

BY-LAWS
OF

POST HILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND OFFICE

Section 1. - Name. The name of this Corporation shall be POST HILL HOMEOWNERS ASSOCIATION, INC.

Section 2. - Principal Office. The principal office of the Corporation in the State of Missouri shall be located in The Post Hill Subdivision in Kansas City.

Section 3. - Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is the same as such registered office.

Section 4. - Declaration. The term "Declaration" as used herein shall mean the Declaration of Covenants, Restrictions, Development, Standards and Owners Association for Post Hill dated November 26, 1990 as filed of record in the office of the Recorder of Deeds of Platte County, Missouri.

ARTICLE II
MEMBERSHIP

Section 1. - Classes of Membership. Membership in the Corporation shall be as specified in Article VI of the Articles of Incorporation as filed on May 24, 1990.

Section 2. - Articles of Incorporation and By-Laws. Except as specifically set forth in the Declaration, all provisions applicable to notice, voting and quorum requirements for all actions to be taken by the Corporation shall be as set forth in its Articles of Incorporation and By-Laws.

Section 3. - Initial Membership Fee. All owners of lots or Townhouse units as of date of enactment of these By-Laws shall be members without a further initial membership fee. For members who join subsequent thereto, the membership fee shall be \$100 or such other amount as may be fixed by the Board of Directors or at any special meeting called for the purpose. No person shall attain membership before paying the Treasurer the membership fee.

Section 4. - Election of Members. Members may be elected at any meeting of the members or at any meeting of the Board of Directors.

Section 5. - Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or expel any member who shall be in default in the payment of dues for the period fixed by Article XI of these By-laws.

Section 6. - Transfer of Membership. Membership of any class in this Corporation is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

Section 1. - Annual Meetings. The annual meeting of the members shall be held on the 30th day in the month of January in each year, beginning with the year 1995 at the hour of 8 o'clock p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the designated day for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. - Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board or not less than one-fourth of the members.

Section 3. - Place of Meeting. Meetings shall be held at the Post Hill Subdivision, Kansas City, Missouri, except that the Board of Directors may by resolution designate any place, within not more than five (5) miles from said Subdivision, as the place of meeting for any annual or special meeting.

Section 4. - Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting, either personally or by mail to each member entitled to vote at such meeting. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 5. - Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 6. - Quorum. At such a meeting a quorum shall consist of twenty-five percent (25%) of the members, or twice the number of directors, whichever is greater. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. - Proxies.

(a) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after twelve months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality all such documents shall be delivered to the secretary.

(b) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for directors shall be by ballot. Only the persons who meet the qualifications specified in Article VI of The Articles of Incorporation and in whose name membership in either Class A or Class B is standing on the books of the Corporation on the day of such meeting shall be entitled to vote in person or by proxy.

(c) For any person to represent a member by proxy, such person must submit his power of attorney to the secretary of the board for examination at least one hour before the time of meeting. When the secretary has certified the power of attorney is in good order, the proxy holder shall have the right to do any and all things which might be done by the member were he present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. - General Powers. The business and affairs of the Corporation shall be managed by its board of directors.

Section 2. - Number, Tenure and Qualifications. The number of directors shall be three (3). The directors elected at the annual meeting to succeed the directors named in the Articles of Incorporation shall be elected for terms of one year. Directors shall be members of the Corporation as defined in Article II above.

Section 3. - Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Lay immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings within or not more than five (5) miles from the Post Hill Subdivision, without other notice than such resolution.

Section 4. - Special Meeting. 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 within or not more than five (5) miles from the Post Hill Subdivision, 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 two days previous thereto by written notice delivered personally or four days notice sent by mail or telegram, mailed to each director as his name appears on the records of the Corporation. Any director may waive notice of any meeting. The attendance of a director at a 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 6. - Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

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. The Board may also act by written consent or approval of all the Directors of the Corporation setting forth the action taken.

Section 8. - Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. - Compensation. Directors as such shall not receive any salaries for their service.

Section 10. - Directors-Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation except those specifically granted or reserved for the members By-Laws, the Articles of Incorporation, or these By-Laws shall be vested in the Board.

Section 11. - Directors-Removal from Office For Cause. A director may be removed from office, only for cause. Removal shall require a vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges preferred against him at least 10 days before such meeting and provided an opportunity to be heard. Any vacancy created by the removal of a Director shall be filled by a majority vote, which may be taken at the same meeting at which such removal shall take place.

ARTICLE V
OFFICERS

Section 1. - Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

Section 2. - Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board held after such annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he 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 may be removed by the Board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be held without prejudice to the contract rights, if any, of the person so removed.

Section 4. - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board 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 shall, when present, preside at all meetings of the members and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, and deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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 from time to time.

Section 6. - Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

Section 7. - Secretary. The Secretary shall keep the minutes of the members and of the Board meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; 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 documents, the execution of which, on behalf of the Corporation, under its seal is duly authorized; keep a register of all members and their post office addresses; prepare and cause to be delivered to the Secretary of State of Missouri, on forms prescribed and furnished by the Secretary of State, between the first day of January and the first day of March of each year, an annual report in compliance with the provisions of the statutes of the State of Missouri; and 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 by President or by the Board.

Section 8. - Treasurer. Should the Board of Directors deem it necessary, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall 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; 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 VIII of these By-Laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board.

ARTICLE VI ORDER OF BUSINESS

Section 1. - Order of Business. The order of business at any regular or special meeting of the members of the Board shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 2. - Parliamentary Procedure. On questions of parliamentary procedure not covered by these By-Laws, a ruling by the President will prevail.

ARTICLE VII COMMITTEES

Section 1. - Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which

committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation.

Section 2. - Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. - Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. - Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. - Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. - Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. - Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 1. - Contracts. The Board of Directors 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.

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

Section 3. - Checks, drafts, etc. All checks, drafts or other orders for the payment of money, note or other evidence 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. In the absence of such determination by the Board, such instrument shall be signed by the President and countersigned by the Treasurer of the Corporation.

Section 4. - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositories as the Board may select.

Section 5. - Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purposes at any reasonable time.

ARTICLE X FISCAL YEAR

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

ARTICLE XI DUES AND FEES

Section 1. - Annual Dues. The Board of Directors may determine from time to time the amount of membership fee, if any, and any monthly dues and fee payable to the Corporation by any members.

Section 2. - Payment of Dues. Dues shall be payable in advance on the first day of each month. Dues of a new member shall be pro-rated from the first day of the month in

which such new member is elected to membership to the end of the month in which such member is elected.

Section 3. - Default, Suspension and Termination of Membership. The right of any owner or member whose assessments are more than thirty (30) days delinquent to vote at any meeting of the members, to use any recreation facilities located upon the common areas or to recline services provided members may be suspended by the Board of Directors during any period in which any assessment against said owner remains unpaid. The Board of Directors shall also have the authority and power, when any member shall be in default in the payment of dues for a period of thirty (30) days, to terminate his membership.

ARTICLE XII ASSESSMENTS

Section 1. - Payment.

a. All assessments of the Association shall be due and payable on the first day of a month. If any assessment or any part thereof is not paid on the date when due, then the unpaid amount of such fee or charge shall become delinquent and shall thereupon be a continuing lien on the Lot and Townhouse Unit of the non-paying Owner, and shall bind such Unit in the hands of the then Owner, his heirs, executors, administrators, successors and assigns. No Owner may waive, have waived, or otherwise escape liability for the fees or charges provided herein by non-use of any Common Areas and Facilities owned by the Association or by abandonment of his Lot and Townhouse Unit.

b. If any assessment or part thereof is not paid within thirty (30) days after the due date, the same shall bear interest thereon at one and one-half percent (1 1/2%) per month (eighteen percent (18%) per annum).

c. The Association, acting by its board of directors, may be resolution elect to commence an action in the Circuit Court of Platte County, Missouri, against the Owner personally obligated to pay the same, to enforce payment of said delinquent assessment and to foreclose the lien against said Lot and Townhouse Unit. The lien against any Lot and Townhouse Unit shall continue for a period of five (5) years from the date of delinquency and no longer unless such action shall have been filed. In the event such action is filed, the lien shall continue until termination of the action and until sale of the Lot and Townhouse Unit under the execution of judgment establishing the same.

d. In the event an attorney is employed for the purpose of collecting the payment of any assessment, the delinquent Owner shall be responsible for any and all attorneys fees, and costs of collection.

Section 2. - Subordination of the Lien to Mortgages. The lien of assessments, monthly and special, provided for herein shall be subordinate and inferior to the lien of any

first mortgage or deed of trust now or hereafter placed upon any Lot and Townhouse Unit subject to assessment; provided, however, that such subordination shall apply only to the assessments which become due and payable prior to the sale, whether public or private, of such unit, pursuant to a decree of foreclosure of any such mortgage or pursuant to the terms and conditions of any such deed of trust or a deed in lieu of foreclosure. Said sale or deed in lieu of foreclosure shall not relieve such Unit from liability for the amount of any fees or charges thereafter becoming due, or from the lien of any such subsequent fee or charge. Any holder of a first mortgage or deed of trust who acquires title to any Lot or Townhouse Unit pursuant to foreclosure or deed in lieu of foreclosure, shall take title free of any claims for unpaid fees or charges against the Lot and Townhouse Unit which accrued prior to the date title is acquired by said holder of the mortgage or deed of trust.

Section 3. - Exempt Property.

The following property subject to this Declaration and dedication shall be exempted from the assessments and liens created herein:

- a. All property dedicated to and accepted by any municipality or public utility for public use and purposes.
- b. All Common Areas and Facilities.
- c. All Townhouse Lots and Units owned by the Declarant which are undeveloped or under construction until the same be rented or sold, except that Declarant is not relieved of its proportionate share of assessments attributable to the blanket insurance provided for in Article VI, paragraph 1.a. if such blanket policy covers Declarant's Townhouse Units and its proportionate share of any building maintenance for maintenance on buildings owned by it and maintained by the Association. The Declarant shall be given a credit for all funds it has in the past advanced or in the future shall advance for the purposes that monthly or special assessments can be made under this Declaration.

Section 4. - Suspension.

The right of any owner or member whose assessments are more than thirty (30) days delinquent to vote at any meeting of the members or to use any recreation facilities located upon the common areas shall be suspended during any period in which any assessment against said owner remains unpaid.

ARTICLE XIII

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of incorporation and the words, "Corporate Seal."

ARTICLE XIV

WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, 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 XV INDEMNIFICATION

Section 1. - Indemnification of Officers, Directors and Others. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matters to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance or the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an

undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2. - Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE XVI

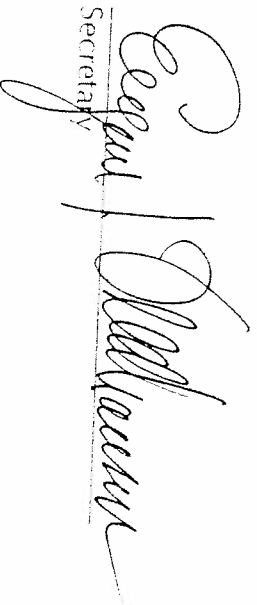
AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors.

Adopted this 9th day of April, 1994.

ATTEST:


Richard H. Evans
President


Cecelia J. McLean
Secretary