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HARDY LAW AND TITLE

Kelly Hall
Recorder of Deeds

TITLE OF DOCUMENT: Bylaws of Tuscany Hills II Property Owners Association, Inc.

DATE: August 11, 2025

GRANTOR: Tuscany Hills II Property Owners Association, Inc.
Missouri Nonprofit Corporation
2036 Tuscany Lane
Nixa, MO 65714

GRANTEE: Tuscany Hills II Property Owners Association, Inc.

LEGAL DESCRIPTION: See attached Exhibit "A"

DECLARATION: Declaration of Tuscany Hills recorded on February 1, 2016, in Book 2016, at Page 1116 as amended and supplemented from time to time, in the office of the Recorder of Deeds for Christian County, Missouri.

Bylaws of Tuscany Hills II Property Owners Association, Inc.

These Bylaws, which were established and adopted by the Board of Directors of the Tuscany Hills II Property Owners Association, Inc. ("Association") shall be governed by the applicable provisions of the Declaration of Restrictions, Covenants and Conditions of Tuscany Hills recorded on February 1, 2016 in Book 2016 at Page 1116 of the Christian County Recorder's office (the "Declaration"), as amended and supplemented from time to time. Capitalized terms used herein have the meaning provided in the Declaration, unless the context requires otherwise.

The Association is a non-profit, mutual benefit corporation under Missouri law. Each owner of a lot or lots in the Tuscany Hills subdivision ("Subdivision") is a Member of the Association."

1. Membership Meetings

a. Annual Meetings

The annual meeting of the Members of the Association will be at the place in Missouri, designated by the Board for the purpose of ratification of the budget for the next calendar year and for the transacting of such other business authorized to be transacted by the Members. If the date set for the annual meeting shall be a legal holiday, the meeting shall be held on the next proceeding business day.

b. Special Meetings of Members

Special meetings of the Members may be called by the President of the Board, or by the Members who collectively own not less than 20% of the lots in the Subdivision.

c. Place of Meetings

All meetings of the Members shall be held in Missouri, at a place designated in the notice of the meeting as determined by the Board, or if a special meeting, as determined by whoever called the meeting.

d. Notice of Membership Meetings

Written or printed notice stating the place, day and hour of the meeting and, in the 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 30 days before the date of the meeting, either personally or by mail by the officer or persons calling the meeting, to each Member of record entitled to vote at the meeting.

If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Member at the address as it appears on the records of the Association, with postage thereon prepaid, or if the Association has no record of the address, then the notice shall be addressed to the Lot owned by the Member.

The notice of any meeting at which a budget proposed by the Board shall be voted on shall be mailed to each owner's address as shown by the records of the Christian County Assessor, unless the Board or Manager has been notified by a Member of a different address for mailing such notices.

If all of the Members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and at such meeting any business of the Association may be undertaken.

2. Voting

a. Closing of Record of Ownership

The Board of the Association may close its records of membership in the Association for a period not exceeding 20 days preceding the date of any membership meeting. If the Board shall not have closed its records or set a date for the determination of voting rights, then only those persons shall be entitled to vote whose names were of record 30 days previous to the date of the meeting.

b. Voting List

Each Member shall be entitled to a copy of the list of members entitled to vote at a meeting with a list of the Lots owned by each Member (the "**Voting List**"). The Voting List shall be kept by the Secretary of the Board and be available at the time and place of the meeting, subject to the inspection of any Member at the meeting.

c. Counting Votes

Each Member shall be entitled to have one vote per Lot owned.

d. Quorum

Fifteen percent of the Lots, either in person or by proxy, shall constitute a quorum at any meeting of the membership. If a quorum is not present, a meeting may be conducted informally, but no votes may be taken.

e. Proxies

At all meetings of Members, a Member may vote by proxy executed in writing by the Member (or by a representative designated in writing by the Members who own the Lot for which the proxy is given). Each proxy shall be filed with the Secretary of the Board before or at the time of the meeting.

3. Election of Directors; Officers

a. Elected Board

At the annual meeting of the Members, the Members shall elect five Directors from the Members of the Association to serve as the Board, two to serve for one year, two to serve for two years, and one to serve for three years. Thereafter, board members shall be elected each year to replace the Board members whose terms have expired.

The Board shall have a meeting at least annually immediately after and at the same place as the annual meeting of the Members. The Board may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings with notice of such resolution to all of the Board.

Three of the members of the Board shall constitute a quorum. The Board shall not receive any compensation except as is allowed by the approval of the budget by the Members. A member of the Board shall be subject to removal with or without cause at any time by the vote of the owners of two-thirds of the Lots at a meeting called for that purpose.

The Board may communicate its votes by mail, email, telephone or in person.

A majority of the Board shall constitute the authorized action of the Board. If any vacancy occurs in the unexpired term of a member of the Board, the vacancy shall be filled by the remaining members of the Board unless all of the members of the Board are removed by the voting owners.

b. Officers

The Board shall elect from its membership a President, who shall preside over the meetings of the Board and of the Members.

The Board shall elect a Secretary, who keeps the minutes of all of the meetings of the Board and of the Membership, and who shall in general perform all of the duties incident to the office of the Secretary; further, the Board shall elect a Treasurer, who shall keep the financial records and books of account of the Association. The Board may choose to elect a Vice President from the Board membership, to serve in the absence of the President. A Director may hold two of the three offices--vice-president, secretary or treasurer--simultaneously.

4. Powers of Board

The Board shall have the powers, duties, rights and privileges, the act or the exercise of which shall be paid for out of the Association's funds, to do all things and perform all duties required of and imposed upon the Association by the Declaration (as amended and supplemented) and the Missouri Nonprofit Corporation Law, which are in the best interests of the Association, or which the Board deems necessary to preserve and protect the roads that serves the subdivision, the entry gate, the walking path and any other common property. The Board shall be the sole judge as to the appropriate level of maintenance.

In addition, the Board has the following powers:

(a) To estimate the cost of the expenses of administration, modification, maintenance and repair of any real or personal property belonging to the Association or dedicated to the use of the members of the Association and any other common property the Association acquires or for which it becomes responsible. After determining the amount required annually for such purposes, the Board shall submit a budget to the members and make or obtain estimates to be made for the computation of replacement reserve funding and to collect common expense and special

assessments from the members and deposit such collections in the proper funds, in accord with the Declaration, such fund to be held, managed and administered by the Board.

(b) To furnish, within 10 days upon request of any Lot owner and payment of a reasonable fee therefor, a statement of that owner's account setting forth the amount of any unpaid assessments, whether general or special, or other charges; to keep detailed, accurate records in chronological order of the receipts and expenditures, specifying and itemizing the maintenance and repair expenses of each and any other expenses incurred, whether general or special, and to make such records available for examination by the Lot owners at all reasonable times.

(c) To designate, hire, employ and remove personnel necessary for the maintenance, modification, repair and replacement of the Association's property.

(d) To retain and from time to time contract for the services of attorneys and accountants.

(e) To reconstruct, repair, replace or refinish any improvement; construct, pave, paint, repair, replace or refinish the entrance area and/or entrance drive; replace injured or diseased trees or other vegetation and plant trees, shrubs, annuals and perennials, and ground cover to the extent that the Board deems necessary or desirable for the conservation of water and soil and for aesthetic purposes; and place, maintain or repair signs as deemed appropriate for the proper identification, use and regulation of the Association.

(f) To purchase or otherwise acquire, or provide for the furnishing of, any other materials, supplies, labor, services, maintenance, repairs, structural alterations, insurance or assessments which the Board is required to secure or pay for pursuant to the terms of the Declaration or these Bylaws, or which in the Board's opinion shall be necessary or proper for the maintenance and operation of the property as a residential development or for the enforcement of these restrictions.

(g) To discharge any mechanic's lien or encumbrance levied against the Association's property or any part thereof which may in the opinion of the Board constitute a lien against that property, rather than merely against the interest therein of any members.

(h) To establish, grant and dedicate easements for public, quasi-public and private utilities in addition to any shown on the plats, in, over and through any of the Association's property.

(i) The Board shall propose a budget at each annual meeting for the operation and maintenance of the Association property.

(j) To do all acts and perform all duties required of and imposed upon the Association by the Declaration and/or which are in the best interests of the Association or which the Board deems necessary to preserve and protect the Association's property and the beauty thereof.

5. Board Communication

a. Use of Electronic Communication:

While recognizing the utility of electronic communication, including email, for the efficient dissemination of information and administrative matters, the Board of Directors shall endeavor to minimize constant email exchanges outside of scheduled board meetings. Discussions and deliberations on substantive matters requiring a vote or formal board action shall primarily take place during duly noticed and convened board meetings.

b. Limiting Excessive Email Traffic:

Board members are encouraged to utilize email primarily for conveying information, scheduling meetings, and addressing minor or urgent matters requiring immediate attention between meetings. Excessive email discussions, which may consume considerable board member time and potentially lead to misunderstandings, should be avoided. Significant issues requiring discussion and debate should be reserved for board meetings or formal written communication.

c. Official Communication with Members:

All official communications emanating from the Board of Directors to the Members, including but not limited to announcements, newsletters, policy updates, and general information, shall require approval by a majority vote of the Board members before dissemination.

d. Approval Process:

Proposed communications to be sent to the Members shall be presented to the Board for review and approval at a duly convened board meeting or via a formal written consent process, if permitted by the Bylaws and applicable laws. The approval shall be recorded in the meeting minutes or documented in writing, as appropriate.

6. Amendment of Bylaws; Conflict with Declaration

These Bylaws may be amended by a majority of the Board Members.

In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control.

7. **Miscellaneous**

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

The Board shall keep written minutes and resolutions and shall keep books of all accounts. All records of Board meetings, Association meetings and financial records shall be retained for a minimum of three years. The Association need not have a corporate seal.

THE BYLAWS HAVE BEEN ADOPTED BY THE BOARD AND ARE EFFECTIVE AS OF AUGUST 11, 2025.

By: 
Ryan Freeman, President

STATE OF Missouri)
) ss.
COUNTY OF Taney

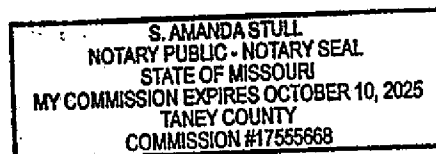
On this 11th day of August, 2025, before me, a Notary Public in and for said state, personally appeared Ryan Freeman known to me to be the person who executed the within instrument and acknowledged to me that they executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.


NOTARY PUBLIC SIGNATURE

S. Amanda Stull
PLEASE PRINT NAME

My appointment expires: 10/10/2025



By: Marlene Kempt
Marlene Kempt, Secretary

STATE OF Missouri)
COUNTY OF Taney) ss.

On this 11th day of August, 2025, before me, a Notary Public in and for said state, personally appeared Marlene Kempt known to me to be the person who executed the within instrument and acknowledged to me that they executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

S. Amanda Stull
NOTARY PUBLIC SIGNATURE

S. Amanda Stull
PLEASE PRINT NAME

My appointment expires: 10/10/2025

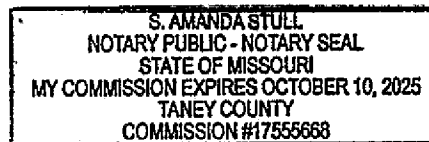


EXHIBIT "A"

LEGAL DESCRIPTION

EAST PROPERTY DESCRIPTION: *Phase 2*

A PART OF SECTION 35, TOWNSHIP 28 NORTH, RANGE 22 WEST, CHRISTIAN COUNTY, MISSOURI, MORE PARTICULARLY DESCRIBED AS FOLLOWS:
BEGINNING AT THE NORTHEAST CORNER OF THE SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$ OF SAID SECTION 35, THENCE S 00 03'47"E 1290.84 FEET TO THE SOUTH LINE OF SAID SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$; THENCE N 89 59'32"W 1372.29 FEET TO SW CORNER OF THE SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$;
THENCE N 33 10'25"W 761.13 FEET TO THE SOUTH RIGHT OF WAY LINE OF HIGHWAY AA; THENCE ALONG A CURVE TO THE LEFT ALONG SAID SOUTH RIGHT OF WAY HAVING A RADIUS OF 632.23 FEET, AN ARC LENGTH OF 90.10 FEET, A CHORD OF 90.03 FEET AND A CHORD BEARING OF N 70 29'49"E TO THE SOUTH LINE OF THE SE $\frac{1}{4}$ OF THE SE $\frac{1}{4}$; THENCE S 89 53'38"E 250.51 FEET TO THE SE CORNER OF THE SE $\frac{1}{4}$ OF THE SE $\frac{1}{4}$;
THENCE N 01 42'40"E 176.26 FEET TO THE SOUTH RIGHT OF WAY OF HIGHWAY AA THENCE ALONG HIGHWAY AA THE NEXT THREE COURSES; N 49 52'06"E 459.32; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 632.83 AN ARC LENGTH OF 403.60; A CHORD OF 396.78 AND A CHORD BEARING OF N 67 56'09" E; THENCE N 89 21'01" E 626.75 FEET TO THE POINT OF BEGINNING CONTAINING 42 ACRES MORE OR LESS SUBJECT TO ANY EASEMENTS, RIGHT OF WAYS AND RESTRICTIONS OF RECORD.

WEST PROPERTY DESCRIPTION: *Phase 1*

A PART OF SECTION 35, TOWNSHIP 28 NORTH, RANGE 22 WEST, CHRISTIAN COUNTY, MISSOURI; MORE PARTICULARLY DESCRIBED AS FOLLOWS:
COMMENCING AT THE NORTHEAST CORNER OF THE SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$ OF SAID SECTION 35, THENCE S 00 03'47"E 1290.48 FEET TO THE SOUTH LINE OF SAID SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$; THENCE N 89 59'32"W 1372.29 FEET TO THE SW CORNER OF THE SW $\frac{1}{4}$ OF THE NE $\frac{1}{4}$ AND THE POINT OF BEGINNING.
THENCE S 00 59'11"W 1328.70 FEET TO THE SOUTH LINE OF THE NE $\frac{1}{4}$ OF THE SE $\frac{1}{4}$; THENCE N 89 17'09"W 1074.84 FEET ALONG SAID SOUTH LINE OF THE NE $\frac{1}{4}$ OF THE SE $\frac{1}{4}$ TO THE EAST LINE OF OWENS ROAD; THENCE N 01 27'07"E ALONG THE EAST LINE OF OWENS ROAD 858.07 FEET; THENCE LEAVING SAID ROAD S 39 29'43"E 455.23 FEET; THENCE N 00 24'13"E 466.69 FEET TO THE SOUTH LINE OF THE SE $\frac{1}{4}$ OF THE NW $\frac{1}{4}$; THENCE N 89 30'12"W 446.69 FEET TO THE EAST LINE OF OWENS ROAD; THENCE N 00 24'13"E 619.73 FEET TO THE SOUTH LINE OF HIGHWAY AA; THENCE ALONG THE SOUTH LINE OF HIGHWAY AA THE NEXT TWO COURSES S 89 52'46"E 604.00 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 632.23', AN ARC LENGTH OF 39.99' A CHORD OF 39.99' AND A CHORD BEARING OF N 76 23'31"E; THENCE LEAVING SAID RIGHT OF WAY S 33 10'25"E 761.13 FEET TO THE POINT OF BEGINNING CONTAINING 40.0 ACRES MORE OR LESS SUBJECT TO ANY EASEMENTS, RIGHT OF WAYS AND RESTRICTIONS OF RECORD.

All as shown on the final plat thereof and/or revisions thereto filed in the Real Estate Records of Christian County, Missouri.