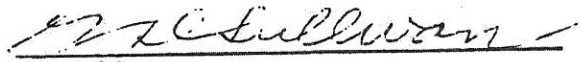


AMENDMENT
TO
BY-LAWS OF THE
WESTWOOD HOMES ASSOCIATION

At the Annual Meeting of the Westwood Homes Association on April 25, 1984, Article II, Section 3. of the foregoing By-Laws was, by vote, amended to read as follows:

Section 3. All Directors shall be bona fide residents of the District described above. All directors shall be elected to serve for three years or until their successors are elected and qualified. Directors shall be elected by secret ballot at the annual meeting of the members.



President



Secretary

BY-LAWS OF THE
WESTWOOD HOMES ASSOCIATION

Article I - Membership

Section 1. Any person who has legal title of record to any lot or tract of land within the limits of the Westwood Homes Association, a corporation of Jackson County Missouri, as shown on the recorded plats thereof on file and of record in the office of the Recorder of Deeds of Jackson County, Missouri, at Kansas City, shall be eligible for membership.

A. In case the 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 to 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 members in their stead, and he shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

B. In case of 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 to 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 he shall thereupon become eligible to membership, subject to the approval of the Board of Directors.

C. In case the 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 to membership, subject to the approval of the Board of Directors.

Section 2. Only owners of one or more tracts of land in this district, or their duly accredited representatives as herein provided, shall be eligible to 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 3. 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 4. 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 April 24, 1922 and is recorded in Book B2329 at page 248 in the office of the Recorder of Deeds for Jackson County, Missouri, and amendments thereto.

Section 5. The Secretary shall keep a correct list of all members who are in good standing and entitled to vote, and their last know addresses. All members shall notify the secretary of any change of address.

Article II - Board of Directors

Section 1. The corporate powers of this Association shall be vested in a Board of nine (9) Directors called the Board of Directors.

Section 2. Five (5) Directors shall constitute a quorum for the transaction of business at any meeting.

Section 3. All Directors shall be bona fide residents of the District described above. All directors shall be elected to serve for three years or until their successors are elected and qualified. Directors shall be elected by secret ballot at the annual meeting of the members. No director shall be eligible for reelection or for appointment to fill a vacancy for a period of one year after serving a three year elected term as a member of the Board of Directors.

Section 4. 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. The Board of Directors shall conduct, manage and control the property affairs and business of the Association, and shall make all necessary rules and regulations for the guidance of officers and management of the affairs and business of the Association, not inconsistent with the laws of the State of Missouri or the United States. They shall cause to be kept a complete record of all their acts and proceedings, and of the proceedings of the members. At each annual meeting, they shall present a complete detailed statement showing the assets, liabilities and general condition of the Association. They shall also cause to be kept a complete record of all the finances of the Association showing all receipts and expenditures, assets and liabilities.

They shall employ and discharge at will, all agents, servants and employees of the Association, prescribe their duties, fix their compensation, fix the compensation, if any, of officers, and in their discretion, may require of them a bond or other security for faithful performance of their duties and fidelity. They shall determine who shall sign and countersign all checks, drafts, and other papers and documents, except as otherwise provided for herein. They shall vote on all applications for membership, as hereinbefore provided. They shall do and perform any other duties that may be prescribed for them by the members of this association at any regular or special meeting.

Article III - Officers and Their Duties

Section 1. (a). 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. The Board of Directors may also, from time to time, name other or assistant officers who shall hold office at the will of the Board of Directors.

(b). The President, Vice President, Secretary and Treasurer shall at all times be directors. The office of the Secretary and Treasurer may be held by the same person.

(c). The Board of Directors may appoint or remove any officer or employee at pleasure, and any vacancy caused by removal, resignation, death, cessation membership

in the Association for any cause whatever, may be filled by the Board of Directors as it may deem advantageous.

Section 2. 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 may be directed by the Board of Directors, and he shall perform such other duties as may be conferred upon him by the Board of Directors, but his authority shall be subject to the control and direction of the Board of Directors at all times.

Section 3. 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 and such other duties assigned by the President which are not in conflict with those other officers.

Section 4. 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 duties, the President may appoint someone to act in his stead until the next meeting of the Board of Directors, and in such event the Secretary shall turn over to his successor in office all papers, records, books and other property belonging to the Association.

Section 5. 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 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 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 6. Officers and directors shall not receive any compensation or salary for their services.

Article IV - Meetings

Association Meetings

Section 1. The regular membership meeting of this Association shall be held during April of each year as specified by the Board of Directors and at such place as may be fixed by the Board of Directors and set out in the notice of meeting.

Special meetings of the members of the Association, may be held at any time on call of the Secretary, President or by majority of Directors.

Section 2. The members of the Association shall be notified by the Secretary, the President or the Vice President by a printed or written notice mailed to the last known address of the members at least ten days before the date of the regular meeting, stating the time and place of the meeting. Special meetings may be called in

like manner after five days notice, but any such notice shall designate the purpose of the meeting. In all such cases the mailing of the notice shall be considered as the notice required to be given; and notices need only be given to members appearing as such on the books of the Association.

Section 3. At any regular or special Association meeting, twenty-five (25) 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.

Directors' Meetings

Section 4. 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 5. Special meeting 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 two 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.

Article V - Voting

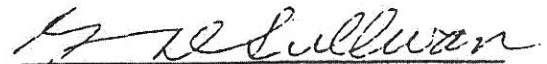
Section 1. At all Association meetings each member shall have the right to vote in person or by proxy, but all proxies shall be in writing and shall be filed with the Secretary before the meeting. Each member shall have but one vote. All votes shall be by ballot unless waived by unanimous consent.

Section 2. No Director may vote by proxy at any directors meeting. No Director shall be permitted to vote at any Directors' meeting unless he is present at the meeting.

Article VI - Amendments

These by-laws may be altered, amended, added to or repealed at any membership meeting by a two-thirds vote of those present, if there be a quorum.

The above by-laws were adopted at the meeting of the Westwood Homes Association on April 25, 1984.



President



Secretary