

**Amended and Restated By-Laws  
of  
Copperfield Homeowners Association, Inc.**

**Adopted By Vote of Board of Directors on November 10, 2014**

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**Article I - Offices**

1.1 Principal Office. The principal office of the Corporation in the Commonwealth of Kentucky shall be located in the City of Louisville. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

1.2 Registered Office. The registered office of the Corporation may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board of Directors.

**Article II - No Capital Stock**

2.1 No Capital Stock. The Corporation shall have neither capital stock nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporator thereof, nor to any officer or director, nor any other individual or any member of the Corporation, except for compensation for services rendered, but its entire gain, profit, net earnings, and property shall be devoted exclusively to the charitable and other uses and purposes as set forth in the By-Laws.

**Article IH - Members**

3.1 Annual Meetings.

a) Unless a different month is chosen by the Board of Directors, the annual meeting of the members (collectively, the "Members" or individually, a "Member") shall be held during the month of January at such time, place and on such specific date as the chief executive officer may designate (the

"Annual Meeting"). The purpose of such meeting shall be the consideration of such proposals as are properly submitted in accordance with the provisions of Section 3.1(b) and Section 3.1(c) and the transaction of such other business as may properly come before it.

b) A Member who wishes to present a proposal for consideration by the Members at an Annual Meeting shall provide the proposal in writing to the Board of Directors not later than October 31st of year preceding the annual meeting. A Member who has not paid in full all Assessments or is not in compliance with the covenants and restrictions governing the Member's lot may not present a proposal for consideration at an annual meeting. The Board of Directors may present a proposal for consideration by the Members at an Annual Meeting. Along with the notice of the meeting provided for in Section 3.4, the Board of Directors shall send a copy of any proposal the Board of Directors intends to present and shall send a copy of any proposal properly presented by a Member.

c) If a quorum of Members does not attend an Annual Meeting, the Annual Meeting may be continued or adjourned at those in attendance may decide, but the failure to attain a quorum shall not deprive the Board of Directors of any authority to act.

3.2 Special Meetings. Special meetings of the Members may be called by the chief executive officer, by a majority of the Board of Directors, or by Members holding not less than one-third of the voting power of all Members entitled to vote at such meeting.

3.3 Place of Annual or Special Meetings. The Board of Directors may designate any place within Louisville Metro as the place for any Annual Meeting or special meeting of the Members. A waiver of notice signed by all Members may include a designation of any place, either within or without the Commonwealth of Kentucky, as the place for the holding of such meeting. If no designation is properly made, or if a special meeting be otherwise called, the place of meeting shall be at the Clubhouse of Copperfield Subdivision located on Wickfield Drive, Louisville, Kentucky.

3.4 Notice of Annual or Special Meetings. Written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 35 days before the date of the meeting (except if the special meeting is to vote on a special assessment in which the notice period shall be as provided for in Section 7.3), either by written notice given personally or by mail or by notice contained in the Corporation's regular newsletter to each Member of record entitled to vote at such meeting. The content of the notice and the manner of its delivery shall be at the direction of the person or persons calling the meeting, but in any case, the Board of Directors may direct the manner of giving any additional notice if may wish to give. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid. Notice contained in the Corporation's regular newsletter shall be sufficient notice if the newsletter is delivered (including delivery via email if such delivery is a normal method of delivery to a Member) not less than 10 days nor more than 35 days before the date of the meeting. Delivery of the Corporation's regular newsletter to

3.5 Waiver of Notice. Any member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless the Member attends the meeting for the sole express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provision of these By-laws, the Articles of Incorporation, or otherwise by law, a waiver thereof in

writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3.6 Quorum. Unless otherwise stated herein, Members holding ten percent (10%) of the votes then entitled to be cast on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum at any meeting of the Members.

3.7 Manner of Voting.

a) Voting by Members shall be on the basis of each lot in Copperfield Subdivision, and Members who are co-owners of a lot shall collectively have only one vote in respect of each lot. If there are co-owners of a lot and they cannot agree as to how to vote, then each co-owner shall be entitled to cast a fractional vote with the denominator of the fraction being the total number of co-owners of the lot. For example, If a husband and wife are co-owners, and they cannot agree, they each get one-half (1/2) of a vote.

b) Unless a greater number is called for in these By-laws or by applicable law, the affirmative vote of a majority of the votes cast shall be sufficient to decide any matter submitted to a vote of the Members.

3.8 Action by Majority Consent of Members. Any action required to be taken, to which may be taken, at a meeting of the Members may be taken without a meeting if a consent In writing, setting forth the action so taken, shall be signed by a majority of all the Members entitled to vote with respect to the subject matter thereof. Such written consent shall have the same force and effect as a unanimous vote at a meeting.

#### Article IV- Directors

4.1 Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of not less than three individuals, and until otherwise changed by an amendment to these By-laws, shall consist of five individuals. Each director shall hold office for the term of 2 years for which he was elected and until his successor shall be elected and qualified, whichever period is longer. Two Directors will run for election in odd years, and three Directors will run for election in even years. The Directors must be residents of the Copperfield Subdivision. Only one adult per lot is allowed to serve as a Director at the same time.

4.2 Election of Directors. The Directors to elect each year shall be elected during the month of October. The Board of Directors shall approve a process, described in writing and available for inspection by any Member, for nominating candidates, for voting, and for tabulating votes. The process of voting may include the option to submit a vote by email.

4.3 Powers. The Board of Directors shall have the power to:

a) Exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation (i) by law, (ii) under such Declaration of Covenants, Conditions and Restrictions (the "Declaration") that may from time to time be approved by the Corporation and placed of record In the Office of the Clerk of Jefferson County, Kentucky, and by any similar set of deed restrictions applicable to Copperfield (as such term is defined in the Declaration), or (Hi) by any Supplementary Declaration (as such term is defined the Declaration) for any property made subject to the Corporation, unless the

power, duty or authority is reserved to the membership by other provision of these By-laws, the Articles of Incorporation or the Declaration; and

b) Employ a manager, independent contractor or other employees as they deem necessary, and to prescribe their duties; and

c) Manage and operate the Copperfield Clubhouse and other recreational facilities. In the exercise of this power the Board of Directors may decline the use of any and all recreational facilities to any Member with a past due balance of Assessments or any Member, or guest of said Member, whose behavior and/or action at said facilities was deemed unacceptable by the Board of Directors.

4.4 Duties. It shall be the duty of the Board of Directors to:

a) Fix the Assessments at an amount sufficient to meet the obligations imposed by the Declaration or otherwise undertaken by the Corporation, set the date(s) Assessments are due, decide the amount of any late fee, decide the amount of any lien filing fee, and decide what interest rate is to be applied to Assessments which remain unpaid after the Payment Date;

b) Send written notice of each Annual Assessment and any Special Assessment to every lot owner subject to assessment at least thirty (30) days in absence of the Payment Date or the first Installment thereof if an installment payment schedule has been established by the Board of Directors;

c) Furnish upon demand by any lot owner a certificate signed by an officer of the Corporation setting forth whether the Assessments on a specified lot have been paid, for which a reasonable charge may be made;

d) Prepare an annual budget;

e) Manage, operate and maintain the common areas and entranceways within Copperfield;

f) Adopt and publish rules and regulations governing the use of common areas and recreational facilities;

g) Take such actions as the Board of Directors deems appropriate to enforce the Declaration, the Articles of Incorporation, the By-laws, and any other right of the Corporation, including, but not limited to, collection of all Assessments.

h) Procure and maintain adequate liability and hazard insurance on property owner by, or for activities conducted under the direction of, the Corporation, to the extent that such insurance is readily available at a reasonable premium as determined by the Board of Directors. All property owned shall be insured for its full replacement cost. All insurance coverage shall be written in the name of, and the proceeds shall be payable to, the Corporation, and insurance proceeds payable as a result of property damage shall be used by the Corporation for the repair or replacement of the property for which the insurance was carried.

4.5 Removal and Resignations. Directors may be removed from office for good cause, which may include absences for three (3) successive regular meetings of the Board of Directors. Such action shall be taken by the Board of Directors by adopting a corporate resolution. Any director may resign from the

Board of Directors at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held without other notice than this By-law immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

4.7 Special Meetings. Special meeting of the Board of Directors may be called by, or at the request of, the Chairman, President or by any two directors. All special meetings of the Board of Directors shall be held at the principal office of the Corporation or such other place as may be specified in the notice of the meeting.

4.8 Notice. Notice of any special meeting shall be personally delivered or telephoned to each director at least twenty-four (24) hours prior thereto or mailed to each director at his business address at least two (2) days prior to the time of the meeting, if mailed, such notice shall be deemed delivered when deposited in the United State mail in a sealed envelope so addressed with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting.

4.9 Quorum. A majority of the number of directors fixed by, or determined in accordance with, the Article of Incorporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provide, if less than a majority of the directors are present at said meeting, majority of the directors present may adjourn the meeting from time to time without further notice. A director may participate in a meeting, and shall be considered present for the purpose of any quorum or other requirement, by telephone or other method of communication by which the director may hear and be heard by all of the other directors.

4.10 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by law, by the Articles of Incorporation, or by these By-laws.

4.11 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the Corporation's Members.

4.12 Compensation. By resolution of the Board of Directors each director on the Board will have one-half of his/her Annual Assessment waived for each six months of service on the Board of Directors. No other stipend or fixed sum for attendance at each meeting of the Board shall be paid.

4.13 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if either (i) a consent in writing, setting forth the action so taken, shall be signed by all of the directors or (ii) the action to be taken is approved by vote via email of sufficient number of directors that the action would be approved if the vote had occurred at a meeting.

4.14 Chairman and Vice-Chairman of the Board. The Board of Directors may appoint one of its members Chairman of the Board of Directors. The Board of Directors may also appoint one of its members as Vice-Chairman of the Board of Directors, and such individual shall serve in the absence of the Chairman and perform such additional duties as may be assigned to him by the Board of Directors.

4.15 Executive Committee. It shall be competent for the Board of Directors by resolution to provide for an Executive Committee, The Executive Committee shall have such authority as is usual and necessary for an Executive Committee to have to act for the Board of Directors.

4.16 Other Committees. It shall be competent for the Board of Directors by an appropriate By-law resolution to provide for such other committees as may appear necessary for the effective management of the business of the Corporation, and to give such committees such powers and duties as may seem proper, and to provide when and how often any such committee shall meet, how its meetings shall be called, and at what times those meetings may be held.

#### Article V-Officers

5.1 Classes. The officers of the Corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two of the offices of Vice President, Secretary and Treasurer may be held by the same person. Any officer may be, but need not be, a director.

5.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the first, and thereafter at each meeting during which Directors are elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall be duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal and Resignations. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.5 Chairman of the Board of Directors. The Chairman of the Board of Directors, if that office be created and filled, may, at the discretion of the Board of Directors, be the chief executive officer of the Corporation and, if such, shall, in general, supervise and control the affairs and business of the Corporation, subject to control by the Board of Directors. The Chairman of Board shall preside at all meetings of the Members and Board of Directions.

5.6 President. The President, unless a Chairman is appointed and designated chief executive officer pursuant to Section 5.5, shall be the chief executive officer of the Corporation, if no Chairman has been appointed or, in the absence of the Chairman, the President shall preside at all meetings of the Members and of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, and vote at any meetings of the shareholders of any corporation in which the Corporation may hold stock, and at any such meeting shall hold and may exercise all rights as an owner would have had and exercised if present. The Board of Directors may confer like powers on any other person or persons.

5.7 Vice-President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President (or, in the event there be more than one Vice-President, the Vice-Presidents in order designated at the time of their election, or in the absence of any designation, then in the order of their election), if that office be created and filled shall perform the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.8 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provision of these By-laws; and, in general, perform all the duties incident to the office of Treasurer and by the Chairman of the Board, the President or the Board of Directors, if required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surely or sureties as the Board of Directors shall determine.

5.9 Secretary. The Secretary or Secretary's designee shall keep the minutes of the Member's meetings and of the Board of Director's meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these By-laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; keep a register of the mailing address of each Member and director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President or by the Board of Directors.

5.10 Other Officers. Other officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as shall be assigned to them by the Chairman of the Board, the President or the Board of Directors.

5.11 Compensation. Officers of the Corporation shall not be compensated unless, pursuant to section 4.12, they are also a member of the Board of Directions.

#### Article VI - Committees

6.1 Appointment of Committees. The Board of Directors may authorize its Chairman or the President to appoint such other committees as it deems desirable.

6.2 Duties. Each committee so appointed in accordance with this Article VI shall receive complaints from the Members with respect to any matter involving the Corporation's activities within such committee's field of responsibility. Each committee shall dispose of such complaint as it deems appropriate or shall refer them to an appropriate director or officer of the Corporation for further review.

6.3 Finance Committee. Chaired by the Treasurer, with responsibility for Budgeting, billings, insurance, investment, banking, and other duties as assigned by the Board of Directors from time to time.

6.4 Maintenance Committee. Chaired by a Member appointed by the Board of Directors, with responsibility for grounds, facilities, equipment, pool operations, buildings, clubhouse operations, new home building plan review, and other duties as assigned by the Board of Directors from time to time.

6.5 Activities Committee. Chaired by a Member appointed by the Board of Directors, with responsibility for member functions, activities and events, swim team lessons, tennis, and other duties as assigned by the Board of Directors from time to time.

6.6 Administration Committee. Chaired by the Secretary, with responsibility for balloting, notices, newsletter, directory, and other duties as assigned by the Board of Directors from time to time.

6.7 Review Committee. Chaired by a Member, with responsibility for independent review of books and financial records of the Corporation and for any committee handling Corporation or Community funds collected for special activities or events. The Committee will report to the general membership at the annual meeting of Members.

6.8 Civic Action Committee. Chaired by the President, with responsibility for deed restrictions, zoning, county communications, and other duties as assigned by the Board of Directors from-time to time.

#### Article VII - Assessments

7.1 Definitions. As used in these By-laws the following terms shall have the following meanings:



a) "Assessment" shall mean any and all of the following: (i) any Annual Assessment, (ii) any Special Assessment, and (iii) any other sum owed by a Member to the Corporation, including, but not limited to, Collection Expenses and Enforcement Expenses.

b) "Annual Assessment" shall mean the annual assessment levied on each lot in the amount as may be established from time to time by the Board of Directors together with any Collection Expenses or Enforcement Expenses relating thereto.

c) "Collection Expenses" shall mean the costs and expenses of the Corporation to protect its rights to receive or to collect any sums owed to the Corporation, including, but are not limited to, late payment charges, interest, fees to prepare or record any notice of any lien or other document, court costs, expert witness fees, deposition expenses, and attorneys' fees.

d) "Enforcement Expenses" shall mean the costs and expenses of the Corporation to interpret, protect or enforce any or all of its rights, to defend any claim, or to carry out any of its powers, and include, but are not limited to, court costs, expert witness fees, deposition expenses, and attorneys' fees.

e) "Special Assessment" shall mean any special assessment levied on each lot in the amount as may be established by the Board of Directors together with any Collections Expenses or Enforcement Expenses relating thereto.

f) "Payment Date(s)" shall mean the dates set for payment of any Assessment by the Board of Directors.

7.2 Payment of Annual Assessments. Annual Assessments shall be payable with respect to each lot containing a completed dwelling as follows:

a) Annual Assessments shall be payable in advance on the Payment Date(s).

b) If a completed dwelling is sold during a calendar year it shall be prorated, and the purchaser shall be liable for the portion of the calendar year beginning on the date of sale.

c) No Member shall be entitled to a refund of any Annual Assessment upon the sale of the lot.

7.3 Levy and Payment of Special Assessments. The Corporation may levy Special Assessments only with the consent of a majority of the votes of Members who are voting in person or by proxy at a special meeting called for this purpose. Written notice of a special meeting called for this purpose shall be sent to all Members not less than 30 days nor more than 60 days in advance of the special meeting. At the first such meeting called, the presence of Members or proxies entitled to cast 30% of all the votes shall constitute a quorum. If the required quorum is not present, the special meeting may be adjourned to another date not more than 90 days later, notice of the date of that subsequent special meeting shall be subject to the same notice requirement, and the required quorum at the subsequent special meeting shall be one-half of the required quorum at the preceding meeting. An approved Special Assessment shall be payable with respect to each lot containing a completed dwelling as follows:

a) A Special Assessment shall be paid in full within 30 days of the date of the special meeting at which the Special Assessment was levied unless the Members voted to allow installment payments.

b) No Member shall be entitled to a refund of any Special Assessment upon the sale of a lot.

7.4 Changes in Assessments. The Board of Directors shall determine from time to time the amount of the Annual Assessments provided herein, from and after the date of adoption of these By-laws and all other Assessments. The Annual Assessment shall not be increased or decreased by more than 20% of the previous year's amount

7.5 Duty Of Member To Pay Assessments And Right Of Corporation To Collect Assessments. It is the duty of each Member to pay any and all Assessments owed by the Member or assessed with respect to each lot In which the Member has any ownership interest. The Corporation has the right to collect, in such manner as the Board of Directors determines is most appropriate, all Assessments.

#### Article VIII - Indemnification of Directors, Officers, and Employees

8.1 Indemnification. The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of the Kentucky Nonprofit Corporation Act, indemnify each director, officer and employee of the Corporation against expenses (including attorney's fees), judgments, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in defending, any threatened, pending or completed action, suit of proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director, officer, member, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized herein.

8.2 Non-exclusivity of Indemnification. The indemnification provided for by this Article VIII shall not be deemed exclusive of any other rights to which directors, officers or employees of the Corporation may be entitled under any statute, agreement or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer or employee of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Article IX - Contracts, loans, Checks and Deposits

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

9.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

9.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

9.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

Article X - Miscellaneous

10.1 Amendments. The Board of Directors shall have the power and authority to alter, amend or repeal these By-laws by the vote of a majority of the entire Board of Directors.

10.2 Fiscal Year. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

10.3 Seal. The Board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, and the word "seal".

10.4 Construction. Unless the context specifically requires otherwise, and reference in these By-laws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular. As revisions to By-laws may be made to better express the language or intention of a prior provision of the By-laws, the adoption of these By-laws and any amendment to these By-laws shall not be a basis, by itself, for interpreting a prior version of these By-laws as not including a power or provision contained herein or in a subsequent amendment.

10.5 Effective Date. This Amended and Restated Bylaws shall become effective at 12:01 a.m. on January 1, 2015, and shall supersede prior By-laws concerning matters arising thereafter.

*The undersigned certify that the foregoing Amended And Restated By-Laws Of Copperfield Homeowners Association, Inc were duly adopted by a vote of majority of the Board of Directors present at the meeting of the Board of Directors held on the 10<sup>th</sup> Day of November, 2014, at which a quorum was present*

  
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**Brian Schmidt, Secretary**

  
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**Jim Dumitru, President**

Date: 11-21-14