

are situated on a series of lots with "blank walls" located at or near a lot line, so as to optimize usable open space.

ARTICLE II

Property Subject to This Declaration: Additions Thereto

Section 1. Existing Property. The real property which is, and shall be, held, transferred, sold, conveyed, leased and occupied subject to this Declaration, is located in the City of Bloomington, County of McLean and State of Illinois, and is more particularly described at length in Exhibit A to this Declaration. All of the real property described in said Exhibit A is referred to as the "Existing Property".

Section 2. Property Described in Exhibit B. The Developer, its successors and assigns, shall have the right, without the further consent of the Association or any other owner to bring within the scheme and operation of this Declaration, additional properties, provided, however:

(a) Such additions shall be limited to the property described in the Annexation Agreement between the Developer and City of Bloomington, recorded as Document No. 86-18483; which property is also legally described in Exhibit B and is depicted on the General Area Plan.

(b) That any additions shall, prospectively, become subject to assessment for their just share of the Association's expenses.

Except to the extent the developer is obligated to the City of Bloomington through the annexation agreement, the General Area Plan shall not bind the Developer, its successors and assigns, to adhere to the Plan in any development of the property depicted thereon. It is also understood that the Developer is free to develop such portions or sections of the lands depicted in the General Area Plan as, in the reasonable exercise of its discretion, it deems in the best interest of the entire development, without regard to the relative location of such portions or sections within the overall plan; that it is not required to follow any predetermined sequence or order of improvement and development; and that it may bring within the scheme of this Declaration additional lands, and develop the same before completing the development of the Existing Property.

Section 3. Other Additions. Upon prior approval in writing of the Association, pursuant to authorization of two-thirds of the

votes of its members, voting as provided in Section 3 of Article III hereof, the owner of any property not declared in Exhibit A or B who desires to add such property to the scheme of this Declaration, may file of record a Supplementary Declaration of Covenants and Restrictions as described in Section 4 of this Article II.

Section 4. Amended Declaration. The additions authorized under this Declaration shall be made by filing of record in the Office of the McLean County Recorder of Deeds a Supplementary Declaration of Covenants and Restrictions with respect to such additional property which shall extend the operation and effect of the Covenants and Restrictions of this Declaration to such additional property and which shall incorporate a revised vote allocation schedule.

Any such Supplemental Declaration may contain such complementary additions and modifications of the Covenants and Restrictions contained in this Declaration as may be necessary or convenient, in the judgment of the Association's Board of Managers/Directors, to reflect and adapt to any difference in character of the added properties, and as are not inconsistent with the scheme of this Declaration.

Section 5. Mergers, Combinations or Consolidations. Upon merger, combination or consolidation of the Association with another association, the properties, rights and obligations of the Association may, by operation of law, be transferred to another surviving or consolidated association, or in the alternative, the properties, rights and obligations of another association may, by operation of law, be added to the properties of the Association pursuant to a merger, combination or consolidation. The surviving or consolidated association may administer the Covenants and Restrictions established by this Declaration within the Property, together with the covenants and restrictions established upon any other properties as one scheme. No such merger, combination or consolidation, however, shall effect any revocation or change of, or addition to the Covenants and Restrictions established by this Declaration within the Property, except as herein provided.

ARTICLE III

Membership and Voting Rights in the Association

Section 1. Membership. Every person with an ownership interest in a lot automatically and without further action, shall be a Member of the Association.

Section 2. Associate Membership. Every person who is entitled to possession and occupancy of any Lot or Living Unit as