

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1 Membership. Every Owner of a lot, whether homeowner or building contractor, which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership.

Class A Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership on the happening of either of the following events, whichever occurs earlier:

- (i) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) December 31, 2010.

Notwithstanding the foregoing, in the event of annexation of additional properties of Wilmoth Construction, Inc., membership shall be revived with respect to all lots owned by the Declarant on the Property, which Class B membership shall cease and be converted to Class A membership, on the happening of either of the following events, whichever occurs first:

- (i) When the total votes outstanding in the Class A memberships in the annexed property equal the total votes outstanding in the Class B membership in such annexed property, or
- (ii) Four (4) years from the date of recordation of these Covenants, Conditions and Restrictions.