

BYLAWS OF
OAKSHIRE HOMEOWNERS ASSOCIATION

ARTICLE I Name and Offices

Section 1. The name of the corporation is Oakshire Home owners Association hereinafter called the Association or the Corporation.

Section 2. The principal office of the, Corporation shall be in either Johnson County, Missouri, or Jackson County, Missouri. The Corporation shall have and continuously maintain in Missouri a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without Missouri as the Board of Directors shall from time to time determine.

ARTICLE II Purposes

To the extent authorized by the U.S. Internal Revenue Code and Regulations defining "exempt function purposes," the purpose for which the corporation is organized are to promote the health, safety, and welfare of the residents within Oakshire First plat a subdivision of land in Section 18, Township 47 North, Range 28 West, Johnson County, Missouri, as shown on the duly recorded plat thereof as filed at the Office of the Recorder of Deeds for Johnson county, Missouri at Warrensburg, Missouri and such additions thereto as may hereinafter be brought within the jurisdiction of this corporation by annexation, as provided in Article 9 of the Articles of Incorporation hereafter *referred* to as "The Properties", and for this purpose to:

- (a) own, acquire, build, operate, and maintain streets, roads, road right of ways, and water hydrants hereinafter referred to as "The common Properties."
- (b) provide trash collection;
- (c) fix, receive and collect assessments (or charges) to be levied against The Properties;
- (d) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (e) pay taxes, if any, on The Common Properties; and
- (f) arrange for and, if possible and practical, enter into any special agreement(s) for special consideration by Johnson County, Missouri for Johnson County, Missouri to accept Oakshire Drive as a public road, either conditionally or in total, prior to fulfilling the normal requirements for acceptance of Oakshire Drive as a public road.

Nothing herein shall authorize any action which would disqualify the Corporation from federal income tax exempt status and no part of the net earnings of the Corporation can inure (other than by acquiring constructing, or providing management, maintenance, and care of association property, as defined in the Internal Revenue Code, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private shareholder or individual.

ARTICLE III Members

Section 1. Membership and membership voting shall be as provided in the Articles of Incorporation of this Corporation (hereinafter the "Articles") and the Declaration of Covenants, Conditions, Restrictions and Easements of Oakshire, recorded in Book 961 at page 236 in the Office of the Recorder of Deeds for Johnson County, Missouri (hereinafter referred to as ("Restrictions")).

Section 2. Meetings of Members shall be held in Johnson County, Missouri, or Jackson County, Missouri. Meetings of Directors shall be held wherever a majority of the Directors agree. Member meetings shall be called by notice in writing mailed at least 15 days prior to the date of the meeting to each Member at each Member's last known place of residence or business, unless address shall be changed and a different address be given by such Member to the Secretary of the Association, in which case such notice shall be sent to the address as given. For those Member's Lots that have a residence constructed thereon, it shall be, acceptable for said notice of Member meeting to be personally delivered to said residence, in lieu of mailing such notice. The call for each Meeting shall designate the purpose of the meeting..

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The Board of Directors shall have authority to establish frequency and schedule for Association Member meetings and elections for Board of Directors, except if it has been more than thirteen (13) months since there has been such a meeting or election, and none is scheduled within 60 days, any five (5) Members may call a Member meeting or a Board of Directors meeting by signing an announcement for such a meeting and delivering or mailing such announcement to all Members or all Directors whichever is applicable.

Section 3. Except as provided otherwise in the Restrictions and the Articles of Incorporation; at any meeting of the Members, five (5) Members including at least one Class B member. if there are still Class B members, shall constitute a-quorum for the transaction of business and it will be necessary for a majority of, the quorum to vote for any Director, resolution or proposition before the same may be declared elected or adopted, except as otherwise provided in these bylaws. If for want of a quorum or any other cause, should the members fail to complete an election of Directors, or such other business as may be presented for their Consideration, those present may adjourn from day to day until the same can be accomplished, or after the second unsuccessful meeting to elect one or more Directors, the present Directors may appoint said Directors, and if there are no present Directors, a majority of the Class B members present may elect or appoint new Directors.

Section 4. The record holder of a membership as shown by the records of the corporation shall be entitled to vote at any members' meeting of the Corporation, unless such membership has been, by resolution of the Directors, previously declared forfeited and void, because of the transfer of the legal title to the real estate within the limits of the above described land, or as described in Article VI Section 13 of the Restrictions.

ARTICLE IV Board of Directors

Section 1. The corporate power of the Corporation shall be vested in a minimum of three and a maximum of seven Directors, who need not be members of the Corporation. The initial board of three Directors shall act as the Board of Directors for this Corporation until either:

(a) three (3) Directors. are elected at a members' meeting which is called as a result of a minimum of fifteen (15) members signing a petition requesting that a member's meeting be held for the purpose of electing three (3) Directors, and delivering such to this Association, said petition to be accompanied by a slate of a minimum of five (5) Candidates, each of whom have signed that they agree to be nominated, and if elected, will serve as one of the Directors; or

(b) one or more of the first three (3) Board of Directors or their replacement. as provided herein terminates his or her Directorship, at which time, the remaining Director or Directors shall within three (3) months or prior to the next members' meeting, whichever is earlier, appoint a replacement for each terminating Director, said replacement to serve in the same capacity as had the Director being replaced; or

(c) three (3) Directors are elected at a members' meeting which is called by the first Board of Directors or their replacement, as provided in ARTICLE 4 section 1 (b), and has a minimum stated purpose of electing three (3) Directors to serve on the Board of Directors, written notice of such meeting shall be mailed to all members at least fifteen (15) days in advance and shall set forth the purpose of the meeting:

Section 2. Upon election of Directors as provided in (a) or (c) of ARTICLE IV, Section 1, the first Director so elected shall serve for a four year term, the second Director so elected shall serve for a three year term and the third Director elected shall serve for a two year term, All subsequent Directors shall be elected to serve for three years or until their successors are elected and qualified. Directors shall be elected at a meeting of the members as called from time to time by the Directors or as provided for otherwise herein, but not to be more frequent than once per Year;

Section 3. Vacancies in the Board of Directors shall be filled by a vote of the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration

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of the term of the Director whose place he or she has taken.

Section 4. The Board of Directors shall hold an annual meeting each year prior to submitting the required annual report to the State of Missouri. The President or any two of the Directors can call a Board of Directors meeting by signing a notice of such meeting and mailing said notice to all Directors within five (5) days of said meeting or delivering said notice to all Directors within two (2) days of said meeting. If the Board of Directors established a time and place for a Board meeting or meetings, no other notice of said Board meeting is required. If all Directors are in agreement, the advanced notice for Directors' meetings may be waived.

Section 5. - If any member of the Board of Directors is absent from three Board meetings in succession, unless excused by the president, the office shall automatically become vacant and such vacancy shall be filled as herein provided.

Section 6. Forty percent (40%) of said Board of Directors shall constitute a quorum for the transaction of business. Proxies shall be acceptable for voting on all issues where the exact nature of the issue is stated on the proxy and the Director's signature on the Proxy is dated.

Section 7. Directors as such shall not receive any stated compensation for their service, but by resolution of the Board may be reimbursed for expenses incurred as a director.

ARTICLE V Officers of the Corporation

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected by and hold office at the will of the Board of Directors. Tenure of office of all the officers of the Corporation, other than the Directors, shall be determined by the Board of Directors. The President and Vice President must be Directors; the offices of Secretary and Treasurer may be held by the same person; neither the Secretary nor the Treasurer need be, a member of the Directors of the Corporation. The offices of President and Treasurer may be held by the same person and the offices of the Vice President and Secretary may be held by the same person.

Section 2. The President shall preside over all meetings of the members and Directors shall sign all instruments of writing to be executed by the Corporation, and as he or she may be directed by the Board of Directors, and shall perform such other duties as are usually performed by the chief executive officer of a Corporation, or as may be conferred upon him or her by the Board of Directors, but his or her authority shall at all times be subject to the control and direction of the Board of Directors.

Section 3. It shall be the duty of the Secretary to keep a record of the proceedings Of the Board of Directors and of the member meetings. The secretary shall keep the corporate seal, if any, and records of the corporation. The secretary shall serve all notices required either by law or by the bylaws of the corporation, but in case of the Secretary's absence, inability, refusal or failure to do so then such notices may be served by any person so directed by the President or Vice President of the corporation.

Section 4. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may direct, all funds of the Corporation, subject to the check of such officers as the Board of Directors shall designate. The Treasure shall submit a written report of all monies received, deposited, and/or spent to the-Board of Directors at least annually.

Section 5. The Vice President shall have all of the powers and perform all of the duties of the President in case of the death, absence, or inability of the President to serve.

Section 6. Officers as such shall not receive any stated compensation for their service, but by resolution of the Board may be reimbursed for expenses incurred as an officer.

ARTICLE VI Elections

Section 1. After election of Directors as provided in Article IV, Section 1, (a) or (c), nomination for Board of Directors shall be made by a nominating committee consisting of two (2) or more members of the

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Association, at least one of which shall be a Board member and at least one of which shall not be a member of the Board but a Member of the Association. The nominating committee shall be appointed by the Board of Directors at least one month before the date of the elections. The committee shall present to the Members a slate of nomination for vacating members of the Board of Directors at the members' meeting,

Section 2. Nominations for Board member shall be requested from the Membership during the meeting called for the purpose of electing Board members. Nominees must consent to their own nomination.

Section 3. At all corporate meetings each Member may vote either in *person* or by proxy. All proxies shall be in writing and filed with the Secretary. All votes shall be by ballot unless waived by unanimous consent.

ARTICLE VII Contracts, Checks Deposits and Funds,

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

Section 2. All checks drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. All funds of the corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the "General Not For Profit Corporation Law" of Missouri or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX Amendments of Bylaws

These bylaws may be repealed or amended, or new bylaws may be adopted, at any meeting of the members by a vote of sixty Percent (60%) of the members of the Company present at any such meeting, or by the Board of Directors. when thereunto authorized at any meeting of the members, or by the evidenced written consent of a majority of the members of the Corporation provided that the voting and quorum requirements specified for any action under any provision of the Articles of the corporation shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby. Members must be notified in writing at least fifteen days prior to a meeting that bylaw changes Will be proposed.

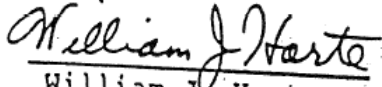
ARTICLE X Dissolution *

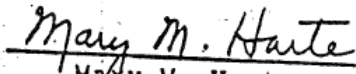
The corporation may be dissolved only as provided for in the Articles of Incorporation.

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Certificate of Resolution

Know All Men By These Presents That on this 9th day of July, 1990, we the under signed, Directors of the Oakshire Homeowners Association, do hereby certify that the above Bylaws of said Association were duly adopted at a special meeting of the Board of Directors thereof held on the day and year last aforesaid; and that these Bylaws now constitute the Bylaws of said Association.


William J. Harte


Mary M. Harte


Carol A. Harte

ARTICLE XI Special Committees and Special Assessments, as amended 10/22/05
(supersedes 6/2/96 amendment)

Section 1. Chip & Seal Maintenance

1.a. A "Chip & Seal Maintenance Committee", herein, referred to as Committee, shall determine the following for all of Oakshire chip & seal road surfaces: (a) what maintenance is required; (b) when maintenance should be performed; (c) except, as described in paragraph 1.d. herein starting from C.Y. 2006 on establish the chip and seal maintenance assessment(s) equally for each Member; and: (d) coordinate and arrange for road repair contractor(s) to do appropriate chip and seal maintenance at appropriate times. Either one or more members of the Committee shall observe all Oakshire chip and seal road surfaces often enough to recognize when repairs should be made and communicate the specific repair requirements to the repair contractor(s); or in lieu of the Committee doing this themselves, in the event that Oakshire Homeowners Association has a contract (written or verbal) that year or at that time with a person or company to do minor or other chip and seal surface repairs (herein called minor repair contractor) as needed throughout the year, such as but not limited to the contract: "Agreement for Maintenance of Small Areas on Driving Surface of Oakshire 2nd & 3rd Plat Chip and Seal Roads" dated 5/17/04 which since 2004 has been in effect on Oakshire roads, then the Committee has the option but is not required to use said minor repair contractor to make any or all chip and seal repair decisions, negotiations, coordination, overseeing, marking of required repair areas, etc., and to have the Association reimburse said minor repair contractor for this effort at the hourly or other rate as stated in the established Maintenance Agreement (contract): this includes the option to arrange for said minor repair contractor to decide exactly what major or other road surface repairs should be made; arranging for the chip and seal company to do them; showing the company what is wanted; obtaining either a bid or estimate; and submitting this estimate or bid to the Committee for approval. The Committee has the authority, subject to the President's approval, to change the minor repair contract & the minor repair contractor.

1.b. If a minimum of 3 Members do not volunteer to be on the Committee, there will not be a Committee and the President will either serve this function or assign a Member or Director to serve this function. Each Committee Member will serve for 5 years or until each notifies the President in writing of his/her resignation, at which time that Member will no longer be on the Committee. When one or more Committee Members leaves the Committee, the President has the

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option on an interim basis until the next Members' meeting, of soliciting a volunteer as a replacement or of selecting one of the Directors as a replacement. Then prior to the next Members' meeting, either a nominating committee appointed by the President or the President's representative(s) will nominate one or more Members for the Committee, or the President will solicit volunteers and all volunteers or nominees will be voted on at the next Members' meeting. Each Member to be voted on must agree at the meeting or in advance to serve on the Committee if elected. All Committee Members must be either be a Member of the Association or an Association Director, and each subsequent Committee Member will serve for a period of 5 years or other time as established by the President so that the Members' terms do not automatically end in the same 12 month period. At the first Committee meeting after October 15, 2005, the Committee Members shall establish a succession arrangement such that there is at least 12 months between their ending dates. If the minor repair contractor is requested, rather than just being invited by a routine Committee meeting announcement to all Committee Members, to attend a Committee meeting or consult with member(s) of the Committee, whether he/she is a Committee member or not, he/she shall be reimbursed for said time at the dollar rate in the existing contract.

1.c. It shall be the responsibility of the Committee to evaluate the road surface condition and notify the Association President when maintenance or repairs to the surface should be made, and when the assessment for repairs should be revised such that the Association will have adequate, but not excessive, funding available when chip & seal maintenance, including a complete re-coating is required. Each Committee Member has authority to call for a Committee meeting and vote by providing the other Committee Members 15 days notice in writing. The decision made by a majority of the Committee Members shall be final, except, if 6 Association Members who own a lot adjacent to a particular length of road, agree that chip & seal maintenance should be conducted at an earlier date than is recommended or decided by the Committee and said 6 Members all notify the President in writing of said decision, the President or the President's appointee shall have the option to do one of the following: (1) Call a Members' meeting within 10 to 60 days and have the Members decide; or (2) consult with one or more knowledgeable experts that the President selects and follow the experts' advice.

If only 2 Committee members attend a Committee meeting that has been called and they disagree, then either has the option of notifying the President and requesting the President, at the President's option, to either assign one of the Directors to act as a temporary Committee Member to meet with said 2 Committee Members and vote on the issue in question; or appointing a different temporary Committee Member; or call a Members' meeting within 10 to 60 days to resolve the issue. If a Committee Member misses 2 consecutive Committee meetings, the President may declare that the Committee has fewer than 3 members and proceed accordingly.

If there are fewer than 3 Committee Members and one of the Directors or Officers sends a request to all Members asking for Members to volunteer to be a Committee Member, or if such volunteers are solicited at a Members meeting, and not enough volunteer to bring the total number of Committee members to 3, the President has the option of either assigning one of the Directors to be a Committee Member or to disband the Committee and assign anyone of the Directors, including himself or herself, to act as the Committee until 3 Association Members volunteer to be on the Committee for a 5 year period. The term of the Committee Members may be changed by a majority vote of Members casting a vote at a duly called Members' meeting.

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1.d. Method for combining maintenance of all chip and seal road surfaces into one group.

1.d.1 For calendar year 2005, the chip and seal maintenance assessments shall be \$200 per lot: except for Lot 26A who's assessment shall be \$400,

1.d.2. Starting in 2006 and continuing for approximately 9 years until \$220 additional has been paid by each of the Lots IA, 1, 4, 5, 6, 7, 8, 9, 10, 11; 12, 14, 15, 16, 17, 18, 19, 20, 21, 22, 25, 28, 29, 30, 31, 32, 33. 34, 35, 36, 37, 38, 39, 40, 41 & 42 and until \$440 additional has been paid by Lot 26A, said lots will be assessed \$25 per year higher (\$50 per year higher by Lot 26A) than the annual assessment rate established by the Committee per paragraph I a.(c) herein.

1.d.3. Lot 26A shall always be assessed at twice the rate of other lots on 1st Plat road.

1.d.4 Note that Lot 24 is on Z Highway only and shall never be assessed for chip and seal road maintenance.

Section 2. Assessments Received for Chip & cal Maintenance.

The receipt of assessments for chip & seal road maintenance shall be earmarked for road maintenance only and shall not be used for any other purpose, and they shall be expended only upon agreement of a majority of the Road Committee members or the President, whichever is applicable; or the Directors may authorize the Association to borrow from this account for another needed Association expense provided all of the following are complied with: (a) after removal of these borrowed funds from this account the Committee agrees that ample funding remains in this account to do anticipated desired and needed road maintenance during the following 15 months; (b) the Association issues a Promissory Note for the amount of the loan with an annual interest rate that is 2% or more higher than the Prime rate of the bank used by the Association; and (c) the Directors pass a resolution that a proposal will be presented at the next Members' meeting to levy an assessment for operations, administrative and general purpose funds adequate to pay off said note within 6 months from the date of said next Members' meeting or other time period that a majority agrees to at said Members' meeting,