

BYLAWS OF
WHITWORTH HILLS SOUTH HOMEOWNERS ASSOCIATION

ARTICLE I
PURPOSES AND POWERS

The undersigned Tompkins Homes and Development, Inc., a Missouri corporation, being the sole member of Whitworth Hills South Homeowners Association, does hereby state that the purposes of the Whitworth Hills South Homeowners Association ("the Corporation" or "the Association") shall be to manage the affairs of Whitworth Hills South ("the Subdivision") as stated in the Articles of Incorporation and the Restrictive Covenants recorded in Book 4254 at Page 11 of the Records of Boone County, Missouri, for the Subdivision (collectively the "Restrictions and Covenants"), as may be amended, from time to time. The Corporation shall have all powers to accomplish said purposes, including, without limitation, the power to contract for the maintenance, repair, and improvement of all common ground and easements in the Subdivision; the power to take all actions to comply with the rules, regulations, and laws regarding such matters; the power to hire agents, to borrow money and enter contracts; the power to enforce the Restrictions and Covenants for the Subdivision; and the power to assess fees and other costs against the Members of the Corporation and the landowners in the Subdivision.

ARTICLE II
OFFICES

A. Principal Office. The Principal office of the Corporation in the State of Missouri shall be located in the Subdivision, in Boone County, Missouri at such location as determined by the Board of Directors. The Corporation may have such other offices within the State of Missouri as may from time to time be authorized by the Board of Directors.

B. Registered Office. The registered office of the Corporation shall be such location as stated in the Corporation's Articles of Incorporation, as may be amended from time to time.

ARTICLE III
MEMBERSHIP

A. Members. The Corporation shall have Members. Members of the association shall be each owner of a lot in the Subdivision so long as the assessments on each lot owned by the Member are current. If any assessments are

not paid when due, the owner(s) of such lot shall not be voting members until the assessments and any late fees, interest, and other charges are paid in full. Each lot shall be entitled to one vote on any matter to be decided on by the Association, including, without limitation, the election of Board Members.

B. Meetings. The Members shall have an Annual Meeting, which shall be held, unless otherwise properly designated by the Board of Directors or Membership in compliance with Missouri law, at 6:30 P.M. on the first Thursday of the month of June, of each year. In addition, Membership meetings may be held by call of the Board of Directors, or call of over one-half of the voting power in the Corporation, or as otherwise provided by Missouri law. The Membership of the Corporation may participate in meetings by proxy vote or by absentee ballot. One lot owner for each of the majority of lots within the Subdivision shall constitute a quorum for the transaction of business at any meeting of the Members. The act of the majority of the lots (one vote per lot) at a meeting of the Members at which a quorum is present shall be the act of the Members unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri.

C. Action without Meetings. Any action which is required to be or may be taken at a meeting of the Members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Members. The consent shall have the same force and effect as a unanimous vote at a meeting duly held. The consents shall be filed with the Secretary.

D. Notice. Notice is not required for the Members' Regular Meeting. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each Member at such Member's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Members need be specified in the notice or waiver of notice of such meeting.

ARTICLE IV BOARD OF DIRECTORS

A. Management. The affairs of the Corporation shall be managed,

supervised and controlled by a Board of Directors consisting of 3 persons elected by the Members as provided herein.

B. Term and Election of Directors. Each director shall be elected for a term of one year(s) and shall be elected at the Corporation's Annual Meeting. A Director may resign at any time by delivering written notice to the Board of Directors or the President or Secretary of the Corporation; the resignation shall be effective at the time stated therein or if no such time is stated, upon delivery. Directors may be removed without cause by the vote of two-thirds of the Members of the Corporation. Vacancies occurring on the Board of Directors may be filled by the Directors then in office. Any director may succeed himself or herself indefinitely.

C. Meetings. The Annual Meeting of the Board of Directors of the Corporation shall be held at immediately after the annual member's meeting on the first Thursday of the month of June, of each year. All Board meetings shall be held at the principal office of the Corporation, or at such other place within or without the State of Missouri, as shall be designated by the President, or if not designated by the President, then as determined by the Board of Directors. The order of business for all meetings shall include: roll call, reading and approval of minutes from the previous meeting, correspondence, reports, old business, new business, adjournment. A majority of the incumbent Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws, or any applicable laws of the State of Missouri.

D. Action without Meetings. Any action which is required to be or may be taken at a meeting of the Board, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Members of the Board. The consent shall have the same force and effect as a unanimous vote at a meeting duly held. The consents shall be filed with the Secretary.

E. Notice. Notice is not required for the Directors' Regular Meetings. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each Director at such Director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

F. Committees. The Board of Directors may by resolution adopted by a majority of the Directors in office establish one or more committees, each of which shall consist of two or more Directors, under such terms and with such powers as shall be specified in such resolution.

ARTICLE V OFFICERS

A. Number and Election. The Officers of the Corporation shall be a President, a Secretary and a Treasurer. Each Officer may also be a member of the Board of Directors. The Officers shall be elected at the Annual Meeting of the Members and shall serve for a one (1) year term. Where a vacancy occurs in an office, it shall be filled by the remaining Members of the Board for the unexpired term. To become an elected Board Member he/she must be a Member of the Association.

B. President. The President shall be the chief executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of President and chief executive Officer and such other duties as may from time to time be prescribed by the Board of Directors.

C. Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given where required, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

D. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a

true and accurate accounting of the financial transactions of the Corporation, that reports of such transaction are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the Office and as the Board of Directors or the President may from time to time determine.

F. Removal and Resignation. Any Officer may be removed, with or without cause, by the vote of two-thirds of the Members. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective. Officers shall serve until they are replaced in office.

ARTICLE VI GENERAL PROVISIONS

A. Contracts, Etc., How Executed. Except as otherwise provided or restricted herein, 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 Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, 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 pecuniarily for any purpose or in any amount unless in the ordinary course of business.

B. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. To the extent so authorized, any Office or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

C. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected

by any Officer or Officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

D. Checks, Drafts, Etc. No withdrawals from the Corporation's accounts, or checks thereon, may be made unless authorized by the Board of Directors. Once authorized, all checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, may be signed by the President, Vice President, Secretary, or Treasurer, but to bind the Corporation, such checks, drafts, or other orders must be signed by two Officers of the Corporation or other authorized agents of the Corporation. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President, Vice President, Secretary, or Treasurer, or by any other Officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

E. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

F. Assessments. The Association may levy and collect assessments from owners of the Subdivision in accordance with the Restrictions and Covenants. The initial annual assessment is Five Hundred Dollars (\$500.00) and is due on or before June 1 of each year. The Association also may file liens, levy and collect special assessments as authorized by the majority of the Members and as consistent with Restrictions and Covenants and other applicable provisions of law. Assessments shall bear interest and the Association may assess a late fee for any unpaid assessments as stated in the Restrictions and Covenants.

G. Maintenance of Common Property. The Association may take such actions, hire such agents, enter such contracts, or pay such amounts as it deems advisable to maintain the common property or easements and, to the extent not inconsistent with the Restrictions and Covenants and as authorized by the Board of Directors, improve the same.

H. Enforcement of Restrictions and Covenants. The Association is authorized to take all actions to manage the Association for its purposes stated in the Restrictions and Covenants, including hiring attorneys and filing suit, as

determined by the Board of Directors to enforce the Restrictions and Covenants, these Bylaws, or any other contractual or legal right of the Association. The Association shall be entitled to collect all costs of enforcing these Bylaws and the Restrictions and Covenants, including attorneys fees.

I. General Powers. The Association shall also have all such general powers as authorized by the laws of the State of Missouri for nonprofit corporations and for homeowners associations for the purposes for which the Association was formed.

ARTICLE VII AMENDMENTS

These Bylaws may be amended by a majority vote of the Members.

ARTICLE VIII FISCAL YEAR

31. The fiscal year of the Corporation shall begin January 1 and end December

{SIGNATURE PAGE TO FOLLOW}

IN WITNESS WHEREOF, the undersigned has hereunto executed this easement the day and year first above written.

TOMPKINS HOME AND DEVELOPMENT,
INC., a Missouri corporation

BY: *Michael D. Tompkins*
MICHAEL D. TOMPKINS, President

STATE OF MISSOURI)
) ss.
COUNTY OF BOONE)

On this 13th day of January, 2014, before me personally appeared Michael Tompkins of TOMPKINS HOMES AND DEVELOPMENT, INC., to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Eva V. Valencia
NOTARY PUBLIC

My commission expires 11/18/2017.

Commissioned in Randolph County.

