.

A vote was called for by July 24, 2020 of the Association members to determine whether:

1. Co-owners of a property in Brookstone should be allowed to serve on the Board of Directors simultaneously; 2. A member without voting privileges due to unpaid assessments should be allowed to serve as an Officer or Director on the Board; and 3. Future boards should be limited to five (5) voting members.

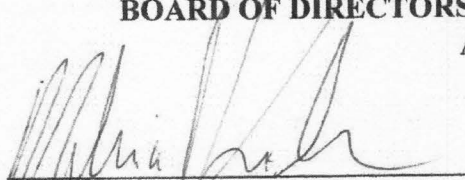
The members of the Association approved the following two amendments by a vote of more than 51% of all voting members per the By-laws and the Association does hereby amend the By-Laws as follows:

1. Co-owners of a single property in Brookstone shall not be permitted to serve on the Brookstone Board of Directors simultaneously.
2. Members without voting rights due to unpaid assessments shall not be allowed to serve as an Officer or Director on the Brookstone Board of Directors. By voting per the B-laws of


The undersigned appointed Directors do hereby consent to and adopt the above amended By-Laws on behalf of the Association.

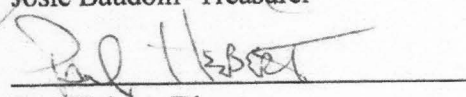
Signed this 31st day of July 2020.

**BOARD OF DIRECTORS FOR BROOKSTONE PROPERTY OWNERS
ASSOCIATION, INC.**


Melissa Kinzeler- Secretary


Dr. Steve Nelson- Director


Josie Baudoin- Treasurer


Paul Hebert- Director