

**BYLAWS OF
LAKEWOOD BAY HOMEOWNERS ASSOCIATION, INC.**

A Missouri Nonprofit Corporation

ARTICLE I

NAME

The name of the Corporation is the Lakewood Bay Homeowners Association, Inc. (the "Corporation").

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of Lakewood Bay Homeowners Association (the "Corporation") in the State of Missouri shall be located at 2345 Grand, Suite 2100, Kansas City, Missouri, 64108, or at such other location as shall be designated by the Board of Directors from time to time. The Corporation may have such other offices either within or without the State of Missouri, as the business of the Corporation may require.

Section 2. Registered Office. The registered office of the Corporation required by the Missouri Nonprofit Corporation Act (the "Act") to be maintained in the State of Missouri, may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time-to-time by the Board of Directors.

ARTICLE III

DEFINITIONS

Section 1. "Association". Association shall mean and refer to the Lakewood Property Owners Association, Inc. ("LPOA"), a Missouri not-for-profit corporation, its successors and assigns. The LPOA has the power and the duty to collect and disburse maintenance and parcel assessments pursuant to the Basic Declaration and to maintain common area within the Lakewood Bay Parcel.

Section 2. "Basic Declaration". Basic Declaration shall mean the Declaration of Covenants, Conditions and Restrictions and Dedications of Easements filed as Document No. I-162473 (the LPOA Declaration) in the Office of the Recorder of Deeds of Jackson County in Independence, Missouri.

Section 3. "Bylaws". Bylaws shall mean and refer to these bylaws of the Corporation, as amended from time-to-time.

Section 4. "In Good Standing". In good standing shall mean an Owner who is not more than sixty (60) days past due on any installment of the annual or any special assessment.

Section 5. "Lakewood Bay Parcel". Lakewood Bay Parcel shall mean and refer to that certain real property known as Lakewood Bay herein described in the Supplementary Declaration filed as Document No. I-197938 (the "Lakewood Bay Declaration") in the Office of the Recorder of Deeds of Jackson County in Independence, Missouri.

Section 6. "Member". Member shall mean each Person who has been admitted as a member of the Corporation according to the terms of these Bylaws, until such time as such person shall cease to be a Member as set forth in these Bylaws. The term "Members" shall mean a group composed of each person who is a Member.

Section 7. "Multi-Family Residential Structure". Multi-family residential structure shall mean a residential structure consisting of two (2) or more Units separated by common party walls.

Section 8. "Owner". Owner shall mean and refer to the record owner, whether one or more persons and/or entities, of a fee simple title to any of the Units or tracts subject hereto.

Section 9. "Person". Person means a natural individual, corporation, partnership, trustee or other legal entity capable of holding title to real property.

Section 10. "Supplementary Declaration". Supplementary Declaration shall mean the Supplementary Declaration sometimes referred to as the Lakewood Bay Declaration, made on November 4, 1974, filed as Document No. I-197938 in Book I-559 at Page 504 in the Office of the Recorder of Deeds of Jackson County in Independence, Missouri.

Section 11. "Unit". Unit shall mean an individual single-family dwelling located in a Multi-family Residential Structure upon a Lot or Lots within the Lakewood Bay Parcel.

Section 12. "Unit Area". Unit Area shall mean (1) private dwelling units; (2) private parking lots; (3) sidewalks; (4) retaining walls; (5) garages; (6) Lakewood Bay private drive; (7) gutters, drainage tubes and down spouts; (8) a trash enclosure and concrete slab in the area of the parking lot of the clubhouse; and (9) green areas located in front and adjacent to the units.

ARTICLE IV

OWNERSHIP, MEMBERSHIP AND VOTING RIGHTS

Each Owner of a Unit shall be a Member of the Corporation and shall be entitled one (1) vote for each Unit, which such Member owns, In Good Standing. If more than one (1) person holds such interest in a Unit, the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Unit. Voting

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rights shall be appurtenant to and may not be separated from the ownership of any Unit, which is subject to the Basic Declaration and Supplementary Declaration.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the Corporation shall be held on the first Saturday in November beginning with the year 2003 at the hour designated in the notice. If the day for the annual meeting is on a legal holiday, the meeting shall be held at the same hour on the first Saturday following which is not a legal holiday.

Section 2. Special Meetings. Special meetings may be called by the petition of twenty percent (20%) of the Members in good standing or by the Board of Directors. Notice of special meetings shall be given as provided for annual meetings in Section 3(a) of this Article.

Section 3. Notice of Meetings.

(a) Written notice of the time of the annual meeting shall be given by or at the direction of the Secretary of the Corporation, or other person authorized by the Board of Directors to call the meeting, by mailing a copy of the notice at least ten (10) days prior to the meeting to each Member In Good Standing, addressed to the Member's address last appearing on the books of the Corporation, or supplied by such Member to the Corporation.

(b) The notice of the annual meeting shall include a written ballot and the proposed annual budget of the Corporation with a postage prepaid return envelope addressed to the Secretary of the Corporation.

Section 4. Purpose of Meetings. The purpose of the annual meeting shall be to elect new Directors and for such other business as the Directors of the Corporation desire to bring before the Members. The purpose of any special meeting shall be as stated in the petition or notice.

Section 5. Quorum. The presence at any meeting of the Members and mail ballots of Members entitled to cast twenty percent (20%) of the eligible votes of the Corporation shall constitute a quorum for any action as provided in these Bylaws.

Section 6. Ballots. At meetings of the Members, each Member may vote in person or by mail ballot. If mail ballots are used, they shall be in the form provided, filed with the Secretary prior to the meeting, and shall be limited to use at that meeting.

ARTICLE VI

DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Election and Term. The number of Directors of the Corporation shall be seven (7). Directors, except Directors who are members of the initial Board of Directors, shall serve for terms of three (3) years. The initial Board of Directors shall consist of those persons named in the Articles of Incorporation. Thereafter, the Directors of the Corporation will be those individuals elected by the Members at the annual meeting of the Corporation. Vacancies on the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term of the vacant position.

Section 3. Qualifications of Directors. Directors shall be of legal age as defined by Missouri law and shall be Members of the Corporation.

Section 4. Full Terms of Directors. The term of each director shall begin on the day the director is elected to office and shall end at such time as said director's successor has been elected and duly qualified.

Section 5. Terms of Initial Directors. The terms of the initial directors of the Corporation shall begin on the date the Missouri Secretary of State issues a Certificate of Incorporation and shall end on the date of the first annual meeting of the Board of Directors.

Section 6. Term of Directors Elected at First Annual Meeting of the Members. In order to assure that all directors of the Corporation are not elected for terms that expire at the same time, the Members voting at the first annual meeting shall elect two (2) of the directors to serve for a term of one (1) year, two (2) of the directors to serve for a term of two (2) years and three (3) of the directors to serve three (3) years. Thereafter, directors shall be elected to serve for full three (3) year terms.

Section 7. Vacancies. In case of the death, resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies. A director selected to fill a vacancy shall serve until the end of the term of the director whom the new director replaces.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The Board of Directors of the Corporation shall meet annually within ten (10) days of the annual meeting of Members, for the purpose of electing officers, and at least monthly thereafter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or three of the directors of the Corporation. The person or persons authorized to call special meetings of the Board of Directors may fix any place in Jackson County, Missouri, as the place for holding special meetings of the Board of Directors called by them.

Section 3. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days before the meeting by written or oral notice delivered personally or mailed to each director at the director's 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 envelope so addressed 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 of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as provided in these Bylaws.

Section 4. Participation in Meetings by Telephone Conference. Directors may and shall have the right to participate in any meeting of the Board of Directors by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other.

Section 5. Action by Consent in Lieu of Meeting. Any action which is required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the directors consent thereto in writing and the writing or writings are filed with the minutes of the meetings of the Board of Directors.

Section 6. Waiver of Notice. Any notice required to be given to a director by any provision of these Bylaws, the Articles of Incorporation or by the Act may be waived in writing signed by such director, whether before or after the time stated therein, and such waiver shall be deemed equivalent to notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where such director attends the meeting for the express purpose, and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors, except that no director shall be removed by a vote of less than a majority of the entire Board of Directors.

Section 9. Voting. Each director shall have one vote. A director must be present at any meeting of the Board of Directors in order to cast his or her vote.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Corporation will maintain, repair and improve the Unit Area, including the exterior of individual Units, of the Lakewood Bay Parcel, and provide such other services to the Lakewood Bay Parcel, its Units and Members, as may be authorized by the Members from time to time.

ARTICLE IX

OFFICERS

Section 1. Number and Election. The Officers of the Corporation shall be the officers as elected by the Board of Directors and shall include a President, Vice President, Secretary and Treasurer. Officers shall serve a term of one (1) year beginning at the first meeting of the Board of Directors following each annual meeting of the Members, or until their successors are chosen and duly qualified. Vacancies in any office shall be filled by the Board of Directors for the unexpired portion of the term. The Board of Directors may elect or appoint such other officers, employees and agents as it shall deem desirable; such officers, employees and agents shall have the authority and duties prescribed by the Board of Directors.

Section 2. President. The President shall be the principal executive officer of the Corporation and shall, in accordance with the directives of the Board of Directors, supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors at which he or she is present. The President may sign, with the Secretary or Treasurer or any other proper officer thereunto 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 Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. The Vice-President. At the request of the President or in the event of the President's absence, disability or refusal to act, the Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 4. The Secretary. The Secretary shall: (a) keep or cause to be kept the minutes of all the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Member and director which shall be furnished to the Secretary by such Member or director; and (e) in general perform all duties customarily incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 5. The Treasurer. The Treasurer shall: (a) have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation; (b) cause all monies and other valuable effects of the Corporation to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors; (c) cause to be kept correct books of account, proper vouchers and other papers pertaining to the Corporation's business at the accounting office of the Corporation; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 6. Salaries. The officers of the Corporation shall not receive salaries for their services as officers. This shall not be construed to mean that officers may not also be employees or agents of the Corporation but merely that they shall not be paid a salary for performing their duties as officers of the Corporation.

ARTICLE X

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, employee or employees, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 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 specific resolution of the Board of Directors.

Section 3. Checks, Drafts, etc. 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. Endorsement of



instruments for deposit to the credit of the Corporation in any of its duly authorized depositors may be made by rubber stamp of the Corporation or in such other manner as the Board of Directors may from time-to-time determined.

Section 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.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE XI

BOOKS AND RECORDS

Correct and complete books and records of account shall be kept by, or under the direction of, the Treasurer of the Corporation. Minutes of the proceedings of the Board of Directors shall be kept by the Secretary of the Corporation. A copy of the register of the names and post office addresses of each Director shall be maintained at the principal office of the Corporation. All books and records of the Corporation may be inspected by any Owner, or any Owner's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE XIII

CORPORATE SEAL

The Corporation shall have no corporate seal.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation, or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice and shall have the same force and effect as notice provided by said statutes, Articles of Incorporation or Bylaws.

ARTICLE XV

LIMITATION OF ACTIVITIES OF CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VIII of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 528 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XVI

RATIFICATION – DISSOLUTION

Section 1. Bylaws. These Bylaws shall become operative upon their ratification by the majority of the initial members of the Board of Directors.

Section 2. Dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections 528 or 501(a) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Jackson County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation against all reasonable costs and expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon the Director or Director's estate in connection with the defense of any action, suit or proceeding to which the Director or the Director's estate is made a party by reason of being or having been a Director or Officer of the Corporation (whether or not the Director continues to be a Director or Officer at the time such costs or expenses are incurred), except in relation to any matters as to which the Director is adjudged in any such action, suit or proceeding, without such judgment being reversed, to have been liable for negligence or misconduct in the performance of his or her duties as a Director or Officer of the Corporation. In the event of the settlement of any such action, suit or proceeding, prior to the final judgment, the Corporation shall also make reimbursement for payment of the costs, expenses and amounts

paid or to be paid in settling any such action, suit or proceeding when such settlement is determined by the majority of the Directors who are not involved or if all are involved, in the opinion of independent legal counsel selected by the Board of Directors to be in the best interests of the Corporation. No Director or Officer of the Corporation shall be liable to any other Director or Officer or other person for any action taken or refused to be taken by him or her as a Director or Officer with respect to any matter within the scope of his or her official duties unless such action or neglect or failure to act shall constitute negligence or misconduct in the performance of the duties of that Director or Officer.

ARTICLE XVIII

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual or special meeting of the Board of Directors called for that purpose. The Board of Directors may adopt emergency Bylaws as provided by law.

Adopted as of this 16 day of June, 2003.

Irene Poynter
Irene Poynter

Charles Harness
Charles Harness

Julia Canterbury
Julia Canterbury

Jim Reed
Jim Reed

Bob Winter
Bob Winter

Jan F. Brandt
Jan Brandt

Carolyn Godfrey
Carolyn Godfrey

**THE ABOVE BEING ALL OF THE
DIRECTORS OF THE CORPORATION**