

THE HAMPTON PARK HOMES ASSOCIATION, INC.

BYLAWS

Article I

Offices and Definitions

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 6400 West 110th Street, Suite 250A Overland Park, Kansas 66211.

Section 2. 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, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located.

Section 3. Definitions.

(A) District. "District" shall mean, unless and until extended as hereinafter provided, all of the real property shown on the plat of Hampton Park. If and when other land shall, in the manner hereinafter provided, be added to that land described above, then the term "District" shall thereafter mean all land which shall, from time to time, be subjected to the terms of this Declaration, including any future modifications thereof. The district is sometimes referred to as "Hampton Park".

(B) Owner. "Owner" as used herein shall mean those persons or entities who may from time to time own any of the Subject Land within the District.

(C) Developer. "Developer" shall mean and refer to Hampton Park Venture, a general partnership, comprised of Bodine Companies, Inc., a Kansas Corporation and Grant St. Interests, L.C.

(D) Lot. "Lot" may mean either any Lot as platted, or any parcel or parcels of land as conveyed, which may consist of one or more Lots, or parts of one or more Lots, and upon which a residence may be erected in accordance with the restrictions hereinafter or elsewhere set forth, or as set forth in the individual deeds from the Developer, or from its successors and assigns. A Lot shall not include any of the Subject Land which is designated as common area.

(E) Restrictions. "Restrictions" shall mean and refer to the rights, reservations and limitations as to use of the Lots within the subdivision as expressed in that certain Declaration of Restrictions to Hampton Park (the "Restrictions"), or other applicable documents, as may be modified by amendments or additions thereto.

(F) Common Area. "Common Area" shall mean and refer to such land as may be designated as such on the Plat of Hampton Park or which may otherwise be designated as such on subsequent plats of Hampton Park or which may be created by separate document filed for that purpose with the Register of Deeds of Johnson County, Kansas.

(G) Plat of Hampton Park. "Plat of Hampton Park" shall mean and refer to the final plat filed with the City of Overland Park on October 29, 1994, as prepared by Schlagel & Associates Consulting Engineers, entitled Plat of Hampton Park.

Article II

Owners

The Owners of Lots within the boundaries of the District as it exists from time to time shall be the members of an association which is hereby created and established, to be known as "THE HAMPTON PARK HOMES ASSOCIATION, INC." (hereinafter sometimes the "Association").

Section 1. Place of Meetings. All annual meetings of Owners and all other meetings of Owners shall be held at the principal office of the corporation unless another place within or without the State of Kansas as designated either by the board of directors, or pursuant to authority of all Owners entitled to vote thereat, given either before or after the meeting and filed with the secretary of the corporation.

Section 2. Annual Meetings. The annual meetings of the Owners shall be held on the 1st day of August, in each year at 6:00 o'clock a.m. of said day, provided, however, that should said day fall upon a Saturday or Sunday, the such annual meeting of Owners shall be held at the same time and place on the Thursday preceding such designated meeting date. At such meeting, directors 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 Owners.

Written notice of each annual meeting shall be given to each Owner entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Owner

at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If an Owner gives no address, notice shall be deemed to have been given addressed his last known address. All such notices shall be sent to each Owner 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 bylaw as to the time and place of election of directors is changed, such notice shall be given to Owners at least twenty (20) days prior to such meeting.

Section 3. Special Meetings. Special meetings of the Owners, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or Owners holding title to not less than one-fifth of the total number of lots in the subdivision. 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 Owners. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 4. Adjourned Meetings and Notice Thereof. Any Owners' 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 owners, who are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting.

When any Owners' 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. Except 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, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 5. Voting.

The Association shall have two classes of voting membership, as follows:

(A) Class A. Each Owner, with the exception of the Developer, of a Lot in the District shall be a Class A member. Each Class A member shall be entitled to one (1) vote for each Lot upon which he holds fee simple title. When more than one person holds such interest in any Lot, all such persons shall be members and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot.

(B) Class B. The Class B member shall be the Developer. The Class B member shall be entitled to seventy-five (75) votes for each Lot within the District to which the said Developer holds fee simple title.

Such vote may be viva voce or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by an Owner at any election and before the voting begins.

Section 6. Quorum. Twenty-five (25) percent of the members, present in person or by proxy, shall constitute a quorum at a meeting of the members. The Owners 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 Owners to leave less than a quorum. A simple majority of those members present at such meeting may adjourn the meeting from time to time without further notice.

Section 7. Consent of Absentees. The transactions of any meeting of Owners, 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 Owners 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 8. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force.

Section 9. Inspection of Corporate Records. The corporate records, including the books of account, and minutes of proceedings of the Owners, the board of directors and of executive committees of directors shall be open to inspection upon the written demand of any Owner within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as an Owner. A list of Owners entitled to vote shall be exhibited at any reasonable time and at meetings of the Owners when required by the demand of any Owner at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by an Owner, and shall include the right to make abstracts. Demand of inspection other than at an Owners' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the

corporation.

Section 10. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business 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 Owners at all reasonable times during ordinary business hours.

Article III

Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Declaration of The Hampton Park Homes Association, these Bylaws, and any applicable statute as to action which shall be authorized or approved by the Owners, and subject to the duties of directors as prescribed by the Bylaws; all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First--To select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation the Declaration or the Bylaws, and require from them security for faithful service.

Second--To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation, the Declaration, or Bylaws, as they may deem best.

Third--to designate any place within or without the State of Kansas for the holding of any Owners' meeting or meetings except annual meetings.

Fourth--To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws.

In addition to the above general powers, and not in limitation of them, the Board shall have the following discretionary powers:

(A) Enforcement. To enforce, either in its own name or in the name of any Owner within the District any or all Restrictions

which may have been heretofore or may hereafter be imposed upon any of the land in such District, either in the form as originally placed thereon or as modified subsequently thereto; provided however, that this right of enforcement shall not serve to prevent such changes, releases or modifications of the Restrictions or reservations being made by the parties having the right to make such changes, releases or modifications as are permissible in the deeds, declarations or contracts in which such restrictions and reservations are set forth, nor shall it serve to prevent the assignment of those rights by the proper parties, wherever and whenever such rights of assignment exist. The expenses and costs of any enforcement proceeding shall be paid out of the general fund of the Association as herein provided for. Nothing herein contained shall be deemed or construed to prevent any Owner having the contractual right to do so from enforcing in his own name any such restrictions.

(B) Management and Control. To manage and control as trustee for its members all public streets, sidewalks, and other public places shown on the Plat of Hampton Park and any and all improvements thereon, provided that such management and control of said places and improvements shall at all times be subject to that had and exercised by any City, Township, County and State, or any of them in which said places and improvements are located.

(C) Collection of Rubbish. To provide for the collection and disposal of rubbish and garbage, when adequate services of that type are not available from any public source.

(D) Maintenance of Trees, Shrubs and Plantings. To care for, spray, trim protect and replant trees, shrubs and plantings on all streets and in other Public Places where trees, shrubs and plantings have once been planted, when such services are not available from any public source.

(E) Mowing and Maintenance of Unimproved Real Estate. To mow, care for, maintain and remove all rubbish from vacant and unimproved property and to do any other things necessary or desirable in the judgement of the officers of the Association to keep any vacant and unimproved property and the parking in front of any property in the District neat in appearance and in good order.

(F) Snow Removal. To provide for the plowing and removal of snow from sidewalks and streets, when such services are not available from any public source.

(G) Lighting. To provide such lights as the Association may deem advisable on streets, parks, parkings, pedestrian ways, gateways, entrances or other features, and in other public or semi-public places, when such facilities are not available from any public source.

(H) Street, Sidewalk and Storm Sewer Maintenance. To provide for the cleaning of streets, gutters, catch basins, sidewalks and pedestrian ways, and for the repair and maintenance of storm sewers and appurtenant drainage facilities, when such services are not available from public source.

(I) Signs. To erect and maintain signs for the marking of streets, and safety signs for the protection of children and other persons, when such signs are not available from any public source.

(J) Police Protection. To employ duly qualified peace officers for the purpose of providing such police protection as the Association may deem necessary or desirable in addition to that rendered by public authorities.

(K) Control Over Easements. To exercise control over such easements as it may acquire from time to time.

(L) Ownership of Real Estate. To acquire and own the title to such real estate as may be reasonably necessary in order to carry out the purpose of the Association, and to pay taxes and special assessments on such real estate as may be owned by it and to pay such taxes and assessments as may be assessed against land in-streets, Common Areas and other public or semi-public places with the District.

(M) Levy and Collect Assessments. To levy and collect the assessments which are provided for in the Declaration.

(N) Maintenance, Care and Replacement of Common Areas and Amenities. To provide for the maintenance of swimming pools, green areas, playgrounds, tennis courts, public and private streets, parking areas, walks, pedestrian ways, gateways entrances, drinking fountains, and ornamental features now existing or which may hereafter be erected or created in any public or private street, Common Area, parking area or other Public Place shown on the Plat of Hampton Park, or created by separate instrument from land included as part of Hampton Park, or designated as Common Area on the plat of any additional land which may later be added to the District as Provided in the Declaration.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be five (5) until changed by amendment to this bylaw. Directors must be Owners. Provided, however, the provisions in the previous two sentences shall become effective upon the Developer turning over control or losing control of the Association to the Owners through written agreement or by Developer being out voted. Until such time as such control is relinquished, the Board of Directors may number not less than one (1) nor more than three (3).

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of Owners, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of Owners held for that purpose as soon thereafter as conveniently may be held. The term of each director shall be one (1) year, provided that all directors shall hold office until their respective successors are elected. A director can be removed from office at any time prior to the end of his term, with or without cause, by a vote of Owners owning sixty percent (60%) of the total lots in the subdivision, cast in person or by proxy at a meeting called for that purpose.

Section 4. Vacancies. Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the Owners fail at any annual or special meeting of Owners at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

The Owners of not less than twenty percent (20%) of the lots in the subdivision may call a meeting at any time to fill any vacancy or vacancies not filled by the directors, or if the board of directors filling a vacancy constitutes less than a majority of the whole board, as constituted immediately prior to any increase in the number of directors.

Section 5. Place of Meeting. Regular and special meetings of the board of directors shall be held at any place within or without the State of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Organizational Meeting. Immediately following each annual meeting of Owners, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Other regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby dispensed with.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any two other directors. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least three (3) days before the date of such meeting or be hand delivered or notified by telegram at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business. If notice be given by telegraph, such notice shall be deemed to be delivered when the same is delivered to the telegraph company.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the board of directors, 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 directors 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 11. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors. The directors 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 directors to leave less than a quorum.

Section 12. Meetings by Telephone. Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in a meeting shall constitute presence in person at the meeting.

Section 13. Adjournment. A majority of directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 14. Fees and Compensation. Directors shall not receive any compensation or fees for their services.

Article IV

Officers

Section 1. Officers. The officers of the corporation shall be a president, a secretary and a treasurer. The corporation may also have, at the discretion of the board of directors, one or more assistant secretaries and one or more assistant treasurers. Only the office of Secretary and Treasurer may be held by the same person.

Section 2. Election. The officers of the corporation, shall be chosen annually by the board of directors, 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. No Compensation for Officers. Officers shall serve without compensation

Section 4. 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 5. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors.

Section 6. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the Owners and at all meetings of the board of directors. He shall be ex officio a 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 the board of directors or these bylaws.

Section 7. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and Owners, 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 directors' meetings, the number of those present or represented at Owners' meetings and the proceedings thereof.

The secretary shall give, or cause to be given, notice of all the meetings of the Owners and of the board of directors required by these bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

Section 8. 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 and surplus.

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 board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his 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 board of directors or these bylaws. He shall be bonded, if required by the board of directors.

Article V

Miscellaneous

Section 1. Indemnification of Directors and Officers. The corporation hereby indemnifies its directors and officers to the extent described and permitted in K.S.A. 17-6305, as may be from time to time amended, subject to the criteria and standards set forth therein which qualify said director and officer for such indemnification and, further, subject to the limitation on sums for which indemnification is permissible, as described in said statute.

Section 2. Checks, Drafts, Etc. 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 board of directors.

Section 3. Annual Report. No annual report to Owners shall be required, but the board of directors may cause to be sent to the Owners, reports in such form and at such times as may be deemed appropriate by the board of directors.

Section 4. Contracts, Deeds, Etc., How Executed. The board of directors, 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 board of directors, 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 vice-president, if there be one, 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 vice-president.

Section 5. Fiscal Year. The board of directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

Article VI

Amendments

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a those Owners owning at least sixty percent (60%) of the lots in the subdivision, voted in person or by proxy, at an annual meeting or a special meeting called for that purpose, provided, however, that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of The Hampton Park Homes Association, Inc., a Kansas not-for-profit corporation;
- (2) That the foregoing bylaws, comprising thirteen (13) pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the 1st day of July, 1994.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 1st day of July, 1994.


Virgil Bodine, Secretary