

**BYLAWS
OF
LEXINGTON SQUARE HOMEOWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION: The name of the Corporation is LEXINGTON SQUARE HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The initial principal office of the Corporation shall be located at 2100 First Federal Building, 1001 Woodward Avenue, Detroit, Michigan 48226, but meetings of members and directors may be held at such places within the State of Michigan, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to Lexington Square Homeowners Association, a Michigan nonprofit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Restrictions as stated below and such additions thereto as may thereafter be brought within the jurisdiction of the ASSOCIATION:

Lots 1 through 88 inclusive of Lexington Square Subdivision, according to the Plat thereof as recorded in Liber 102 of Plats, Pages 93 through 96 inclusive, Wayne County Records and Lots 89 through 126 inclusive of Lexington Square Subdivision No. 2, according to the Plat thereof as recorded in Liber 103 of Plats, Pages 31 through 33 inclusive, Wayne County Records.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners described as follows:

Dartmouth Park of Lexington Square Subdivision, according to the Plat thereof as recorded in Liber 102 of Plats, Pages 93 through 96 inclusive, Wayne County Records.

Section 4. "Lots" shall mean and refer to Lots 1 through 88 inclusive of Lexington Square Subdivision and Lots 89 through 126 inclusive of Lexington Square Subdivision No. 2 as shown upon the recorded subdivision plats of the Properties.

Section 5. "Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to 1001 SERVICES, INC., a Michigan corporation, its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Restrictions applicable to the Properties as recorded in Liber 24131, Page 432, Wayne County Records, amended as recorded in Liber 24327, Page 824, Wayne County Records and any subsequent amendments to the Declaration of Restrictions.

Section 8. "Member" shall mean and refer to those persons entitled to membership according to the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings The first annual meeting of the members shall be held as soon as reasonably possible after the date that eighty percent (80%) of the Lots in the Subdivision have been sold to Owners other than the Declarant or its Builder/Purchasers; and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2. Special Meetings Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the Association members who are entitled to vote.

Section 3. Notice of Meetings Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15

days before such meeting to each member entitled to vote there at, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Each member shall register his address with the Secretary and Notices of Meetings shall be mailed to him at such address. Such Notice shall specify the place, day and hour of the meeting, and in the case of a Special Meeting, the purpose of the meeting. If the business of any meeting shall involve any change in the basis or maximum amount of assessments set forth in Section 19 of the Declaration to which the Subdivision is subject and recorded or any special assessments therein authorized, notice of such meeting shall be given or sent as therein provided.

Section 4. Quorum The presence at the meeting of one-tenth of the Association's members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

DIRECTORS

Section 1. Number The affairs of this Association shall be managed by a Board of Directors (hereinafter "Board") who need not be members of the Association. Prior to the first annual meeting of the members of the Association, the Board shall number three Directors who shall hold office until the first annual meeting. After the first annual meeting, the Board shall number no fewer than five and no more than fifteen Directors.

Section 2. Term of Office At the first annual meeting the members shall elect five Directors for a term of one year, and up to five Directors for a term of two years, and at annual meetings thereafter, the members shall elect up to five Directors for a term of three years.

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

Section 4. Vacancies Vacancies in the Board shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who may make any election at the next annual meeting of the members or at any special meeting duly called for that purpose.

Section 5. Compensation No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Action Taken Without a Meeting The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or nonmembers.

Section 2. Election Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

DIRECTOR'S MEETINGS

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

Section 2. Special Meetings Special meetings of the Board of Directors shall be held when called by the President or any officer of the Association, or by any two Directors, after not less than three days notice to each Director.

Section 3. Quorum A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use of the Common Areas and recreational facilities, as they may exist, of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty days for infraction of the published rules and regulations.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

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

(e) Employ a manager, an independent contractor, professional contractors for maintenance, or such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties It shall be the duty of the Board of Directors after the first annual meeting of members of the Association to:

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

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

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

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

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) To exercise for the Association all powers, duties and authority vested in or delegated to the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices The officers of the Association shall be a President and Vice President, who shall at all times be a member of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the members and shall be by majority vote of the Directors.

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

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

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

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

Section 7. Officers Holding More Than One Office An individual may hold one or more positions simultaneously as an officer of the Association, except that the same individual may not hold the offices of President and Vice President simultaneously.

Section 8. Duties The duties of the officers after the first annual meeting of members of the Association shall be:

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

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the Minutes of all Meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors provided however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business activity conducted within the limits of a budget adopted by the Board; may sign all checks and promissory notes of the Association, keep proper books of account, and shall prepare an annual budget and a statement at its regular annual meeting and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. Limitation of Liability and Indemnification except as otherwise provided by law, a director of the Association is not personally liable to the Association or its members for monetary damages for a breach of the director's fiduciary duty.

Section 2. Indemnification. The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any director or officer of the Association (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including any action by or in the right of the Association, by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses including attorneys' fees (which expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The indemnification provided for herein shall continue as to a person who has ceased to be a director or officer of the Association and, to the extent provided in a resolution of the Board of Directors or in any contract between the Association and such person, may continue as to a person who has ceased to be an employee or agent of the Association. Any indemnification of a person who was entitled to indemnification after such person ceased to be a director, officer, employee or agent of the Association shall inure to the benefit of the heirs, executors and administrators of such person. The Association shall bear the burden of proving that indemnification is not proper under the circumstances. A determination by the Association of the propriety of indemnification shall not create a presumption or defense that indemnification is not proper under the circumstances.

ARTICLE XI

BOOKS AND RECORDS

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

ARTICLE XII

PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his Lot.

ARTICLE XIII

ASSESSMENTS

Section 1. Annual Assessments. As more fully provided in Paragraph 19 entitled "Dues Fund" in the Declaration of Restrictions, each member is obligated to pay the Association annual assessments which are secured by a continuing lien upon the property against which the assessment is made. The rate at which annual assessments will be charged shall be determined year-to-year by the Board of Directors. Annual assessments shall not be increased more than ten percent (10%) in any twelve (12) month period without the approval of seventy percent (70%) of the Lot Owners in the subdivision. Annual assessments shall be collected by the Association prior to April 1, from all Lot Owners of record as of January 1 of each year. There shall be no proration of assessments for the first Lot Owner. First Lot Owners shall pay the full assessment due for that year in which they become Lot Owners, and the assessment shall become due within 30 days of either their taking title to the Lot or occupying the Lot, whichever is earlier.

Section 2. Special Assessments. In the event of emergencies, the Board of Directors shall have the authority to levy, without Lot Owner approval, such additional assessment or assessments as it shall deem necessary.

Section 3. Lien Enforcement. Declarant may, at its sole discretion, exempt certain builders from the payment of annual assessments while they are building within the subdivision. In no event shall Declarant be obliged to pay fees, dues or assessments to the Association. Any assessments which are not paid when due shall be delinquent. If any assessment is not paid within thirty (30) days after the due date, the Association may file a lien in the Office of Register of Deeds for Oakland County against the Lot Owner's property to enforce

the collection of any unpaid assessments. The unpaid assessment(s) shall bear interest from the date of delinquency at a non-usurious rate of interest set by the Board, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. Said lien shall contain a power of sale and may be foreclosed in accordance with the laws regulating the foreclosure by advertisement of real estate mortgages. A copy of said lien shall be served on the Owner at least ten (10) days in advance of commencement of any foreclosure proceedings. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot. The authority to levy assessments pursuant to this Article XIII is solely for the benefit of the Association and the Members thereof, and shall not be enforceable by any creditors of the Association or of the Members thereof.

ARTICLE XIV

CORPORATE SEAL

The Association may have a seal in circular form having written in its circumference the words: LEXINGTON SQUARE.

ARTICLE XV

AMENDMENTS

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

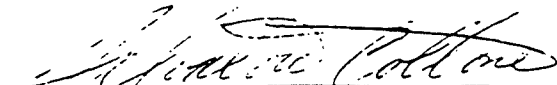
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.


ARTICLE XVI


MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December, every year, except that the first fiscal year shall begin on the date of incorporation.

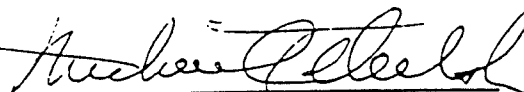
IN WITNESS WHEREOF, we, being all of the Directors of the
LEXINGTON SQUARE HOMEOWNERS ASSOCIATION have hereunto set our
hands this 29 day of DECEMBER, 1989.


SALVATORE LOTONE


JOSEPH D. DENNISON


MICHAEL T. WELSH

CERTIFICATION: I, the undersigned, do hereby certify; that I
am the duly elected and acting Secretary of the LEXINGTON
SQUARE HOMEOWNERS ASSOCIATION.


MICHAEL T. WELSH