

BYLAWS
OF
CLOVER GLEN HOMEOWNERS ASSOCIATION, INC.

TABLE OF CONTENTS

ARTICLE 1: DEFINITIONS..... 1

ARTICLE 2: OFFICES..... 1

 2.01. Registered Office..... 1

 2.02. Other Offices..... 1

ARTICLE 3: MEMBERS AND MEMBERSHIP PRIVILEGES 1

 3.01. Membership..... 1

ARTICLE 4: MEETINGS OF MEMBERS 1

 4.01. Place of Meetings..... 1

 4.02. Annual Meeting..... 1

 4.03. Special Meeting..... 2

 4.04. Notice..... 2

 4.05. Quorum..... 2

 4.06. Majority Vote; Withdrawal of Quorum..... 2

 4.07. Method of Voting; Proxies..... 2

 4.08. Cumulative Voting Not Permitted..... 3

ARTICLE 5: DIRECTORS 3

 5.01. Management..... 3

 5.02. Number; Qualifications; Election; Term..... 3

 5.03. Removal; Change in Number; Vacancies..... 3

 5.04. Place of Meetings..... 4

 5.05. Annual Meetings..... 4

 5.06. Regular Meetings..... 4

 5.07. Special Meetings..... 4

 5.08. Quorum..... 4

 5.09. Committees Having Board Authority..... 4

 5.10. Other Committees..... 4

 5.11. Procedure..... 5

 5.12. Managing Agents..... 5

 5.13. Communication Outside of Board Meetings..... 5

ARTICLE 6: NOTICES..... 5

 6.01. Method..... 5

 6.02. Waiver..... 5

| | |
|---|---|
| ARTICLE 7: OFFICERS | 5 |
| 7.01. Number; Titles. | 5 |
| 7.02. Election. | 5 |
| 7.03. Other Officers. | 6 |
| 7.04. Salaries. | 6 |
| 7.05. Term of Office; Removal..... | 6 |
| 7.06. President. | 6 |
| 7.07. Secretary..... | 6 |
| 7.08. Treasurer. | 6 |
| ARTICLE 8: MISCELLANEOUS PROVISIONS | 7 |
| 8.01. Reserves. | 7 |
| 8.02. Checks. | 7 |
| 8.03. Fiscal Year. | 7 |
| 8.04. Seal..... | 7 |
| 8.05. Indemnification. | 7 |
| 8.06. Inconsistencies. | 7 |
| 8.07. Amendment of Bylaws. | 7 |
| 8.08. Table of Contents; Headings..... | 8 |
| 8.09. Care and Upkeep; Collection of Common Expenses; etc. | 8 |

ARTICLE 1: DEFINITIONS

The words defined in the Declaration of Restrictive Covenants for Clover Glen recorded in the Register's Office for Davidson County, Tennessee (hereinafter referred to as the "Declaration"), shall have the same meaning in these Corporate Bylaws.

ARTICLE 2: OFFICES

2.01. Registered Office. The initial registered office of the corporation shall be c/o Meritage Homes of Tennessee, Inc., 5217 Maryland Way, Suite 222, Brentwood, TN 37027. The registered agent at that office shall be Meritage Homes of Tennessee, Inc.

2.02. Other Offices. The corporation may also have offices at such other places both within and without the State of Tennessee as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 3: MEMBERS AND MEMBERSHIP PRIVILEGES

3.01. Membership. Each Lot Owner shall be a Member of the corporation and no other person or entity shall automatically be entitled to membership. The Developer reserves the right to afford membership privileges in the form of access to the common amenities to owners of other developments of Developer in the vicinity of that certain residential real estate development known as Clover Glen in consideration of the payment of fees equal to the Assessments payable by a Lot Owner or as specified in the Declaration. No person entitled to membership privileges shall be entitled to vote in the Association and shall not be considered a "Member" for any other purpose. No Member shall be required to pay any consideration whatsoever solely for his membership in the corporation. Members who are not in default in the payment of any assessment or other charge duly levied by the Association, and who are not in violation of any other provision of the Declaration, these Bylaws or the Rules and Regulations of the Association (the "Governing Documents") are Members in Good Standing.

ARTICLE 4: MEETINGS OF MEMBERS

4.01. Place of Meetings. Meetings of the Members of the corporation may be held at a place to be determined by the Board of Directors within Davidson County, Tennessee or a contiguous county.

4.02. Annual Meeting. The first regular annual meeting of the Members may be held, subject to the terms hereof, on any date, at the option of the Board of Directors; provided, however, if necessary to comply with federal regulations, that the first meeting may be held no later than the earlier of the following events: (a) four months after all of the Lots have been sold by the Developer; or (b) five years following conveyance of the first Lot by the Developer. Thereafter, an

annual meeting of the Members of the corporation shall be held each year at a date, time and place specified in a written notice from the Board of Directors to the Members. At such annual meetings, the Members shall elect a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

4.03. Special Meeting. Special meetings of the Members, for any purpose or purposes, may be called by the president, the Board of Directors, or by Members having not less than twenty-five (25%) percent of the total percentage values of those votes entitled to be cast at such meeting. Business transacted at any special meeting shall be confined to the subjects stated in the notice of such meeting.

4.04. Notice. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each Member of the corporation entitled to vote at such meeting.

4.05. Quorum. The presence in person or by proxy of more than twenty-five (25%) percent of the percentage values of those votes entitled to be cast at a meeting of the Members and at least twenty-five percent (25%) of the percentage values of each class of Members shall constitute a quorum at all meetings of the Members for the transaction of business. If a quorum is not present, the Members entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

4.06. Majority Vote; Withdrawal of Quorum. When a quorum is present at any meeting, the vote of the holders of more than fifty per cent (50%) of the percentage values of those votes entitled to be cast of Members qualified to vote and present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Declaration, the Charter of the corporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Members leaving less than a quorum.

4.07. Method of Voting; Proxies. Each Member in Good Standing (other than Developer while its Class B Membership exists) shall be entitled to a vote for each Lot owned by such Member. No Member, other than the Developer, shall be entitled to vote at any meeting of the corporation until such Member has presented evidence of ownership of a Lot in Clover Glen to the corporation, if such evidence is demanded, the sufficiency of which shall be determined by the members of the Board present at the meeting. The vote of each Member may only be cast by such Member or by a proxy given by such Member to his duly authorized representative bearing a date not more than eleven months prior to such meeting. Such proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. If title to a Lot shall be in the name of two or more persons as Co-owners, all of such persons shall be Members of the corporation and are

referred to herein as "Joint Co-owners". Any one of such Joint Co-owners may vote at any meeting of the Members of the corporation and such vote shall be binding upon such other Joint Co-owners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such Joint Co-owners (in person or by proxy) shall be required to cast their vote as Members. If two or more of such Joint Co-owners are present at any meeting, their unanimous action shall also be required to cast their vote as Members of the corporation.

4.08. Cumulative Voting Not Permitted. Cumulative voting for Directors shall not be permitted.

ARTICLE 5: DIRECTORS

5.01. Management. The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Declaration, the Charter, or these Bylaws, directed or required to be exercised or done by the Members. Such Board powers include without limitation the following: (a) the power to adopt reasonable rules and regulations governing the residents, visitors and property within Clover Glen; (b) the power to adopt a system of fines for violation of the governing documents; and (c) the power to tow vehicles within Clover Glen which are parked or otherwise in violation of the Declaration or any rule properly adopted by the Board.

5.02. Number; Qualifications; Election; Term. The initial Board of Directors shall consist of three (3) Directors, each of whom shall be a Member of the Association or a partner or employee of the Developer, or its subsidiaries or affiliates and shall serve terms of two (2) years or until his successor shall be elected and qualify. The Directors shall be appointed by the Developer until after the first of (a) the conveyance by the Developer of one hundred percent (100%) of the Lots to Lot Owners (b) February 28, 2025; or (c) when the Developer, in its sole discretion, so determines. Directors shall serve without compensation. After transfer of control to the Lot Owners as provided in the Declaration, the Members shall elect five (5) Directors each of whom must be a Member in Good Standing (as defined above). The initial Member-elected Directors shall serve the following terms: the Director receiving the most votes shall serve a term of three (3) years; the two (2) Directors receiving the second most votes and third most votes shall each serve a term of two (2) years; and the remaining two (2) Directors shall each serve a term of one (1) year. After the expiration of the term of each Director elected following initial transfer of control to the Lot Owners, all Directors shall be elected for terms of two (2) years.

5.03. Removal; Change in Number; Vacancies. Any Director may be removed either for or without cause, at any annual or special meeting of the Members of the corporation by the affirmative vote of a majority of the Members present in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If any vacancy occurs in the Board of Directors, caused by death, resignation, retirement, disqualification or removal from office of any Director or otherwise, the remaining Board members may appoint a successor who shall serve until the next annual meeting of the

Members at which time, a successor shall be elected to serve the remaining unexpired term of his predecessor in office, if any. After transfer of control to the Lot Owners, any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

5.04. Place of Meetings. The Directors of the corporation shall hold their meetings within Davidson County, Tennessee or a contiguous county.

5.05. Annual Meetings. The annual meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of Members of the corporation, and at the same place, unless such time or place be changed by unanimous consent of the Directors then elected and serving.

5.06. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

5.07. Special Meetings. Special meetings of the Board of Directors may be called by the president on a three (3) days' notice to each Director, either personally or by mail; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) Directors. Except as may be otherwise expressly provided by statute, the Charter or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

5.08. Quorum. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.09. Committees Having Board Authority. The Board of Directors may, by resolution approved by vote or written consent by a majority of the whole Board, designate an Architectural Control Committee, a Nominating Committee for members of the Board of Directors and such other committees as deemed necessary to consist of two (2) or more of the Directors of the corporation. Any such committee, to the extent provided in said resolution, shall and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute or the Charter.

5.10. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the president if he is authorized by a like resolution of the Board of Directors. Membership on such committees may, but need not be, limited to Directors or Members of the corporation.

5.11. Procedure. All committees shall keep regular minutes of their proceedings and shall report the same to the Board when required.

5.12. Managing Agents. The Board of Directors may employ for the corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to Clover Glen as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties of Officers and such duties with respect to management, repair and maintenance of Clover Glen development which are not by statute, the Declaration, the Charter or these Bylaws, required to be performed by, or have the approval of, the Board of Directors or the Members of the corporation.

5.13 Communication Outside of Meetings. The Board of Directors may communicate with each other in person, by e-mail or other electronic form of communication. If any decision is reached or resolution adopted by the Board outside of a face-to-face meeting of the Board, such decision or resolution shall be reduced to writing and ratified by the Board at the next face-to-face meeting of the Board.

ARTICLE 6: NOTICES

6.01. Method. Whenever notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same is deposited in the United States mail.

6.02. Waiver. Whenever any notice is required to be given to any Member or Director of the corporation a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE 7: OFFICERS

7.01. Number; Titles. The officers of the corporation shall be elected by the Directors from among the members of the Board of Directors and shall be a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except for the offices of president and secretary.

7.02. Election. The Board of Directors at its first meeting after each annual meeting of Members shall choose a president, a secretary, and a treasurer, all of whom shall be members of the Board.

7.03. Other Officers and Agents. The Board of Directors may appoint such other officers and may delegate responsibilities and authority to such agents as it shall deem necessary, who shall be appointed or designated for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

7.04. Salaries. The salaries of all officers of the corporation, if any, shall be fixed by the Board of Directors.

7.05. Term of Office; Removal. Each officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

7.06. President. The president shall be the chief executive officer of the corporation; the President shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

7.07. Secretary. The secretary (or an agent to whom the Board has delegated some or all responsibility of the Secretary) shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be.

7.08. Treasurer. The treasurer (or an agent to whom the Board has delegated some or all responsibility of the Treasurer) shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office of Treasurer, and for the restoration to the corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under the Treasurer's control belonging to the corporation.

ARTICLE 8: MISCELLANEOUS PROVISIONS

8.01. Reserves. The Board of Directors shall create such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, and to repair or maintain any portion of Clover Glen or for such other purposes as the Directors determine to be beneficial to the corporation.

8.02. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.03. Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

8.04. Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors.

8.05. Indemnification. The corporation shall indemnify the Developer and any Director, officer, or employee, or former Director, officer, or employee of the corporation, against expenses actually and necessarily incurred by him, and any amount paid in satisfaction of judgments, in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, officer, or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any Directors, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the corporation that such settlement be made and that such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled by law or under bylaw, agreement, vote of Members or otherwise.

8.06. Inconsistencies. In the event these Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

8.07. Amendment of Bylaws. Developer may unilaterally amend these Bylaws so long as it owns any property within Clover Glen. Thereafter, these bylaws may not be altered, amended or repealed except by the affirmative vote of more than two-thirds (2/3) of the percentage values of those votes entitled to be cast by Members qualified to vote. Notwithstanding the foregoing, if so required by applicable federal law or regulations, for so long as the Developer maintains its weighted vote as described in the Declaration, any and all amendments to these Bylaws shall be

subject to the veto of HUD/VA.

8.08. Table of Contents; Headings. The table of contents and headings used in these bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

8.09. Care and Upkeep; Collection of Common Expenses; Personnel; Changes to Administration of the Development. The following shall all be governed and determined (as the case may be) in accordance with the terms of the Declaration: (1) care, upkeep and surveillance of Clover Glen, the Lots therein and the Common Elements thereon; (2) the manner of collecting assessments for payment of the Common Expenses; and (3) the designation and dismissal of a property manager and other such personnel as are necessary for the administration of Clover Glen.

8.10. Rules and Regulations; Fines. The Board of Directors, without a vote of the Owners, may adopt reasonable rules and regulations governing the use and occupancy of the Common Area and the Lots. Such rules and regulations shall become effective upon publication to Owners and residents by any reasonable means including distribution by mail, or email, posting on the Association's website and/or recordation with the Davidson County Register of Deeds. The Board of Directors shall also have the authority to levy fines against Owners and residents of Clover Glen for violations of the rules and regulations, the Declaration or these Bylaws. Fines shall be in amounts to be reasonably determined by the Board of Directors, in its sole discretion. The Board of Directors may adopt and amend from time to time a schedule of fines which shall be published to Owners and residents by any reasonable means. The Board's rule-making authority shall also include the authority to adopt a program for administering leases of Lots and homes within Clover Glen and the authority to charge a fee to each Owner leasing their Lot to defray the expense to the Association of the lease administration program.

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by Clover Glen Homeowners Association, Inc. on the 6th day of June, 2018.



William F. Waits, President