BYLAWS
OF
THE PLAZA AT TOWN SQUARE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I - NAME

The name of the Corporation is The Plaza at Town Square Homeowners Association, Inc.

ARTICLE II - OFFICE

The principal office of the Corporation will be 3644 E. I-35 Frontage Road, Edmond, Oklahoma 73013.

ARTICLE III- MEMBERS' MEETINGS

3.1 Meeting Place. Meetings of the members will be held at the principal office of the Corporation or at such other place as is determined from time to time by the Board and stated in the meeting notice.

3.2 Annual Meetings. An annual meeting of members will be held on the last Tuesday of the second month following the close of the fiscal year of the Corporation; provided that any such meeting may be held at any other time designated by the Board or by a majority of the members entitled to vote at such meeting. At such annual meetings, directors will be elected, reports of affairs of the Corporation will be considered and any other business may be transacted which is within the powers of the members to transact and which may be properly brought before the meeting.

3.3 Special Meetings. Special meetings of the members may be called for any purpose by the president (or, in his absence or disability, by the vice president), by the Board or by a notice signed by a majority of the membership of the Corporation. Upon a request being made by written notice to the president or, in his absence or disability, to the vice president, or to the secretary, by any person or persons herein empowered to call a special meeting, if such officer is the secretary, he will give notice to the members or, if such officer is other than the secretary, he will cause the secretary to give notice to the members that such meeting has been called for the purpose or purposes stated in such request and is to be held at a specified time, which time will not be less than fifteen (15) days or more than forty-five (45) days after the receipt of such request. If notice of such meeting is not given to the members within seven (7) days after the receipt of such request, such person or persons making such request may fix the time of such special meeting and give notice thereof in the same manner as hereinafter provided.

3.4 Notice of Meeting. Subject to the provisions of paragraph 3.11 hereof, a written notice of each meeting of the members, stating the date, hour and place and in case of special meetings the purpose thereof, will be personally delivered or mailed by the secretary of the Corporation, postage prepaid, to each member of record, at least fifteen (15) days but not more than forty-five (45) days before the date of each meeting, at the street address of such member in The Plaza at Town Square Addition, or at such other address as any member may have provided to the Corporation in writing.

3.5 Quorum. Members entitled to cast over one-half of all votes of the Corporation present in person or by proxy will constitute a quorum at meetings of members. When a quorum is present, a majority of the members present and voting at the meeting will decide any question brought before such meeting. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be the presence in person or by proxy of Owners (as defined in the Covenants) having one-third (1/3) of the total votes of the Corporation. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by law, these Bylaws, the Covenants, Conditions and Restrictions of The Plaza at Town Square Addition (the "**Covenants**") or the Certificate of Incorporation of the Corporation.

3.6 Voting. At each meeting of members, every member will be entitled to vote in person or by proxy. The number of votes per member, qualifications for membership and related voting issues shall be governed by Article IV of the Covenants. In order to determine the members entitled to notice of, or vote at any meeting of members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or to receive payment of any assessments or dues or allotment of members' rights, or for any other lawful purpose, the Board may fix a date, which date shall be neither more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. In such case, only such members of record on the date so fixed will be entitled to vote or participate in such rights or obligations, and the Corporation shall not be bound to recognize any equitable or other claim or other interest on the part of any other person, whether or not the Corporation shall have express or other notice thereof. The voting at all meetings of members may be oral, but any member may demand a vote by written ballot, whereupon such vote will be taken by written ballot stating the name of the member, the number of shares voted and, if such ballot be cast by proxy, the name of such proxy.

3.7 Proxies. Any member entitled to vote may vote by proxy. The appointment of a proxy will be in writing signed by the member but will require no other attestation. Each proxy statement will be filed with the secretary of the Corporation at or before the meeting. In no case may a proxy be appointed for a period of over one (1) year. The authority of a proxy not coupled with an interest may be terminated at will. Unless otherwise provided in the appointment, the proxy's authority will cease one (1) year after appointment. The termination of a proxy's authority by act of the member will, subject to the time limitations herein set forth, be ineffective until written notice of the termination has been given to the secretary of the Corporation. Unless otherwise provided therein, an appointment filed with the secretary will have the effect of revoking all proxy appointments of prior date. A proxy's authority will not be revoked by the death or incapacity of the member, unless before the vote is cast or the authority is exercised written notice of such death or incapacity is given to the secretary of the Corporation.

3.8 Officers of Members' Meetings. The president, if present, will preside at all meetings of members. In his absence, the next officer, in due order, who may be present; will preside. The secretary of the Corporation will act as secretary of all members' meetings and will keep a true and correct record of the proceedings of all meetings.

3.9 Order of Business. The order of business at the annual meeting, and so far as practicable at all other meetings of the members, will be as follows: (1) calling meeting to order;

(2) calling of roll and checking proxies; (3) proof of notice of meetings; (4) reading of any unapproved minutes; (5) reports of officers; (6) reports of committees; (7) election of directors and establishment of fees, if any, therefor; (8) unfinished business; (9) new business; and (10) adjournment.

3.10 Approval of Action Taken. Any transactions of the members at any meeting, regardless of how call was made or notice given, will be valid as though transacted at a meeting duly held by regular call and notice if a quorum is present and if before or after the meeting each of the members entitled to vote and not present in person or by proxy signs a written waiver of notice. All such waivers of notice will be filed with the secretary and made a part of the records of the meeting.

3.11 Consent to Action. Any action, which under any provision of the laws of the State of Oklahoma, the Covenants, the provisions of the Certificate of Incorporation or these Bylaws might be taken at either an annual or special meeting of the members, may be taken without a meeting, prior notice or a vote if a consent in writing, setting forth the action so taken is signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote were present and voted. Such consent shall be filed with the secretary and made a part of the corporate records. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall he given to those members who have not consented in writing.

3.12 Books and Records. Except as required by law, the Board will determine, from time to time, the extent and conditions under which the accounts, books and records of the Corporation will be open to inspection by the members, and the members' right to inspect will be limited accordingly.

ARTICLE IV - DIRECTORS

4.1 Authority. The Board will have charge of the property, interests, business, transactions and affairs of the Corporation with full power and authority to manage, control and conduct the same. In addition to the powers and authorities expressly conferred on the Board by these Bylaws, the Board may exercise all powers and take such actions as are not by statute, the Covenants, the Certificate of Incorporation or these Bylaws required to be exercised by the members.

4.2 Powers of Declarant. These Bylaws are specifically subject to the Declarant's power and right to appoint and remove Directors pursuant to the Covenants.

4.3 Number; Term of Office. The Board will consist of not less than three (3) or more than nine (9) directors. The members at any annual meeting and at any special meeting called for such purpose may determine the number of directors which will constitute the Board, and the number so determined will remain fixed until changed at a subsequent meeting. The directors, except for the initial director(s) which have been named in the Certificate of Incorporation of the Corporation, will be selected at the annual members' meeting and will serve for one (1) year or until a successor is elected and qualified (even though necessitating a term in excess of one (1) year).

4.4 Qualification. A director need not be a member of the Corporation.

4.5 Vacancies. Any vacancy occurring in the Board may be filled by a majority of the remaining directors or by a sole remaining director, and each person so elected will serve as a director until removed or until a successor is elected by the members.

4.6 Removal. Except as otherwise provided in the Covenants, the entire Board or any director may be removed from office with or without cause by a vote of two-thirds (2/3) of the entire membership entitled to vote at any annual or special meeting of members.

4.7 Declared Vacancies. The Board will declare vacant the office of a director if the director is declared of unsound mind by an order of court, convicted of a felony, or habitually fails to attend meetings of the Board.

4.8 Compensation of Directors. Directors will receive no compensation for their services as directors, provided directors are entitled to reasonable reimbursement for expenses they incur on behalf of the Corporation, as determined by the Board.

4.9 Regular Meetings. An annual meeting of the Board for the purpose of electing officers of the Corporation and the transaction of any other business coming before such meeting will be held each year immediately following the adjournment of the annual members' meeting, and no notice of such meeting will be necessary. Other regular meetings of the Board may be held without notice at such time as is from time to time determined by the Board.

4.10 Special Meetings. Special meetings of the Board may be held at any time on the written call of the president or, if the president is absent or unable to act, by any other officer in order of seniority. Such meetings may also be held at any time without call or notice on the unanimous consent of the directors.

4.11 Notice of Meetings. The secretary of the Corporation will serve written notice to each director of all regular or special meetings, except the annual meeting immediately following the annual members' meeting. Such notice will be served either personally or by mail not less than seven (7) days before any meeting, giving the time, place, and in case of special meetings, the purpose thereof. No business will be considered at any special meeting other than as stated in such notice. Any director may, in writing, either before or after the meeting, waive notice thereof. Any director by attendance at any meeting will be deemed to have waived notice of said meeting.

4.12 Memorandum of Action; Email Memorandum. Any action which might be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or committee thereof consent to such action in writing, and such written consent is filed with the minutes of the Board or the committee. Such memorandum may be in the form of emails from all Directors expressly consenting to such action.

4.13 Quorum. At all meetings of the Board, a quorum will consist of a majority of the directors. The acts of a majority of the directors present at a meeting at which a quorum is present will be the acts of the Board. A minority of the Board present at any regular or special meeting may, in the absence of a quorum, adjourn to a later date, but may not transact any other

business until a quorum has been secured. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

4.14 Telephonic or Email Conferences. Directors may participate in a meeting of the Board by means of telephone or email conference or similar communications equipment provided that all persons participating in the meeting can hear each other or receive all emails of the Directors. Participation in a meeting pursuant to this section will constitute presence in person at such meeting.

4.15 Election of Officers. At the annual meeting of the Board, the Board will elect a president, a vice president, a secretary, a treasurer and such additional officers of the Corporation as the Board from time to time determines, to serve for the ensuing year or until the election of their respective successors.

4.16 Order of Business. The order of business at the annual meetings and so far as practical at all other meetings of the Board will be as follows: (1) calling meeting to order; (2) proof of notice of meeting; (3) reading of any unapproved minutes; (4) reports of officers and directors; (5) reports of committees; (6) election of officers; (7) unfinished business; (8) new business; and (9) adjournment.

4.17 Meeting Place. Meetings of the Board may be held at such place as is determined by the Board and stated in the meeting notice.

ARTICLE V - COMMITTEES OF DIRECTORS

5.1 Designation. The Board may designate one or more committees, to exercise the powers of the Board and to perform such actions as the Board might determine from time to time.

5.2 Procedural Rules. Each committee will be subject to the limitations set forth in Article 4 hereof and limitations imposed by the Board in the designation creating such committee.

ARTICLE VI - OFFICERS

6.1 Enumeration: Election; Qualification. The officers of the Corporation shall be chosen by the Board and will be a president, one or more vice presidents, secretary and treasurer, and such assistant secretaries and assistant treasurers as the Board, in its discretion, determines. Two or more offices at the same time may be held by the same person. Officers may be, but need not be, Directors.

6.2 Term of Office: Removal. The officers of the Corporation will hold office until their successors are chosen and qualify. Any officer elected by the Board may be removed at any time with or without cause by the Board.

6.3 Vacancies. If any office becomes vacant for any reason, the vacancy may be filled by the Board.

6.4 The President. The president will: (a) exercise the duties of supervision and management of the business of the Corporation; (b) preside at all meetings of the members and directors; (c) sign such contracts and other instruments as may be required in the ordinary course of the Corporation's business; (d) sign the minutes of all members' and directors' meetings over which the president presided; (e) execute notes, mortgages and other contracts; (f) at the annual meeting of members, submit a report of the operations of the Corporation's affairs; (g) report to the Board from time to time all matters coming to his attention which should be brought to the attention of the Board; (h) have such usual powers of supervision and management as may pertain to the office of the president; and (i) perform such other duties as may be properly required by the Board.

6.5 Vice President(s). In the absence, failure or refusal of the president to act, the vice president will perform all duties which would otherwise be performed by the president and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

6.6 Secretary; Assistant Secretary. The secretary will: (a) attend all meetings of the Board and members and record all votes and minutes of such proceedings; (b) issue calls for meetings of members and directors; (c) notify all officers and directors of their election; (d) keep the books and records; (e) attest the Corporation's execution of instruments when requested; (f) make such reports to the Board as are requested; (g) prepare such reports as are required by the laws of the jurisdictions in which the Corporation conducts business; (h) perform such other duties as may be prescribed by the president and the Board; (i) allow any director to inspect the books and records of the Corporation; (j) attend to any correspondence requested; and (k) do such other duties as may be incidental to the office or as may be properly assigned by the Board. The assistant secretary or secretaries will perform the duties of the secretary in the case of the secretary's absence or disability and such other duties as the secretary, president, or the Board may determine.

6.7 Treasurer; Assistant Treasurer. The treasurer will: (a) have custody of all money of the Corporation; (b) keep regular books of account; (c) disburse the funds of the Corporation in payment of the Corporation's debts as requested by the president and the Board; (d) see that proper vouchers are taken for such disbursements; (e) render to the president and the Board, from time to time, as requested an account of all such transactions and of the financial condition of the Corporation; (f) perform all duties incident to the office or which are properly requested by the president and the Board. The assistant treasurer or treasurers will perform the duties of the treasurer in the event of the treasurer's absence or disability and such other duties as the treasurer, president or the Board may determine.

6.8 Delegation of Duties. In case of the absence or disability of any officer or for any other reason that the Board deems sufficient, the Board may delegate the powers or duties of an officer to any other officer or to any director.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation will be determined by the board.

ARTICLE VIII - EXECUTION OF INSTRUMENTS

8.1 Contracts. The Board may authorize any officer or agent to execute and deliver on behalf of the Corporation any contract or other instrument, and such authority may be general or may be confined to specific instances.

8.2 Checks: Drafts. All checks, drafts, notes, acceptances, other orders for payment or evidence of indebtedness issued by the Corporation will be signed by such officers or agents and in such manner as is determined from time to time by the Board.

8.3 Deposits; Bank Accounts. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as the Board deems expedient. Unless otherwise provided by the Board, endorsements for deposit to the credit of the Corporation may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

8.4 Borrow Money. No loans will be contracted on behalf of the Corporation unless authorized by the Board and except in accordance with the Covenants.

ARTICLE IX - NOTICES

9.1 Form of Notices. Whenever notice is required, the same will be given in writing, and shall be delivered in accordance with Article 11.12 of the Covenants. All notices sent in accordance with Article 11.12 of the Covenants will be deemed to be given at the time when such notices are mailed or hand-delivered, as applicable.

9.2 Waiver of Notice. Any person may waive any notice required to be given under these Bylaws by a written waiver signed by the person entitled to such notice, whether before or after the time stated therein, and such waiver will be deemed equivalent to the actual giving of such notice.

9.3 Email Notice. The Board may establish rules whereby members may elect to receive notice by Email in lieu of mailed or hand delivered notice. Notice delivered in compliance with such rules shall be deemed proper notice under these Bylaws and the Covenants for all purposes stated in those rules.

ARTICLE X - AMENDMENTS; PRIORITY

These Bylaws may be amended, altered, changed or repealed by the vote of the members at any regular or special meeting if notice of the proposed amendment is contained in the notice of the meeting. In the event of any conflict between the terms of these Bylaws, the Certificate of Incorporation or the Covenants, the Covenants, then the Bylaws, then the Certificate of Incorporation, shall control, in that order.

ARTICLE XI - INDEMNIFICATION

11.1 Third Party Actions. The Corporation will have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

11.2 Actions by Corporation. The Corporation will have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in the Corporation's favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification will be made in respect of any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of a duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court deems proper.

11.3 Right to Indemnification. To the extent that any present or former director, officer, employee or person who is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, or any agent of the Corporation or any person who is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.1 or 11.2 or in defense of any claim, issue or matter therein, such person will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

11.4 Authorization of Indemnification. Any indemnification under Sections 11.1 or 11.2 (unless ordered by a court) will be made by the Corporation only as authorized in the

specific case on a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 11.1 or 11.2. Such determination will be made by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of the directors is not obtainable, or even if it is obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

11.5 Advance Indemnification. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the Corporation as authorized by the provisions of this Article.

11.6 Nonexclusive Indemnification. The indemnification provided by this Article 11 will not be deemed exclusive of any other rights to which those seeking indemnification might be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee or agent and inure to the benefit of the heirs, executors and administrators of such person.

11.7 Insurance. The Corporation will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 11.

ARTICLE XII- NONPROFIT OPERATION

12.1 Shares of Stock. The Corporation will neither have nor issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors, or Officers without full consideration. No Member of the Corporation has any vested right, interest, or privilege in or to the assets, property, functions, or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers without violating this provision.

Dated this 4th day of October 2018

Secretary

2462551.1:611828.00700