

**THE FOLLOWING INFORMATION IS TAKEN FROM THE BY-LAWS FOR BENWOOD
HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE IV
ASSOCIATION

4.01. Membership. Every person or entity who is a record Member of a fee simple interest or an undivided fee simple interest in any Lot which is subject to the Restrictions shall be a Member of the Association, provided that any such person or entity who holds such title or interest merely as a security for the performance of an obligation shall not be a Member of the Association. Membership shall be automatically transferred to the new Member upon the conveyance of any Lot and recording of the deed of conveyance in the Register's Office of Bradley County, Tennessee. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

4.02 Voting Rights. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Section 4.01. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot. When one or more co-owners signs a proxy or purports to vote for his or her co-owners, such vote shall be counted unless one or more of the other co-owners is present and objects to such vote, or if not present, submits a proxy or objects in a written instrument delivered to the Secretary of the Association before the vote is counted. If co-owners disagree as to the vote, each co-owner will be entitled to a fractional vote equal to his fraction of ownership.

BENWOOD HOMEOWNERS' ASSOCIATION, INC.
P.O.BOX 6010
CLEVELAND, TN 37320-6010

PROXY

I, a voting Member of the Benwood Homeowners' Association, Inc., hereby give my proxy to and authorize _____ (also a Member
(Fill in name on line)

of the Benwood Homeowners' Association) to vote in my stead at the Annual Meeting of the Benwood Homeowners' Association, Inc. to be held Tuesday, January 11th, 2011, at 6:30 p.m. at the Michigan Avenue Baptist Church, 2741 NE Benton Pike, Cleveland, Tennessee 37323, on the following matters:

(PLEASE CHECK ONE)

All matters of business.
 Only the following matters of business:

Signature*

Address & Lot Number

YOU MAY SIGN AND RETURN YOUR COMPLETED PROXY TO THE SECRETARY OF THE ASSOCIATION BEFORE THE ANNUAL MEETING OR TO THE PERSON YOU NAME AS PROXY (WHO MUST ALSO BE A MEMBER OF THE BENWOOD HOMEOWNERS' ASSOCIATION, INC.) MAY PRESENT YOUR PROXY AT THE ANNUAL MEETING. A QUORUM MUST BE PRESENT EITHER IN PERSON OR BY PROXY TO HOLD THE ANNUAL MEETING.

MAILING ADDRESS: BENWOOD HOMEOWNERS' ASSOCIATION, INC.
 P.O. BOX 6010
 CLEVELAND, TN 37320-6010

SEE INFORMATION ON BACK.