BY-LAWS OF SUMMERFIELD FARM HOMES ASSOCIATION

ARTICLE I

Definitions

SECTION 1.

"ASSOCIATION" shall be defined as SUMMERFIELD FARM HOMES ASSOCIATION, INC., a not-for-profit corporation organized and existing under the laws of the State of Kansas.

SECTION 2.

"DISTRICT" shall be defined as all of the lots in the platted subdivisions of SUMMERFIELD FARM ADDITION (hereinafter "SUMMERFIELD FARM") in the City of Louisburg, Miami County, Kansas, and any future lots added to SUMMERFIELD FARMS subdivision and which are subjected to the terms of the Homes Association Declaration (the "Declaration") recorded in Volume 401 at Page 203 in the Office of the Miami County Register of Deeds. Upon the recording of any instrument subjecting additional lands to said Declaration, then the term "DISTRICT" shall thereafter be defined as all land which shall from time to time be subjected to the terms of the original Declaration.

SECTION 3.

"IMPROVED PROPERTY" shall be defined as a single tract under a single ownership and use, and on which tract a resident has been erected or is in the process of erection, or on which any other building not in violation of the restrictions then of record thereon is erected or in the process of erection. Any other land shall be deemed to be vacant and unimproved.

SECTION 4.

"PUBLIC PLACE" shall be defined as all streets, park areas, swimming pool, service areas and other common areas, and all similar places the use of which is dedicated to or set aside for the use of the general public, or limited to the general use of all of the owners with the district, or which may, with appropriate consent, be used by all of the owners of the district.

SECTION 5.

"OWNERS" shall be defined as those persons or corporations who may from time to time own the land within the district, including co-tenants, joint venturers, partners or other owners of undivided interests. The term shall also include purchasers under a recorded Contract for Deed, but shall not include mortgagees or other holders of any security interest.

SECTION 6.

"MEMBER" shall be defined as every owner of a lot within the district, and such membership shall be appurtenant to and not separated from the ownership of any lot or interest therein.

SECTION 7.

"LOT" shall be defined as that area within the district which pertains to the single dwelling units under single ownership. Generally such "Lots" will be synonymous with the lots as platted in the subsections of SUMMERFIELD FARM, but in the event that property lines are other than along platted lot lines, the property lines shall control in determining the extent and location of the "Lot" for purposes of these By-Laws.

SECTION 8.

"DECLARATION" shall refer to the Homes Association Declaration filed in Volume 401 at Page 203 in the Office of the Miami County Register of Deeds pertaining to SUMMERFIELD FARM ADDITION Final Plat and any future plats made the subject thereof.

SECTION 9.

"DEVELOPER" and/or "DECLARANT" shall refer to J.S. PROPERTIES, INC., a Kansas corporation and which is the developer of SUMMERFIELD FARM subdivision.

SECTION 10.

"ASSOCIATION" shall refer to the SUMMERFIELD FARM Homes Association, Inc.

SECTION 11.

"INCORPORATOR" shall mean the person designated by the Developer to prepare and record the Articles of Incorporation of the Association.

ARTICLE II

Office of the Corporation

The principal office of the corporation shall have a mailing address of 6302 W. 295th Street, Louisburg, Kansas 66053. The Board of Directors is hereby granted full power and authority to change the mailing address and the location of the principal office from one location to another.

ARTICLE III

Membership

SECTION 1.

Every owner of a Lot included within the District, together with Owners of any other land which may from time to time be made subject to all of the terms and provisions of the Declaration, shall be a member of the Association, and no Owner shall be permitted or allowed to disclaim said membership and the duties, obligations and benefits thereof nor withdraw from the Association for any reason; provided, that the foregoing is not intended to include persons or entities who hold an interest in a Lot or Lots merely as security for performance of an obligation. The Association shall be the sole judge of the qualifications of its members and of their rights to participate in its meetings and proceedings.

SECTION 2.

The exercise of the rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments are imposed against such Lot upon which a dwelling has been erected and sale to the original Owner has been closed, provided always, however, that any Lot upon which the Developer has erected a dwelling for sale shall be exempt from any such assessments until said Developer has closed upon such Lot and dwelling by delivery of deed or delivery of the initial payment under a contract for deed. Such assessments shall become a lien on the property against which such assessments are made as provided by Section 5 of the Declaration to which the District is subject.

SECTION 3.

The membership rights, including but not limited to voting rights and the use and enjoyment of any Public Place, of any person whose interest in the District is subject to assessments under Section 2 above of these By-Laws may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his or her rights and privileges shall be automatically restored. The Directors may adopt and publish rules and regulations governing the use of any Public Place, and the personal conduct of any person thereon, and in the event of violation or breach of such rules and regulations the Directors may, in their discretion, suspend the rights of any such person for violation of such rules or regulations, such suspension period not to exceed thirty (30) days.

ARTICLE IV

Membership Meetings

SECTION 1. - ANNUAL MEETINGS:

Each regular annual meeting of the Members shall be held on the third Wednesday of April of each year at an evening hour to be set by the Board of Directors. If the day of the annual meeting of Members shall fall upon a holiday, the meeting shall be held on the first day following which is not a holiday.

SECTION 2. - 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 Members holding not less than one-fifth (1/5) of the voting power of the Association. Except in special cases

where expressed provision is made by statute, notice of special meeting shall contain a brief statement of the subject matter to be considered at such special meeting as well as the date, hour and place thereof.

SECTION 3. - NOTICE OF MEETINGS:

No notice of the regular annual meetings of the membership shall be required. Each Member shall register with the Association his mailing address, and it shall be the obligation of each Member to notify the Association in writing of any change of address so that the address registration of each Member shall be maintained by the Association at all times. Unless otherwise specified in these By-Laws, any notices required to be sent to Members shall be mailed not less than ten (10) days nor more than thirty (30) days before the date of any special meeting or event which is the subject matter of such notice, and notices shall be mailed to the last registered address of each Member. After mailing, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Registered Members with postage prepaid. Waiver by a Member in writing of notice of a meeting, signed by him, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a Member without objection to the notice, whether in person or by proxy, at a meeting shall constitute a waiver of notice of the meeting.

SECTION 4. ADJOURNED MEETINGS:

Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a majority vote of those in attendance, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting. When any membership meeting, either annual or special, is adjourned

for thirty (30) days or more, notice of the adjourned meeting shall be given as the case of a special meeting.

SECTION 5. - QUORUM:

The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten (10) total votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or the Declaration shall require a quorum as therein provided.

SECTION 6. - PROXIES:

At all general and special membership meetings, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the time for voting on any motion or resolution. No proxy shall extend beyond a period of eleven (11) months from the date of the filing of the proxy with the secretary. Every proxy shall automatically expire upon sale by the Member of his interest in the real estate, other form of termination of membership, or suspension of voting rights. The form of written proxy shall be determined by the Board of Directors and approved by the Secretary.

SECTION 7. - VOTING:

Each Member of the corporation shall be entitled to vote at any general or special meeting of the membership. Except as described below, the Owners of all interests in one Lot shall be entitled to one vote. Whenever more than one individual or entity holds an interest in any one Lot, all such individuals or entities shall be Members and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be case with respect to any one Lot nor shall fractional votes be counted.

ARTICLE V

Board of Directors

SECTION 1. - COMPOSITION AND TERMS OF OFFICE:

The affairs of the Association shall be governed by a Board consisting of Directors (the "Directors"). Except as provided in the Declaration with respect to the Declarant acting as Temporary Trustee, each Director shall be an Owner or the spouse of an Owner; provided, however, that no Owner or his or her spouse may serve on the Board at the same time; or if an Owner is a corporation, partnership, trust of other such legal entity then the Director may be an officer, Director, partner, beneficiary or other authorized agent of such Owner. The Directors shall be selected by the Declarant, acting in its sole discretion, and shall serve at the pleasure of the Declarant as set forth in the Declaration, unless the Declarant shall earlier surrender this right to select Directors. The Directors selected by Declarant need not be owners or residents in SUMMERFIELD FARM and may be the spouse of Declarant. After the surrender by Declarant of its right to select Directors all Directors must be members of the Association. At any time prior to the first meeting of Members, the Incorporator may elect or by instrument designate an interim Board of Directors of not less than two (2) nor more than four (4) Directors to hold office until the first meeting of Members following the relinquishment of rights by the Declarant contemplated under the Declaration. Until such time, the initial Board of Directors as selected by the Declarant shall hold office. The interim and/or initial Board of Directors may elect officers and do any further acts to perfect the organization and otherwise conduct the regular business of the Association until the first meeting of Members following the relinquishment of rights of the Declarant. Such Board elected at the first meeting of

Members following relinquishment of Declarant control shall consist of seven (7) directors, four (4) of whom shall serve from their election at the first meeting of the Association, for one (1) year until the second annual meeting, and three (3) of whom shall serve for a period of two (2) years from the first meeting of the Association until the third annual meeting. At the first meeting of the Members following relinquishment of Declarant control the three (3) candidates for directors receiving the highest number of votes shall become the directors to serve a term of two (2) years, and the four (4) candidates receiving the fourth, fifth, sixth and seventh highest number of votes shall be elected directors to serve a term of one (1) year until the second annual meeting. At the expiration of the terms of the original elected directors, their replacement shall be elected for terms of two (2) years at the annual meeting of the Association. The number and term of the directors for the Association may be changed by a vote of not less than two-thirds (2/3) of the votes cast at any annual meeting and enacting such amendment to these By-Laws, or at any special meeting called for such purpose, provided that the number of directors shall always be an odd number.

SECTION 2. - NOMINATION AND ELECTION:

Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these By-laws. Each vacancy shall be voted upon in a separate election and the candidate elected must receive a majority of the votes cast. Nominations for election to the Board of Directors shall be made by a nominating committee which shall be one of the standing committees of the Association. Nominations may also be made from the floor at the annual meeting. The

nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each such 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. Such nominations may be made from among Members or non-members as the committee in its discretion shall determine. At the annual meeting at which such election is being held, the ballots shall be counted and collected, and the results of such election announced at the meeting.

SECTION 3. - VACANCY AND REPLACEMENT:

In the event that any member of the Board of Directors of the Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may undertake action at the meeting during which third absence occurs by declaring the office of said absent director to be vacant. The vacancy shall be filled by membership election at a special meeting with notice mailed to the membership of the purpose of such special meeting. The nominating and election procedure shall be the same as for annual meetings.

SECTION 4. - NO COMPENSATION TO DIRECTORS:

No Directors shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

SECTION 5. - POWERS AND DUTIES:

The Board of Directors shall have power and duties as follows:

(a) To call special meetings of the Members whenever it deems necessary and the obligation to call a special meeting at any time upon written request of one-fifth (1/5) of the voting membership as provided in Article IV, Section 2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, describe their duties, fix their compensation, and require of them such security or fidelity bonds as they may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever, subject to the prohibition against any compensation being paid for services as a Director of the Association.

(c) To adopt and publish rules and regulations governing the use of any Public Place or other form of common areas and facilities, and the personal conduct of the members and their guests thereon, and the establish penalties for the infraction thereof.

(d) To exercise for the Association all powers, duties and authorities vested in or delegated to this Association, including those referred to in the Declaration and the Articles of Incorporation, except those reserved to the Members and membership meetings.

(e) To cause to be kept a complete record of all of its accounts, acts and corporate affairs, and to present a statement thereof to the Members at the annual meeting of the membership or at any special meeting when such are involved in the subject matter under consideration at such special meeting.

(f) As more fully provided in the Declaration, to determine the appropriate assessment in advance of the annual meeting, and to recommend the same to the annual meeting for approval by the membership; to prepare and maintain a roster of the memberships of Lots within the District and the assessments applicable thereto, which records shall be kept in the Office of the Association and shall be open to inspection to any Member; and to send written notice of each assessment to every Owner subject thereto and prior to the due dates.

(g) To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(h) To carry out and enforce all of the duties and responsibilities of the Association as provided in Section 3 of the Declaration.

SECTION 6. - DIRECTORS MEETINGS:

(1) Regular meetings of the Board of Directors shall be held semi-annually on a day, time and place agreed upon by a majority of the Directors.

(2) Notice of such regular meetings need not be provided.

(3) Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than three (3) days written notice to each director.

(4) The transaction of any business at any meeting of the Board of Directors, however called and noticed, duly held after regular call and notice of a quorum is 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 the holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approval shall be filed with the corporate records of the Association and made a part of the minutes of the meeting.

(5) A majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE VI

Officers and Their Duties

SECTION 1. - ENUMERATION OF OFFICES:

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution crate.

SECTION 2. - ELECTION OF OFFICERS:

The officers shall be chosen by a majority vote of the directors.

SECTION 3. - TERM:

All officers shall hold office during the pleasure of the Board of Directors, but the President and Vice President cannot hold such offices beyond their terms and directors.

SECTION 4. - SPECIAL APPOINTMENTS:

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

SECTION 5. - RESIGNATION AND REMOVAL:

Any officer may be removed from office with or without cause by majority vote of the board. Any officer may resign at any time by giving written notice to the board, the President or the Secretary. Such resignation shall take effect on the date of receipt of

such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. - VACANCIES:

A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the remainder of any designated term of the officer he replaces.

SECTION 7. - MULTIPLE OFFICES:

The offices of Secretary and Treasurer may be held by the same person. Otherwise no person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

SECTION 8. - DUTIES:

The duties of the officers are as follows:

(a) President - The president shall preside at all meetings of the Board of Directors; shall see to it that orders and resolutions of the Board of Directors are carried out; shall sign all notes, checks, leases, mortgages, security agreements, financing statement, deeds and other written instruments.

(b) Vice President - The vice president shall perform all duties of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

(c) Secretary - The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the Members; keep the corporate seal of the Association and affix it on all instruments requiring said seal; serve notice of meetings of the board and of the Members; keep appropriate current records showing the Members

of the Association together with their addresses; serve as ex officio secretary of the Board of Directors including the recording of votes and the keeping of minutes of all proceedings in a book kept for that purpose; and shall perform such other duties as required by the Board.

(d) Treasurer - The treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the board; shall sign all checks and countersign all promissory notes of the Association; and shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. The treasurer shall also prepare an annual budget and an annual balance sheet statement and the budget and balance sheet shall be presented to the membership at its regular annual meeting.

ARTICLE VII

Committees

SECTION 1.

The standing committees of the Association shall be:

The Nominations Committee

The Architectural Control Committee

The Beautification Committee

The Publicity and Welcoming Committee

The Audit Committee

Unless otherwise provided herein, each committee shall consist of a chairman and two (2) or more Members and shall include a member of the Board of Directors for board contact. The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

SECTION 2.

The Nominations Committee shall have the duties and functions described in Article V, Section 2.

SECTION 3.

The Beautification Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the public places or common areas within the District. It shall watch for any proposals, programs, activities which may adversely affect the residential value of the District and shall advise the Board of Directors regarding Association action on such matters.

SECTION 4.

The Publicity and Welcoming Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association. It shall see that all new Members are informed, as soon as practical after their arrival and occupancy of the existence and purposes of the Association, as well as its powers, the names of its officers, and its existing committees.

SECTION 5.

The Audit Committee shall supervise the annual audit of the Association's books by selection and engagement of a certified public accountant, shall prepare and submit an annual budget at the annual meeting of the membership; and shall approve the balance sheet statement to be presented by the treasurer to the membership at the annual meeting. The treasurer shall be an ex officio member of the committee.

SECTION 6.

The Architectural Control Committee shall perform such of those duties, responsibilities and functions imposed by the Declaration of Restrictions applicable to the District and which is recorded in Volume 401 at Page 183 of the Office of the Miami County Register of Deeds, which duties, functions and powers were originally reserved by the Developer, J.S. Properties, Inc., that have been delegated and assigned from time to time to the Association by the Developer.

SECTION 7.

With the exception of the Nominations Committee and Architectural Control Committee, each committee shall have the power to appoint a sub-committee from among its membership and may delegate to any such sub-committee any of its powers, duties and functions.

SECTION 8.

It shall be the duty of each committee to receive complaints from Members on any matter involving the Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them

to such other committee, director or officer of the Association as is further concerned with the matter presented

ARTICLE VIII

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any of the Members.

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of May and end on the thirtieth (30th) day of April of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE X

Amendments

SECTION 1.

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Homes Association Declaration or the Declaration of Restrictions applicable to the District may not be amended except as provided in either of said declarations.

SECTION 2.

In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in case of any conflict between the Homes Association Declaration or the Declaration of Restrictions applicable to the District and these By-Laws, the said declarations shall control.

IN WITNESS WHEREOF, we, being all of the Directors of SUMMERFIELD FARM HOMES ASSOCIATION, have hereunto set our hands this 2nd day of July 1997.

JERRY D. SIMMONS

TONI SIMMONS

ACKNOWLEDGMENT

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

BE IT REMEMBERED that on this 23rd day of December, 1997, before me, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared Jerry D. Simmons and Toni Simmons, who are personally known to me to be the initial Directors of SUMMERFIELD FARM HOME ASSOCIATION, and the same persons who executed the foregoing By-Laws, and duly acknowledged the execution of the same as the Directors of said corporation.

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

NOTARY PUBLIC

My Appointment Expires:
7/31/2000

" NOTARY SEAL "
Rachelle M Biondo, Notary Public
Jackson County, State of Missouri
My Commission Expires 7/31/2000