

BY-LAWS
OF
Barrington Parke
Property Owners' Association, Inc.

The following By-Laws are hereby adopted to govern the affairs of the Barrington Parke Property Owners' Association, Inc. in conjunction with the covenants and restrictions of the Declaration of Covenants of Assurance of Barrington Parke ("Declaration").

ARTICLE I
DEFINITION AND RULES OF CONSTRUCTION

The following words shall have the following meanings:

1. Association. "Association" shall mean and refer to the Barrington Parke Property Owners' Association, Inc., an Arkansas non-profit corporation, which is the organization comprised of the Members, which shall govern property subject to this Declaration.
2. Board. "Board" shall mean and refer to the Board of Directors of the Association.
3. By-Laws. "By-Laws" shall mean and refer to these By-Laws of the Association, as they exist from time to time.
4. Common Elements. "Common Elements" shall mean and refer to the areas within Barrington Parke which have been conveyed to the Association by Warranty Deed, together with all improvements which are or may hereafter be situated thereon.
5. Common Expenses. "Common Expenses" shall mean and include:
 - a. All expenses incident to the administration, maintenance, repair, and replacement of the Common Elements and payment of insurance premiums, after excluding any and all expenses which are the responsibility of an Owner;

and b. Expenses determined by the Association to be Common Expenses;

 c. Assessments assessed to each Parcel by the Association.

6. Declarant. "Declarant" shall mean and refer to Ben F. Caston, Sr. and Ben F. Caston, Jr.

7. Declaration. "Declaration" shall mean and refer to the Declaration of Covenants of Assurance for Barrington Parke.

8. Director. "Director" shall mean and refer to a member of the Board.

9. Improvements. "Improvements" shall mean and refer to all buildings, outbuildings, streets, roads, driveways, parking areas, fences, retaining walls, other types of walls, hedges, poles, satellite dishes, antennae, and any other structure of any kind.

10. Member and Membership. "Member", "Members", and "Membership" shall mean the Owners of the Parcels within Barrington Parke Subdivision. Each Owner shall be entitled to one (1) Membership in the Association. No other Members of the Association shall be allowed.

11. Owner. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Parcel.

12. Parcel. "Parcel" shall mean and refer to any named, numbered tract shown on the Plat of Barrington Parke, together with any Residential Dwellings and Improvements thereon.

13. Plat. "Plat" shall mean and refer to the plat of Barrington Parke, and amendments thereto, as recorded in the records of the Circuit Clerk and Ex-Officio Recorder of Washington County, Arkansas.

14. Residential Dwelling. "Residential Dwelling" shall mean and refer to a single family residential dwelling of one or more persons, related one to the other by blood, marriage, legal adoption, or a group of not more than four (4) adult persons not so related, together with his or their domestic servants maintaining a common household in such dwelling.

15. Subdivision. "Subdivision" shall mean and refer to Phase I and Phase II of the Barrington Parke Subdivision to the City of Fayetteville, Arkansas, as set forth on the Plat thereof.

16. Annual Assessments. "Annual Assessments" shall mean and refer to the assessments made upon the Owners by the Association pursuant to the provisions of Section 2, Article VI of the Declaration.

17. Special Assessments. "Special Assessments" shall mean and refer to the assessments made upon the Owners by the Association pursuant to the provisions of Section 3, Article VI of the Declaration.

ARTICLE II BOARD OF DIRECTORS

1. General Powers. The Board shall have the powers and duties necessary for the administration of the affairs of the Association. Except as provided by these By-laws or the Declaration, the Board may do all such acts and things which are not specifically required to be done by the Members and may otherwise act in all instances on behalf of the Association.

2. Number, Term, Quorum. There shall be at least ten (10) Directors on the Board, which shall be elected at the annual meeting of the Members. Each Director shall be elected to serve until his successor is elected. Each Director shall be or shall represent an Owner of a Parcel. A majority of the Directors shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained and no further notice thereof need be given other than by announcement at such meeting.

3. Election of Officers. The Board shall appoint a President, a Vice President, a Secretary, and a Treasurer from their number. Such officers shall hold office until their successors are elected.

4. Regular and Special Meetings. Regular meetings of the Directors may be held with or without notice at such places and times as shall be determined by resolution of the Directors. Special meetings of the Board may be called by the President or the Secretary, or upon call of any two (2) Directors on at least one (1) day's notice to each Director.

5. Place of Meetings. The Directors may hold their meetings at one or more offices and keep the books of the Association at any office which they may select by resolution.

6. Specific Powers of the Board. Without, in any way, limiting the general powers granted to the Board, it is hereby expressly declared that the Board shall have the following powers:

a. To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations, and all other provisions set forth in the Declaration.

b. To call special meetings of the Members for any purpose.

c. To establish, make, amend from time to time, and enforce compliance with such rules and regulations as may be necessary for the operation, use, and occupancy of Parcels, subject to the provisions of the Declaration. A copy of such rules and regulations will be delivered or mailed to each Member promptly after adoption.

d. To create committees to maintain architectural control, environmental control, and fiscal control of the Subdivision and for other similar purposes. Such committees shall have those powers delegated to them in the resolution of the Board creating each such committee.

e. To keep in good order, condition, and repair all the Common Elements and all items of personal property, if any, used in the enjoyment of the Common Elements. No approval by the Members is required for expenditures for these purposes, except as otherwise required by the Declaration or these Bylaws.

f. To fix, determine, levy, and collect the Annual Assessments to be paid by each Member towards the gross expenses of the Association, and to adjust, decrease, or increase the amount of the Assessments, and to credit any excess of Assessments over expenses and cash reserves to the Members against the next succeeding Assessment period.

g. To designate and remove personnel necessary for the operation, maintenance, repair, and replacement of the Common Elements.

h. To levy and collect Special Assessments whenever, in the opinion of the Board, it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies. All Special Assessments shall be in statement form and shall set forth in detail the various expenses for which the Special Assessments are made.

i. To collect delinquent Assessments by suit or otherwise and to enjoin or seek damages from an Owner as provided in the Declaration and these Bylaws; and to exercise other remedies for delinquent Assessments as set forth in the Declaration.

j. To dedicate, sell, or transfer all or any part of the Common Elements to any public, governmental, or quasi-governmental agency, authority, or utility for such purpose and subject to such conditions as may be agreed to by the Members, and subject to such additional limitations as may be set forth in the Declaration.

k. To enter into contracts within the scope of their duties and powers.

l. To establish a bank account for the operating account of the Association and for all separate funds as required or deemed advisable by the Board.

m. To determine which officers shall be authorized on the Association's behalf to make and sign acceptances, endorsements, checks, releases, receipts, contracts, and other instruments.

n. To cause to be kept and maintained full and accurate books and records showing all of the receipts, expenses, or disbursements and to permit examination thereof by Members or their Mortgagees during convenient weekday business hours.

o. To cause any and all access roads, parking areas, and roadways in, to, and across the Subdivision to be maintained to the extent those facilities are within the jurisdiction or control of the Association, subject to the provisions of the Declaration.

p. To maintain the lawn, trees, shrubs, and other vegetation, playground equipment, sprinkler, or other irrigation systems located on the Common Elements for the benefit of the Members.

q. To cause to be maintained insurance coverage, including fidelity insurance covering the Board, the officers, and any other persons charged with handling Association funds, as may be necessary to comply with the requirements of the Declaration and these Bylaws.

r. To delegate to any other person or entity such of the Association's duties or responsibilities as may be more conveniently or efficiently performed by

someone other than by the Association, and to agree to assess to the Members a reasonable fee for such services.

s. To prepare a budget before the close of each fiscal year of the Association and submit the budget to the Membership for approval.

t. To exercise such other powers as are specifically granted to the Board herein or which might be necessary or required to carry out the duties of the Board.

7. Compensation of the Board. Directors shall not receive any compensation for their services as Directors. Nothing herein shall be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for such services.

ARTICLE III MEMBERSHIP

1. Association. Every Owner of a Parcel shall be a Member of the Association and shall be deemed to be a "Member" with respect to each Parcel owned by that Owner. When more than one person holds an interest in any Parcel, all such persons holding an interest shall be Members of the Association, but there will only be one vote per Parcel in the Association. The vote for such Parcel shall be exercised as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel. No other Members of the Association shall be allowed.

2. Place of Holding Meetings. All meetings of the Membership shall be held at the place given on the notice of the meeting.

3. Annual Election of the Board. The annual meeting of the Members for the election of Directors and the transaction of other business shall be held no later than the first Sunday in March of each year after 1999; provided that the initial Board shall serve until their successors are elected. If this date is a legal holiday, the meeting shall be held on the following day. At the meeting, the Members entitled to vote shall elect the Directors by a plurality vote, and they may transact such other business as shall be stated in the notice of the meeting. No change of time or place of meeting for the election of Directors, as fixed by the By-Laws, shall be made within thirty (30) days of the day on which such election is to be held. In case of any change in time or place for election of Directors, notice shall be given to each Member entitled to vote, in person or by letter mailed to his last known post office address, not less than twenty (20) days before the election is held.

4. Voting. Each Member shall be entitled to vote in person or by proxy. No proxy shall be voted after eleven (11) months from its date unless such proxy provides for a longer period. No vote representing a division or fractional part of the vote attributable to a single Parcel shall be cast or counted. The vote for Directors, and upon the demand of any Member, the vote upon any question before the meeting, shall be by ballot. All elections shall be conducted and all questions decided by plurality vote except as otherwise provided by these By-Laws or applicable law.

5. Quorum. Any number of Members together owning Parcels representing at least fifty-one percent (51%) of the Parcels as set forth in the Plat, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at any time for which the meeting shall have been called, the meeting may, after the lapse of at least one-half hour, be adjourned by a majority of the Members present or represented and entitled to vote, and no further notice thereof need be given other than by announcement at such meeting which shall be so adjourned.

6. Special Meetings. Special meetings of the Members for any purpose or purposes may be called by the President, the Secretary, or any two Directors, and shall be called upon a requisition in writing, stating the purpose thereof, delivered to the President or the Secretary, and signed by a majority of the Board, or by any number of Members together owning Parcels representing at least fifty-one percent (51%) of the Parcels as set forth in the Plat, or by resolution of the Board.

7. Notice of Membership Meeting. Written notice, stating the place and time of the meeting and the general nature of the business to be considered, shall be given by the President or the Secretary to each Member entitled to vote at his last known post office address, at least one (1) day before the meeting for either an annual meeting or a special meeting.

ARTICLE IV OFFICERS

1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board. One person may hold one or more of the officer positions of the Association.

2. Duties. The President, when present, shall preside at all meetings of the Board and at all meetings of the Membership. In the absence of the President, the Vice President shall preside at meetings of the Board and at meetings of the Membership. The Secretary shall prepare the minutes of all meetings of the Board and all meetings of the

Membership, and shall be responsible for custody and authentication of the records of the Association. The Treasurer shall receive and deposit in bank accounts approved by the Board all funds of the Association as directed by resolution of the Board. The President and the Treasurer shall sign all checks and notes of the Association. The President and the other officers of the Association shall have such other powers, duties, and responsibilities as the Board may fix and declare by resolution.

3. Treasurer's Bond. If required by the Board, the Treasurer shall give bond with a reputable corporate surety for the faithful discharge of his duties in such amount as the Board may prescribe. The premium for such bond shall be a general expense of the Association.

4. Resignations, Vacancies, Number of Directors. Any Director or other officer may resign at any time by giving written notice to the Board, which shall take effect at the time specified therein or, if no time is specified, upon receipt of the notice by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If the office of any Director or other officer becomes vacant, a quorum of the remaining Directors may appoint any qualified person to fill the vacancy, which person shall hold office for the unexpired term and until his successor shall be duly chosen. The number of Directors may be increased or decreased at any time by the affirmative vote of a majority of the Board at a regular meeting or at a special meeting called for that purpose. By like vote, the additional Directors may be chosen at such meeting to hold office until their successors are elected and qualified. Provided, however, that the number of Directors shall not be decreased below three (3) Directors.

ARTICLE V INSURANCE

The Board shall acquire insurance of such types, affording such coverage, and in such amounts as the Board shall determine to be reasonably necessary for the protection of the Association, its property, and the Members. The Board shall attempt to obtain:

1. Fire Insurance. A policy or policies of fire insurance with extended coverage endorsement, for the full insurable replacement value of the Common Elements.

2. Liability Insurance. A policy or policies insuring the Board and the Association against any liability to the public or their invitees, incident to the ownership or use of the Common Elements, or any part thereof.

a. Workmen's compensation insurance to the extent necessary to comply with any applicable law.

b. Insurance obtained by the Board shall, insofar as is possible and practicable, be administered by the Board and governed by the following provisions:

i. All policies shall be written with a company licensed to do business in the State of Arkansas, and holding a rating of "AAA" or better by Best's Insurance Reports.

ii. Exclusive authority to adjust losses under policies hereafter in force shall be vested in the Board or its authorized representative.

iii. In no event shall the insurance coverage obtained and maintained by the Board, be brought into contribution with insurance purchased by individual Owners or their mortgagees.

iv. Each Owner may obtain additional insurance at his own expense; provided, however, that no Owner shall be entitled to exercise his right to maintain insurance coverage in such a way as to decrease the amount which the Board, on behalf of the Association, may realize under any insurance policy which the Board may have in force at any time.

3. Specific Provisions. The Board shall use its best efforts to secure insurance policies which will provide for the following:

a. A waiver of subrogation by the insurer as to any claims against the Board, the Owners, and their respective agents, servants, and guests;

b. That the master policy on the Common Elements cannot be canceled, invalidated, or suspended on account of the conduct of any officer or employee of the Board without a prior demand in writing that the Board cure such defect; and

c. That any "no other insurance" clause in the master policy exclude individual Owners' policies from consideration;

4. Damage or Destruction. In the event insurance indemnity is delivered to the Association, the Association shall restore or replace such improvements as were damaged or destroyed to the extent available and practicable. Any such construction shall be in accordance with plans approved by the Board. If a decision is made not to restore or replace the improvements, or if funds remain after any such restoration or replacement is complete, then such insurance indemnity shall be disbursed to the Association and used for such purposes as the Board shall determine.

5. Annual Review. The Board shall conduct an annual insurance review which shall include an appraisal of improvements to the Common Elements.

ARTICLE VI COMMON EXPENSES ASSESSMENTS

1. Determination of Assessment. Not later than thirty (30) days before the beginning of each fiscal year, the Board shall estimate the net charges to be paid by the Association during such year, including a reasonable provision for contingencies and replacements less any expected income and any surplus from the prior years' fund. The amount so estimated shall be assessed to the Owners of each Parcel on a prorata basis. If the sum estimated proves inadequate for any reason, including the nonpayment of any Owner's Annual Assessment, the Board may, at any time, levy a further Special Assessment, which shall be assessed in like proportion, unless otherwise provided herein. Each Owner shall be obligated to pay Assessments made pursuant to this Article to the Board in equal monthly installments on or before the first day of each month during such year, or in such other reasonable manner as the Board may determine. The omission by the Board, before the expiration of any year, to fix the Assessments for that or the next year, shall not be deemed a waiver or modification in any respect of this provision of these By-Laws, or a release of the Owners from the obligation to pay the Assessments, or any installment thereof, for that or any subsequent year, however, the Assessment fixed for the preceding year shall continue until a new Assessment is fixed. The Board shall keep detailed, accurate records in chronological order, of the receipts and expenditures affecting the Common Elements. All records shall be available for examination by any Member at any reasonable time.

ARTICLE VII AMENDMENTS

The Association may, by the affirmative vote of a majority of the Members, amend or alter any of these By-Laws. To the extent that any provision of these By-Laws conflict with the Declaration, the provisions of the Declaration shall prevail. All amendments to these By-Laws shall be filed with the Circuit Clerk of Washington County, Arkansas, as an amendment to the Declaration.

ADOPTED on _____, 1998.

BARRINGTON PARKE PROPERTY OWNERS'
ASSOCIATION, an Arkansas
nonprofit corporation

By: _____

Name: _____

Title: President

Secretary