

BY-LAWS
of
EDGEWATER BEACH
APARTMENTS CORPORATION
revised
May, 2006

(An Illinois For-Profit Corporation)

Certain restrictions contained in the Proprietary Leases should be considered in connection with the provisions of the Amended & Restated By-Laws.

ARTICLE I
Offices

The principal office of the Corporation in the State of Illinois shall be located in the City of Chicago and County of Cook. The Corporation may have such other offices, either within or without the State of Illinois, as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Business Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
Shareholders

SECTION 1. ANNUAL MEETING. The annual meeting of the Shareholders shall be held on the first Tuesday of May in each year for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the Shareholders as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Shareholders may be called by the President, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding shares of the Corporation.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by the Shareholders may designate any place, either within or without the State of Illinois, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois, except as otherwise provided in Section 5 of this article.

SECTION 4. NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting to each Shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Shareholder at his/her address, as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION 5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE. For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period of not more than forty nor less than ten days preceding the action or meeting. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of Shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of Shareholders, such date in any case to be not more than forty days and, in case of a meeting of

Shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of Shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders, the date on which notice of the meeting is mailed is the record date for such determination of Shareholders.

SECTION 6. VOTING LISTS. The officer or agent having charge of the transfer books for shares of the Corporation shall make, at least ten days before each meeting of the Shareholders, a complete list of the Shareholders entitled to vote at such meeting arranged in alphabetical order, with the address and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting. The original share ledger or transfer book or a duplicate thereof kept in this state, shall be prima facie evidence as to who are the Shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of Shareholders.

SECTION 7. QUORUM. A majority (50% + 1) of the outstanding shares of the Corporation, represented in person or by proxy, shall constitute a quorum at any meeting of Shareholders; provided that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting shall be the act of the Shareholders, unless the vote of a greater number is required by the Corporation's Articles of Incorporation or the Business Corporation Act of 1983, as amended. At any adjourned meeting which has been reconvened and at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Shareholders from any meeting is not cause of failure of a duly constituted quorum of that meeting.

SECTION 8. PROXIES.

At all meetings of Shareholders, a Shareholder may vote by proxy executed in writing by the Shareholder or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the date of the single meeting for which it is presented.

SECTION 9. VOTING OF SHARES. Subject to the provisions of Section 12 of this article, each outstanding share shall be entitled to one vote upon each matter submitted to vote at a meeting of Shareholders.

SECTION 10. VOTING OF SHARES BY CERTAIN HOLDERS. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares standing in the name of a deceased person may be voted by his/her administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held by him/her without a transfer of such shares into his/her name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held

by or under the control of a receiver may be voted by such receiver without the transfer thereof into his/her name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A Shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to this Corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by it in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares at any given time.

SECTION 11. CUMULATIVE VOTING. In all elections for Directors, every Shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his/her shares shall equal, or to distribute them on the same principle among as many candidates as he/she shall see fit.

SECTION 12. INFORMAL ACTION BY SHAREHOLDERS. Unless otherwise provided by the Business Corporation Act of 1983, as amended, any action required to be taken at a meeting of the Shareholders, may be taken without a meeting and without a vote if a consent in writing setting forth the action to be so taken, shall be signed (a) by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting, or (b) by all of the Shareholders entitled to vote with respect to the subject matter thereof. If such consent is signed by less than all of the Shareholders entitled to vote, then such consent shall become effective only if at least five days prior to the execution of the consent, a notice in writing is delivered to all Shareholders entitled to vote with respect to the subject matter there and, after the effective date of the consent, prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be delivered in writing to those Shareholders, having voting rights on such matter, who have not consented in writing.

SECTION 13. VOTING BY BALLOT. Voting on any question or in any election may be *viva voce* unless the presiding officer shall order or any Shareholder shall demand that voting be by ballot.

SECTION 14. MEETING PROCEDURES. All Shareholders' meetings and Board of Directors' meetings shall, in general, be guided by the most recently revised edition of *Robert's Rules of Order*.

ARTICLE III

Directors

SECTION 1. GENERAL POWERS. The property, business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors and, except as otherwise expressly provided by the law, the Articles of Incorporation of these By-Laws, all the powers of the Corporation shall be vested in such board.

Prior to the annual meeting of the Shareholders, independent inspectors shall be appointed by the President of the Corporation in accordance with the Illinois statute and shall take complete custody of all proxies and ballots as they are voted, and no one other than the said

inspectors shall handle or view the same. To insure complete secrecy, the Corporation shall furnish and maintain in a place in the lobby of the Corporation's building, convenient to all parties, a tamper-proof receptacle for such proxies and ballots which shall remain in the custody of said inspectors at all times subject to each Shareholder's right of revocation until all voting and the report of the same is completed. At no time shall there be any disclosure by anyone as to how any Shareholder voted. Said proxies and ballots shall be retained in the custody of the said inspectors for a period of not less than ninety days after which they shall be destroyed by said inspectors. All proxies and ballots shall be delivered to the inspectors not later than 12:00 noon of the date of the annual Shareholders' meeting.

Any candidate for election may submit his/her candidacy at any time up to and including the day of the meeting and the meeting itself. However, any qualified candidate for election to the Board of Directors who wishes to be included in a "meet the candidates" forum held by the Board of Directors prior to the annual meeting shall submit his/her name and qualifications to the official nominating committee not less than forty days prior to the date of each annual Shareholder meeting. These names shall be placed in the minutes of the next Board meeting and shared with the Shareholders. The proxy and ballot shall contain no references to the preferences or opinions of the Board.

Any candidate who wishes his/her name to be printed on a proxy or ballot must submit his/her candidacy to the Secretary of the Corporation not less than forty days before the annual meeting in order to provide time to put his/her name on the ballot.

The nominating committee shall be chaired by a member of the Board who is not a candidate for reelection. The members of the nominating committee shall be composed of Shareholders or Board members who are not candidates for election or reelection.

Any resolution or proposition may be presented at any Shareholders meeting, except for amendments or changes to the By-Laws which are provided for in Article XI.

The Board will not discriminate against candidates on the basis of race, color, national origin, sex, age, disability, marital status, sexual orientation or other protected classes as provided by law. Directors must be shareholders in good standing.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.

At each annual meeting of Shareholders, five Directors shall be elected for a term of three years. Each Director so elected shall hold office until his/her successor is elected and qualified or until his/her death, resignation or removal. A Director shall be deemed to have resigned from the Board if, during a twelve month period, he/she is absent, without advance notice and without good cause, from three consecutive meetings of the Board of Directors.

Any candidate who runs for election to the Board of Directors or any person who is appointed to the Board of Directors of the Edgewater Beach Apartments Corporation must be a Shareholder of the Corporation and must have resided for at least one year in the building prior to such election or appointment. No director shall serve for two or more three-year consecutive terms.

Only one person named on a jointly owned stock certificate of Edgewater Beach Apartments Corporation may serve on the Board of Directors of the Corporation at any given time.

Any elected Director who lists his/her apartment for sale and has not announced his/her

intention to purchase another in the building must submit his/her resignation to the Board of Directors

There is created in honor of those members of the Board of Directors who have served with distinction, the position of "Director Emeritus." Such status shall entitle the recipient to all rights and privileges of regular Board members, except that of voting upon corporate matters. Such emeritus status shall be conferred on eligible candidates upon majority vote of the Board of Directors approving the same at any regular or special meeting called pursuant to notice.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held on a date designated by the President, which is subsequent to, and within thirty days after, the annual meeting of Shareholders. Written or printed notice stating the place, day and hour of the said meeting of the Board of Directors, shall be delivered not less than five days nor more than thirty days before the date of the meeting, at his/her address, as it appears on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his/her address, as it appears on the records of the Corporation, with postage thereon prepaid.

The Board of Directors may provide by resolution, the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE.

Notice of any special meeting of the Board shall be given at least three days previously thereto by written notice delivered personally or mailed to each director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A majority equals one more than half of the current members of the Board.

SECTION 7. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8. VACANCIES. In the event a vacancy occurs on the Board of Directors subsequent to

the annual Shareholders' meeting, such vacancy may be filled by the Board of Directors provided, however, that a majority of the members of the Board and not of the Board members present at such meeting, vote favorably for the replacement directorship.

9. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. Any Director may request a roll call vote on a specific issue.

SECTION 10. COMMITTEES. Standing or temporary committees may be appointed from time to time by the President, subject to approval by the Board of Directors. Such members may be chosen from among the Board members or from the Shareholders. In each case, however, the chairman of such committee must be a Board member. The Board of Directors may also appoint an Executive Committee by resolution passed by a majority of the whole Board. The Executive Committee shall consist of the President of the Corporation and such members of the Board, not less than four nor more than ten, as may be designated by the Board. The President shall be the Chairman of the Executive Committee and shall preside at all meetings of the committee. The Executive Committee shall function between sessions or meetings of the Board of Directors for the purpose of giving advice and counsel to the officers of the Corporation in accordance with the existing corporate policy previously established by the Board of Directors. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall report the minutes of such committee meetings to the Board of Directors at its next meeting.

ARTICLE IV Officers

SECTION 1. NUMBER. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, and a Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of Shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests

of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the Shareholders and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Each newly elected President shall serve a term of one year and will be restricted to serve not more than two consecutive terms. After an interval of one year following the expiration of his/her term of office, a former President shall again be eligible for reelection to the office of President of the Corporation.

SECTION 6. THE VICE-PRESIDENTS. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an assistant secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. THE TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8. THE SECRETARY. The Secretary shall: (a) keep the minutes of the Shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post office address of each Shareholder which shall be furnished to the Secretary by such Shareholder; (e) sign with the President, or a Vice President, certificates for shares of the

Corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries as thereunto authorized by the Board of Directors may sign with the President or a Vice President certificates for shares of the Corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

SECTION 10. SALARIES. Board members shall not receive compensation for their services.

SECTION 11. AMENDMENT OF BY-LAW DESCRIPTIONS: The Board of Directors of the Edgewater Beach Apartments Corporation may amend the By-Laws to substitute updated descriptions of the rights and responsibilities of corporate officers so that Article IV, Sections 5 through 9, will reflect current practices with the Corporation.

ARTICLE V

Contracts, Loans, Checks and Deposits

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and not to exceed \$50,000.

The Board of Directors may not authorize any expenditure for a capital improvement in excess of \$50,000 without the approval of the Shareholders owning a majority of shares of stock of the corporation.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

Certificates for Shares and Their Transfer

SECTION 1. CERTIFICATES FOR SHARES. Certificates representing shares of the corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or Vice President and by the Secretary or an assistant secretary and shall be sealed with the seal of the Corporation. All certificates for shares shall be

consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in the case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 2. LIMITATIONS ON THE ISSUE AND TRANSFERS OF SHARES.

Unless otherwise ordered by the Board of Directors, all shares issued by the Corporation shall be issued to the owners of Proprietary Leases of the Corporation covering the apartments in the building owned by the Corporation and shall be allocated as qualifying shares to each such Proprietary Lease in such manner as the Board of Directors shall approve. Each Shareholder of the Corporation, shall be entitled solely by reason of his/her ownership of shares of the Corporation to occupy for dwelling purposes the apartment in the building owned by the Corporation to which his/her shares are allocated, such occupancy to be under and in accordance with the terms of the Proprietary Lease covering such apartment. No shares of the Corporation shall be transferable except to the permitted assignee of the Proprietary Lease to which such shares are allocated and may be transferable only as an entirety except where the Board of Directors by resolution shall approve the division of such shares into separate certificates.

Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered owner thereof or by his/her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares, but only if all obligations of the holder thereof to the Corporation under the Proprietary Lease to which such shares are allocated shall have been paid in full, or otherwise satisfied. The person or persons in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

SECTION 3. APARTMENT RENTALS. In order to retain the character of the Edgewater Beach Apartments as a resident-owned and occupied building, it shall be the policy of the Board of Directors to discourage and prevent the ownership of shares for rental purposes.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE VIII

Dividends

The Board of Directors may from time to time, declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its articles of incorporation.

ARTICLE IX

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the word, "Corporate Seal, Illinois."

ARTICLE X

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Business Corporation Act of the State of Illinois, 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.

ARTICLE XI

Amendments

The By-Laws may be altered, amended or repealed, or new By-Laws may be adopted, by a majority (50% + 1) cumulative vote of the outstanding shares held by Shareholders of the EBA Corporation at any annual or special Shareholders meeting. Such proposed amendments may be initiated by the Board of Directors or by the Shareholders. If initiated by the Shareholders, it must be in writing and presented by Shareholders owning at least 15% of the shares of the Corporation. Any such proposition must be presented to the Secretary of the Corporation not less than forty days prior to such annual or special meeting to provide time for notice of such proposition to be circulated by the Corporation to the Shareholders. Article XII may not be altered, amended or repealed.

ARTICLE XII

Sale of Corporate Real Estate

The real estate of the Corporation shall be defined as including all incidents both above and below ground level. No part, parcel, or incident of any of the corporate real estate shall be sold, exchanged or disposed of separately from any other part, parcel or incident. The real estate, as herein defined, shall be sold, exchanged or disposed of only in its entirety and then only when authorized in the following manner:

(a) The Board of Directors shall adopt a resolution recommending such sale, exchange or disposition and directing the submission thereof to a vote at a meeting of Shareholders, to be called specifically for that purpose.

(b) Written or printed notice, stating that the purpose of such meeting is to consider the sale or other disposition of all the real estate of the Corporation, shall be given to each Shareholder of record entitled to vote at such meeting within the time and in the manner provided by the By-Laws for the giving of notice of meeting of Shareholders.

(c) At such meeting the Shareholders may authorize such sale or other disposition and fix (or authorize the Board of Directors to fix) any or all of the terms and conditions thereof, and the consideration to be received by the Corporation but only upon the affirmative vote of the holders of at least 80% of the outstanding shares of the Edgewater Beach Apartments Corporation.

ARTICLE XIII

Exceptions

Any shareholder who desires to secure an exception to the provisions of the By-Laws or to provisions of the Proprietary Lease must submit his request in writing and it must be acted upon at a regular or special meeting of the Board of Directors. No individual director, officer or employee of the Corporation shall have the authority or power to make any such exception. Any exceptions granted in violation of this article shall be void.

ARTICLE XIII

Assessments

Any special assessment and any monthly assessment which exceeds the monthly assessment for the same month during the preceding year by more than 5% must be approved by 2/3 +1 of the members of the Board of Directors or by the owners of 51% of the outstanding shares of the Corporation.

NOTES