

BYLAWS OF
ST. JAMES COURT HOMES ASSOCIATION, INC.

ARTICLE I

OFFICES

Section 1.1. 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 of Kansas, and a certified copy of the certificate 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 the registered office is moved from one county to another).

Section 1.2. Other Offices

The corporation may have offices at such other place or places, either within or without the State of Kansas, as the Board of Directors may from time to time designate.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1 Annual Meeting

The annual meeting of members for the election of directors shall be held on _____ of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, or on such other dates or at such other times as the Board of Directors may determine by resolution. The members may transact any other proper business at the annual meeting.

Section 2.2. Special Meetings

Special meetings of members for any purpose or purposes may be held at any time upon call of the Chairman of the Board, if any, the President, or a majority of the Board of Directors. A special meeting of members shall be called by the President or the Secretary upon the written request of a majority of the members entitled to vote at such meeting.

Section 2.3. Place and Time of Meetings

Meetings of the members for the election of directors, and all other meetings of the members, shall be held at such place or places, within or without the State of Kansas, and, except for the time of the annual meeting stated in Section 2.1, at such time as may be fixed by the Board of Directors, and shall be specified in the notices or waivers of notice of the meetings; provided, however, that at least ten days' notice be given to the members of the place and time so fixed. In the event no place shall be fixed for any such meeting, such meeting shall be held at the corporation's registered office.

Section 2.4. Notice of Meetings

Written notice of members meetings, stating the place, date, and hour of the meetings, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the Chairman of the Board, if any, the President, any Vice President, the Secretary or an Assistant Secretary to each member entitled to vote at the meeting at least ten days but not more than sixty days before the date of the meeting, unless a different period is prescribed by law.

When mailed, written notice is deemed to have occurred when deposited in the United States mail, postage prepaid, directed to the member at the address that appears on the records of the corporation.

If action taken at a member's meeting requires the filing of a certificate under the Kansas General Corporation Code, the certificate shall, if notice was required and effected, state that notice was given to all persons entitled to receive it.

Section 2.5. Quorum

At each meeting of members, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws, the members present in person or by proxy shall constitute a quorum for the transaction of any member business. In the absence of a quorum, the members so present, by majority vote, or the chairman of the meeting, may adjourn the meeting from time to time in the manner provided in Section 2.6 of these Bylaws until a quorum shall attend.

Section 2.6. Adjournment

Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 2.7. Organization

The Chairman of the Board, if any, or in his absence the President, or in their absence any Vice President, shall call to order meetings of members and shall act as chairman of such meetings. The Board of Directors, or, if the Board fails to act, the members, may appoint any member, director, or officer of the corporation to act as chairman of any meeting in the absence of the Chairman of the Board, the President and all Vice Presidents.

The Secretary of the corporation shall act as Secretary of all meetings of members, but, in the absence of the Secretary, the chairman of the meeting may appoint any other person to act as secretary of the meeting.

Section 2.8. Votes per Member

Unless the Articles of Incorporation otherwise provide, each member entitled to vote at any meeting of members shall be entitled to one vote.

Section 2.9. Proxies

Each member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing a written revocation of the proxy or another duly executed proxy bearing a later date with the Secretary of the corporation.

Section 2.10. Ballots

Unless otherwise stated in the Articles of Incorporation, election of directors and all other voting at meetings of members need not be by written ballot.

Section 2.11. Vote Required for Member Action

Except as otherwise provided by law or in the Articles of Incorporation or these Bylaws, and except for the election of directors, at any meeting duly called and held at which a quorum is present, a majority of the votes cast at such meeting upon a given question by the members entitled to vote thereon who are present in person or by proxy shall decide such question.

Section 2.12. Election of Directors

At any meeting duly called and held for the election of directors at which a quorum is present, each member entitled to vote shall be entitled to one vote (except for the provisions on cumulative voting in the Articles of Incorporation and these Bylaws) multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single director or may distribute them among the number to be voted for or for any two or more of them, as he or she may see fit, and directors receiving a plurality of the votes cast shall be elected.

Section 2.13. Determination of Members Entitled to Notice of or to Vote at Members Meeting

In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may fix a record date which shall not precede the date upon which the resolution fixing such record date is adopted by the Board of Directors, and, which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed: (1) the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, (2) if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 2.14. List of Members Entitled to Vote

The Secretary of the corporation shall prepare and make at least ten days before any meeting of the members a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. Such list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any member who is present. The member ledger shall be the only evidence as to which members are entitled to examine the member ledger, the list of members entitled to vote at a meeting, or the books of the corporation, or entitled to vote in person or by proxy at any meeting of members.

Section 2.15. Voting by Certain Members

Persons who hold their membership in a fiduciary capacity shall be entitled to vote.

Section 2.16. Action by Consent of Members

Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the members entitled to vote thereon.

If the action which is consented to is such as would have required the filing of a certificate under the Kansas General Corporation Code if such action had been voted on by members at a meeting thereof, the certificate filed shall state, in lieu of any statement required by Kansas law concerning any vote of members, that written consent and notice have been given as provided in section 17-6518 of the Kansas General Corporation Code.

Section 2.17. Determination of Members Entitled to Consent to Corporate Action in Writing Without a Meeting

In order that the corporation may determine the members entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by statute, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the state, its principal place of business, or an officer or an agent of the corporation having custody of the book in which the proceedings of meetings of members are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by statute, the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts a resolution taking such prior action.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. Qualifications; Number; Term of Office

The property, business, and affairs of the corporation shall be controlled and managed by a Board of Directors, one in number; provided, however, that the Board of Directors, by resolution adopted by a vote of the majority of the then authorized number of directors, may increase or decrease the number of directors. Directors need not be members. Each director shall be elected by the members entitled to vote on the election of directors at the annual meeting, to serve (subject to the provisions of Section 3.2) until his or her respective successor has been elected and qualified.

Section 3.2. Resignation; Removal, Vacancies

Subsection 3.2.a. Resignations: Any director, or any member of a committee of directors, may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, then upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Subsection 3.2.b. Removals: A majority of the members entitled at the time to vote at an election of directors may remove any director with or without cause; provided, however, that if less than the entire Board is to be removed, no director may be removed without cause if the votes cast against such director's removal would be sufficient to elect such director if voted cumulatively at an election of the entire Board.

Subsection 3.2.c. Vacancies: Any vacancy in the office of any director through death, resignation, removal, disqualification, or other cause, and any additional directorship resulting from an increase in the number of directors, may be filled at any time by a majority of the directors then in office (even though less than a quorum or only one director remains). In the case of vacancies in the offices of all directors, any officer or member of the corporation, or the executor, administrator, trustee, or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of members or may apply to a Kansas district court for a decree summarily ordering an election. Subject to the provisions of Section 3.2, the person so chosen shall, in the case of a vacancy in a directorship, hold office for the unexpired term of his predecessor, or in the case of an increase in the number of directors, hold office until his successor shall have been elected and qualified. Unless otherwise provided in the Articles of Incorporation or these Bylaws, when a director resigns from the Board, effective at a future date, such director may participate in the filling of the vacancies, the vote to take effect when the resignation becomes effective.

Section 3.3. Meetings of Directors

The annual meeting of the Board of Directors, for the election of officers and the transaction of such other business as may come before the meeting, shall be held without notice at the same place as, and immediately following, the annual meeting of the members.

Regular meetings of the Board of Directors may be held without notice at such time and place, within or without the State of Kansas, as shall from time to time be determined by the Board.

Special meetings of the Board of Directors shall be held at such time and place, within or without the State of Kansas, as shall be designated in the notice of the meeting whenever called by the Chairman of the Board, if any, the President, or by any one of the directors then in office.

Section 3.4. Notice of Special Meetings

The Secretary, or in his absence any other officers of the corporation, shall give each director notice of the time and place of holding of special meetings of the Board of Directors by mail at least ten (10) days before the meeting, or by telegram, cable radiogram, or personal service at least ten (10) days before the meeting. Unless otherwise stated in the notice thereof, any and all business may be transacted at any meeting without specification of such business in the notice.

Section 3.5. Telephonic Meetings

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 3.6. Quorum

A majority of the total number of members of the Board of Directors as constituted from time to time shall constitute a quorum for the transaction of business, but, if at any meeting of the Board of Directors (whether or not adjourned from a previous meeting) there shall be less than a quorum present, a majority of those present may adjourn the meeting to another time and place, and the meeting may be held as adjourned without further notice or waiver. Except as otherwise provided by law or in the Articles of Incorporation or these Bylaws, a majority of the directors present at any meeting at which a quorum is present may decide any question brought before such meeting.

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her, or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (2) the material facts as to his or her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the members; or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the members. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 3.7. Organization

Meetings shall be presided over by the Chairman of the Board, if any, or in his absence by the President, or, in the absence of both, by such other person as the directors may select. The Secretary of the corporation shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 3.8. Action by Consent of Directors

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 3.9. Compensation of Directors

The Board of Directors shall receive no compensation for serving as directors.

Section 3.10. Committees of the Board of Directors:

Subsection 3.10.a. Creation of Committees

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the corporation.

Subsection 3.10.b. Powers of Committees

Any such committee, to the extent provided in the resolution of the Board of Directors or these Bylaws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business, property, and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the Articles of Incorporation of the corporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease, or exchange of all or substantially all of the corporation's property and assets, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or amending these Bylaws.

Subsection 3.10.c. Absence or Disqualification of Committee Members

The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member.

Subsection 3.10.d. Committee Rules

Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article III of these Bylaws.

Subsection 3.10.e. Removal of Committee Members

The Board of Directors, by a vote of not less than a majority of the entire Board, at any meeting thereof, or by written consent, at any time, may, with or without cause, terminate the membership of any member of the Board in a committee or disband any committee.

ARTICLE IV

OFFICERS

Section 4.1. Executive Officers; Election; Qualifications; Term of Office

The Board of Directors shall choose a President, Secretary, and Treasurer, and it may, if it so determines, choose a Chairman of the Board and a Vice Chairman of the Board from among its members. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Any number of offices may be held by the same person, unless these Bylaws or the Articles of Incorporation otherwise direct. Each officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding this election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 4.2. Powers and Duties of Executive Officers

The officers of the corporation shall have such powers and duties in the management of the corporation as are prescribed in this section and, to the extent not so provided, as are prescribed by the Board of Directors and as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent, or employee to give security for the faithful performance of his duties.

The officers of the corporation shall have the following duties:

Chairman of the Board

The directors may elect one of their members to be Chairman of the Board of Directors, and that person shall be subject to the control of and may be removed from that position by the Board of Directors. The Chairman of the Board shall perform such duties as may from time to time be assigned to him or her by the Board. It shall be the Chairman's duty to preside at all meetings of members and directors.

President

The President shall be the chief executive officer of the corporation. In the absence of the Chairman of the Board, it shall be the President's duty to preside at all meetings of the members and directors. It shall also be the President's duty to have general and active management of the business of the corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; and to execute contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation.

The President shall have the general supervision and direction of the other officers of the corporation and shall see that their duties are properly performed.

The President shall submit a report of the operations of the corporation for the year to the members at their annual meeting.

The President shall have the general duties and powers of supervision and management usually vested in the office of president of a corporation.

Vice President

The Vice President or Vice Presidents, in the order designated by the Board of Directors, shall be vested with all the powers and required to perform all the duties of the President in the absence or disability of the President and shall perform such other duties as may be prescribed by the Board of Directors.

Secretary

The Secretary shall attend all meetings of the members, the Board of Directors and the executive committee; shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose; shall give proper notice of meetings of members and directors; and shall perform such other duties as shall be assigned to the office of Secretary by the President or the Board of Directors.

Treasurer

The Treasurer shall have custody of the funds and securities of the corporation; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, executive committee or President, taking proper vouchers for such disbursements, and shall render to the President and directors, whenever they may require it, an account of all the transactions of Treasurer and of the financial condition of the corporation.

The Treasurer shall give to the corporation a bond, if required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer and the restoration to the corporation, in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession, belonging to the corporation. The Treasurer shall perform such other duties as the Board of Directors or executive committee may from time to time prescribe or require.

Assistant Secretary and Assistant Treasurer

The Assistant Secretary shall assist the Secretary and the Assistant Treasurer shall assist the Treasurer in the performance of their respective duties and shall perform all such duties in their absence or disability and shall perform such other duties as may be prescribed by the Board of Directors, the executive committee and the President.

Section 4.3. Resignation; Removal; Vacancies

Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by majority vote of the whole Board of Directors at any regular or special meeting.

Section 4.4. Absence or Disability

In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate the power or duties of the absent or disabled officer to any other officer or to any director for the time being.

ARTICLE V

INDEMNIFICATION

Section 5.1. Indemnification and Advancement of Expenses

The directors and officers of this corporation may be indemnified to the maximum extent permitted by law. Expenses incurred by a director or officer of this corporation in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized by the Kansas General Corporation Code. The foregoing indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by bylaw, agreement, vote of members or of disinterested directors or otherwise.

Section 5.2. Indemnification Insurance

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

Section 5.3. Determination of Rights

Unless ordered by a court, the corporation may not make the indemnifications under this Article V or the Kansas General Corporation Code until its members, its Board of Directors, by a majority vote of a quorum of disinterested directors, or written opinion of independent counsel, if a quorum of disinterested directors is not available or such a quorum directs, determine(s) that the person to be indemnified acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation.

ARTICLE VI

CONTRACTS, LOANS, CHECK AND DEPOSITS

Section 6.1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 6.2. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks

All checks, drafts or other orders for the payment of money, notes or other evidences 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 of Directors.

Section 6.4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Corporate Seal

The corporate seal shall have inscribed thereon the name of the corporation and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.2. Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January in each year and terminate on the 31st day of December in each year.

Section 7.3. Books and Records:

The books, accounts and records of the corporation except as otherwise required by the laws of the State of Kansas, may be kept within or without the State of Kansas, at such place or places as may from time to time be designated by resolution of the directors.

Any records maintained by the corporation in the regular course of its business, including its membership ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 7.4. Notices and Waivers Thereof

Whenever any notice is required by Kansas law, the Articles of Incorporation, or these Bylaws to be given to any member, director, or officer, such notice, except as otherwise provided, may be given personally, or by mail, or, in the case of directors or officers, by telegram, cable, or radiogram, addressed to such address as appears on the books of the corporation. Any notice given by telegram, cable or radiogram shall be deemed to have been given when it shall have been delivered for transmission, and any notice given by mail shall be deemed to have been given when it shall have been deposited in the United States mail with postage prepaid.

Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to such notice, whether before or after the meeting or the time stated therein, shall be deemed equivalent in all respects to such notice to the full extent permitted by law. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII

AMENDMENT OF BYLAWS

The Bylaws may be amended, altered, repealed or added to at any regular meeting of the members or Board of Directors or at any special meeting called for that purpose, by affirmative vote of a majority of the members entitled to vote or of a majority of the whole authorized number of directors, as the case may be.

CERTIFICATION

The above and foregoing is a true and correct copy of the Bylaws of St. James Court Homes Association, Inc.

Gary Dilley, President
March 13, 2010