

BYLAWS
OF
THE BROOKWOOD PLACE HOMES ASSOCIATION, INC.

ARTICLE I

GENERAL PROVISIONS

The principal office for transaction of the business of the corporation is hereby located at P. O. Box 15372 Lenexa, Johnson County, Kansas 66285. The Homes Association Board is hereby granted full power and authority to change said principal office from one location to another in said county.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Homes Association Board at any place or places where the corporation is qualified to do business.

ARTICLE II

MEMBERSHIP

Section 1. Membership. Membership in the corporation shall be limited to the owners of land within the boundaries of the Brookwood Place subdivision, as shown on the plat of said subdivision, recorded in the office of the Register of Deeds of Johnson County, Kansas, in Book 67 of Plats, at Page 9; except that if the Association combines or unites with another or other associations similarly organized, operating on a similar basis and having jurisdiction of land in Johnson County, Kansas, members of such other associations may become members of this corporation.

Section 2. The members of the corporation shall be the sole Judge of the qualifications of its members and of their rights to participate in the corporation's meetings and proceedings.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Place of Meetings. All annual meetings of the corporation shall be held at a location in or near the subdivision of land in the City of Lenexa, Johnson County, Kansas known as Brookwood Place or at such other location as the Homes Association Board may determine. Such location shall be determined by the Homes Association Board of the corporation pursuant to authority hereinafter granted to said board. All other meetings of members shall be held at any place within or without the State of Kansas which may be designated either by the Homes Association Board pursuant to authority hereinafter granted to said board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation; provided, however, that no change in the time or place of the meeting shall be made within twenty (20) days next before the day on which an election of Board Officers is to be held.

Section 2. Annual Meeting. The annual meeting of members shall be held within the first fifteen days of December at 7:00 o'clock p.m. of said day beginning December 13, 2012; provided, however, that said day shall not fall upon a legal holiday. At such meetings, Board Officers shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally, by mail, electronic mail or other means of written communication, charges prepaid, addressed to such member at his/her address or e-mail address as appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place within the subdivision where the member's land is situated. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50)

days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. If this section regarding the time and place of election of officers is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Section 3. Waiver of Notice. The transactions of any meetings of the members, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the members present or not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President or by any board member, or by a group of members comprising not less than one-fifth of the membership of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 5. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members, who are present in person, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 6. Voting. The Treasurer of the corporation shall record and compile a list of all landowners who have paid the annual assessment as provided for in the Homes Association Declaration. This list shall be compiled thirty-five (35) days after the assessment has been made. Upon compilation of said List, the Treasurer shall certify the list and submit it to the President.

From the certified list submitted by the Treasurer, the President shall determine those members who are eligible to vote at the annual meeting. Only those members who are current in the payment of their annual assessments shall be entitled to vote at the annual meetings or at any special meetings which may be called.

In the event a member has not paid his annual assessment within thirty-five (35) days after the assessment has been made, but he pays it prior to the annual meeting or any special meeting, then he will be entitled to vote upon certification by the Treasurer that he had paid his current annual assessment and is not delinquent for past assessments.

Regardless of the ownership of a lot, whether it is owned by a corporation or by individuals, whether it is owned in joint tenancy, tenancy in common or singly, each lot which has had all assessments paid shall be entitled to one (1) and only one vote. In the event a member owns and has paid all assessments on more than one lot, he shall be entitled to a number of votes equal to the number of lots on which he has paid all assessments.

Section 7. Quorum. The presence in person or by proxy of persons entitled to vote at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting,

each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Action Without Meeting. Any action which, under any provisions of the Kansas General Corporation Code, may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation, or such other procedure followed as may be prescribed by statute.

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors of the Brookwood Homes Association shall consist of the Homes Association Board Officers with duties and responsibilities as indicated in these bylaws and as required by the requirements of K.S.A.58-4601, et seq., and as may be amended.

ARTICLE V

HOMES ASSOCIATION BOARD OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Homes Association Board any such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. The President, Secretary and Treasurer may be the same person, but if there is appointed a Vice President, such person may hold two offices, but may not hold the three offices of Vice President, Secretary and Treasurer. Each Board office holder shall have only one vote on the Board, even if more than one

office is held by one person. No one shall be eligible for the office of President who has not first been a member of the Homes Association Board. However, if no such previous Board member is available for President then any corporation member shall be eligible.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen annually by the members, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, etc. The Homes Association Board may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Homes Association Board may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Homes Association Board at any regular or special meeting of the Board.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. President. The President shall be the chief executive officer of the corporation and shall have general supervision, direction and control of the business and officers of the corporation. He/She shall preside at all meetings of the members. He/She shall be an ex officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by these Bylaws.

Section 7. First Vice President. In the absence or disability of the President, the First Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to, all the restrictions upon the President. The First Vice President shall be responsible for **management of the trash/recycling/yard waste removal services for the subdivision.** The First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Homes Association Board or these Bylaws.

Section 8. Second Vice President. In the absence or disability of the President and the First Vice President, the Second Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to, all the restrictions upon the President. The Second Vice President shall be responsible for **management of the landscaping and sprinkler system services for the subdivision.** The Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Homes Association Board or these Bylaws.

Section 9. Third Vice President. In the absence or disability of the President, the First Vice President and Second Vice President, the Third Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to, all the restrictions upon the President. The Third Vice President shall be responsible for **management of the Homes Association Pools and Pool House for the subdivision.** The Third Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Homes Association Board or these Bylaws.

Section 10. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Board Officers and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board Officers' meetings, the members present or represented at members' meetings and the proceedings thereof.

The Secretary shall keep a membership list, showing the names of the members and their addresses.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Homes Association Board required by these Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Homes Association Board or these Bylaws.

Section 11. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any Board Officer.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Homes Association Board. He/She shall disburse the funds of the corporation as may be ordered by the Homes Association Board, shall render to the President and Board Officers, at minimum monthly or whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Homes Association Board or these Bylaws.

Section 12. Fees and Compensation. Officers shall not receive any stated salary for their services as officers of the Homes Association Board. Officers will be credited 1/12 of the annual Homes Association Assessment for their attendance and service at each monthly Board meeting. Such credit earned shall be given as a deduction from the following years annual assessment, but shall be based on the assessment amount of the year service was performed.

Section 13. Indemnification of Officers.

Limitation of Liability. A member of the Homes Association Board shall not be liable to the corporation in the performance of such member's duties in relying in good faith upon the records of the corporation and upon such information, opinions, reports or statements presented to the corporation by any of the corporation's officers or by any other person as to matters the member reasonably believes are within such other persons' professional or expert competence and who has been selected with reasonable care by or on behalf of the corporation.

Indemnification. Officers shall be indemnified to the extent specifically provided in Kansas Statutes Annotated 17-6305, 1987 Supp., and as generally permitted in the Kansas General Corporation Code as the same exists now or as hereafter amended.

ARTICLE VI MISCELLANEOUS

Section 1. Record Date. The Homes Association Board may fix a time in the future as a record date for the determination of the members entitled to notice of, and to vote at any meeting of members. The record date so fixed shall be not more than fifty (50) days prior to the date of the meeting or event for purposes of which it is fixed. When a record date is so fixed, subject to Article III, Section 6, only members who are of record on that date are entitled to notice of and to vote at the meeting.

Section 2. Inspection of Corporate Records. The books of account, minutes of proceedings of the members, corporation's Bylaws, list of members, and the corporation's other books and records shall be open to inspection upon the written demand under oath of any member, in person or by attorney or other agent during the usual hours for business, and for a purpose reasonably related to such person's interests as a member and shall be exhibited at any time when required by the demand at any members' meeting of ten percent (10%) of the members represented at the meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made under Oath and in writing directed to the

corporation at its registered office in this state or at its principal place of business. In every instance where an attorney or other agent shall be the person who seeks the right of inspection, the demand under oath shall be accompanied by a Power of Attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member.

Section 3. Checks, Drafts, etc. The funds of the corporation shall be deposited in such bank or trust company as the Board Officers shall designate. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Homes Association. Checks written on behalf of the Corporation require the signatures of two Officers.

Section 4. Annual Report. No annual report to members shall be required, but the Homes Association Board may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the Homes Association Board.

Section 5. Contracts, Deeds, etc., How Executed. The Homes Association Board, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Homes Association Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the President or one of the Vice Presidents, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the President or one of the Vice Presidents.

Section 6. Inspection of Bylaws. The Secretary of the corporation shall keep the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the

Secretary, which shall be open to inspection by the members at all reasonable times.

ARTICLE VII AMENDMENTS

Section 1. Power of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by a vote of members entitled to exercise a majority of the voting power of the corporation or by the written assent of such members, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Interpretation. If there is a statement or requirement in these bylaws that is deemed to be inconsistent with Kansas Law K.S.A 58-4601, et seq., the requirements of K.S.A. 58-4601, et seq., and as amended shall supersede and control the interpretation of any provision in these bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of The Brookwood Place Homes Association, Inc., a Kansas corporation.
2. That the foregoing Bylaws, comprising eleven pages, constitute the revised Bylaws of said corporation as duly adopted at the Annual Meeting of Members thereof duly held on December 3, 2012.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name.

Secretary

President (Witness)