

CERTIFIED COPY OF THE BY-LAWS OF
BARRYBROOKE VILLAGE RACQUET CLUB AND COMMUNITY ASSOCIATION
A MISSOURI NOT FOR PROFIT CORPORATION

I, EDWIN BRUNS, the duly elected and acting Secretary of Barrybrooke Village and Racquet Club Community Association, a Missouri Not For Profit Corporation, by signature hereinafter attached, together with the Seal of said Corporation, hereby certify that the following is a full and complete copy of the By-Laws of said Association as the same were adopted by the Board of Directors in June, 1984 and further amended by Resolution adopted December 15, 1986, as follows, to wit:

"BY-LAWS

OF

BARRYBROOKE VILLAGE RACQUET CLUB AND COMMUNITY ASSOCIATION

ARTICLE I

SCOPE AND PURPOSE

Section 1. The provisions of these By-Laws shall apply to and govern the BARRYBROOKE VILLAGE & RACQUET CLUB COMMUNITY ASSOCIATION (the "Association"), a Missouri non-profit corporation, established for the purpose of exercising the rights, and performing the obligations and duties by the Association as set forth in these By-Laws, the Articles, and the Declaration covering the Properties.

ARTICLE II

DEFINITIONS

Section 1. The following words shall have the following meanings when used in these By-Laws.

(a) "Association" shall mean and refer to BARRYBROOKE VILLAGE & RACQUET CLUB COMMUNITY ASSOCIATION, a Missouri non-profit corporation and its successors and assigns.

(b) "Properties" shall mean and refer to the real property described as the "Properties" in the Declaration.

(c) "Common Properties" shall mean and refer to those areas of land designated as Common Areas or Community Facilities on any recorded subdivision plat of the Properties and intended to be devoted to the common use and enjoyment of the Members of the Association, together with any

and all improvements that are now or may hereafter be constructed thereon. Further Common Properties shall mean and refer to such other property described as the "Common Properties" in the Declaration.

(d) "Member" shall mean and refer to every person or entity who holds membership in the Association.

(e) "Lot" shall mean and refer to any plot or parcel of ground, shown on any recorded subdivision plat of the Properties or any recorded minor lot-split survey thereof, on the surface of which is located the entire ground area of a Townhome Unit (exclusive of party walls and columns for support).

(f) "Townhome Unit" shall mean and refer to one single family residential unit that entire ground area of which (exclusive of party walls and columns for support) is located on a lot, and which is to be individually owned and conveyed. A Townhome unit may also include a non-attached garage or carport.

(g) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Townhome Unit which is a part of the Properties, but, notwithstanding any applicable mortgages, deeds of trust or other security devices, shall not mean or refer to any mortgagee or beneficiary under a deed of trust unless and until such mortgagee or beneficiary has acquired title pursuant to foreclosure, power of sale or any proceeding in lieu thereof.

(h) "Architectural and Environmental Control Committee" shall mean a committee created pursuant to Article 8 of the Declaration.

(i) "Articles" shall mean the Articles of Incorporation of the Association as said Articles are amended from time to time.

(j) "Board" shall mean the Board of Directors of the Association.

(k) "Improvements" shall mean buildings, garages, carports, roads, driveways, walkways, parking areas, fences, walls, covered patios, porches, elevated porches, sun decks, balconies, hedges, plantings, planted trees, and shrubs, and all other structures or landscaping improvements of every kind, nature and description.

(l) "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties and recorded as Instrument No. 15305 on February 23, 1976, in the Office of the Recorder of Deeds of Platte County, Missouri, and all supplements or amendments thereto at any time duly adopted.

(m) "Architectural Environmental Control Committee Rules" shall mean the rules adopted by the Architectural and Environmental Committee.

ARTICLE III

PRINCIPAL OFFICE

Section 1. The principal office of the Association shall be located in the County of Platte, State of Missouri.

ARTICLE IV

MEMBERSHIP, VOTING RIGHTS & PROPERTY RIGHTS

(a) Qualifications. Each Owner of a Townhome Unit shall be a member of the Association and shall be entitled to one membership for each Townhome Unit owned. Ownership of a Townhome Unit shall be the sole qualification for membership in the Association.

(b) Member's Rights and Duties. Each member shall have the rights, duties and obligations set forth in the Declaration, the Articles, these By-Laws, the Association Rules adopted by the Board in accordance with the Declaration and these By-Laws, and the Architectural and Environmental Control Committee Rules, as the same may from time to time be amended.

(c) Transfer of Membership. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said Townhome Unit, and then only to the transferee of title to said Townhome Unit. Any attempt to make prohibited transfer shall be void. Any transfer of title to a Townhome Unit shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Voting

(a) Number of Votes. The Association shall have one class of voting membership, and each Townhome Unit shall represent one vote in the affairs of the Association. Members shall be Owners and shall be entitled to one vote for each Townhome Unit owned. When more than one person is the Owner of a Townhome Unit, all such persons shall be Members. The vote for such Townhome Unit shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any Townhome Unit.

(b) Joint Owner Dispute. The vote for each such Townhome Unit must be cast as a unit, and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote representing a certain Townhome Unit, it will thereafter be conclusively presumed for all purposes that he or they were acting with the authority and consent of all other Owners of the same Townhome Unit. If more than one vote is cast from a particular Townhome Unit, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE V

MEMBERSHIP ASSESSMENT AND LIEN RIGHTS

Section 1. MEMBERSHIP ASSESSMENT. Regular monthly, special and emergency assessments as provided for in the Declaration, together with all other assessments of the Members provided for in the Declaration shall be paid by the Members at the time, in the manner and subject to the conditions and limitations set forth in the Declaration, and the Board shall fix, levy, collect, and enforce such assessments at the time, in the manner and subject to the limitations set forth in the Declaration.

Section 2. ENFORCEMENT, LIEN RIGHTS. For the purpose of enforcing and collecting assessments, this Association shall have the lien rights set forth in the Declaration, which lien rights shall be enforceable by the Board in the manner set forth in the Declaration, and shall also have and be entitled to exercise all other rights and remedies set forth in the Declaration or otherwise provided for at law or in equity.

ARTICLE VI

MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. RIGHTS AND PRIVILEGES OF MEMBERS. No member shall have the right, without the prior approval of the Board, to exercise any of the powers or to perform any of the acts by these By-Laws or the Declaration delegated to the Board of the Association, but each Member shall have all the rights and privileges including, but not limited to, property rights and rights to access to and over, and use and enjoyment of the Common area granted to the Members or Owners by these By-Laws or the Declaration subject to such limitations as may be imposed in accordance therewith.

Section 2. SUSPENSION OF VOTING RIGHTS. The Board shall have the right to suspend the voting rights and/or the right to use of the recreational facilities located within the Common Area of any Member or Members for the period during which any assessment against the Townhome Unit owned by such Member or Members and giving rise to such membership remains unpaid and delinquent and shall further have the right to suspend such voting

committed by such Member or any other occupant of the particular Townhome Unit giving rise to the voting rights and/or the rights to use the recreational facilities within the Common Area. Such suspension, except for failure to pay assessments, shall be made by the Board only after a meeting of the Board at which a quorum of the Board is present, duly called and held for such purpose in the same manner as provided in these By-Laws for the noticing, calling, and holding of a special meeting whose rights are being sought to be suspended at least three (3) days prior to the holding of such meeting. Such notice shall be given either by personal delivery or deposited in the United States mail, certified or registered, postage and fees prepaid, return receipt requested, addressed to such Member either at the address of his Townhome Unit or the address given to the Association by him for the purpose of giving notice. Such notice, if mailed, shall be deemed given and received twenty-four (24) hours after being so deposited in the United States mail in the manner aforesaid, and said member whose rights are being sought to be suspended shall be entitled to appear at such meeting and present his case as to why such rights should not be suspended. The decision as to whether such rights should be suspended in accordance with the provisions of this section shall be made by a majority of the members of the Board present at such meeting and shall be binding upon all members of the Association.

ARTICLE VII

DIRECTORS

Section 1. Number of Directors. The affairs of the Association shall be managed by a Board of Directors of five (5) persons, who shall be selected as hereinafter described.

Section 2. Staggered Terms Required. The terms of the Directors shall be arranged in such manner that not more than two (2) terms shall expire in any given year.

Section 3. Election Terms of office: The five directorships provided for in this ARTICLE shall be designated by the first five letters of the alphabet, and the term of each shall be as indicated:

- A. For three years beginning with the annual meeting of the Association in 1985, and every third year thereafter, for a three-year term.
- B. For three years beginning with the annual meeting of the Association in 1985, and every third year thereafter, for a three-year term.
- C. For three years beginning with the annual meeting of the Association in 1987, and every third year thereafter, for a three-year term.
- D. For three years beginning with the annual meeting of the Association in 1986, and every third year thereafter, for a three-year term.
- E. For three years beginning with the annual meeting of the Association in 1986, and every third year thereafter, for a three-year term.

If any annual meeting of the Association is not held, or if the directors are not elected thereat, the directors may be elected at any special meeting of the Association held for that purpose. Election of the Board shall be by secret ballot. In any election of members of the Board, each Director shall be elected by majority vote of the owners, without cumulative voting. Each Director shall hold office until his successor is elected and qualified.

Section 4. VACANCIES. Vacancies in the Board may be filled by a majority of the remaining directors though less than a quorum, or by the Members at a duly called special meeting and each director so elected shall hold office until his term expires and a successor is elected. Vacancies shall be deemed to exist in case of death, resignation or

removal of any director, or if the Members shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized or any adjournment thereof to elect the additional director(s) so provided for, or in case the members shall fail at any time to elect the full number of authorized directors.

Section 5. PLACE OF MEETING. All meetings of the Board shall be held at the principal office of the Association, or at any other place within the State of Missouri, County of Platte, as designated by the Board, in case of annual and other regular meetings, and by the person or persons calling the meeting, in the case of special meetings.

Section 6. ANNUAL MEETING OF THE BOARD. Immediately following the first annual meeting and each subsequent annual meeting of Members, the Board shall hold a regular meeting at the same place for the purpose of electing officers and transacting other business. Notice of such meetings is hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board shall be held at such time as the Board may establish by resolution. Notice of all such regular meetings of the Board is hereby dispensed with.

Section 8. SPECIAL MEETINGS. Special meetings of the Board for any purpose or purposes shall be called at any time by or at the direction of the President, or if he is absent or unable or refuses to act, by any Vice-President or by any two directors. Written notice of the time and place of special meetings shall be given to each director at least five (5) business days prior to the date of such meeting and shall be delivered personally to the directors or sent to each director by letter or telegram, charges prepaid, addressed to him either at his address as it is shown upon the records of the Association, or, at the address of any Townhome Unit owned by him, or, if he does not own a Townhome Unit or his address is not shown on the records of the Association or is not otherwise readily ascertainable, at the place at which the meetings of the Board are regularly held. In case such notice is mailed or telegraphed, it shall be deemed given and received twenty-four (24) hours after being so deposited in the United States mail or so delivered to the telegraph company in Kansas City, Missouri.

Section 9. WAIVER OF NOTICE. Whenever any notice is required to be given to a director under the Articles or the By-Laws, a waiver thereof in writing signed by the director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such waivers shall be filed in the corporate minute book. 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.

Section 10. Quorum. Limited Proxy Voting. A majority of the board present in person or by proxy as hereinafter authorized and limited shall constitute a quorum thereof, and any act or decision done or made by a majority of the Directors at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless the provisions of applicable State Law, these By-Laws, the Articles, or the Declaration shall require or permit the particular action to be taken under other circumstances. A Director may authorize another Director to act as his proxy and cast his vote by duly executed and notarized document limiting said authority to one specific meeting of the Board therein designated, whether regular or special and at any adjournment thereof.

Section 11. ENTRY OF NOTICE. Whenever any director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be made.

Section 12. COMPENSATION. No director or officer of the Association shall receive any salary or other compensation for services rendered as a director or officer of the Association. However, directors and officers shall be reimbursed for expenses authorized by the Board. Nothing herein shall preclude any director or officer from serving the Association in any capacity other than as an officer or a director and receiving compensation therefor, as authorized and approved by the Board. Any director receiving any special compensation for services in such other capacity shall be excluded from deliberations and voting by the Board relative to the authorization thereof and fixing compensation with regard thereto.

Section 13. POWERS AND DUTIES. Subject to the limitations of the Articles, these By-Laws, the Declaration, and the General Not-For-Profit Corporation Law of the State of Missouri as to action required to be taken, authorized or approved by the Members, or a portion or percentage thereof, all Association powers and duties including those set forth in the Declaration shall be exercised by, or under the authority of the Board, and the business and affairs of the Association shall be controlled by the Board..Without limiting the generality of the foregoing, the board shall:

(a) Exercise for the Association all powers, duties and authority vested in or delegated to the Board or the Association whether by these By-Laws, the Articles, the Declaration or otherwise.

(b) Cause the Common Properties and the improvements, facilities, structures and landscaping thereon to be operated, protected and maintained and procure and pay for liability and hazard insurance, together with such other insurance as may be required by the Declaration.

(c) Have the power to adopt and amend Association rules governing the use of Common Properties, and the personal conduct of members and their guests thereon in the manner provided for by the Declaration.

(d) Establish, levy, assess and collect the assessments or charges referred to in the Declaration in the manner set forth in the Declaration, send out required notices thereof, prepare and issue certificates setting forth whether assessments have been paid as required by the Declaration, and enforce timely payment of such assessments in the manner set forth in the Declaration. The maintenance of the Common Properties and the performance by the Board of all of its duties and powers shall be paid for out of the assessments so made and collected.

(e) In the event any director shall be absent from four (4) consecutive regular meetings of the Board, the Board may, by action taken at the meeting during which said fourth absence occurs, declare the office of said absent director to be vacant.

(f) The Board shall employ professional management and may also employ an independent contractor and such other employees as it deems necessary and prescribe their duties, and enter into contracts and agreements for the purpose of providing for the performance of its powers and duties. The Board may further delegate any of its powers to such persons or entities as the directors may determine.

(g) Cause to be kept a complete record of all of its acts and Association affairs and present a statement thereof to the Members at the annual meeting of the Members or at any duly called special meeting of the Members.

(h) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(i) Appoint and remove at its pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, subject to the limitations on compensation to Directors and officers, and obtain such fidelity bonds as it may deem necessary or appropriate. The premium on such bonds shall be paid for by the Association.

Section 14. ACTION BY THE BOARD. Unless otherwise expressly authorized or permitted by these By-Laws, the Articles or the Declaration, all action required or permitted to be taken by the Board, and the exercise of all powers, duties and responsibilities of the Board, may be exercised pursuant to the provisions of the General Not For Profit Corporation Law of the State of Missouri and any amendments thereto.

ARTICLE VIII

NOMINATION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting of the Members or at any special meeting of the Members duly called for the purpose of electing directors, provided that written notice of such nomination to be made from the floor, together with a petition for such nomination signed by no less than five (5) Members entitled to vote, shall have been given to the chairman of the Board or the Chairman of the nominating committee, no less than fifteen (15) days prior to such annual or special meeting. The nominating committee shall consist of a chairman, who shall be a Member of the Board, and two additional persons appointed by the President who need not be members of the Association. The nominating committee shall be appointed by the president prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of directors to be elected. Such nominations may be made from among Members and/or non-members of the Association.

ARTICLE IX

COMMITTEES

Section 1. APPOINTMENT. The president shall appoint a nominating committee as provided in these By-Laws. The Board shall also appoint and remove members of the Architectural and Environmental Control Committee subject to the requirements and limitations set forth in the Declaration. In addition, the Board shall by resolution appoint other committees as deemed appropriate in carrying out its purpose.

Section 2. POWERS AND DUTIES. Such committees shall have the powers and duties given them in the Declaration, these By-Laws and the resolutions made by which they are created.

Section 3. COMPENSATION. Under no circumstances shall any compensation be paid to any member of any committee for services rendered as a member thereof; provided, however, that any committee member may be reimbursed for his actual authorized expenses incurred in the performance of his duties.

ARTICLE X

MEETINGS OF MEMBERS

Section 3. Annual Meeting. The annual meeting of the Association shall be convened in August of each year, beginning in August, 1987, on such date and at such place in Platte County, Missouri, as the Board of Directors, by Resolution, shall designate; provided however, that in the absence of such resolution, the annual meeting shall be held on the third Saturday in August at the clubhouse of the Association at the time indicated in the Notice of the said annual meeting.

secretary to each Member, either personally or by mail, charges prepaid, addressed to him at the address of any Townhome Unit owned by him, in whole or part, or at any other address last furnished by him in writing to the Board. In case such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. All such notices of any annual meeting shall be sent to each regular Member not less than five (5) days and not more than forty (40) days before such meeting, and shall specify the place, the day and the hour of such meeting.

Section 2. SPECIAL MEETINGS. Special meetings of Members, for any purpose whatsoever, may be called at any time by the President or by the Board, or by any three or more Members thereof, or by persons entitled to cast twenty-five per-cent (25%) or more of the total voting power of the Association. Except in special cases where other express provision is made by statute, these By-Laws or the Declaration, notice of such special meetings shall be given in the same manner as for annual meeting. Notices of any special meeting shall specify in addition to the place, day and hour of such meetings, the general nature of the business to be transacted.

Section 3. PLACE OF MEETING. All meetings of Members shall be held at the principal office of the Association, or at any other place designated by the Board, in the case of annual meetings, and by the person or persons calling the meeting, in the case of special meetings.

Section 4. ADJOURNED MEETINGS AND NOTICE THEREOF. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of a majority of the votes entitled to be cast and represented at such meeting in person or by proxy, but in the absence of a quorum, no other business may be transacted at any such meeting unless these By-Laws or the Declaration otherwise provides.

When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the reconvening of the adjourned meeting shall be given as in the case of the original meeting so adjourned. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

Section 5. QUORUM. The presence either in person or by proxy at a meeting of Members representing and entitled to cast at least fifty per-cent (50%) of the total voting power of the Association as computed in accordance with these By-Laws and the Declaration shall constitute a quorum for any action by the Members, unless a different requirement is imposed by these By-Laws, the Articles or the Declaration, and a majority of the votes present in person or by proxy and entitled to be cast at a meeting at which a quorum is present shall prevail at such meeting unless a different percentage is required by these By-Laws, the Articles or the Declaration. Subject to the provisions of Section 4 of this Article X and unless otherwise expressly authorized by these By-Laws or the Declaration all actions required or permitted to be taken by the Members may be taken only at a duly called and properly noticed annual or special meeting at which a quorum is present. The Members present at a duly called or held meeting at which a quorum was previously present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members so that less than a quorum is present, and the Members remaining and entitled to cast votes at such meeting shall constitute a quorum in connection with the conducting of such business prior to adjournment. If any meeting cannot be held because a quorum is not present, a majority of the Members either in person or by proxy and entitled to vote, may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called at which meeting the quorum requirement shall be twenty-five per-cent (25%) of the total voting power of the Association. If at such adjourned meeting a quorum is not present, a majority of the Members present, either in person or by proxy, and entitled to vote at such meeting, may adjourn the meeting to a time not greater than seventy-two (72) hours from the time of such adjourned meeting, at which meeting the quorum requirement shall be ten per-cent (10%) of the total voting power of the Association.

In computing the total voting power of the Association for the purposes of these By-Laws, the Articles and the Declaration, voting rights which have been suspended in accordance with the Declaration and these By-Laws shall not be counted.

Section 6. ACTION WITHOUT MEETING. Any action, which under the provisions of the General Not-For-Profit Corporation Law of the State of Missouri may be taken at a meeting of the Members, may be taken without a meeting if consent in writing setting forth the action so taken, shall be signed by two-thirds of the Members entitled to vote with respect to the subject matter thereof; except that a consent to amend the Articles shall be signed by three-fourths of the Members.

Section 7. PROXIES. Every person entitled to vote shall have the right to do so either in person or by a written proxy executed by such person and filed with the secretary of the Association prior to the commencement of the meeting at which the proxy is to be exercised. Every Proxy shall be revocable by the person granting it announcing its revocation to the Secretary of the meeting at which it would otherwise be exercised prior to the exercise thereof and shall automatically cease upon sale or conveyance of the person granting the proxy of his interest in his Townhome Unit. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. WAIVER OF NOTICE. Whenever any notice is required to be given to a Member, under the Articles or the By-Laws, a waiver thereof in writing signed by the Member, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such waivers shall be filed in the corporate minute book.

ARTICLE XI

OFFICERS.

Section 1. ENUMERATION OF OFFICERS. The officers of the Association shall be a president, first vice-president, second vice-president, a secretary, a treasurer and such other officers as the Board may deem necessary. Any person may be both the president and secretary of this Association. The president and vice-presidents shall be members of the Board.

Section 2. ELECTION. The officers shall be elected annually at the annual meeting of the Board by a majority vote of the directors.

Section 3. REMOVAL. Any officer may be removed by the Board whenever in its judgment the best interest of the Association would be served thereby.

Section 4. PRESIDENT. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board, have supervision, direction and control of the business and officers of the Association. He shall preside at all meetings of the Members and at all meetings of the Board. He shall be ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the president of a Missouri Not-For-Profit corporation, and shall have such powers and duties as may be prescribed by the Board or by these By-Laws.

Section 5. VICE-PRESIDENTS. In the absence or disability of the president, the first vice-president shall perform all of the duties of the president, and when so acting shall have all the powers of the office and be subject to all restrictions upon the president. In the absence of the president and first vice-president, the second vice-president shall perform all of the duties of the president in like manner. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or by these By-Laws.

Section 7. SECRETARY. The secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board may order, of all meetings of directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those persons present at the directors' meeting, the number of Members present or represented at Member's meetings and the proceedings thereof. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

Section 8. TREASURER. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the Properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all times be open to inspection by any director. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, and render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

ARTICLE XII

MISCELLANEOUS

Section 1. 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 Association, 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.

Section 2. CONTRACTS, ETC. HOW-EXECUTED. The Board except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. INSPECTION OF BY-LAWS. The Association shall keep in its principal office the original or a copy of the By-Laws 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 office hours.

Section 4. FISCAL YEAR. The fiscal year of the Association shall terminate on December 31.

Section 5. BOOKS AND RECORDS. The books, records, and papers of the Association shall be kept at the principal place of business of the Association and shall at all times, during reasonable business hours, be subject to inspection by the Members.

Section 6. REPORTS TO MEMBERS. The Board shall cause an annual operating statement reflecting income and expenditures of the Association for each fiscal year to be prepared and shall cause the delivery of a copy thereof to all Members of the Association within ninety (90) days after the close of the fiscal year.

Section 7. PARLIAMENTARY AUTHORITY. Except when in conflict with any express provisions of the Declaration, Articles of Incorporation, By Laws, or any applicable Statute of Missouri, "ROBERT'S RULES OF ORDER, REVISED" shall govern all proceedings of this Association, its Directors, and committees.

EVIDENCE OF MEMBERSHIP, SEAL

Section 1. EVIDENCE OF MEMBERSHIP. The Board shall have the power, but not the obligation, to cause the issuance of evidence of membership in the Association to the Members thereof in such form as the Board shall determine.

Section 2. SEAL. The Association's seal shall be in the form hereafter embossed upon these By-Laws.

(SEAL)


ARTICLE XIV

AMENDMENTS

Section 1. AMENDMENTS. These By-Laws may be amended at any duly called, noticed and held regular or special meeting of the Board.

Section 2. CONFLICTS. In the event of any inconsistency between these By-Laws and the Articles, the Articles shall control and in the event of any inconsistency between these By-Laws or the Articles and the Declaration, the Declaration shall control."

IN WITNESS WHEREOF, I have executed this Certificate this 27 day of June, 1988.



RANDY OBERDIEK, Secretary
Barrybrooke Village Racquet Club
and Community Association

(Seal)

BARRYBROOKE VILLAGE AND RACQUET CLUB COMMUNITY ASSOCIATION

RESOLUTION

WHEREAS, the annual meeting date as prescribed in the By-Laws of this Association adopted in June of 1984 so closely precedes the Labor Day holiday that difficulty in obtaining a quorum of the Members has been experienced; and

WHEREAS, the increase of the number of Directors from the minimum of three to seven has not greatly facilitated the work of the Board, and a reduction in its number to five members may promote greater efficiency in the handling of the affairs of the Association; and

WHEREAS, circumstances arise from time to time which prevent directors from being personally present at meetings and problems caused thereby may be eliminated by providing for limited proxy voting by the Board members; and

WHEREAS, the power to amend the By-Laws of this Association has been conferred upon the Board of Directors by the Articles of Incorporation,

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

RESOLVED, First, that Sections 1, 2 and 3, of ARTICLE VII of the By-Laws of this Association (adopted June, 1984), be and the same hereby are repealed, and three new Sections enacted in lieu thereof, as follows:

"ARTICLE VII

"Section 1. Number of Directors. The affairs of the Association shall be managed by a Board of Directors of five (5) persons, who shall be selected for the terms hereinafter described.

"Section 2. Staggered Terms Required. The terms of the Directors shall be arranged in such manner that not more than two (2) terms shall expire in any year.

"Section 3. Election. Term of Office. Following the expiration of the term of each Director now holding office, his or her successor shall be elected for a term of three years, except that a two year term shall be assigned by the Board if and as necessary upon the expiration of any term which, if followed by a three year term, would be violative of Section 2 of this Article. If any Annual Meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of the Association held for that purpose. Election of the Board shall be by secret ballot. In any election of Members of the Board, each director shall be elected by majority vote of the Owners, without cumulative voting."

RESOLVED, Second, that Section 10 of ARTICLE VII of the By-Laws of this Association be and the same hereby is repealed and a new section enacted in lieu thereof, as follows:

"ARTICLE VII

"Section 10. Quorum. A majority of the board present in person or by proxy as hereinafter authorized and limited shall constitute a quorum thereof, and any act or decision done or made by a majority of the directors at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless the provisions of applicable State Law, these By-Laws, the Articles, or the Declaration shall require or permit the particular action to be taken under other circumstances. A Director may authorize another Director to act as his proxy and cast his vote by duly executed and notarized document limiting said authority to one specific meeting of the Board therein designated, whether regular or special and including any adjournment thereof.

RESOLVED, Third, that Section 1 of ARTICLE X of the By-Laws be amended by striking therefrom the first sentence thereof which now reads,

"The annual meeting of the members of the Association shall be held at 6:00 O'Clock on the last Saturday in August of each year, provided however, that if such date shall be designated a legal holiday, such meeting shall be held at the same hour on the first day following which is not a legal holiday."

and substituting therefor a new sentence, as follows:

"ARTICLE X

"Section 3. Annual Meeting. The annual meeting of the Association shall be convened in August of each year, beginning in August, 1987, on such date and at such time and place in Platte County, Missouri, as the Board of Directors, by Resolution, shall designate; provided however, that in the absence of such resolution, the annual meeting shall be held on the third Saturday in August at the Clubhouse of the Association at the time indicated in the Notice of the said annual meeting.