AMENDED AND RESTATED BYLAWS
OF
WINDSOR PARK HOMEOWNER'S ASSOCIATION, INC.

A NONPROFIT CORPORATION

ARTICLE ONE
INTRODUCTION

Definition of Bylaws

1.01. These Bylaws, along with the most current and recorded Declaration of Protective Covenants constitute the code of rules adopted by Windsor Park Homeowner's Association, Inc. for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law and in these Bylaws.

The primary purpose of this Corporation is the maintenance, care, and upkeep of the Windsor Park Subdivision.

The Corporation shall not engage in any activities except those exclusively for charitable, religious, scientific, and educational purposes within the meaning of those terms as used in the United States Internal Revenue Code.

ARTICLE TWO
OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation in Alabama will be located at 1000 Windsor Parkway, Moody, Alabama 35004. In addition, the Corporation may maintain other offices either within or without the State of Alabama as its business requires.

Location of Registered Office

2.02. The location of the initial registered office of this Corporation is 1000 Windsor Parkway, Moody, Alabama 35004. Such office will be continuously maintained in the State of Alabama for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State. The registered office is different from the principal location for the conduct of affairs.

ARTICLE THREE
MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those individuals or entities having membership rights in accordance with the provisions of these Bylaws.

Class(es) of Members

3.02. This Corporation will have one (1) class of Members which is designated as: Voting

Qualifications of Members

3.03. The qualifications and rights of the Members of the membership class of this Corporation are as follows:

The members of Windsor Park Homeowners Association, Inc., a not-for-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act, (which corporation is hereinafter referred to as the "Association") shall consist of all of the record owners of lots in Windsor Park, hereinafter referred to as "the Development") located in Moody, St. Clair County, Alabama, and recorded in the Amended Map Book A 95 Page S, in the Probate Office of St. Clair County, Alabama.

Member must be an owner of a lot in the Windsor Park Subdivision subject to the Protective Covenants of the Windsor Park Subdivision. Membership is appurtenant to and may not be separated from ownership of a lot subject to the Protective Covenants of the Windsor Park Subdivision. A tenant or guest is not a member and may not exercise voting rights.

Change of Membership

3.04. Change of membership in the Association shall be established by the recording in the public records of St. Clair, of a deed or other instrument establishing a record title of a Lot in the Development, and the delivery of the Association of a copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

Members' Dues

3.05. The annual dues payable to the Corporation by Members will be the assessments required under the Protective Covenants of the Windsor Park Subdivision in such amounts as may be determined from time to time by resolution of the Board of Directors.

Place of Members' Meetings

3.06. Meetings of Members will be held at the registered office of this Corporation in Alabama unless otherwise determined by the Board.

Annual Members' Meetings

3.07. There shall be an annual meeting of the Members during the last quarter of each year of conducting any business.

Special Members' Meetings

3.08. Special meetings of the Members may be called by either of the following:

(1) A majority of the Board of Directors.

(2) 30% of the Members eligible to vote.

Notice of Members' Meetings

3.09. Notice, stating the place, day and hour of the meeting and for which the meeting is called, must be hand delivered or posted prior to the date of the Members' meeting, in accordance with the Bylaws.

Voting Rights of Members

3.10. Each household will be entitled to one vote per lot owned subject to the Protective Covenants of the Windsor Park Subdivision on each matter submitted to a vote of Members. In the event of a tie, a majority vote of the Board of Directors shall be utilized to break the said tie.

Vote Required to Transact Business

3.11. At any meeting, the holders of a majority of the voting rights present in person or represented by written proxy shall decide any questions brought before the meeting.

Designation of Voting Representation

3.12. In the event a Lot is owned by one (1) person, his right to vote shall be established by the record title to this Lot. If a Lot is owned by more than one (1) person, the person entitled to cast the vote for the Lot shall be designated by certificate of appointment signed by all of the record owners of the Lot and filed with the secretary of the Association. If a Lot is owned by a corporation, partnership, trust, or other legal entity, the officer of agent thereof entitled to cast the vote for the Lot shall be designated by a certificate of appointment signed by the duly authorized representative of the Board of Directors or other governing body

of such entity and filed with the secretary of the Association. If such a certificate is not filed with the secretary of the Association for a Lot owned by more than one (1) person, or by a corporation, partnership, trust or other legal entity, the membership or vote of the Lot concerned shall not be considered in determining the requirement for a quorum, not for any purpose requiring the approval of the person entitled to cast the vote for the Lot. Such certificate shall be valid until a change in the ownership of the Lot concerned is affected. A certificate designating the person entitled to cast the vote of a Lot may be revoked by any owners thereof.

Quorum of Members

3.13. So long as the subject meeting was properly noticed to the members via hand delivery or posting, the members actually present at the called meeting shall constitute a quorum for the purposes of conducting all business before the membership.

Transferability of Membership

3.14. Membership is non-transferable and non-assignable.

Termination of Membership

3.15. Membership will terminate in this Corporation on either of the following events, and for no other reason:

(1) A transfer of an ownership interest of a lot owned subject to the Protective Covenants of the Windsor Park Subdivision.

(2) In the event that a Member is a corporate entity, the dissolution of a Member.

Suspension of Membership and Voting Rights

3.16. During any period in which a member shall be in default in payment of any annual or special assessment levied by the Association, the voting rights and right to use the recreational facilities, if any, of such member may be suspended by the Board of Directors, until such assessment has been paid. Such voting rights of a member may also be suspended for a period not to exceed thirty (30) days for violation of any rules and regulations established by the Board of Directors governing the use of the common elements.

3.17 Membership voting rights will be automatically suspended for any of the following reasons:

(1) The failure of a Member to pay dues, fines, or assessments on or before their due date.

(2) For cause after notice.

ARTICLE FOUR
DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of Board

4.02. The Board of Directors of this Corporation will constitute a single class and the President shall be elected by the Members of the Board on an annual basis. The Members of the Board shall be elected annually by a majority vote of the Members of the Corporation present at the Annual Business Meeting.

Qualifications of Directors

4.03. The qualifications for becoming and remaining a Director of this Corporation are as follows: membership in good standing.

Powers and Duties

4.04. The Board of Directors shall have the following powers and duties:

(1) To elect the Officers of the Association as hereinafter provided.
(2) To administer the affairs of the Association.
(3) To estimate the amount of the annual budget and to make and collect assessments against Lot owners to defray the costs, expenses, and losses of the Association.
(4) To levy special assessments against owners of Lots in the Development and to collect the same in accordance with the provisions of the Restrictive Covenants relating to special assessments.
(5) To use the proceeds of assessments in its exercise of its powers and duties.
(6) To maintain, repair, replace, and operate the Common Property.
(7) To purchase insurance upon the Common Property and insurance for the protection of the Association and its members.
(8) To reconstruct improvements after casualty and to further improve the property.
(9) To make and amend reasonable rules and regulations respecting the use to the Common Property, Articles of Incorporation, these Bylaws, and the Rules and regulations for the use of the Common Property.
(10) Unless otherwise provided herein or in the Restrictive Covenants, to comply with the instructions of a majority of the members, as expressed in the resolution duly adopted at any annual or special meeting of the members.

(11) To exercise all other powers and duties of the Board of Directors of a corporation organized under the Alabama Non-Profit Corporation Act, and all power and duties of the Board of Directors referred to in the Restrictive Covenants or these Bylaws.

Number of Directors

4.05. The number of Directors of this Corporation will not be less than three (3) nor more than 5. The elected Directors shall serve for one year terms.

Compensation

4.07. No director shall be compensated for his services as such. This provision shall not prohibit a director from receiving compensation as an employee of the Association.

Liability of the Board of Directors

4.08. The members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Association. It is understood and permissible for the original directors to contract with the Developer and affiliated corporations without fear of being charged with self-dealing.

Vacancies on the Board

4.09. Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by an election by the Members at a special meeting to be called by the Board. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office. A majority vote of the Board of Directors shall cause the election of a new Director for the unexpired term of the predecessor in office.

Place of Directors' Meetings

4.10. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or such place or places as the Board of Directors designates.

Regular Directors' Meetings

4.11. The Board of Directors shall, at the first meeting of the Board of Directors, and on an annual basis thereafter, establish a schedule for the regularly scheduled Directors' meetings.

Notice of Special Directors' Meetings

4.12. Notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. Such notice need not state the business to be transacted at, or the purpose of, such meeting.

Call of Special Board Meetings

4.13. A special meeting of the Board of Directors may be called by either:

(1) The President, or;

(2) A number constituting a quorum of the Board of Directors.

The Order of Business

4.14. The order of business at any annual members' meetings and, as for as practical, at all other members; meetings shall be:

(1) Call to order;
(2) Reading and disposal of any unapproved minutes;
(3) Reports of officers;
(4) Reports of Committees;
(5) Election of Directors;
(6) Unfinished business;
(7) New business; and
(8) Adjournment.

Waiver of Notice

4.15. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.16. A majority of members of the whole Board of Directors will constitute a quorum.

ARTICLE FIVE
OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

(1) President.
(3) Vice President.
(4) 2nd Vice President & Chairman of Architectural Committee.
(5) Secretary
(6) Treasurer.

Selection of Officers

5.02. Each of the Officers of this Corporation will be a member of the Board of Directors appointed annually by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in the last calendar quarter of each year.

President

5.03. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

First Vice President

5.04. The First Vice President will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation in the absence of the President. The Vice President shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Second Vice President

5.05. The Second Vice President will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation in the absence of the President and the First Vice President. The Second Vice President shall serve as Chairman of the Architectural Control Committee and perform all duties incident to such office and such other duties as may

be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

Secretary

5.06. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Treasurer

5.07. The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the officer or as may be delegated to that office by the President or by the Board of Directors.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX
INFORMAL ACTION

Action by Consent

6.01. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN
COMMITTEES

Definition of Directorial Committees

7.01. This Corporation may have certain Committees, each of which will consist of one (1) or more Directors. Such Directorial Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

(1) Filling of vacancies in the Board.

(2) Adoption, amendment, or repeal of Bylaws.

(3) Amendment or repeal of any resolution of the Board.

(4) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT
OPERATIONS

Fiscal Year

8.01. The fiscal year of this corporation will be the calendar year.

Execution of Documents

8.02. Except as otherwise provided by law, checks, drafts, promissory note, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President, Secretary or other Officers or Employees as approved by the Board of Directors. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President, Secretary, or other Directors, officers or employees as approved by resolution of the Board of Directors.

Books and Records

8.03. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors, and Directorial Committees. The Corporation will keep at its registered office a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Nonprofit Operations-Compensation

8.04. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Directors, or Officers. However, the Corporation may make reimbursement to Officers or Directors for actual costs incurred in performance of their duties.

Restrictions

8.05. (1) No Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if its membership ceases, or while it is not in good standing.

(2) Expelled Directors shall have no property rights to assets of the Corporation.

(3) The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets.

Notice

8.06. Any notice in writing required by law or by these Bylaws to be given to any person shall be effective if delivered personally, given by depositing the same in the post office or letter box in a postpaid envelope addressed to such person at such address as appears on the books of the Corporation or given by a form of electronic transmission consented to by such person to whom the notice is to be given. Any such consent shall be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary or an Assistant Secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Notice by mail shall be deemed to be given at the time when the same shall be mailed and notice by other means shall be deemed given when actually delivered (and in the case of notice transmitted by a form of electronic transmission, such notice shall be deemed given (i) if by facsimile telecommunication, when directed to a number at which the person has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the person has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the person of such specific posting, upon the later of such posting and the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the person).

ARTICLE NINE
ASSESSMENTS

Payment of Assessments

9.01. Each Lot owner shall pay the monthly portion of his annual assessment on or before the first day of each month to the manager of managing agent or as may be otherwise directed by the Board. No Lot owner shall be relieved of his obligation to pay his assessments by abandoning or not using his Lot or the Common Elements. The Board of Directors may cause to be sent to each Lot owner of before the first day of each month a statement of the monthly assessment of such Lot owner for such month, but the failure to send or receive such monthly statement shall not relieve any Lot owner of his obligation to pay his monthly assessments on or before the first day of each month. If the Board of Directors shall not approve an estimated annual budget or shall fail to determine new annual assessments for any year, or shall be delayed in doing so, each Lot owner shall continue to pay his monthly assessment as last determined.

Annual Statements

9.02. Within ninety (90) days after the end of the year covered by an annual budget, or as soon thereafter as shall be practical, the Board of Directors shall cause to be furnished an online annual statement.

Accounts

9.03. The Board of Directors shall cause to be kept a separate account for assessments charged to and paid by Lot owners and upon notice to the Board of Directors, and upon the payment of a reasonable charge any Lot owner, owner or the holder of a mortgage or other lien on any Lot shall be furnished a certificate in writing signed by an officer of the Association setting forth the amount of any unpaid assessment or other charges due and owing from such Lot owner as of a specified date.

Supplemental Budget and Assessments

9.04. If during the course of the year, it shall appear to the Board of Directors that the annual assessments, determined in accordance with the, estimated annual budget for such year, are insufficient or inadequate to cover the common expenses for the remainder of the year, then the Board shall prepare and approve a supplemental budget covering the estimated deficiency for the remainder of the year, copies of which supplemental budget shall be furnished to each Lot owner, and thereupon a supplemental assessment shall be made to each Lot owner for his proportionate share of such supplemental budget.

Remedies Upon Non-payment of Assessments

9.05. It shall be the duty of every Lot owner to pay his proportionate share of the common expenses as assessed in the manner provided herein and in the restrictive covenants. If any Lot owner shall fail or refuse to make any such payments when due, the Association and the Board of Directors shall have the authority to exercise and enforce any and all rights and remedies as provided for in the restrictive covenants or these Bylaws, or otherwise available at law or in equity, for the collection of all unpaid assessments.

Liens

9.06. The Board of Directors may cause the Association to discharge any mechanic's liens or other encumbrance which in the opinion of the Board may constitute a lien against the property or the Common Elements, rather than against a particular Lot owner. When, less than all of the Lot owners are responsible for the existence of any such lien, such Lot owners shall be jointly and severally liable for the amount necessary to discharge the same and for all costs and expenses, including attorney's fees incurred by reason of such lien.

Books and Records

9.07. The books, records and papers of the Association shall be at all times, with reasonable notification to the Treasurer, subject to inspection by any member. The accounting records of the Association shall be maintained in accordance with generally accepted accounting principles and shall include a record of alt receipts and expenditures, and an account for each unit, setting forth any shares of common expenses or other charges due, the due date thereof; the present balance due, and any interest in the common surplus.

9.10. An audit shall be conducted of the books of the Corporation whenever requested by the Board of Directors and prior to a new Treasurer for the Board being appointed.

ARTICLE TEN
AMENDMENTS

Amendment of Articles of Incorporation

10.01. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. A two-thirds (2/3) vote of the full Board of Directors is necessary to amend the Articles of Incorporation or the Bylaws.

Modification of Bylaws

10.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors. A 2/3 vote of the full Board of Directors is necessary to amend the Bylaws.

ARTICLE ELEVEN
CONFLICT OF INTEREST POLICY

11.01 Any Director, Officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine by a vote or two-thirds of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on nor use his or her personal influence on nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or committee of the Board takes action on the transaction. The Minutes of the meeting shall reflect the disclosure mad, the vote thereon, the abstention from voting and participating, and whether a quorum was present.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and vote of 5 in favor 0 against this the 18th day of May, 2017.

Pat Gann

Pat Gann, President of the Board of Directors

Nancy A. Becker

Nancy Becker, Secretary of the Board of Directors