

BYLAWS
OF
PERSIMMON HILL FIRST HOMES ASSOCIATION

ARTICLE I

OFFICES

*? D.O. Box 271
0142 66051*

Section 1. The registered office of the Association in the State of Kansas shall be located at 7910 Bristol Court, in the City of Overland Park, County of Johnson, or at such other location as shall be determined by the Board of Directors.

Section 2. The Association may have other offices at such place or places, either within or without the State of Kansas, as the Board of Directors or the officers may from time to time designate.

ARTICLE II

MEETINGS OF MEMBERS

*Amended
10-26-95
7:00 pm*

Section 1. The annual meeting of members for the election of directors shall be held at the registered office of the Association or at such other location as shall be determined by the Board of Directors at 10:00 a.m., on the first Monday in April of each year, or if that day be a legal holiday, on the next succeeding day not a legal holiday, at which meeting they shall elect a Board of Directors and may transact such other business as may come before the meeting.

*Amended
4-1-96 to
Election of*

Section 2. Special meetings of the members may be called at any time by the president and shall be called by the president or secretary on the request in writing or by a vote of a majority of the directors or at the request in writing of members of record.

Section 3. Special meetings of the members of the Association may be called by the president or board of directors of the Association or by that proportion of the members of the Association entitled to cast one-twentieth (1/20) of the votes which can

be voted at such meeting. If a special meeting is to be held, written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered to each member of the Association, either personally or by mail, not less than five (5) nor more than forty (40) days before the date of the meeting. *

Section 4. The Secretary shall make, at least ten (10) days before each meeting of the members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order with the addresses of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Company and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be subject to inspection by any members during the meeting. *

Section 5.

A. Bleakley Development Co., Inc. (the "Developer") and the owners of all lots, tracts or parcels of land subject from time to time to the terms and conditions of the Declaration dated 7/19/78 recorded as Instrument No. 1178790, (the "Declaration"), and no others, shall be members of the Association. The Association shall be the sole judge of the qualifications of its members and of their right to participate in its meetings and proceedings.

- (i) The Developer shall be entitled to cast three (3) votes for each single family lot which it owns, and
- (ii) Owners shall be entitled to cast one (1) vote for each single family lot which they own.
- (iii) Duplex lot Developer shall be entitled to cast three (3) votes per living unit for each lot that it owns, and duplex lot Owners shall be entitled to cast one (1) vote for each living unit which they own.

At the filing of the Declaration, the Developer holds title to all lots subject to the Declaration and shall be entitled to cast three (3) votes for each such lot. In the event the Developer subjects all or a portion of those single-family or duplex residence lots which are parts of the Plan to the covenants and conditions of the Declaration pursuant to the provisions of Section 3.2 hereof, then the Developer shall be entitled to cast three (3) votes for each such lot. Whenever the Developer

shall convey a lot subject to the Declaration to an owner, the total number of votes which the Developer shall be entitled to cast shall be reduced by three (3); and the owner to whom such lot is conveyed shall, upon delivery and acceptance of a deed to such lot, become a member of the Association and be entitled to cast one (1) vote with respect to such lot.

Proxy { C. Each member entitled to vote shall, at every meeting of the members, be entitled to one vote in person or by proxy, signed by him, for each vote held by him, as provided in paragraph B above, on all matters submitted to a vote, except in all elections for directors, each member shall have the right to cast as many votes in the aggregate as shall equal the number of votes held by him, multiplied by the number of directors to be elected at such election, and each member may cast the whole number of votes he has the right to cast, either in person or by proxy, for one candidate or distribute them among two or more candidates. No proxy shall be voted on after one year from its date unless it provides for a longer period. Such right to vote shall be subject to the right of the Board of Directors to fix a record date for voting of members as hereinafter provided.

Agenda { Section 6. Notice of the date, time, place and purpose of all meetings of members shall be mailed by the secretary to each member of record entitled to vote, at his or her last known post office address, not less than ten (10) days nor more than fifty (50) days prior thereto. *

6-22-95 Amended to a quorum Section 7. A majority of the members entitled to vote shall constitute a quorum, but a smaller amount may adjourn from time to time without further notice until a quorum is secured.

consists of persons in attendance or by proxy. Section 8. The Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days preceding the date of any meeting of members, or a date in connection with obtaining the consent of members for any purpose, for the determination of the members entitled to notice of, and to vote, at any such meeting and any adjournment thereof, or to give such consent, and in such case such members and only such members as shall be members of record on the date so fixed shall be entitled to such notice of, and to vote at such meeting and any adjournment thereof, or to give such consent, as the case may be.

Section 9. Unless otherwise provided in the articles of incorporation or restricted by law, any action required to be taken at any annual or special meeting of members or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without

a vote, if a consent in writing, setting forth the action so taken, shall be signed by all members. In the event that the action which is consented to is such as would have required the filing of a certificate under the General Corporation Code of Kansas, if such action has been voted upon by members at a meeting thereof, the certificate required to be filed thereunder shall state, in lieu of any statement required concerning a vote of members, that written consent has been given in accordance with the provisions of Section 17-6518 of the General Corporation Code of Kansas and that written notice has been given as provided in such section.

ARTICLE III

DIRECTORS

Section 1. The property and business of the Association shall be controlled and managed by a Board of Directors, three (3) in number. Directors must be members of the Association.

Section 2. The directors shall hold office until the next annual election and until their successors are elected and qualified. They shall be elected by the members, except that if there be any vacancies in the board by reason of death, resignation or otherwise, or if there be any newly created directorships resulting from any increase in the authorized number of directors, such vacancies or newly created directorships may be filled for the unexpired term by a majority of the directors then in office, though less than a quorum.

Section 3. The Board of Directors shall have all such powers as may be exercised by the Association, subject to the provisions of the statute and the articles of incorporation.

Section 4. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate an executive committee and one or more other committees, each to consist of two or more of the directors of the Association. The executive Committee shall not have authority to make, alter or amend the bylaws, but, unless prohibited by law, shall exercise all other powers of the Board of Directors between the meetings of the board, except the power to fill vacancies in their own memberships, which vacancies shall be filled by the Board of Directors. The executive committee and such other committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a

Amended 4-6-96 to Not RWJ than 3 and no more than 5.
Amended 4-1-96 to hold office for 1 yr or term 1-1 to 12-31.
Amended 6-22-97 to a quorum consists of present in attendance or by proxy.

majority of the whole committee shall be necessary in every case. The executive committee and such other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. Such other committees shall have and may exercise the powers of the Board of Directors to the extent provided in such resolution or resolutions.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. As soon as practicable, after each annual election of directors, the newly elected directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. Such meeting may be called by the president on one day's notice in writing to each newly elected director and shall be called by the president in like manner on the written request of any newly elected director. Such meeting shall be held within or without the State of Kansas at such place and time as is indicated in the notice or waiver of notice thereof.

Section 2. Regular meetings of the directors shall be held at such place, either within or without the State of Kansas, and at such times as may be fixed by resolution of the Board of Directors. No notice of regular meetings need be given to the directors.

Section 3. Special meetings of the directors may be called by the president on one day's notice in writing to each director and shall be called by the president in like manner on the written request of any one director. Such meetings may be held within or without the State of Kansas at such place and time as is indicated in the notice or waiver of notice thereof.

Section 4. At all meetings of the directors, a majority of the directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

Section 5. Directors shall not receive any compensation for attendance at meetings.

Section 6. Unless restricted by the articles of incorporation or law, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the board or committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

ARTICLE V

OFFICERS

Section 1. The officers of the Association shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers as may from time to time be chosen by the Board of Directors. The president shall be chosen from among the directors.

Section 2. Any two offices (or more than two offices other than the president and secretary) may be held by the same person.

Section 3. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the Board of Directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

Section 4. The officers of the Association shall have the following duties:

President

The president shall be the chief executive officer of the Association. It shall be his duty to preside at all meetings of the members and directors; to have general and active management of the business of the Association; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the Association.

He shall have the general supervision and direction of the other officers of the Association and shall see that their duties are properly performed.

He shall submit a report of the operations of the Association for the year to the members at their annual meeting.

He shall have the general duties and powers of supervision and management usually vested in the office of president of a corporation.

Vice President

The vice president or vice presidents, in the order designated by the Board of Directors, shall be vested with all the powers

and required to perform all the duties of the president in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Secretary

The secretary shall attend all meetings of the Association, the Board of Directors and the executive committee. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of stockholders and directors and shall perform such other duties as shall be assigned to him by the president or the Board of Directors.

He shall keep an account of stock registered and transferred in such manner and subject to such regulations as the Board of Directors may prescribe.

Treasurer

The treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

He shall disburse the funds of the Association as may be ordered by the Board of Directors, executive committee or president, taking proper vouchers for such disbursements, and shall render to the president and directors, whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Association.

He shall give to the Association a bond, if required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of his office and the restoration to the Association, in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession, belonging to the Association. He shall perform such other duties as the Board of Directors or executive committee may from time to time prescribe or require.

Section 5. In case of the absence or disability of any officer of the Association or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate his power or duties to any other officer or to any director for the time being.

ARTICLE VI

ASSESSMENTS

Prior to the beginning of each fiscal year, the Board of Directors shall prepare a budget of the estimated expenditures of the Association for the following year necessary to enable the Association to carryout its powers and duties. Based upon such estimates, and pursuant to Article VI of the Declaration, the Board of Directors shall fix and determine the amount of the annual assessment for the following year, subject to the limitations set forth in the Declaration. Such assessments shall be fixed and levied at least forty-five (45) days prior to January 1 of the fiscal year to which they apply. Notice of the amount of such assessments shall be given to the members as provided in the Declaration.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Association shall be as determined from time to time by the Board of Directors or upon their failure to act, by the president.

ARTICLE IX

BOOKS AND RECORDS

The books, accounts and records of the Association except as otherwise required by the laws of the State of Kansas, may be kept within or without the State of Kansas, at such place or places as may from time to time be designated by resolution of the directors or determined by the president.

ARTICLE X

NOTICES

Notice required to be given under the provisions of these bylaws to any director, officer or member shall not be construed to mean personal notice, but may be given in writing by depositing the same in a post office or letter-box, in a postpaid sealed envelope or wrapper, addressed to such member, officer or director at such address as appears on the books of the Company, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member, officer or director may waive, in writing, any notice required to be given under these bylaws, whether before or after the time stated therein.

ARTICLE XI

MISCELLANEOUS

Unless otherwise provided by resolution of the Board of Directors, the president, or in his absence or disability a vice president, may from time to time, in the name and on behalf of the Association, cast the votes which the Association may be entitled to cast as a stockholder or otherwise in any other company, any of whose stock or other securities may be held by the Association, at meetings of the holders of the stock or other securities of such other company, and may consent in writing to any action of such other company; or may appoint, in such manner, for such purposes, and upon such terms and instructions as the said president or vice president may determine, an attorney or attorneys or agent or agents in the name and on behalf of the Association to cast the votes and consent in writing to action of such other company or companies, and may execute or cause to be executed in the name and on behalf of the Association and under its corporate seal, all such written proxies or other instruments as may be necessary or proper to evidence the appointment of such attorneys and agents.

ARTICLE XII

AMENDMENT OF BYLAWS

These bylaws may be amended, altered, repealed or added to at any regular meeting of the members or at any special meeting called for that purpose, by affirmative vote of a majority of the members entitled to vote.

CERTIFICATION

The above and foregoing is a true and correct copy of the bylaws of Persimmon Hill First Homes Association adopted on 10/11, 1980.


_____, Secretary