

BYLAWS OF

**COOPER RANCH ASSOCIATION, INC.
an Oklahoma not-for-profit corporation**

Addressing:

**ALL of Oakridge at Cooper Ranch,
a Subdivision in the N/2 of Section 31, Township 21 North,
Range 15 East in Rogers County,
State of Oklahoma, according to the recorded Plat thereof ("Oakridge"),
and**

**ALL of Oakridge II at Cooper Ranch,
a Subdivision in the N/2 of Section 31, Township 21 North,
Range 15 East in Rogers County,
State of Oklahoma, according to the recorded Plat thereof ("Oakridge II"),
and**

**ALL of Oakridge III at Cooper Ranch,
a Subdivision in the N/2 of Section 31, Township 21 North,
Range 15 East in Rogers County,
State of Oklahoma, according to the recorded Plat thereof ("Oakridge III").**

ARTICLE I

OFFICES AND CONCEPT

SECTION 1.01. Registered Office and Registered Agent. The registered office and registered agent shall initially be as set forth in the Certificate of Incorporation of Cooper Ranch Association, Inc. ("the Association") and continue as such until changed in duly adopted actions of the Board of Directors. Each registered office and registered agent may be changed from time to time by a duly adopted action of the Board of Directors, and the corporation shall file an appropriate statement of change of registered office or registered agent promptly after the taking of such action in accordance with applicable law. A copy of the Certificate of Incorporation is attached hereto as Attachment 1.

SECTION 1.02. Conditions and Restrictions. The Deeds of Dedication for Oakridge, Oakridge II and Oakridge III (the "Deeds of Dedications") have contained therein many provisions which govern and control the operation of the Association. All such provisions in the Deeds of Dedication which pertain to the Association are deemed incorporated herein by reference thereto as if same were once again fully set forth herein. In the event of any conflict or inconsistency between the provisions of said

Deeds of Dedication and the Provisions of these Bylaws, then said Deeds of Dedication shall control.

SECTION 1.03. Future Phases; Enjoyment by Others. These Bylaws are intended to be broad enough so as to govern any and all future phases which are specifically denominated as phases of Oakridge, Oakridge II and Oakridge III. It is recognized that such future phases shall or may have separate and independent deeds of dedication (the "Future Deeds of Dedication"). The Future Deeds of Dedication may, in the sole discretion of the Declarant thereof, make reference to and thereby adopt the provisions of these Bylaws, thereby incorporating the property referred to in The Future Deeds of Dedication into this Association and subjecting such future property to these Bylaws. Any Common Area, Reserve Areas or Park Areas set forth in the Plats or referred to in the Deeds of Dedication or the Future Deeds of Dedication may be enjoyed by any owner of a lot governed by any of said Deeds of Dedication. Also, such areas may potentially be enjoyed by any other adjacent or nearby owners if the Board of Directors of the Association, in its sole discretion, determines that such owners or public may be given such entitlement.

ARTICLE II

MEMBERS

SECTION 2.01. Place of Meeting. All meetings of the members of the Corporation shall be held at the registered office of the Corporation unless otherwise determined by the Board of Directors and specified in the notice of meeting, in which event the meeting shall be held at the place designated in the notice of such meeting.

SECTION 2.02. Annual Meeting. The Board of Directors may fix the date and time of the annual meeting of the members. At the annual meeting, the members then entitled to vote shall transact all business, including any necessary elections, as may properly be brought before the meeting.

SECTION 2.03. Special Meetings. Special meetings of the members of the Corporation may be called for any purpose for which meetings may lawfully be called at any time by the President or by a majority of the Board of Directors, and shall be called after the Corporation's receipt of the request in writing of one-fourth of the members of the Corporation entitled to vote. Every request for a special meeting shall state the specific purpose or purposes of the meeting. The date of the meeting shall be held at such date and time as the President may fix, but not less than 10 nor more than 60 days after the receipt of the request, and the Secretary shall give due notice thereof. If the President shall neglect or refuse to fix the time and date of such meeting, the person or persons calling the meeting may do so.

SECTION 2.04. Notice of Meetings: Quorum. Written notice of any meeting for the purpose of taking any action authorized hereunder shall be sent to all Members not less than ten (10) days nor more than forty-five (45) days in advance of the meeting. At the first such meeting called, the presence of Members or of proxies entitled to cast fifty percent (50%) of all votes of each class of membership shall constitute a quorum. 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 one half (1/2) of the required quorum at the preceding meeting. Regardless of any other provisions in this paragraph to the contrary, prior to the Turnover Date (as defined in Section 2.06 B below), no notice or quorum requirements shall be applicable to the Association.

SECTION 2.05. Conduct of Meeting. All annual and special meetings of members shall be conducted in accordance with such rules and procedures as the Board of Directors may determine, subject to the requirements of applicable law and, as to matters not governed by such rules and procedures, as the chairman of such meetings shall determine. The chairman of any annual or special meeting of members shall be the President or, in his absence, the Vice-President of the Corporation. The Secretary, or in the absence of the Secretary, a person designated by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 2.06. Membership, Voting Rights and the Association.

A. Membership in the Association shall consist of all owners of lots in Oakridge, Oakridge II and Oakridge III and the owners of such additional property as may be designated by the Declarant. No lot shall be entitled to more than one (1) vote, regardless of the number of owners. Membership shall be appurtenant to any lot and may not be separated from ownership of any lot which is subject to assessment. No lot owned by Kourtis Properties - Cooper Ranch, L.L.C. ("the Developer") shall be subject to assessment.

B. Developer Control of Association. At the time of adoption of these Bylaws, the Developer is the owner of a majority of all lots in Oakridge, Oakridge II and Oakridge III. The Developer shall be in sole and complete legal control of the Cooper Ranch Association from the inception thereof until such time as the Developer relinquishes control thereof as set forth herein. The date on which the Developer's rights hereunder shall terminate shall be referred to as the "Turnover Date". The first and all subsequent Boards prior to the Turnover Date shall consist of those persons designated by the Developer. The Developer's rights under this section to designate the members of the Board shall terminate on the first to occur of (a) such time as the Developer no longer holds or controls title to any lot

in Oakridge, Oakridge II and Oakridge III, (b) the giving of written notice by the Developer, to the Association's Board or the Association's members, of the Developer's election to terminate such rights, or (c) ten (10) years from the date of recording hereof. From and after the Turnover Date, the Board shall be constituted and elected as provided in the Association's Bylaws. Prior to the Turnover date all of the voting rights of the lot owners shall be vested exclusively in the Developer. **The lot owners, prior to the Turnover Date, shall have no voting rights. Despite having no voting rights at that point in time, such lot owners' lots shall nevertheless be subject to assessment.** The Developer, upon request, shall supply such lot owners with an annual accounting of the manner in which collected assessments have been spent.

C. The Association has been incorporated as an Oklahoma not-for-profit corporation. The Association shall be the governing body for all of the Owners for the administration and operation of the Common Areas, Reserve Areas, Decorative Fencing and/or Park Areas and for the administration of the Association. The Association shall have all rights, privileges and authority reasonably implied from the existence of any right, privilege or authority granted to it in these Bylaws and Deeds of Dedications or otherwise reasonably necessary to effectuate any such right, privilege or authority.

SECTION 2.07. Assessments: Initial and Otherwise. The following annual assessments shall be made on a per lot basis:

\$200.00 per year per lot

The first annual assessment period shall commence as of a date to be determined by the Board of Directors. Such assessments shall be deemed delinquent if not paid on or before March 1 of each year. The Board of Directors shall review the amount of such assessment annually and give appropriate notice of the amount and due date thereof to all members. Such assessments as set forth above may be increased by ten percent (10%) per year by the Board of Directors of the Association and up to fifteen percent (15%) per year upon the affirmative vote of two-thirds of the owners of lots in the Addition. Such assessments shall be a lien upon the lot assessed. Any such lien may be foreclosed by the Association and the lot owner shall be responsible for all costs and attorneys fees incurred by the Association in connection with such suit. The purposes and uses of the annual assessments shall be as determined from time to time by the Board of Directors of the Association. Special assessments for capital improvements shall be permitted up on the affirmative vote of two-thirds of the owners of lots in the Addition.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.01. Powers. The Board of Directors shall have full power to manage the business and affairs of the Corporation; and all powers of the Corporation, except those specifically reserved to the members by law, the Certificate of Incorporation or these Bylaws, are hereby granted to and vested in the Board of Directors.

SECTION 3.02. Number. Qualifications. Election and Term of Office. Prior to the Turnover date, the Board shall consist of at least three (3) natural persons from time to time designated by the Developer, which persons may, but need not, be members of the Association. At the time of the execution of the Bylaws, the Developer, Kourtis Properties – Cooper Ranch, L.L.C., is the owner of a majority of all lots within Oakridge, Oakridge II and Oakridge III and, pursuant to the power vested in it, hereby designates the following three individuals to constitute the initial board of directors: i) Pete Kourtis; ii) Pat Woods; and iii) David Charney. Prior to the Turnover date, the Developer may change the composition of the Board in its sole discretion. Thereafter, the Board of Directors shall consist of such number of directors as may be determined from time to time by resolution of the Board of Directors; provided that the Board shall consist of not less than one (1) nor more than nine (9) persons. After the Turnover Date, all directors shall be elected annually by the Members of the Association. No director need be an officer or member of the Corporation, but each director shall be a natural person 21 years of age or older. Each Director shall serve until the next annual meeting of the members or until his successor shall have been duly elected and qualified, except in the event of his death, resignation or removal.

SECTION 3.03. Vacancies. After the Turnover Date, any Director may be removed, either for or without cause, at any meeting of members by the affirmative vote of a majority of the members present in person or by proxy at such meeting and entitled to vote for the election of such director, provided notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and any Director so chosen shall hold office until the next annual election or until his successor is duly elected and qualified. If there are no Directors in office, then an election of Directors may be held in the manner provided by law. If, at the time of filling any vacancy or any newly created directorship, the Directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), a court of competent jurisdiction

may, upon application of members holding of record at least 10 percent of the total number of the shares at the time outstanding having the right to vote for such Directors, summarily order an election to be held to fill any such vacancies or newly created directorships or to replace the Directors chosen by the Directors then in office.

SECTION 3.04. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, President or the Secretary of the Corporation. Such resignation shall take effect upon receipt by the Corporation of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.05. Organization. At every meeting of the Board of Directors, the President, if there be one, or, in the case of a vacancy in the office or absence of the President, the Director chosen by a majority of the Directors present, shall preside, and the Secretary, or, in his absence, the person appointed by the chairman of the meeting, shall act as secretary of the meeting.

SECTION 3.06. Place of Meeting. The Board of Directors may hold its meetings, both regular and special, at such place or places within or without the state of incorporation as the Board of Directors may from time to time select, as designated in the notice calling the meeting.

SECTION 3.07. Organizational Meeting. The first meeting of each newly elected Board of Directors shall be held without notice immediately following the annual meeting of members, unless the members shall determine otherwise.

SECTION 3.08. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be designated from time to time by a duly adopted action of the Board of Directors.

SECTION 3.09. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors. Notice of each special meeting shall be given to each director by telephone, telegram, telecopy, in writing or in person at least 24 hours (in the case of notice by telephone, in person or actual notice however received) or 48 hours (in the case of notice by telegram, or telecopy or similar wire communication) or five (5) days (in the case of notice by mail or otherwise) before the time at which the meeting is to be held. Each such notice shall state the date, time and place of the meeting to be so held.

SECTION 3.10. Consent of Directors In Lieu of Meeting. Unless otherwise restricted by law, the Certificate of Incorporation or these Bylaws, any action required or permitted be taken at any meeting of the Board of Directors or of any Committee

thereof may be taken without a meeting, without prior notice and without a vote if a consent in writing setting forth the action so taken shall be signed by all of the Directors. The written consent shall be filed with the minutes of proceedings of the Board or the Committees.

SECTION 3.11. Compensation of Directors. Developer. No member of the Board of Directors shall receive any compensation for acting as such. The Directors shall be reimbursed their actual reasonable expenses, if any, incurred as a result of their duties. Furthermore, a Director and/or the Developer may receive reasonable compensation for duties related to finance and accounting requirements/activities prior to the Turnover Date.

ARTICLE IV

NOTICES OF MEETINGS

SECTION 4.01. Notice. Whenever notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such Director or member, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to Directors may also be given in accordance with Section 3.09 of Article III hereof.

SECTION 4.02. Waivers of Notice. Whenever any notice is required to be given, 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 deemed equivalent to the giving of such notice. Except in the case of a special meeting of members and as otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, Directors or Committee of Directors need be specified in any written waiver of notice of such meeting.

SECTION 4.03. Telephone Conference Meetings. One or more members, Directors or members of a Committee of Directors may participate in a meeting of the members, Board, or of a Committee of the Board, by means of telephone conference or similar communications equipment provided that all persons participating in the meeting can hear each other and participate in discussions thereof. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V

OFFICERS

SECTION 5.01. Number, Qualifications and Designation. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. One person may hold more than one office. Officers may be, but need not be, Directors or members of the Corporation. The Board of Directors may from time to time elect such other officers as it deems necessary or appropriate, who shall exercise such powers and perform such duties as are provided in these Bylaws and as the Board of Directors may from time to time determine.

SECTION 5.02. Election, Term of Office and Removal. The Officers of the Corporation shall be elected annually by the board of Directors, and each such officer shall hold his office until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. Any officer may resign at any time upon written notice to the Corporation. Such resignation shall take effect upon receipt by the Corporation of such notice.

SECTION 5.03. Removal of Officers. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

SECTION 5.04. The President. The President shall be the Chief Executive Officer of the Corporation, shall serve as Chairman of the Board and shall have general supervisory responsibility over all operations of the Corporation, subject to the control of the Board of Directors. He/She shall preside at all meetings of the members and the Board of Directors and shall assist the Board of Directors in the formulation of policies to be pursued by the executive management of the Corporation. It shall be his/her responsibility to see that the policies established by the Board of Directors are carried into effect. He/She shall execute and deliver in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the office of Chief Executive Officer and Chairman of the Board of the Corporation.

SECTION 5.05. The Vice President. The Vice President, in the order of the designation by the Board of Directors, shall perform the duties of the President in his absence and such other duties as may from time to time be assigned them by the Board of Directors or by the President.

SECTION 5.06. The Secretary. The Secretary shall attend all meetings of the members, the Board of Directors and Committees thereof shall record the minutes of the proceedings thereat and shall keep a current and complete record thereof. The Secretary shall publish, keep and maintain records and reports of the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors, the Chairman of the Board or the President. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors or the President may from time to time prescribe.

SECTION 5.07. The Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation; shall have responsibility for the proper care and custody of all corporate funds and securities; shall keep full, accurate and complete records, 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. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render a report to the Board of Directors, whenever requested, of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe. In the absence of a Corporate Controller, the Treasurer shall be responsible for the performance of all the duties of the Controller. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors or the President may from time to time delegate.

SECTION 5.08. Assistant Officers. The Board of Directors may appoint one or more assistant officers. Each assistant officer shall, at the request of or in the absence or disability of the officer to whom he is an assistant, perform the duties of such officer and shall have such other authority and perform such other duties as the Board of Directors may prescribe.

SECTION 5.09. Bonds. If required by the Board of Directors, any officer 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 his office and for the restoration to the Corporation, in case of his death, resignation,

retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Corporation.

SECTION 5.10. Amendments. Prior to the Turnover Date, these Bylaws may be amended, unilaterally by the Developer; provided, however, that increases in assessments are still subject to the restrictions contained in Section 2.07 hereof. After the Turnover Date, these Bylaws may be amended by sixty percent (60%) of the members of the Association entitled to vote.

Adopted this ____ day of April, 2003.

"DIRECTORS"

Pete Kourtis
Pete Kourtis

Pat Woods
Pat Woods

David E. Charney
David E. Charney

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public in and for said County and State, on this 9th day of April, 2003, personally appeared Pete Kourtis, Pat Woods, and David E. Charney to me known to be the identical persons who executed the above and foregoing instrument and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

Nancy A. Eckerd
Notary Public

My Commission Expires:

7-5-08
