

May 4, 1989

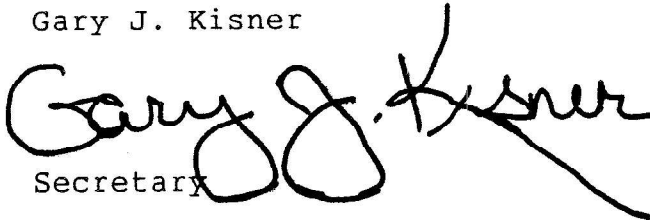
Dear Woodlands Neighbors:

As promised, here are your own copies of our new association bylaws and deed restrictions. Individual deed restrictions varied from phase to phase, but there are no major exceptions to the attached sample. An actual copy of your deed restriction can be obtained from the Johnson County Records office.

On a final note, your association board of directors extends an invitation to attend our annual meeting at 7 p.m. on Monday (May 8) in the Woodlands Clubhouse. We will review our first year of operation and outline plans for the coming fiscal 1989-90 year.

Sincerely,

Gary J. Kisner


Secretary

WOODLANDS HOMES ASSOCIATION, INC.

BYLAWS

Article I

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 12848 Granada Lane (residence of James E. Toyne, association President), Leawood, Johnson County, Kansas 66209.

Section 2. Registered Office. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

Article II

Definitions

Section 1. "Association" shall mean and refer to Woodlands Homes Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declarations of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarations" shall mean and refer to the Declarations of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Johnson County, Kansas, on February 26, 1984, December 16, 1985, July 2, 1986, and July 20, 1987.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations.

Article III

Membership

Section 1. Membership. All persons owning real property in The Woodlands Subdivision shall become a member. The legal description is as follows:

THE WOODLANDS 1ST, 2ND, 4TH AND 5TH PLATS, City of Leawood, Section 28, Township 13 South, Range 25 East, Johnson County, Kansas

All members are voting members unless otherwise specified in the Articles of Incorporation.

Section 1.1 Joint Ownership. If two (2) or more persons are the joint owners of developed real property in The Woodlands Subdivision, as legally described above, one (1) or both may become a member, but only one (1) shall be entitled to vote.

Section 2. Termination from Membership. A termination from membership shall be effective whenever a member shall cease to own real property in The Woodlands Subdivision. Such member shall then be automatically dropped from the membership rolls of the corporation. Termination shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time of such termination, or which may arise prior to the notice of the termination to the Board.

Section 3. Termination or Suspension. If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, or shall have changed his status so as to be ineligible for membership, such person shall be notified in writing to appear personally before the Board of Directors at a designated time not less than ten (10) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the Board of

Directors present at the meeting, the membership of such person in the corporation may be terminated or suspended. Suspension is not appropriate where the person has ceased to be a person in the category of persons eligible for membership. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member.

Written notices hereunder shall be mailed to the member's last known address.

Section 4. Membership Rights and Transfers. A member shall have no vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation. Memberships in the corporation shall be non-transferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 5. Fines and Penalties. Fines are not permitted. The penalty for misconduct is suspension or termination as provided above.

Section 6. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

Section 7. Meetings of Voting Members and Other Membership Matters. The annual meetings of the members shall be held on the first Monday of May, in each year at 7:00 o'clock P.M. of said day. At such meeting, Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto no less than ten (10) days nor more than sixty (50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 8. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors, or by one or more members holding not less than one-fifth of the voting

power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 9. Voting. Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Such vote may be viva voce or by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a member at any election and before the voting begins. Each voting member shall have one (1) vote for Directors and all other matters which may properly come before the members at any annual or special meeting.

Section 10. Quorum. The presence in person or by proxy of 1/10 of the voting members at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 11. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation; provided that no such proxy shall be valid after the expiration of one (1) year from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force; and provided that every proxy shall be revocable and shall automatically terminate upon the member ceasing to own real property in The Woodlands Subdivision.

Section 12. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President, Secretary, Vice-President or Treasurer.

Section 13. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at a all reasonable times.

Article IV

Directors

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

First - All powers listed in The Woodlands Homes Association Declarations dated February 26, 1984, December 16, 1985, July 2, 1986, and July 20, 1987, and filed for record in the office of the Register of Deeds of Johnson County, Kansas.

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

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

Fourth - To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

Fifth - To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

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

Seventh - To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws.

Eighth - To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

Ninth - To suspend the voting rights and right to use of the services or facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations.

Tenth - To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations.

Eleventh - To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, or a total of five (5) regular meetings during any fiscal year of the Association.

Twelfth - To employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

First - Cause to be kept a complete record of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fifth (1/5) of the members who are entitled to vote.

Second - Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

Third - As more fully described in the Declarations, to:

(a) Fix the amount of the annual assessment against each Lot at least fifteen (15) days in advance of each annual assessment period;

(b) Send written notice of each assessment to every Owner subject thereto at least seven (7) days in advance of each annual assessment period.

(c) Review and vote at a regular Directors' meeting or the foreclosure of a lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the owner personally obligated to pay the same.

Fourth - Issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

Fifth - Procure and maintain adequate liability and hazard insurance on property owned by the Association, including Directors and Officers Liability Insurance.

Sixth - Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Seventh - Cause the Common Area to be maintained.

Section 3. Number and Qualification of Directors. The authorized number of Directors of the corporation shall be thirteen (13) until changed by amendment to this bylaw. Directors must be members.

Section 4. Election and Term of Office. The Directors shall be elected prior to each annual meeting of members, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All Directors shall hold office until their respective successors are elected. A Director may be removed from office at any time for cause, however, by a majority vote of the voting members, and he may be removed without cause by a two-thirds (2/3) vote of the voting members.

Directors shall be elected to serve a two (2) year term. The following is a one time exception to this two (2) year term rule:

In the May, 1989 election, six (6) Directors will be elected for a two (2) year term, with the remaining Directors to serve for one (1) year terms.

Section 5. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each 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 of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 6. Procedure for Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cause, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 7. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. If at any time, by reason of death, resignation or other cause, the corporation should have no Directors in office, then any officer or any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at the meeting, or if any Director or Directors elected shall refuse to serve.

The members comprising at least twenty percent (20%) of the total membership may call a meeting at any time to fill any vacancy or vacancies not filled by the Directors, or if the Board of Directors filling a vacancy constitutes less than a majority of the whole Board, as constituted immediately prior to any increase in the number of Directors. If the Board of Directors accepts the resignation of a Director rendered to take effect at a future time, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 8. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 9. Regular Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 10. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call on the first Monday of each month at 7:00 o'clock P.M.; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 11. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable or refuses to act, by the Secretary or by any other Director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by telephone or by hand delivered notice at least seven (7) days before the date such meeting is to be held.

Section 12. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 13. Waiver of Notice. The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors,

unless a greater number be required by law or by the Articles of Incorporation. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 15. Meetings by Telephone. Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 16. Adjournment. A majority of the Directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 17. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Article V

Officers

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the Board, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of Directors. The power to establish salaries of officers, other than the President or chairman of the Board, may be delegated to the President, chairman of the Board, or a committee.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the conduct and officers of the corporation. He shall preside at all meetings of the members and, at all meetings of the Board of Directors. He shall be ex officio a 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 President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 8. Vice-President. In the absence or disability of the President, the Vice-President or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all 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-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these bylaws.

Section 9. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes and the principal office or such other place as the Board of Directors 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 present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a membership list, showing the names of the members and their addresses, the number and date of membership certificates issued; and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by these bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

Section 10. 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 corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable 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 corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall 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 corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws. He shall be bonded, if required by the Board of Directors.

Article VI

Committees

Section 1. Committees. The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating committee, as provided in these Bylaws. In addition the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Article VII

Miscellaneous

Section 1. Assessments. As more fully provided in the Declarations, the assessments required for membership (if any) and annually or otherwise shall be as specified therein. Such assessments may be changed from time to time as provided by the

Declarations. Nonpayment of assessments shall be a proper cause for suspension or revocation of membership hereunder. All assessments shall be payable as specified by the Board of Directors. Assessments shall be in the same amount for all members of the same membership class. The assessments may vary for each membership class where there is more than one such class. As more fully provided in the Declarations, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, and costs, of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

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

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

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

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

provided in Article II, Section 2, for giving notice of members' meetings, in such form as the court directs.

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

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

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

Section 7. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end on the 31st day of May.

Section 8. Loss of Property. The Board of Directors shall not be liable or responsible for the destruction or the loss of or damage to the property of any member, or the guest of any member, or visitor, or other person.

Article VII

Amendments

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

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

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

(1) That I am the duly elected and acting Secretary of WOODLANDS HOMES ASSOCIATION, INC., a Kansas nonprofit corporation; and

(2) That the foregoing bylaws, comprising 15 pages, constitute the amended bylaws of said corporation, as duly adopted at the ~~first~~ meeting of the Board of Directors thereof duly held on the 3 day of April, 1989.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this MAY day of MAY, 1989.

Gary J. Kisher
Secretary