

BY-LAWS
OF
BURGHLEY OWNERS ASSOCIATION

ARTICLE I
ORGANIZATION

The name of the Corporation is BURGHLEY OWNERS ASSOCIATION, a Missouri not-for-profit corporation.

The initial principal office of the Corporation shall be located at 6000 S. R Highway KK, Columbia, MO 65203 and the principal office of the Corporation may from time to time be changed by the Board of Directors.

ARTICLE II
CORPORATE PURPOSES

The purpose of the Corporation shall be to serve and act as owners association for the owners of the Tracts 107 through 114, both inclusive, of the Administrative Survey for Tompkins Homes and Development, Inc. recorded in Book 4331, Page 31, Deed Records of Boone County, Missouri, pursuant to the provisions of the Declaration of Covenants, Easements and Restrictions of Burghley Estates, recorded in Book 4344, Page 125, Deed Records of Boone County, Missouri, herein referred to as the "Declaration," as the same now exist and may from time to time be amended and shall be for such other purposes as specified in the Articles of Incorporation of the Corporation and the Corporation shall have all of the rights, powers, duties and responsibilities contained in said Declaration.

ARTICLE III
MEMBERS

Section 1. Membership. The members of the Corporation shall be the owners of Tracts 107 through 114, both inclusive, described in the Declaration of Covenants, Easements and Restrictions of Burghley Estates recorded in Book 4344, Page 125, Deed Records of Boone County, Missouri as the same now exist and may from time to time be amended. The

membership appurtenant to the aforesaid Tracts 107 through 114 may not be separated from ownership of the Tract.

Section 2. Meetings. After Tompkins Homes and Development, Inc., a Missouri corporation (hereinafter referred to as the Developer) or the assignee of its Developer rights under the aforesaid Declaration of Covenants, Easements and Restrictions of Burghley Estates recorded in Book 4344, Page 125, Deed Records of Boone County, Missouri has sold and conveyed title to the aforesaid Tracts 107 through 114, both inclusive, or at the time that the Developer has recorded in the office of the Recorder of Deeds of Boone County, Missouri a Renunciation of its right to continue to appoint the members of the Board of Directors, whichever first occurs, an annual membership meeting of the members shall thereafter be held on the first Tuesday in May of each and every year at 7:00 p.m. at such place in Boone County, Missouri as determined by the Board of Directors of the Corporation.

A special meeting of the members of the Corporation may be called by the President or by the Board of Directors. At any time after the first annual membership meeting of the members is to be held as referred to in the preceding paragraph, a special meeting of the members of the Corporation may be called by the members having 25% of the votes entitled to be cast at a meeting of the membership.

Section 3. Notice of Meetings. A written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President or other persons calling the meeting. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at said member's address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4. Voting. After the Developer no longer has the right to appoint the members of the Board of Directors of the Corporation, the members of the Corporation shall be entitled to one vote for each aforesaid Tract 107 through 114, both inclusive, including any subdivided Tract owned by a member, except that until a building is constructed or located on a said Tract, the owner of said Tract other than the Developer shall not have the right to vote at a meeting of the members of the Corporation. When more than one person holds an interest in an aforesaid Tract, all such persons shall be members and shall have one vote for each said Tract owned by

said members, which shall be exercisable as the owners of said Tract may determine, but in no event shall more than one vote be cast with respect to said Tract.

A member may vote either in person or by proxy executed in writing by the member or by said member's duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

In all elections of Directors each member shall be entitled to cumulate said member's vote and to give one candidate the number of votes equal to said member's vote multiplied by the number of Directors to be elected, or to distribute such votes among as many candidates as said member shall deem appropriate.

Section 5. Quorum. The members holding 25% of the votes entitled to be cast, in person or by proxy, at a meeting shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 6. Special Meeting. At a special meeting no business may be transacted except as specified in the notice of the meeting without the unanimous consent of all members present at the meeting.

Section 7. Director Decisions. After Tompkins Homes and Development, Inc., a Missouri corporation, or the assignee of its Developer rights under the aforesaid Declaration of Covenants, Easements and Restrictions of Burghley Estates recorded in Book 4344, Page 125, Deed Records of Boone County, Missouri has sold and conveyed title to all of the above described Tracts 107 through 114, both inclusive, including any subdivided Tract, or at the time that the Developer has recorded in the office of the Recorder of Deeds of Boone County, Missouri a Renunciation of its right to continue to appoint the members of the Board of Directors, whichever first occurs, the members of the Corporation who have the right to vote shall have the right by majority vote to modify, amend or revoke any decisions of the Board of Directors of the Corporation and shall have the right by majority vote to make any and all decisions of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be controlled and managed by its Board of Directors who may exercise all of its corporate powers.

Section 2. Number, Qualifications and Tenure. The Board of Directors of the Corporation shall be three (3) in number and the initial Board of Directors shall consist of Michael D. Tompkins, ~~Deanna Tompkins~~ and ~~Felicia Tompkins~~. Michael D. Tompkins shall serve for a term of three (3) years, ~~Deanna Tompkins~~ shall serve for a term of two (2) years and ~~Felicia Tompkins~~ shall serve for a term of one (1) year. At each annual meeting of the Board of Directors a new Director shall be appointed by Tompkins Homes and Development, Inc, a Missouri corporation (or the assignee of its Developer rights under the Declaration) until such time as Tompkins Homes and Development, Inc, a Missouri corporation (or the assignee of its Developer rights under the Declaration) has sold and conveyed title to all of the above described Tracts 107 through 114, both inclusive, including any subdivided Tract, or until the time that Developer has recorded in the office of the Recorder of Deeds of Boone County, Missouri a Renunciation of its rights to continue to appoint the members of the Board of Directors, whichever first occurs. Thereafter at the annual meeting of the members of the Corporation the Directors shall be elected by the members of the Corporation with voting rights who shall be entitled to one (1) vote per Director to be elected for each Tract owned for the election of the Board of Directors. When more than one (1) person holds an interest in any Tract, all such persons shall be members and shall have one (1) vote for each Tract which shall be exercisable as the owners of the Tract may determine but in no event shall more than one (1) vote be cast with respect to any Tract. The new Director shall serve for a term of three (3) years. Vacancies in the Board of Directors shall be filled by Tompkins Homes and Development, Inc. a Missouri corporation (Developer) until such time that the voting members of the Corporation have the right to elect the Directors as referred to above and at said time and thereafter vacancies in the Board of Directors shall be filled by a majority vote of the remaining voting members of the Corporation. A Director shall have such qualifications to serve as a Director as determined by the Developer until such time that the voting members of the Corporation have the right to elect the Directors and at said time and thereafter a Director shall have such qualifications to serve as a Director as determined by the voting members of the Corporation.

Section 3. Meetings. An annual meeting of the Board of Directors shall be held on the first Tuesday in May of each year and if an annual meeting of the members of the Corporation is held on said day the meeting of the Board of Directors shall be held immediately after the adjournment of the meeting of the members of the Corporation at the same place that the annual meeting of the membership is held.

The regular meetings of the Board of Directors shall be held at such time and place in Boone County, Missouri as the Board of Directors shall determine and the Board of Directors may from time to time by resolution change the time and place of its regular meetings.

Special meetings of the Board of Directors may be held at any time upon call of any Director of the Corporation.

Section 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto in writing delivered personally or by certified mail, return receipt requested, to each Director. Notice to a Director may be waived by executing a written waiver thereof or by attendance at any meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of such quorum present at any such meeting shall be the act of the Board of Directors.

Section 6. Compensation. Directors shall not receive a salary for their services but by resolution of the Board of Directors may be allowed a fixed sum for expenses incurred in attending a meeting of the Board of Directors; provided, however, nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 7. Action by Consent. Any action which is required to be or may be taken at a meeting of the Board of Directors 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 of Directors. The consents shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 8. Telephone Meetings. The members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. An officer shall hold office until the next annual meeting of the Board of Directors or until his or her successor shall have been duly elected and qualified, whichever first occurs.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Removal. Any officer of the Corporation may be removed at any time by a vote of a majority of the entire Board of Directors, with or without cause.

Section 5. Compensation. The officers of the Corporation may receive such compensation as may be determined by the Board of Directors.

Section 6. Bond. The Board of Directors may by resolution require the officers and agents of the Corporation, or any of them, to give bond to the Corporation, in sufficient amount and with sufficient surety, to secure the faithful performance of their duties, and to comply with such other conditions as the Board of Directors may from time to time require.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. President. The President shall supervise and control the business, property and affairs of the Corporation subject to the authority of the Board of Directors and shall preside at all meetings of the Board of Directors and at all meetings of the membership. In the event the President is absent at any meeting of the membership the Vice-President shall preside at the meeting but in the event of the absence of the Vice-President the members may elect a chairman to preside at said meeting. The President shall execute corporate instruments authorized by the Board of Directors to be executed by him. He shall perform such other duties as may be prescribed by the Board of Directors from time to time and perform all duties incident to the office of President.

Section 2. Vice-President. The Vice-President shall perform the duties and exercise the powers delegated to him by the President or the Board of Directors of the Corporation. In absence of the President, the Vice-President shall perform the duties and exercise the powers of the President.

Section 3. Secretary. The Secretary shall be the custodian of the corporate records and corporate seal. The Secretary shall attend all meetings of the Board of Directors and shall record votes and keep minutes of such meetings in the corporate records book provided for that purpose. The Secretary shall give all notices in the manner required by the By-laws of the Corporation or by law, shall attest all official documents with the seal of the Corporation and perform such other duties as required by the Board of Directors or are incident to the office of Secretary. If the Secretary is absent from any meeting, the Board of Directors shall select any of their number to act as temporary Secretary.

Section 4. Treasurer. The Treasurer shall have control and custody of the funds of the Corporation. The Treasurer shall keep and maintain accurate financial records of the Corporation and shall deposit all monies and valuable effects of the Corporation in the name of the Corporation in such depositories as the Board of Directors may designate, shall make disbursements of funds only upon order of the Board of Directors and shall obtain proper vouchers therefor and shall report to the Board of Directors at all meetings concerning the financial condition of the Corporation and the performance of his duties as Treasurer. In general, the Treasurer shall perform all duties incident to the office of Treasurer and shall, upon request of the Board of Directors, furnish a bond for the faithful performance of his or her duties in such amount and with such surety as they may require.

ARTICLE VII

COMMITTEES

The Board of Directors may by resolution appoint one or more committees to exercise the authority of the Board of Directors in the management of the Corporation but the delegation of authority to said committee shall not relieve the Board of Directors of any responsibility imposed upon them by law.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and terminate on December 31 of each year.

ARTICLE IX
BOOKS AND RECORDS

The Corporation shall keep complete and accurate books and records of account and shall keep minutes of the proceedings of the members and of the Board of Directors, and all books and records of the Corporation may be inspected for any proper purpose at any reasonable time by any member of the Corporation or by any member of the Board of Directors.

ARTICLE X
CORPORATE FUNDS

Section 1. Checks and Drafts. All checks and drafts and orders for the payment of monies 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may determine.

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or any special purpose of the Corporation.

ARTICLE XI
SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and shall be in the following form:

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to these By-laws, the Articles of Incorporation of the Corporation, or the Corporation laws of the State of Missouri, a written

waiver thereof signed by the person or persons entitled thereto, whether before or after the time stated therein, shall satisfy such requirements of notice.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority vote of the Directors present at any meeting if at least seven (7) days prior written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting and a copy of the proposed alteration, amendment or change to the By-laws is delivered with said notice to each Director.

IN WITNESS WHEREOF, we, the undersigned Directors of BURGHLEY OWNERS ASSOCIATION do hereby certify that the above and foregoing By-laws were duly adopted as the By-laws of the Corporation at a special meeting called for the purpose of considering said By-laws on the 21st day of September, 2014 and that the same now constitute the By-laws of the Corporation.

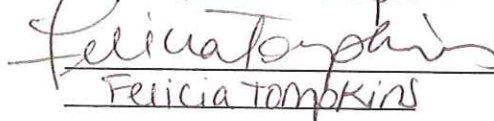
Dated this 21st day of September, 2014.



MICHAEL D. TOMPKINS



Deanna Tompkins



Felicia Tompkins

ACTION BY CONSENT OF DIRECTORS
OF
BURGHLEY OWNERS ASSOCIATION

The undersigned being all of the Directors of

BURGHLEY OWNERS ASSOCIATION

do hereby unanimously consent to and take the following action and adopt the following Resolutions effective September 21, 2014.

The Directors of the Corporation are as follows:

MICHAEL D. TOMPKINS
Deanna Tompkins
Felicia Tompkins

1. ADOPTION OF BY-LAWS:

RESOLVED, that the By-laws to govern and regulate the business and affairs of the Corporation, a copy of which is in the corporate minute book, are adopted as the By-laws for the government and regulation of the business and affairs of the Corporation.

2. APPOINTMENT OF OFFICERS:

The following are elected officers of the Corporation to serve for one year and until their successors are appointed or elected and qualified.

President - Michael D. Tompkins
Vice-President - Deanna Tompkins
Secretary - Michael D. Tompkins
Treasurer - Michael D. Tompkins

3. AUTHORIZATION TO OPEN BANK ACCOUNTS:

RESOLVED, that the corporate officers are hereby authorized to open one or more bank accounts on behalf of the Corporation at such bank or banks as the corporate officers shall determine, and that the appropriate corporate officers are authorized to execute such printed forms of said bank as necessary to open said bank account or accounts, and that

any corporate officer of the Corporation is hereby authorized to deposit and withdraw funds from said bank account without the signature of any other officer.

4. AUTHORIZATION TO PAY ORGANIZATION EXPENSES:

RESOLVED, that the President of the Corporation is hereby authorized to pay all expenses incurred in connection with the organization of the Corporation.

5. AUTHORIZATION TO TRANSACT BUSINESS:

RESOLVED, that the Corporation is authorized to transact such business as the corporate officers may from time to time determine.

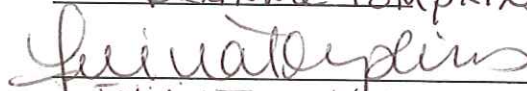
End of action.



MICHAEL D. TOMPKINS



Deanna Tompkins



Felicia Tompkins

Being all of the Directors of the Corporation

APPOINTMENT OF DIRECTORS

RE: Burghley Owners Association

The undersigned, pursuant to the provisions of the Declaration of Covenants, Easements and Restrictions of Burghley Estates recorded in Book 4344, Page 125, Deed Records of Boone County, Missouri does hereby appoint MICHAEL D. TOMPKINS, Deanna Tompkins and Felicia Tompkins to serve as initial members of the Board of Directors of BURGHLEY OWNERS ASSOCIATION.

The undersigned further designates MICHAEL D. TOMPKINS to serve for a term of three years, Deanna Tompkins to serve for a term of two years and Felicia Tompkins to serve for a term of one year, and in the event of the expiration of the term of any said Director said Director shall continue to serve until said Director's successor is elected.

Dated this 21st day of September, 2014.

TOMPKINS HOMES AND DEVELOPMENT,
INC., a Missouri corporation

(no seal)

BY: 

MICHAEL D. TOMPKINS, President

ATTEST:


MICHAEL D. TOMPKINS, Secretary