

STATE OF KANSAS

Cross Reference:

Volume 3012

Page 102

COUNTY OF JOHNSON

**AMENDMENT TO THE BY-LAWS OF  
CEDAR CREEK COMMUNITY SERVICES CORPORATION**

THIS AMENDMENT is made as of the date set forth below by Cedar Creek Community Services Corporation, Inc., a Kansas corporation (the "Corporation").

**BACKGROUND STATEMENT**

WHEREAS, on June 30, 1989, Cedar Creek Properties, Inc. ("Declarant") executed that certain Declaration of Covenants for the Cedar Creek Community which was recorded on July 3, 1989 in Volume 3012, Page 59 et. seq., Johnson County, Kansas, public records (the "Declaration"); and

WHEREAS, the By-Laws of Cedar Creek Community Services Corporation (the "By-Laws") were attached to the Declaration as Exhibit "B" and were recorded in Volume 3012, Page 102, et. seq. of the Johnson County, Kansas, public records; and

WHEREAS, Article VI, Section 6 of the By-Laws authorizes the amendment of the By-Laws by the affirmative vote or written consent, or any combination thereof, of Members representing seventy-five percent (75%) of the total Class "A" votes in the Corporation, and the consent of the Class "B" Member, so long as such membership exists; and

WHEREAS, Cedar Creek Village I Association, Inc., as the sole Class "A" member of the Corporation, has evidenced its consent to this Amendment by its execution hereof; and

WHEREAS, Declarant, as the sole Class "B" member of the Corporation, has evidenced its consent to this Amendment by its execution hereof;

NOW, THEREFORE, the By-Laws are hereby amended as follows:

1.

Article II, Section 1. Membership, is amended by deleting the second sentence of that section and substituting the following in its place:

The Class "A" Members shall be the Cedar Creek Village I Association, Inc., the Cedar Creek Nonresidential Association, Inc., and any other mandatory

membership owners association(s) having jurisdiction over a portion of the Community pursuant to an Association Declaration, or their respective successors and assigns; provided, no such association shall be a Member until such time as it is incorporated under Kansas law.

2.

Article III, Section 5, Election and Term of Office, is amended by deleting that Section in its entirety and substituting the following in its place:

(a) The Class "B" Member shall be entitled to appoint all five initial directors on the Board of Directors, to serve until termination of the Class "B" Control Period.

(b) Upon the effective date of this Amendment, each Class "A" Member then existing, acting through its board of directors, shall be entitled to appoint one director to the Corporation's Board, in addition to those directors appointed by the Class "B" Member pursuant to subsection (a) above, and the size of the Board shall increase accordingly. Thereafter, upon incorporation of each new Class "A" Member, such Class "A" Member, acting through its board, shall also be entitled to appoint one director to the Corporation's Board, and the size of the Board shall increase accordingly. Until termination of the Class "B" Control Period, the size of the Board shall increase and the Class "B" Member shall be entitled to appoint additional directors, if and as necessary to permit the Class "B" Member to appoint a simple majority of the total number of directors at all times.

(c) Upon termination of the Class "B" Control Period, the terms of office of all but one director appointed by the Class "B" Member shall terminate. Each Class "A" Member shall be entitled to appoint one additional director, for a total of two directors appointed by each Class "A" member.

(d) Upon termination of the Class "B" Membership, the term of the director appointed by the Class "B" Member shall end. If at such time there is only one Village Association in existence, such Village Association shall be entitled to appoint a successor to serve until such time as there may be two Village Associations. Thereafter or otherwise, the Nonresidential Association shall be entitled to appoint the director to fill such position.

3.

Article III, Section 2(b) of the By-Laws is hereby deleted in its entirety and the following is substituted in its place:

(b) December 31, 2035; or

IN WITNESS WHEREOF, the undersigned officers of Cedar Creek Community Services Corporation, do hereby certify that the foregoing Amendment has received the requisite approval of the membership as of this 20th day of June, 1996

CEDAR CREEK COMMUNITY SERVICES CORPORATION, a  
Kansas corporation

By:

Charles T. Sunderland  
Charles T. Sunderland, President

[SEAL]

Attest:

Gary L. Church  
Gary L. Church, Secretary

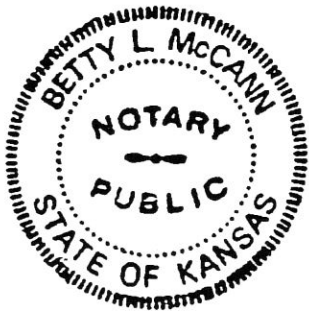
STATE OF KANSAS )

) SS

COUNTY OF JOHNSON )

BE IT REMEMBERED that on this 20th day of June, 1996, before me, the undersigned, a Notary Public in and for said County and State, came Charles T. Sunderland, President, and Gary L. Church, Secretary, of Cedar Creek Community Services Corporation, a Kansas nonprofit corporation, who are personally known to me to be the same persons who executed the foregoing instrument in writing on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of same corporation.

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



Betty L. McCann  
NOTARY PUBLIC

Betty L. McCann  
Print Name

My Commission Expires: April 10, 1998

[CONTINUED ON NEXT PAGE]

### CONSENT OF CLASS "A" MEMBER

Cedar Creek Village I Association, Inc., as the sole Class "A" Member of the Corporation, does hereby consent to and approve of the foregoing Amendment this 20th day of June, 1996

CEDAR CREEK VILLAGE I ASSOCIATION, INC., a  
Kansas corporation

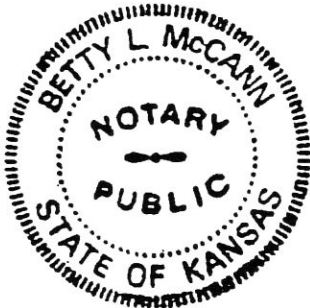
By: Charles T. Sunderland  
Charles T. Sunderland, President

Attest: Gregory F. Chirpich  
Gregory F. Chirpich, Secretary

[illegible]

BE IT REMEMBERED that on this 20th day of June, 1996, before me, the undersigned, a Notary Public in and for said County and State, came Charles T. Sunderland, President, and Gregory F. Chirpich, Secretary, of Cedar Creek Village I Association, Inc., a Kansas nonprofit corporation, who are personally known to me to be the same persons who executed the foregoing instrument in writing on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of same corporation.

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



Betty L. McCann  
NOTARY PUBLIC

Betty L. McCann  
Print Name

My Commission Expires: April 10, 1998

[CONTINUED ON NEXT PAGE]

### CONSENT OF CLASS "B" MEMBER

Cedar Creek Properties, Inc., as the sole Class "B" Member of the Corporation, does hereby consent to and approve of the foregoing Amendment this 20th day of June, 1996

CEDAR CREEK PROPERTIES, INC., a Kansas corporation

By:

Charles T. Sunderland, President

[SEAL]

Attest:

Teresa Hoffman, Secretary

STATE OF KANSAS )

SS

COUNTY OF JOHNSON )

BE IT REMEMBERED that on this 20th day of June, 1996, before me, the undersigned, a Notary Public in and for said County and State, came Charles T. Sunderland, President, and Teresa Hoffman, Secretary, of Cedar Creek Properties, Inc., a Kansas corporation, who are personally known to me to be the same persons who executed the foregoing instrument in writing on behalf of said corporation, and such persons duly acknowledged the execution of the same to be the act and deed of same corporation.

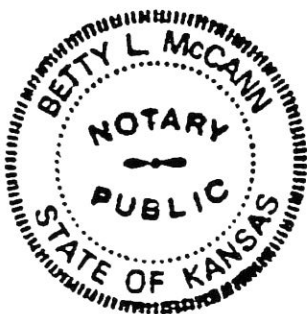
IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal  
the day and year last above written.

NOTARY PUBLIC

Betty L. McCann

Print Name \_\_\_\_\_

My Commission Expires: April 10, 1998



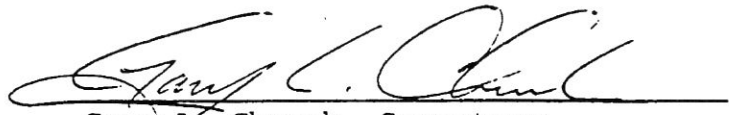
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Cedar Creek Community Services Corporation, a Kansas corporation;

That the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof held on the 30th day of June, 1989, as previously recorded on July 3, 1989 in Volume 3012, Page 102, et seq., of the Johnson County, Kansas public records, and as amended by the foregoing Amendment to By-Laws, dated June 20, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 20th day of June, 1996.

  
Gary L. Church, Secretary