

BYLAWS OF THE
BRADFORD PLACE HOMES ASSOCIATION

SECTION I

OFFICES

Section 1. Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may change to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the Office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

ARTICLE II

MEMBERSHIP

Section 1. Any person who has legal title of record to any lot or tract of land within the limits of the district as it now exists or may hereafter exist, as the term "district" is defined in the Bradford Place Homes Association Declaration, shall be eligible for membership in this Association, subject to the approval of the Board of Directors; this instrument is filed of record under document number 1378384 in the office of the Register of Deeds of Johnson County, at Olathe, Kansas.

Section 2. In case legal title to any lot or tract of land in the district is held by a married person, he or she may, if preferred, designate in writing their spouse as member in their stead, and he or she shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

Section 3. In case legal title to any lot or tract of land in the district is held in any form of joint tenancy or tenancy in common, the owners thereof shall be eligible for membership but shall jointly have the right to cast only one vote for any candidate at any election or on any question, or such owners may, if they prefer, designate in writing one of them as member in their stead, and he or she shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

Section 4. In case legal title to any lot or tract of land in the district is held by one or more minors, then their natural or legal guardian or guardians shall be eligible for membership; or if there be more than one such guardian, they shall jointly have the right to cast only one vote for any candidate at any election or on any question; or such guardians may, if they prefer, designate in writing one of them as member in their stead, and that person shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

Section 5. In case legal title to any lot or tract of land in the district is held by a corporation, then the board of directors of such corporation, or its president, or its vice president may designate in writing one of its officers, members or employees as its member representative, who shall thereupon become eligible for membership, subject to the approval of the Board of Directors.

Section 6. Only owners of one or more tracts of land in this district, or their duly accredited representatives as herein provided, shall be eligible for membership in this Association. No member shall have the right to more than one vote for any candidate at any election, or on any question, although he may own more than one lot or tract of land.

Section 7. Membership in this Association may continue only during the ownership of any lot or tract of land in the district by the member or person or party whom he represents as herein provided.

Section 8. Application for Membership. Applications for membership shall be made in the manner prescribed by the Membership Committee, where so directed by a resolution of the Board of Directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors.

Section 9. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at _____ unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

ARTICLE III

ASSOCIATION MEETINGS

Section 1. Meetings of Voting Members and Other Membership Matters. The annual meetings of the voting members shall be

held on the _____ day of _____, in each year at _____ o'clock, a.m. of said day; provided, however, that should said day fall upon a _____ or _____, then such annual meeting of voting members shall be held at the same time and place on the _____ preceding such designated meeting date. At such meeting, Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. If this bylaw as to the time and place of election of Directors is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Special meetings of the members of the Association, may be held at any time on call of the Secretary, or the President or the Vice President. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 2. Voting. Unless the Board of Directors has fixed in advance by resolution a record date for purposes of determining entitlement to vote at the meeting, the record date for such determination shall be as of the close of business on the date next preceding the date on which the meeting shall be held. All votes shall be by ballot unless waived by unanimous consent. Each voting member shall have one (1) vote for Directors and all other matters which may properly come before the members at any annual or special meeting.

Section 3. Quorum. At any regular or special Association meeting, ten (10) members shall constitute a quorum for the transaction of business. And a majority vote of those present shall be necessary to elect a director or transact any other business.

If the meeting be not held at the time specified because of the lack of quorum or other cause, the meeting may be adjourned from day to day until a day certain.

Section 4. Inspection of Corporation Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Secretary of the corporation.

Section 5. Inspection of Bylaws. The corporation shall keep in its registered office the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE IV

DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws; all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to-wit:

First -- To alter, amend or repeal the bylaws of the corporation.

Second -- To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or by Bylaws, fix their compensation, and require from them security for faithful service.

Third -- To conduct, manage and control the affairs and conduct of the corporation, and to make such rules and regu-

lations therefor not inconsistent with the law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

Fourth -- To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as provided in Article I hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fifth -- To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Sixth -- To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the conduct and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more Directors.

Section 2. Number of Directors. The corporate powers of this Association shall be vested in a Board of six (6) Directors called the Board of Directors.

Section 3. Election and Term of Office. All Directors shall be elected to serve for three (3) years or until their successors are elected and qualified; provided, however, that six (6) Directors shall be elected at the annual meeting of the members of the Association to be held as provided by these Bylaws during the calendar year 1984, and then following said election the Directors shall draw lots and select two (2) Directors by lot to serve for a period of three (3) years, and select two (2) Directors by lot to serve for a period of two (2) years, and select two (2) Directors by lot to serve for a period of one (1) year. Thereafter at each annual election there shall be elected two (2) Directors to fill the vacancies of the retiring Directors. Directors shall be elected by ballot at the annual meeting of the members.

Section 4. Vacancies. In case of vacancy in the office of a Director occurring between annual elections, the remaining Directors at a regular or a special meeting shall elect another eligible member to fill the vacancy for the unexpired term and until a successor shall be duly elected and qualified.

Section 5. Place of Meeting. Regular meetings of the Board of Directors shall be held at such times and place as the Board of Directors may designate. Notice of the regular meeting of the Board of Directors shall be given.

Section 6. Regular Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Special Meetings. Special meetings of the Board of Directors may be held at any time on call of the Secretary, or the President, or the Vice President, by written notice mailed to the last known address of the Directors at least ten days before the date of the meeting, stating the time, place and purpose of the meeting. The mailing of such notice shall be considered as the notice required to be given. Or a like written notice may be served by any one personally upon the Directors at least one day before such meeting.

Section 8. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 11. Meetings by Telephone. Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting

can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Adjournment. A majority of the Directors present may adjourn any Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 13. Fees and Compensation. Directors shall not receive any stated salary or compensation for their services as Directors, but, by resolution of the Board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the Directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, who shall be elected by and hold office at the will of the Board of Directors.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 4 of this Article V shall be chosen annually by the Board of Directors, and each shall hold his office at the will of the Board of Directors.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office at the will of the Board of Directors.

Section 4. Vacancies. A vacancy in any office for any cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by

the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 6. President. The President shall preside over all meetings of the members and Directors, shall sign all instruments of writing to be executed by the corporation, and as he or she may be directed by the Board of Directors, and he or she shall perform such other duties as may be conferred upon him or her by the Board of Directors, but his or her authority shall be subject to the control and direction of the Board of Directors at all times.

Section 7. Vice President. The duties of the Vice President shall be to do and perform all the duties of the President in the absence or inability of the President.

Section 8. Secretary. The duties of the Secretary shall be to keep a permanent and complete record of all proceedings of each meeting of the Board of Directors and of the Association members, and to keep the officers informed of all such proceedings whenever called upon; to call special meetings of the Board of Directors and of the Association members whenever requested by the President or the Vice President or a majority of the Board of Directors; to keep a list of all members of the Association and their addresses; and to do and perform all other duties that usually and properly pertain to the office of Secretary. In the case of failure, absence, inability or refusal of the Secretary to perform his or her duties, the President may appoint someone to act in his or her stead until the next meeting of the Board of Directors, and in such event the Secretary shall turn over to his or her successor in office all papers, records, books and other property belonging to the Association.

Section 9. Treasurer. The duties of the Treasurer shall be to receive and deposit in such banks or bank as the Board of Directors may from time to time direct, all moneys belonging to the Association; to keep a true and detailed account of all moneys received and paid out; to make a financial report in writing at each annual meeting of the Association members, and at any special meeting of the Association members whenever he or she may be requested to do so, and to make such a report at any meeting of the Board of Directors whenever requested; to turn over to his or her successor in office, all moneys, records, papers and other property then on hand belonging to the Association; and to do and perform all other duties that usually and properly pertain to the office of Treasurer.

Section 10. Compensation of Officers. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of Directors. The power to establish salaries of officers, other

than the President or Chairman of the Board, may be delegated to the President, Chairman of the Board, or a committee.

ARTICLE VI

MISCELLANEOUS

Section 1. Dues. No fees or charges shall be made for the privilege of membership beyond the charge or assessment as set forth in the Agreement which now affects the land in the District, which Agreement is dated October 14, 1982 and is recorded in Volume 1794, pages 161 to 170 inclusive in the office of the Register of Deeds for Johnson County at Olathe, Kansas, and amendments thereto.

Section 2. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and Directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 3. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The

court may order notice to be given also to the members in the manner provided for giving notice of members' meetings, in such form as the court directs.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 5. Annual Report. No annual report to members shall be required, but the Board of Directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 6. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the President or Vice President, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the President or Vice President.

Section 7. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE VII

AMENDMENTS

Section 1. Power of Directors. New bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the Bylaws for the annual election of Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the Bylaws by the

Board of Directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of the Bradford Place Homes Association, a Kansas nonprofit corporation; and
- (2) That the foregoing Bylaws, comprising eleven (11) pages, constitute the original Bylaws of said corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the 16th day of Feb, 1984.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 2 day of May, 1984.


Secretary