

BYLAWS OF

LAKE PERRY LOT OWNER'S ASSOCIATION

ARTICLE I  
OFFICE, RECORDS, SEAL

1. Principal Office. The principal office and location of the Corporation shall be at 1300 Brenda Ave. Perryville, Mo. 63775 or at such other place as the board of directors may designate.

2. Records. The Corporation shall keep complete and accurate books and records of account and minutes of the proceedings of the board of directors and of any committee created by the board of directors.

3. Seal. The Corporation shall initially have no corporate seal. However, the board of directors may adopt a corporate seal at their pleasure should the need arise.

ARTICLE II  
PURPOSES

Purposes: The purpose of the Corporation shall be those stated in the Articles of Incorporation as the same may be from time to time amended, and any other lawful purpose.

ARTICLE III  
FISCAL YEAR

Fiscal Year: The fiscal year of the Corporation shall unless otherwise decided by the board of directors end on the 31st day of December of each year, provided, however, that in no case shall the fiscal year be modified so as to conflict with the provisions and requirements of exemption under the Internal Revenue Code or the maintenance of the status of the Corporation thereunder.

ARTICLE IV  
MEMBERS

1. Members: The members of the Corporation shall be comprised of the lot owners of the Residential Lots (Port Perry Plats 1-8, All of Tanglewood Trails, and the Minifarms Plat). Each Lot shall have one vote as provided in the General Scheme of Restriction recorded in the land records of Perry County Missouri and covering the aforesaid property.

2. Meetings of Members: The Corporation shall hold an annual meeting of the members on the 4<sup>th</sup> Sunday of April of each year. The annual meeting shall be held at such place and time as designated in the notice of the meeting given by the board of directors. At the annual meeting, the President and chief financial officer shall report on the activities and

financial condition of the Corporation and such other matters as may be raised consistent with the notice requirements of these bylaws. In addition to the annual meeting, the Corporation may hold such other regular or special meetings as may be called by the board of directors from time to time. The failure to hold an annual or regular meeting at the time stated in these bylaws shall not affect the validity of any corporate action.

3. Special Meetings of the Members: The Corporation shall hold a special meeting of the members on the call of the board of directors or if twenty percent (20%) of the members sign, date, and deliver to any corporate officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Such meeting shall be held at the time, date and place as designated in the notice of meeting. The close of business on the thirtieth (30<sup>th</sup>) day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the five-percent requirement of this subsection has been met. Within thirty (30) days of receipt such demand in proper form the board of directors shall give notice to the members of such special meeting in accordance with the demand. Failure to provide such notice within the time stated shall entitle a person signing the demand to set the time, date and place of such special meeting and give notice as required herein.

4. Notice of Members Meetings: The Corporation shall notify the members of the place, date and time of each annual, regular or special meeting of the members no fewer than ten days (or if notice is mailed by other than first-class mail, thirty days) nor more than sixty days before the meeting date. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members under the bylaws or the law of the State of Missouri. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. No additional notice shall be required for any annual, regular or special meeting which is adjourned to a different date, time or place if such date, time or place of the adjourned meeting is announced at the meeting before adjournment. When giving notice of an annual, regular or special meeting of the members, the Corporation shall give notice of a matter a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting, and the request is received by the secretary or president of the corporation at least ten days before the Corporation gives notice of the meeting.

5. Proxy Vote: A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or

other officer or agent authorized to tabulate votes. An appointment is valid for a period of three (3) years from the date of execution of the proxy unless revoked by the member in writing as herein provided. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

6. Action By Written Consent: Action required to be approved by the members may be approved without a meeting of members if the action is approved by members holding at least eighty percent of the voting power. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least eighty percent of the voting power, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Written notice of member approval pursuant to this section shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this section shall be effective ten days after such written notice is given.

7. Quorum for Members Meeting: Ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. Unless one third (1/3) of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

#### ARTICLE IV DIRECTORS

1. Duties: The property, business and affairs of the Corporation shall be controlled, conducted and managed by a board of directors which may exercise all corporate powers of the Corporation as granted by law, the Articles of Incorporation and these Bylaws.

2. Number: The number of elected directors of the Corporation shall be seven (7), or such other number as may from time to time be designated in the Articles of Incorporation and this Article of the Bylaws, which number may be increased or decreased by action of the board of directors in amending the Articles and Bylaws, but in no case

shall the number of directors be less than three (3). The President of the board of directors with the advice and consent of the board of directors may appoint ex officio members to the board of directors for a one (1) year term, which ex officio member shall have no voting power nor hold office in the Corporation.

3. Election: The initial board of directors shall be designated by the incorporator. Thereafter, the members shall elect three Directors who shall designate an additional four directors to serve as the initial board of directors. At the first meeting of the full board of directors, two (2) directors chosen by lot, shall have one (1) year terms of office, two (2) directors chosen by lot, shall have a two (2) year term of office, and the remainder shall have three (3) year terms. Thereafter, all director terms shall be for three (3) years. Each director shall serve until the end of his or her term and until his or her replacement shall have been elected and installed. Annually, in the month of April, a nominating committee of the Board of Directors shall be appointed by the President and shall nominate the persons to serve as directors for those directors whose terms shall be expiring, and directors shall be elected at the annual meeting in April by the members based on those nominations or nominations made by the members at such meeting. The directors shall have no limitation on the number of terms that they may serve and may be re-appointed.

4. Vacancies: A vacancy on the board of directors caused by death, resignation, removal or otherwise, whether of an appointed director, designated director or otherwise shall be filled by election by the remaining members of the board of directors then serving and shall fill the term of the member whose vacancy he or she fills. If the directors remaining in office constitute less than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

5. Meetings: The board of directors shall meet at such regular times and places as it may designate, but shall meet at least once annually in annual meeting in May of each year, at which time officers shall be chosen. A quorum for any meeting of the board of directors consists of a majority of the directors in office immediately before a meeting begins. Special meetings of the board of directors may be called by the President of the board of directors, or by at least three (3) directors. Notwithstanding any other provisions of these bylaws relating to notice, at least twenty-four (24) hours written notice of any special meeting and five (5) days notice of the regular and annual meeting shall be given specifying the time and place of the meeting and any special purpose of the meeting. The attendance of a director at any meeting of the board of directors shall constitute a waiver of notice 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 or properly called and convened. The board may permit its members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

6. Power, Limitations: The board of directors shall have and be vested with all and unlimited powers and authority, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any or all lawful things for and on behalf of the Corporation, to enter into agreements and to seek the effectuation of its purposes; provided, however, that: (i) the board of directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by a nonprofit corporation organized under the Missouri Non-Profit Corporation Act and exempt from taxation under the laws of the State of Missouri and the United States, or (ii) which would affect the ability of the Corporation to receive tax deductible contributions and qualifying under the applicable Section of the Internal Revenue Code, and none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation and (iii) all income and property of the Corporation shall be applied exclusively for its purposes. Further, the board of directors shall not conduct itself so that any part of its net earnings shall inure to the benefit of, or be distributable to, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

7. Voting: All members of the board of directors shall have one (1) vote and the act of the majority of the directors present shall be the act of the board of directors.

8. Resignation: A director may resign at any time by delivering written notice to the board of directors, its presiding officer or the president or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

9. Removal: Any one or more of the directors may be removed, either with or without cause, at any meeting of the board of directors, by a vote of the majority of all directors currently serving in office or by a majority of the members voting at a meeting expressly called for such purpose. A director elected by the board may be removed without cause by the vote of two-thirds of the directors then in office; but a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not the board. Any director that misses three consecutive meetings may be removed by a vote of a majority of the directors then in office.

10. Conflict Of Interest: A conflict of interest transaction is a transaction with the Corporation in which a director of the corporation has a material interest. A conflict of interest transaction is not voidable or the basis for imposing liability on a noncompensated director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in subsection A (1) of Section 10 of this ARTICLE IV.

A. A transaction in which a director of the corporation has a conflict of interest may be approved if:

- (1) The material facts of the transaction and director's interest were disclosed or known to the board of directors or a committee of the board and the board or committee of the board authorized, approved, or ratified the transaction; or
- (2) The material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

B. For purposes of subsection A of Section 10 of this ARTICLE IV, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single director. If a majority of the directors on the board, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a material interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in Subsection A of Section 10 of this

## ARTICLE

11. Action Without Meeting: Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

## ARTICLE V OFFICERS

1. Officers: Immediately following the election of the directors, the board of directors shall organize and elect officers and shall also elect officers annually at the annual meeting of the board of directors, at which time, it shall elect from its number a president, a vice-president, a treasurer and a secretary, or in lieu of a separate treasurer and secretary, a secretary-treasurer. These officers upon election shall constitute the executive committee of the Corporation.

2. Election and Term: The officers shall be elected for annual terms and shall hold office until their successor are duly elected and installed.

3. Removal: Any officer elected by the board of directors may be removed at any time by majority of the entire board of directors then serving.

4. Vacancies: A vacancy in any office caused by death, resignation, removal or otherwise, shall be filled by the board of directors and the person filling the vacancy shall serve for the unexpired term.

5. Bond: The board of directors may 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 performance of their duties and to comply with other conditions as the board of directors may from time to time require.

## ARTICLE VI DUTIES OF OFFICERS

1. President: The president shall supervise and control the business, property and affairs of the Corporation subject to the authority herein given to the board of directors and serve as chairman of the board of directors presiding at all meetings of the board of directors. The

president shall execute such deeds, contracts or other written instruments which the board of directors has authorized to be executed except where the execution thereof shall be expressly delegated by the board of directors to another officer or agent of the Corporation. The president shall perform all other duties incident to his office. He shall, subject to the approval of the board of directors, appoint all committees (other than the executive committee established hereinabove) and he shall be an ex officio member of all committees.

2. Vice-President: The vice-president shall perform the duties and exercise the powers delegated by the board of directors and the president of the Corporation. In the absence of the president, the vice-president shall perform the duties and exercise the powers of the president.

3. Secretary: The secretary shall attend all meetings of the board of directors and executive committee, and shall record votes and keep minutes of such meetings in a minute book provided for that purpose. The secretary shall give all notices in the manner required by the Bylaws of the Corporation or by law. The secretary shall be the custodian of the corporate records and shall in general perform all duties incident to the office of secretary as well as any other duties as may be required by the board of directors, executive committee or the president, under whose supervision the secretary shall act. If the secretary is absent from a meeting, the board of directors or executive committee may select any of their number to act as temporary secretary.

4. Treasurer: The treasurer shall attend all meetings of the board of directors and executive committee, and shall have control and custody of the funds and securities of the Corporation. The treasurer shall keep and maintain in the books and records of the Corporation accurate accounts of receipts and disbursements and deposit moneys and valuable effects of the Corporation in the name of the Corporation in such depositories as the board of directors and executive committee shall designate. The treasurer shall make disbursements of funds and securities of the Corporation upon order of the board of directors or executive committee and obtain proper vouchers therefor. The treasurer shall report to the board of directors and the executive committee at all meetings thereof concerning the financial condition of the Corporation and the performance of his or her duties as treasurer.

5. Employees: The board of directors may employ maintenance and administrative personnel for the Corporation who shall have general charge of the daily operations of the Corporation subject to the general direction of the officers, executive committee and board of directors. Instead of employing such personnel, the board of directors may contract

with another corporation or entity for the purpose of providing the general staffing, supervision and operations of the Corporation.

6. Combination of Offices: The board of directors may combine the offices of secretary and treasurer and elect one person to fill both offices, and may combine such other offices as the board of directors deems appropriate from time to time.

## ARTICLE VII COMMITTEES

1. Executive Committee: The executive committee shall be composed of the officers and such additional members chosen by the board of directors as may be necessary to constitute four members. In the interim between meetings of the board of directors, the executive committee shall have charge of the routine business of the Corporation. It shall have general charge of the finances and property of the Corporation and shall have authority to grant disbursements for necessary expenses and grant to any committee a reasonable amount of money for special work as previously approved by the board of directors. At the beginning of each calendar year it shall prepare and submit to the board of directors a budget for the general expenses of the Corporation for that year. The executive committee may refer matters brought before it to a proper committee designated by the board of directors. A majority of the executive committee shall be empowered to approve action by the executive committee and action taken by the executive committee shall be reported to the board of directors at its next regular meeting for its information.

2. Other Committees: The board of directors shall from time to time authorize and define the powers and duties of any and all committees, which committees shall be appointed, subject to confirmation by the board of directors, by the president. Each committee shall have a chairman that at appropriate intervals and upon request by the president shall report to the board of directors as to the activities of the committee. The committee shall be discharged by the president when their work has been completed and their report accepted, or when, in the opinion of the board of directors, it is deemed appropriate to discontinue the committee.

3. Audit Committee: Prior to the annual meeting, the president shall appoint an auditing committee. It shall be the duty of the auditing committee to examine and audit, or have audited the books and accounts of the Corporation at the close of the year's business and report its finding to the board of directors.

4. Approval of Actions: No action by any member,

committee, employee, director or officer, other than as set out herein, shall be binding upon or constitute an expression of the policy of the Corporation or be an act of the Corporation until it shall have been approved or ratified by the board of directors.

#### ARTICLE VIII FINANCES

1. Funds: All money paid to the Corporation shall be placed in a general operating fund, or special accounts may be opened at the discretion of the board of directors. Funds unused from the current year's budget may be placed in a reserve account.

2. Disbursements: No appropriation of money or other property of the Corporation shall be made for any purpose other than to defray the legitimate expenses except by the vote of the board of directors or executive committee.

#### ARTICLE IX NOTICE

1. For purposes of these bylaws, notice may be oral unless written notice is expressly required.

2. Notice may be communicated in person, by telephone, telegraph, teletype, fax or other form of wire or wireless communication, or by mail or private carrier; if these forms of personal notice are impracticable, notice may be communicated by newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication.

3. Oral notice is effective when communicated if communicated in a comprehensible manner.

4. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;
- (2) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed;
- (5) Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's address shown in the Corporation's current list of members;
- (6) A written notice or report delivered as part of a newsletter, magazine or other publication regularly

sent to members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

- (7) Written notice is correctly addressed to a domestic or foreign corporation, authorized to transact business in this state, other than in its capacity as a member, if addressed to its registered agent or to its secretary at its principal office shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.
- (8) Failure to comply with the terms of this section shall not invalidate the terms of the notice delivered.

#### ARTICLE X WAIVER OF NOTICE

1. Notice: Whenever any notice is required to be given pursuant to these Bylaws, 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 herein shall satisfy such requirement of notice.

#### ARTICLE XI EMERGENCY ACTIONS AUTHORIZED

1. Succession: In anticipation of or during an emergency as defined in subsection 4 of this ARTICLE XI, the board of directors of the Corporation may modify lines of succession to accommodate the incapacity of any director officer, employee or agent and relocate the principal office, designate alternative principal offices or authorize the officers to do so.

2. Notice: During an emergency as defined in Subsection 4 of this ARTICLE XI, unless emergency bylaws provide otherwise:

- (1) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and
- (2) One or more officers of the Corporation present at a meeting of the board of

directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

3. Corporate action: Corporate Action taken in good faith during an emergency under this section to further the ordinary affairs of the Corporation binds the Corporation.

4. Emergency Defined: An emergency exists for purposes of this section if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event.

#### ARTICLE XI AMENDMENTS

1. Amendment: These Bylaws may be amended by a majority vote of the members of the board of directors, present in person or by telephone at any regular or special meeting providing notice of the meeting timely given containing the proposed change shall have been provided to each member of the board of directors.

#### ARTICLE XII INDEMNIFICATION

1. Indemnification: Each director and officer of the Corporation shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.

ADOPTED ON: \_\_\_\_\_

Richard A. DeStasio  
President

Diane R. Murray  
Secretary

ADOPTED AMENDMENT TO THE BYLAWS OF  
LAKE PERRY LOT OWNERS ASSOCIATION

Amendment 1

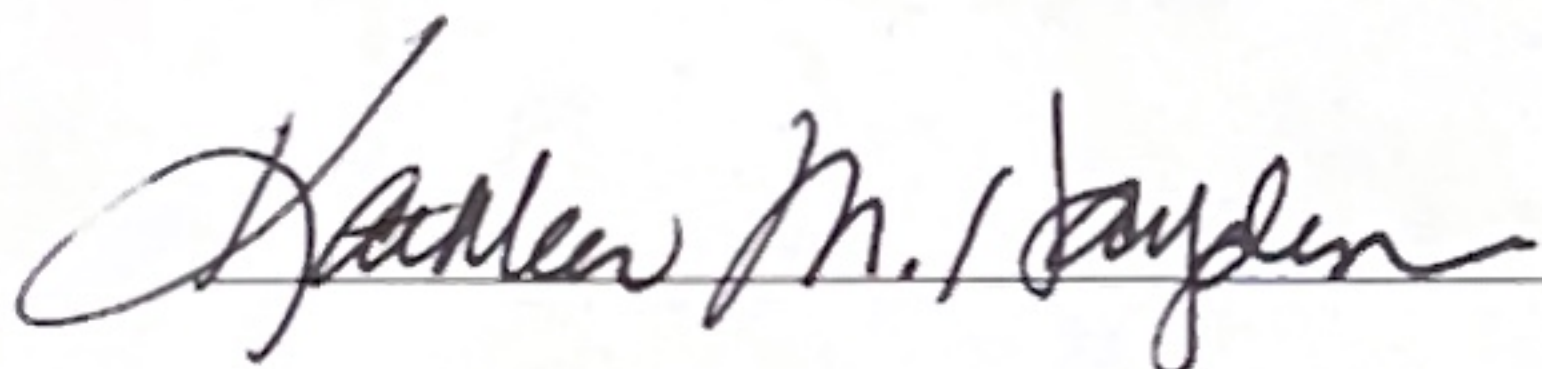
The following is an adopted amendment to the Bylaws of the Lake Perry Lot Owner Association, as per ARTICLE XI AMENDMENTS number 1.

ARTICLE IV MEMBERS number 1. shall now be changed to the following;

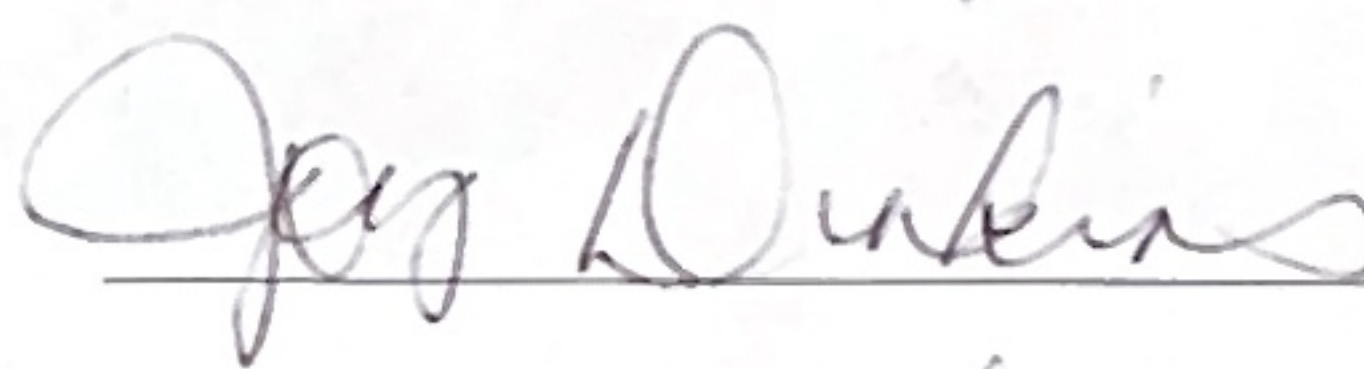
- Members.** The Members of the Corporation shall consist of the record owners of residential lots located within Port Perry Plats 1 through 8, all of Tanglewood Trails, and the Minifarms Plat (collectively, the "Property"). Each Lot shall be entitled to one (1) vote, as set forth in the General Scheme of Restrictions recorded in the land records of Perry County, Missouri, applicable to the Property. Votes may be cast in person, in writing, or by electronic means, as authorized and implemented by the duly elected Board of Directors (Board of Trustees) of the Corporation.

END OF APPROVED AMENDMENT

In acceptance thereof, by the Directors (Board of Trustees) acknowledged this 14 day of November by signing below;



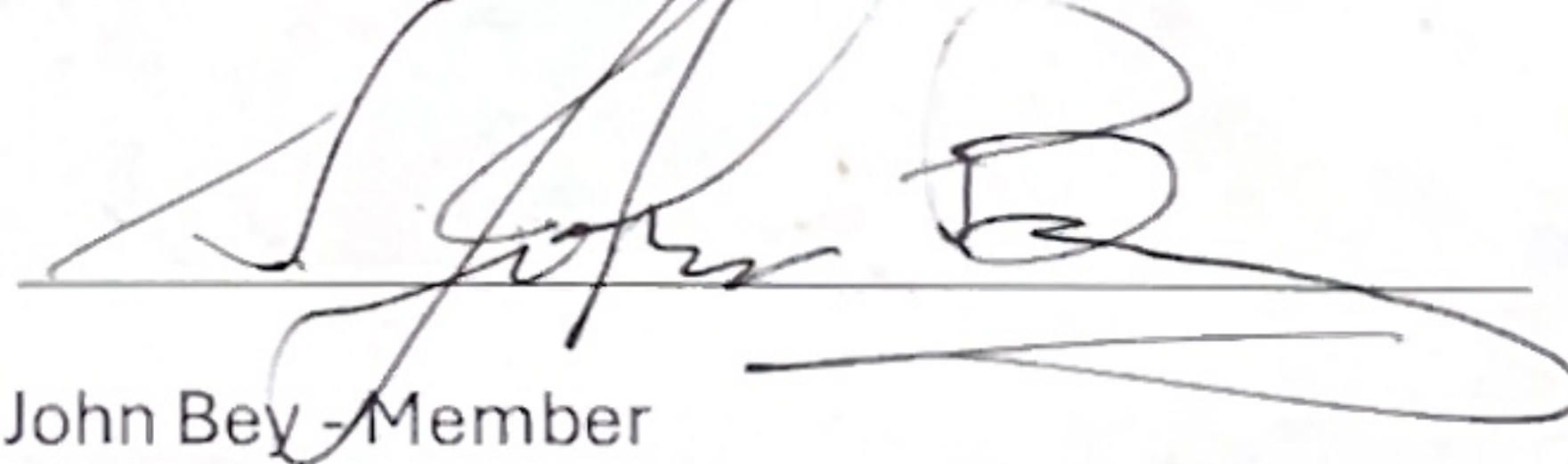
Kathy Hayden - President



Joy Dinkins - Vice President



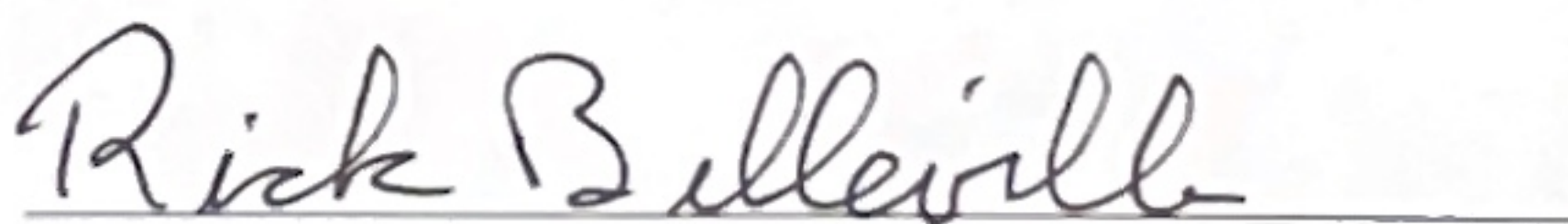
Marty Franczak - Treasurer



John Bey - Member



Glenn Mabie - Member



Rick Belleville - Member



Gary Grewe - Member