

BY-LAWS OF LEAWOOD SOUTH HOMES ASSOCIATION INC.
A KANSAS NOT-FOR-PROFIT CORPORATION

REVISED BY-LAWS OF LEAWOOD SOUTH HOMES ASSOCIATION OFFERED TO THE
ANNUAL MEETING OF MEMBERS –
DECEMBER 7, 1982

ARTICLE I. OFFICES

The principal office of the Corporation in the State of Kansas shall be located at 12700 High Drive, Leawood, Kansas 66209.

The Corporation may have such other offices, either within or without the State of Kansas, as Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Kansas a registered agent whose office is identical with the Corporation's registered office. The registered office need not be identical with the principal office and the address of either office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

The corporation shall have one class of members. The qualifications and rights of members shall be as follows:

Section 1. Classes of Members

Memberships shall be granted only to owners of lots within Leawood South as defined within the Leawood South Homes Association Declaration filed for record in the Office of the Register of Deeds of Johnson County, Kansas.

Section 2. Voting Rights

Each member present at a Homes Association meeting shall have a vote, provided that no more than two (2) votes shall be allowed to any one family or party having an interest in lots within

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Leawood South. Further, no vote shall be allowed by the parties owning any lot in Leawood South unless all current and past dues and assessments have been paid.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An Annual Meeting of Members shall be held during the month of December each year, for the transaction of such business as may come before the meeting.

Section 2. Special Meetings

Special Meetings may be called by the Board for specific purposes specified in the Notice of such Meeting(s).

Section 3. Time and Place

The time and place of Meetings of Members shall be chosen by the Board of Directors, except that the time of the Annual Meeting of Members shall conform with Article II, Section 1, and the place shall be within twenty (20) miles of the principal office of the Corporation.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any Meeting of Members shall be delivered either personally or by mail to the last known address of each member at least seven (7) days before such meeting.

Section 5. Quorum

At any Annual or Special Meeting, those Members present shall constitute a quorum at such a meeting.

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ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall control and manage the affairs of the Corporation.

Section 2. Number

There shall be ten (10) Directors, at least two (2) of whom shall be women. Three Directors shall be elected at each Annual Meeting of Members to serve three-year terms. The tenth Director shall be the immediate past President, serving a one-year term as non-voting ex officio Director.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after and at the same place as the Annual Meeting of Members. The Board of Directors may provide by resolution the time and place of the holding of additional meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling a Special Meeting of the Board may fix any place within twenty (20) miles of the principal office of the Corporation, either within or without the State of Kansas, as the place for holding any Special Meeting of the Board called by them.

Section 5. Notice

Notice of any Special Meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail to each Director at his (her) address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, addressed envelope, with postage thereon prepaid. Any Director may waive Notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of Notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business

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on the grounds that the meeting is not lawfully called or convened. The business to be transacted at a meeting need not be specified in the Notice or Waiver of Notice of such meeting, unless specifically required by these By-Laws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors or Officers of the Corporation shall be filled by election by the Board of Directors. A Director or an Officer elected to fill a vacancy shall be elected for the unexpired term of his (her) predecessor in office.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Corporation shall be duly elected Directors and shall be President, Vice president, Secretary, and Treasurer.

Section 2. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, except as specifically limited by resolution of the Board of Directors. He (She) shall preside at all meetings of the

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Members and of the Board of Directors. He (She) may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general, he (she) shall perform all duties incident to the Office of President and such other duties as may from time to time be prescribed by the Board of Directors. Any deed, mortgage, bond, contract, or similar instrument, must first be approved by the Board of Directors.

Section 3. Vice president

In the absence of the President or in the event of his (her) inability or refusal to act, the Vice president (or in the event there be more than one Vice president, the Vice presidents in the order of their election), shall perform 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. Any Vice president shall perform such other duties as from time to time may be assigned to him (her) by the President or by the Board of Directors.

Section 4. Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all Notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the Seal of the Corporation, see that the Seal of the Corporation is affixed to all documents; the execution of which on behalf of the Corporation under its Seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of each Member which shall be furnished to the Secretary by such Member, respond to all correspondence to the Corporation as directed by the Board of Directors; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him (her) by the President or by the Board of Directors.

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Section 5. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his (her) duties in such sum and with such surety or sureties as the Board shall determine. He (she) shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be determined by resolution of the Board of Directors; and in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be as-signed to him (her) by the President or by the board of Directors; and pay and disburse moneys as provided by Article VIII hereof.

Section 6. Removal

Any Officer of the Corporation may be removed by vote of two-thirds (2/3) of the entire Board of Directors whenever in the best judgment of the Board and the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

ARTICLE VI. ELECTIONS AND TERMS OF OFFICE

Section 1. Nominating Committees

Whenever a Directorship or Office is to be decided by a vote of the Members, a nominating Committee shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall consist of at least two (2) members, including a Chairman who shall be a Director.

Section 2. Nominees for President and Directors

The Nominating committee shall prepare a slate for such vacancies as are to be decided by a vote of the Members. Directors shall be Members. The President shall be a member who has served on the Board of Directors for two years or longer. The slate shall be presented to the meeting duly designated to elect Director(s) and/or Officer(s). In the event the Nominating Committee is unable to propose a nominee for any position, the duly designated meeting of Members shall

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propose nominations from the floor. In addition, after the presentation of its slate by the Nominating Committee, the duly designated meeting of Members shall be invited to and may propose additional nominations from the floor.

Section 3. Terms of Office

Directors shall serve a term of office beginning upon election and continuing until the annual Meeting of Members three years after and thereafter until a successor is elected, unless earlier resigned or removed as herein provided. Officers shall serve a term of office beginning upon election and continuing for one year and thereafter until a successor is elected, unless earlier resigned or removed as herein provided.

Section 4. Elections

A plurality vote of Members attending an Annual Meeting of members shall elect the President and/or Directors to be elected by such meeting. Other Officers shall be elected at the regular annual meeting of the Board of Directors. Vacancies shall be filled as hereinbefore provided.

ARTICLE VII. COMMITTEES

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on him (her) by law.

Section 2. Other Committees

Other committees not having and exerting the authority of the Board of Directors in the management of the Corporation may be designated by a resolution of a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation, and the

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President of the Corporation shall appoint the members of the committee, subject to the approval of the Board of Directors. Any member of such committee may be removed by resolution of a majority of the Directors present at a meeting at which a quorum is present.

Section 3. Term of Office

Each member of a committee shall continue as such until the next Annual Meeting of Members and thereafter until a successor is appointed, unless the committee shall be sooner terminated by the Board or unless such member be sooner removed as provided herein.

Section 4. Chairman

One member of each committee shall be appointed Chairman by the person(s) authorized to appoint members of the committee.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

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ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS & FUNDS, AND DUES &
ASSESSMENTS

Section 1. Contracts

The Board of Directors shall have the power and discretion to enter into contracts with an individual or with other corporations for the development and management of property owned by the Corporation.

Section 2. Checks, Drafts, etc.

All checks, drafts, or 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 the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice president of the Corporation.

Section 3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

Section 4. Dues and Assessments

An assessment of dues shall be made in January each year to provide for the proper activities of the Corporation. These purposes shall include the collection of household garbage and other refuse within Leawood South, the maintenance and beautification of property owned by the Corporation, and such other purposes as shall from time to time be approved by the Board of Directors. A plurality vote of Members attending an Annual Meeting of Members shall establish the amount of the annual dues assessment. Dues shall be payable upon receipt of Notice authorized by the Board of Directors, and shall be paid to the Corporate Treasurer or such other Officer of the Corporation as approved by the Board and named in such Notice.

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ARTICLE IX. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the affirmative plurality vote of the members at any annual or Special Meeting of Members. Said Notice of such meeting shall contain such proposed By-Law change.