

**AMENDED AND RESTATED
BY-LAWS
OF
BRISTOL PARK HOMES ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION AND PURPOSE OF AMENDED BY-LAWS

The name of the corporation is BRISTOL PARK HOMES ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located in Clay County, Missouri, but meetings of members and directors may be held at such places as may be designated by the Board of Directors. It is the intent of the Association that these Amended and Restated By-laws shall amend, restate and replace any previous by-laws of the Association.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to BRISTOL PARK HOMES ASSOCIATION, INC., its successors and assigns.

Section 2. "Common Area" shall mean and refer to any part of the property set aside pursuant to any recorded deed of the property by the developer to the Association for the common use and enjoyment of the members of the Association. The term "Common Area" further shall mean (i) areas within street right-of-ways not adjacent to a Lot and not being maintained by the City of Kansas City, Missouri, (ii) gateways, entrances, monuments, berms and other similar ornamental areas and related utilities, sprinkler systems and landscaping constructed or installed by the Developer at or near the entrance of any street or along any street, and any assessments related thereto, including those tracts which are in satisfaction of Section 31.32 of the Subdivision Ordinances of Kansas City, Missouri, commonly referred to as Private Open Space, and (iii) all other similar areas and places, together with all improvements thereon and thereto (including any swimming pool, tennis courts, or similar recreational facilities that may be constructed or erected), the use, benefit or enjoyment thereof is intended for all of the Owners within the District, whether or not any "Common Area" is located on any Lot.

Section 3. "Developer" shall mean and refer to Park Development Company of Kansas, a Limited Partnership, or its successors or assigns.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the Office of the Recorder of Deeds for Clay County, Missouri, by Developer as Document No. M 27128 in Book 2273 at Page

225. The Declarations recorded as Document No. G 79731 recorded in Book 2000 at Page 592 with respect to Bristol Manor, Bristol Highlands and the Estates of Bristol Park and which may contain supplementary provisions for other tracts or parcels as authorized herein and provided for the general welfare of the Owners and occupants of lots within the parcel.

Section 5. "Lot" shall mean and refer to any Lot as shown as a separate Lot in the plat or part of the District; provided however, if an Owner other than Developer owns one or more adjacent Lots upon which only one residence has been, is being, or will be erected then such adjacent property under common ownership shall be deemed to constitute only one "Lot".

Section 6. "District" shall mean all the described Lots in Bristol Park, all sections, all Common Areas and all additional property which may hereafter be made subject to the Declarations in the manner provided in the Declaration.

Section 7. "Owner" or "Member" shall mean and refer to the record owner in fee simple of any Lot.

Section 8. "Street" shall mean any public street, road, terrace, circle or boulevard shown in the recorded plat of all or any part of the District.

Section 9. "Mortgage" shall mean a conventional mortgage or Deed of Trust.

Section 10. "Mortgagee" shall mean the holder of a conventional mortgage or beneficiary under a holder of Deed of Trust.

Section 11. "Properties" shall mean and refer to that real property described in the Declarations and any additions thereto as may hereafter be brought within the jurisdiction of the Association and the restrictions of the Covenants.

Section 12. "Approving Party" shall mean the Homes Association through its Board of Directors.

Section 13. "Architectural Committee" shall mean the "Architectural Committee" appointed by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 1. Members. Every person or entity that is a record owner of a fee or undivided fee interest in any lot or of land where single family residential units are located, or of Developer owned acreage, which is subject by covenants of record to assessment by the Association, including contract sellers and every person who is an occupant, as heretofore defined, shall be a member of the Association. The foregoing is not intended to include persons or entities

that hold an interest merely as security for the performance of an obligation. No owner or occupant shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any lot or other land which is subject to assessment by the Association or occupancy of a single family dwelling or residential unit.

Section 2. Suspension of Membership. In accordance with Article IX of these By-Laws, during any period in which a member shall be delinquent in the payment of any annual or special assessment levied by the Association, or any other amount due to the Association, the voting and other rights of the member to use of the Association facilities may be suspended by the Board of Directors until such assessment or amount due has been paid.

ARTICLE IV

RULES AND REGULATIONS

Section 1. Enforcement. The Board of Directors may from time to time promulgate rules and regulations as hereinafter provided to govern the use of the common area and facilities, the conduct of members and their guests, and compliance with the Declaration of Covenants, Conditions and Restrictions filed of record relating to the use of land or improvements within the properties, the control of architecture within the properties, or other measures necessary to insure the health, safety and welfare of the residents. The rules and regulations shall be effective ten (10) days after notice of enactment is mailed to members.

Section 2. Sanctions. Members violating duly promulgated rules and regulations may be subject to sanctions in accordance with the terms and provisions of such rules and regulations. Such sanctions may include, but are not limited to, suspension of membership, the right to use or enjoy the common area for a period not to exceed ninety (90) days per violation, the assessment of fines not to exceed Fifty Dollars (\$50.00) per violation. Such fines, as well as costs and attorney's fees expended in collecting fines or enforcing suspensions shall be considered as special assessments in accordance with the Declaration, and shall become a lien against any lot, unit or land owned or occupied by any violator.

Section 3. Right of Appeal. Members shall have ten (10) days following the notice of any infraction or fine to appeal the same to the Board of Directors. Such appeal must be made in writing and will be heard by the Board at its next scheduled meeting. If no hearing is requested within ten (10) days after the preliminary decision of the Board, said decision shall become final.

ARTICLE V

PROPERTY AND VOTING RIGHTS

Section 1. Use and Delegation of Use. Each member shall be entitled to the use and

enjoyment of the common area and facilities as provided in the Declaration. Any member may delegate his rights of enjoyment of the common area and facilities to members of his family, his tenants or contract purchasers who reside on the property. Such member shall notify the secretary in writing of the names of the delegees. The rights and privileges of such delegees are subject to suspension to the same extent as those of the member.

Section 2. Fees, Charges and Fines. In accordance with Article IV of these By-Laws, the Association may charge reasonable admission and other fees for the use of any Association facility situated upon common area, and may assess fines and charges for abuse of the privileges of using the common area.

Section 3. Voting Rights. Members shall be all Owners with the exception of the Developer and such members shall be entitled to one (1) vote for each dwelling owned. When more than one (1) person owns any interest in any dwelling, all such persons shall be members; however, they shall collectively exercise the one (1) vote with respect to any dwelling.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the same day of the month each year set by the Board of Directors. The date for the annual meeting may be changed by a vote of the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. Unless otherwise required in the Declaration, the Articles of Incorporation or by these By-Laws, the presence at the annual meeting of members or of proxies entitled to cast one-twentieth (1/20th) of the membership vote shall constitute a quorum for any action. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in Section 3 above, and the required quorum, at any such subsequent meeting, shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy or by proxy form authorized by the Board of Directors for submission through the internet under procedures outlined and approved by the Board of Directors. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Selection/Term of Office. The affairs of the Association shall be managed by a Board of not less than nine (9) and not more than thirteen (13) Directors, who shall be members of the Association. The Board shall always consist of an uneven number. At the membership meeting held in 2004 seven (7) Directors shall be elected by the Members to serve two (2) year terms and six (6) Directors shall be elected to serve one (1) year term. Thereafter at each successive annual meeting of the membership vacancies on the Board shall be filled by annual election for two (2) year term with the number of Directors to be remain at thirteen (13) unless changed in conformity with the Articles and By-Laws of the Association. The Directors elected shall serve for a term of two (2) years until their successors have been elected.

Section 2. Method of Nomination. Nominations for Directors shall be made from the floor at the annual meeting, or prior to such meeting, through an internet nomination in a format determined by the Board. Such nominations may be made from among the members, for the number of vacancies existing on the Board.

Section 3. Election. Election to the Board of Directors shall be for a two (2) year term and shall be by the popular vote of Members, and if a tie occurs, then by secret written ballot. 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 the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, as approved by the Board.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting, by polling of all the directors. Any action so approved shall have the same effect as though taken at a meeting of

the directors.

ARTICLE VIII

MEETING OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at a minimum, semi-annually, without notice to Members, at such place and hour as may be fixed from time to time by resolution of the Board. Should such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than seventy-two (72) hours notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed ninety (90) days for infraction of published rules and regulations as well as the Declarant and/or Board of Directors shall have the power to assess fines as defined in Article IV, Section 2.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these

By-Laws, the Articles of Incorporation, or the Declaration of Covenants, Conditions and Restrictions.

- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors.
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote.
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Declaration, to (1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; (2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) the right of the Association to file and/or foreclose the lien, if necessary, against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the delinquent assessment, if necessary, at the discretion of the Board of Directors.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the common area to be maintained.
- (h) Carry out such additional powers and duties as assigned to the Board pursuant to

the Homes Association provision of the Declaration of Restrictions recorded as Document No. M 27128 in Book 2373 at Page 225.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board, and each shall hold office for two (2) years unless he shall sooner resign, be removed, or otherwise become disqualified to serve.

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 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 at 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 of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. 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 that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, and shall co-sign all

promissory notes.

- (b) Vice-President. The vice president shall exercise all duties of the president in the president's absence. The vice president shall preside over all meetings of the Board of Directors, Special Meetings or Membership meetings in the president's absence.
- (b) 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, if any; 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, and shall perform such other duties as required by the Board.
- (c) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by no less two members (excluding the treasurer) of the Board of Directors at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XI

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and as provided in these By-Laws. In addition the Board of Directors shall appoint other Committees as deemed appropriate in carrying out its purposes.

ARTICLE XII

INDEMNIFICATION

Every officer, director and member of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred or imposed upon him in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he may be involved, as a party or otherwise, by reason of having been an officer or member of the Association, whether or not he continues to be such an officer, director or member of the Association at the time of the incurrence or imposition of such costs, expenses or liabilities, except in relation to matters in

which he shall finally be adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or negligence toward the Association in the performance of his duties, or in absence of adjudication, such liability by opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of each person.

ARTICLE XIII

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 member. The Declaration, the Articles of Incorporation, and By-Laws of the Association shall be available for inspection by any member by accessing the Association's internet website, or by contacting the president of the Association.

ARTICLE XIV

ASSESSMENTS

By the Declaration, each member is deemed to covenant and agree to pay to the Association, annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall become delinquent. If the assessment is not paid within thirty (30) days after the due date, interest from the date of delinquency at the current judgment rate as provided in the laws of the State of Missouri shall be assessed until paid in full, and the Association may bring an action at law against the Owner personally obligated to pay same, or foreclose the lien against the property through proceedings in any court having jurisdiction of suits for enforcement of such liens. Provided, however, the lien for assessments herein shall be subordinate to the lien of any preexisting first Deed of Trust placed on any land subject to assessment and such liens may be recorded, shall run with the land and shall become due and payable in the event of transfer or refinancing of any Lot subject to an assessment lien. In any action to recover assessments, Owner shall be responsible for interest, costs and attorney's fees in any such action in addition to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his Lot.

ARTICLE XV

AMENDMENTS

These By-Laws may be amended (a) by a vote of two-thirds (2/3) of the directors at any meeting of the Board of Directors called for that purpose, providing notice of the meeting and the

proposed amendments has been given to the members at least fifteen (15) days prior to the meeting, or (b) at an annual meeting of the members by a majority vote, with a quorum of members present in person or by proxy. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Bristol Park Homes Association, Inc., have hereunto set our hands and seals this _____ day of _____, 2003.

BRISTOL PARK HOMES ASSOCIATION, INC.

By: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And: _____

And:_____

And:_____

STATE OF MISSOURI)

COUNTY OF)ss:
)

On this _____ day of _____, 2003, before me, the undersigned Notary Public, personally _____ appeared to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

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

Notary Public

My Commission Expires:

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of Bristol Park Homes Association, Inc., a Missouri not-for-profit corporation; and that the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 2003.

Secretary

AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF
BRISTOL PARK HOMES ASSOCIATION, INC.

ARTICLE VII, BOARD OF DIRECTORS SHALL BE AMENDED TO READ AS FOLLOWS:

Section 1. Selection/Term of Office. The affairs of the Association shall be managed by a Board of not less than seven (7) and not more than nine (9) Directors who shall be members of the Association. The Board shall always consist of an uneven number. The current directors shall serve an additional two years. Additional directors shall be elected to serve one (1) year term. Thereafter at each annual meeting of the membership vacancies on the Board shall be filled by annual election for two (2) year terms with the number of Directors to remain at nine ((unless changed in conformity with the Articles and Bylaws of the Association. The directors shall serve until their successors have been elected.

ARTICLE X, OFFICERS AND THEIR DUTIES SHALL BE AMENDED TO READ AS FOLLOWS:

Section 2. Election of Officers. The officers of the Association shall be elected by the Board of Directors and shall hold office for two (2) years unless an officer resigns, is removed or otherwise becomes disqualified to serve. To be eligible for election to an office, a director must have served on the Board of Directors for two years unless no other eligible director is willing to serve as an officer.