

FIRST AMENDED

BY-LAWS

of

INDIAN CREEK WOODS TOWNHOME ASSOCIATION I

ARTICLE I

Name

The name of this corporation is INDIAN CREEK WOODS TOWNHOME ASSOCIATION I, and is hereinafter referred to as the "Association".

ARTICLE II

Purpose and Powers

2.01 PURPOSE: The purpose of this Association is to act on behalf of its members collectively, as their governing body for civic functions and other purposes, with respect to the preservation, care, maintenance, replacement, improvement, enhancement, operation and administration of both real and personal property and for the promotion of the health, safety and welfare, and the common use and enjoyment thereof by members of the Association, all on a not-for-profit basis. These By-Laws are subject to the provisions of the Declaration of Covenants, Conditions and Restrictions for Indian Creek Woods Townhome Association I (the "Declaration") recorded with the Register of Deeds of Johnson County, Kansas on December 26, 1976 as document number 1205173.

2.02 TERMS: All terms used herein shall have the meanings set forth in the Declaration.

2.03 POWERS: The Association shall have and exercise all powers as are now or may ever hereafter be granted to not-for-profit corporations by the laws of the State of Kansas, as well as all powers stated in the Declaration, the Articles of Incorporation for the Association (the "Articles"), and in these By-Laws.

ARTICLE III

Offices

3.01 REGISTERED OFFICE: The Association shall have and continuously maintain a registered office and a registered agent as designated by the Board of Directors.

ARTICLE IV

Meetings of Members

4.01 VOTING RIGHTS: There shall be one individual with respect to each Dwelling Unit who shall be entitled to vote at any meeting of the Owners (the "Voting Member"). If the Owner of a Dwelling Unit is one individual then such individual shall be the Voting Member. If the Record ownership of a Dwelling Unit shall be in more than one individual or if the Owner is a trustee, corporation, partnership or other legal entity, then the Voting Member shall be designated by the Owner or Owners in writing to the Board at the time such Owner or Owners take title to the Dwelling Unit, and if in the case of multiple individual Owners no designation is given, then the Board may, at its election, recognize an individual Owner of the Dwelling Unit as the Voting Member for such Dwelling Unit. Any or all Owners may be present at any meeting of the Owners, but the voting rights shall be vested exclusively in the Voting Members.

4.02 VOTING PROCESS: Unit owners may vote at a meeting in person, by absentee ballot, by a proxy, electronic or paper ballot. Unit owners who are present in person may vote by voice votes of unit owners, show of hands, standing, or any other method as designated by the person presiding at the meeting. A ballot is not revoked after delivery to the association by death or disability, but may be revoked in writing, by the person that cast the vote, provided such revocation is delivered to the Secretary prior to the vote at the meeting.

4.03 VOTING WITHOUT A MEETING: The association may conduct a vote without a meeting. The association shall notify the unit owners that the vote will be taken by ballot. A paper or electronic ballot is to be delivered to every unit owner entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against the action. Upon delivery of the ballots, unit owners shall also be informed of the number of responses needed to meet the quorum requirements, the percentage of votes necessary to approve each matter (other than election of directors), time and date by which a ballot must be delivered to the association to be counted in which time and date may not be fewer than three days after the date the association delivers the ballot.

4.04 ABSENTEE BALLOTS: When a unit owner requests, at least three (3) days before the meeting to vote by absentee ballot, the Association must promptly deliver a ballot to such member. In addition, the association must be able to verify that the ballot is cast by the unit owner having the right to do so.

4.05 PROXY VOTING: Votes allocated to a unit may be cast pursuant to a directed or undirected proxy duly executed by a unit owner. A proxy is valid only for the meeting at which it is cast and any recessed session of that meeting. A person, other than a member of the board of directors may not cast undirected proxies representing more than 15% of the votes in the association. A proxy is void if it is not dated or purports to be revocable without notice. A unit owner may revoke a proxy given pursuant to this section only by actual notice of revocation to the person presiding over a meeting of the association.

4.06 QUORUM: Twenty-five percent of the Members of the Association entitled to vote, represented in person, by absentee ballot, or by proxy, shall constitute a quorum for any action except as otherwise provided by the laws of the State of Kansas. If a quorum shall not be present or represented at any meeting, the Memberships entitled to vote shall have power to adjourn the meeting from time to time, without further notice until a quorum shall be present or represented.

4.07 NOTICE OF MEETINGS: Notices of meetings required to be given herein may be delivered, not less than ten days or more than sixty days prior to such meeting, either personally or by mail to the Owners, addressed to such person either at the address given by him to the Board for the purpose of service of such notice (for service by mailing) or to the Dwelling Unit of the Owner (for personal service, or if no address has been given). A notice of meeting shall include an agenda of business and matters to be acted upon or considered and the effective date of such notices shall be either the date of delivery, in the case of personal delivery, or three days after actual mailing, in the case of delivery by mail. The notice for any meeting must state the date, time, and place of the meeting.

4.08 ANNUAL MEETINGS: The association shall hold a meeting of unit owners annually, in March, at a time and place in the Association community or at a convenient location as designated in a notice of a meeting. Unit owners must be given a reasonable opportunity, at any meeting, to comment regarding any matter affecting the association. Meetings may be conducted by telephonic, video, or other conferencing process as long as other requirements regarding meetings in these bylaws are met.

4.9 SPECIAL MEETINGS: Special meetings of the Owners may be called at any time for the purpose of considering matters which, by the terms of the Declaration, require the approval of all or some of the Voting Members or for any other reasonable purpose. Said meetings shall be called by written notice, authorized by the President, a majority of the Board, or by one-fourth of the Voting Members. If one-fourth of voting members request the meeting, the association is to notify unit owners within thirty days of the request. Notification of the special meeting is to be delivered to unit owners not less than ten days or more than sixty days prior to the date fixed for said meeting. The notice shall specify the date, time, place of the meeting and items on the agenda, including: a statement of the general nature of any proposed amendment to the declarations or bylaws; any budget proposals or changes; and any proposal to remove an officer or member of the board of directors. Meetings are to be conducted in accordance with the latest edition of *Roberts Rules of Order*.

4.10 EMERGENCY MEETINGS: In the event of an emergency, a meeting may be called to deal with the emergency. The minimum time to give notice required may be reduced or waived for a meeting called to deal with an emergency.

ARTICLE V

Board of Directors

5.01 IN GENERAL: The affairs of the Association and the direction and administration of the property shall be vested in the Board, which (after the Turnover Date) shall consist of five persons ("Directors"). The Board shall have all of the powers granted to it under the Declaration, these By-Laws and the laws of the State of Kansas.

5.02 ELECTION: The Board shall consist of five Directors, elected to a two year term. At each subsequent annual meeting, the Voting Members shall elect successors to Directors whose terms expire and all Directors so elected shall serve two year terms. In all elections for members of the Board, each Voting Member shall be entitled to the number of votes equal to the number of Directors to be elected (but cumulative voting shall not be permitted), the candidates receiving the highest number of votes with respect to the number of offices to be filled shall be deemed to be elected and where Directors are being elected for terms of unequal length, the Directors elected with the highest numbers of votes shall be deemed to be elected

for the longest terms. Each Director shall hold office until his successor is elected and qualified.

5.03 BOARD AND COMMITTEE MEETINGS: The Board shall hold at least one meeting during each fiscal year at Indian Creek Woods Townhomes or a place convenient to the community. Meetings of the board of directors and committees of the association authorized to act for the association must be open to the unit owners except during executive sessions. A gathering of the board of directors at which the board members do not conduct association business is not a meeting of the board of directors. The board of directors and its members may not use incidental or social gatherings of board members or any other method to evade the open meeting requirements of the State of Kansas. Meetings may be held by telephonic, video or other conferencing process. .

5.04 NOTICE OF BOARD AND COMMITTEE MEETINGS: Meetings of the Board and committees must be open to the owners, except for executive session. Unless the meeting is in a schedule given to the unit owners or the meeting is called to deal with an emergency, notice of the board meeting shall be given to each unit owner, at least five days of the meeting (ten days notice must be provided for budget discussions), stating the time, date, place, and agenda of the meeting. If any materials are distributed to the board of directors before the meeting, the board, at the same time, shall make copies of those materials reasonably available to unit owners, except that the board need not make available copies of unapproved minutes or materials that are to be considered for executive session. If the board is meeting by telephonic, video, or other conferencing process the meeting notice must state the conferencing process to be used and provide information explaining how unit owners may participate in the conference directly or by meeting at a central location or conference connection, and the process provides all unit owners the opportunity to hear or perceive the discussion and to comment.

5.05 EXECUTIVE SESSION: An executive session of the Board of Directors may be held only during a regular or special meeting and only to: consult with the association's attorney concerning legal matters; discuss existing or potential litigation or mediation, arbitration, or administrative proceedings; discuss labor or personnel matters; discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage; or prevent public knowledge of the matter to be discussed if the board of directors or committee determines that public knowledge would violate the privacy of any person.

5.06 INFORMAL ACTION: The Board of Directors may act by unanimous consent only to undertake ministerial action to implement actions previously taken at a meeting of the board.

5.07 QUORUM: A majority of the Directors serving from time to time shall constitute a quorum for the election of officers and for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise expressly provided herein or in the Declaration, any action may be taken upon the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

5.08 COMPENSATION/REIMBURSEMENT FOR EXPENSES: Directors shall receive no compensation, except as expressly provided in a resolution duly adopted by the Voting Members. Upon the presentation of receipts or other appropriate documentation, a

Director shall be reimbursed by the Association for reasonable out-of-pocket expenses incurred in the course of the performance of his duties as a Director.

5.09 REMOVAL OR RESIGNATION OF DIRECTORS: Any Director may be removed from office, with or without cause, by the affirmative vote of at least two-thirds of the Voting Members at any annual meeting or at a special meeting called for such purpose, provided that such person to be removed shall have a reasonable opportunity to speak prior to the vote. Any Director may resign at any time by submitting his or her written resignation to the Board. If a Director ceases to satisfy the eligibility requirements of these By-Laws, he shall be deemed to have resigned as of the date of such cessation. A successor to fill the unexpired term of a Director who resigns or is removed may be filled by the Board at any meeting thereof duly convened or by voting members at any annual meeting or at any special meeting called for such purpose. Any successor shall serve the balance of his predecessor's term.

5.10 POWERS AND DUTIES OF THE BOARD: The Board shall have all of the powers and duties granted to it or imposed upon it by the Declaration, these By-Laws, and the laws of the State of Kansas relating to not-for-profit Corporation including, without limitation, the following powers and duties:

- (a) To engage the services of a manager or managing agent to assist the Association in performing and providing such services as the Association is required to provide to its members under the Declaration;
- (b) To provide for the designation, hiring and removal of such employees and such other personnel, including attorneys and accountants, as the Board may, in its discretion, deem necessary or proper for the effective administration of the Association;
- (c) To provide for any maintenance, repair, alteration, addition, improvement or replacement of the Dwelling Unit Exteriors and Garage Exteriors and other matters for which the Association is responsible under the Declaration and these By-Laws;
- (d) To procure insurance as provided for under the Declaration;
- (e) To estimate and provide each Owner with an annual budget showing the Common Expenses;
- (f) To set, give notice of, and collect assessments from the Owners as provided in the Declaration;
- (g) To pay the Common Expenses;
- (h) To delegate the exercise of its power to committees appointed pursuant to Article VIII of these By-Laws.
- (i) The Board may not: amend the declaration, except as provided by law; amend the bylaws; terminate the Association; elect directors other than filling vacancies until the next election; determine their own qualifications, powers, duties, or terms of office.

ARTICLE VI

Officers

6.01 OFFICERS: The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate. All officers shall be elected at each annual meeting of the Board and shall hold office at the discretion of the Board.

6.02 VACANCY OF OFFICE: Any officer may be removed at any meeting, upon prior notice, of the Board by the affirmative vote of the majority of the Directors in office, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof duly convened. The officer to be removed shall have a reasonable opportunity to speak before such vote.

6.03 POWERS OF OFFICERS: The respective officers of the Association shall have such powers and duties as are from time to time prescribed by the Board and as are usually vested in such officer including, but not limited to, the following:

(a) The President shall be the chief Executive Officer of the Association and shall preside at all meetings of the Owners and at all meetings of the Board and execute any amendment to the Declaration on behalf of the Association;

(b) The Vice President shall, in the absence or the disability of the President, perform the duties and exercise the powers of the President, and such others as the Board may direct from time to time;

(c) The Secretary shall keep minutes of all meetings of the Owners and of the Board and shall have custody of the Association seal and have charge of such other books, papers and documents as the Board may prescribe and shall certify and record any amendment to the Declaration on behalf of the Association;

(d) The Treasurer shall be responsible for Association funds and securities and for keeping full and accurate accounts of all receipts and disbursements in the Association books of accounts kept for such purpose.

6.04 OFFICERS COMPENSATION: The officers shall receive no compensation for their services except as expressly provided by a resolution adopted by a majority of Voting Members.

ARTICLE VII

Rules

7.01 ADOPTING AND AMENDING RULES: Prior to adopting, amending, or repealing any rule, the board of directors shall give all unit owners notice of: Its intention to adopt, amend, or repeal a rule and provide the text of the rule or the proposed change; and a date on which the board of directors will act on the proposed rule or amendment after considering comments from unit owners. Following adoption, amendment, or repeal of a rule, the association shall notify the unit owners of its action and provide a copy of any new or revised rule. The Board may adopt rules regarding construction, design and aesthetic

standards. The Board may adopt rules governing the time, place and manner of owners' assemblies on common areas. The Board may adopt behavioral rules for residential units, but only to: implement a provision of the declaration; or regulate behavior that adversely affects the use and enjoyment of other units or the common areas. All rules must be reasonable. A rule regulating the display of the flag of the United States must be consistent with federal law. The association may not prohibit display on a unit or on a limited common element adjoining a unit of the flag of the state of Kansas or signs regarding candidates for public or association office or ballot questions. The association may adopt rules governing the time, place, size, number, and manner of those displays, in accordance with Kansas Law, that are not inconsistent with K.S.A. 58-3820 and amendments thereto.

ARTICLE VIII

Committees Designated By Board

8.01 BOARD COMMITTEES: The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent consistent with law and as provided in said resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law.

8.02 SPECIAL COMMITTEES: Other committees not having and exercising the authority of the Board in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Owners and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

8.03 TERM: Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.04 CHAIRMAN: One member of each committee shall be appointed chairman.

8.05 VACANCIES: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.06 QUORUM: Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE IX

Contracts, Checks, Deposits and Funds

9.01 CONTRACTS: The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. In the absence of any such authorization by the Board, any such contract or instrument shall be executed by the President or a Vice President and attested to by the Secretary or an Assistant Secretary of the Association.

9.02 PAYMENTS: All checks, drafts, vouchers or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the Association.

9.03 BANK ACCOUNTS: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board shall direct.

9.04 SPECIAL RECEIPTS: The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE X

Fiscal Management

10.01 FISCAL YEAR: The fiscal year of the Association shall begin on the first day of January each year, except the first fiscal year of the Association shall begin at the date of incorporation, and shall end on the last day of December of such year.

10.02 ANNUAL STATEMENT: Within a reasonable time after the close of each fiscal year the Board shall furnish each Owner with a statement of the income and disbursements of the Association for such fiscal year.

10.03 ASSESSMENT PROCEDURE: Annual assessments and special assessments shall be made and collected as provided in the Declaration.

ARTICLE XI

Books and Records

The Association shall keep correct and complete books and records of account for five years (receipts and expenditures; minutes of meetings, except executive sessions; names of all owners, in alphabetical order, with addresses; declaration, bylaws, and rules; financial statements and tax returns for only three years; names and addresses of current board members, the Association's most recent annual report (if any), copies of current contracts to which the Association is a party; records of architectural approvals, if any; ballots, proxies and other records relating to voting by unit owners for one year after the election, action or vote to which

they pertain) and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board, and shall keep at the registered office of the Association a record containing the names and addresses of the members. All books and records retained by the Association must be available for examination and copying by a unit owner or the owner's authorized agent for any reasonable purpose other than for commercial purposes during reasonable business hours or at a mutually convenient time and location providing: the unit owner gives ten days written notice, to the board, reasonably identifying the specific records or the association requested. The association may charge a reasonable fee for providing copies of records and for supervising the unit owner's inspection. The right for a unit owner to receive copies of records includes the right to receive copies by photocopying or other means, including copies through an electronic transmission, if available, upon request of the unit owner. Records retained by the association may be withheld from inspection and copying to the extent they concern private or confidential information: personnel salary and medical records relating to specific individuals; contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated; existing or potential litigation or mediation, arbitration, or administrative proceedings; existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the declarations, bylaws, or rules; communication with the association's attorney which are otherwise protected by the attorney-client privilege or the attorney work-product doctrine; information the disclosure of which would violate law; records of an executive session of the board of directors; or individual unit files other than those of the requesting owner. The association is not obligated to compile or synthesize information.

ARTICLE XII

Seal

The Board may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, Kansas".

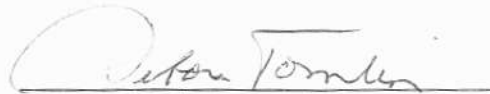
ARTICLE XIII

Amendments

These By-Laws may be amended or modified at any time, or from time to time by the affirmative vote of Voting Members having a majority of the total votes. No provision of these By-Laws may be amended or modified so as to conflict with the provisions of the Declaration or the Articles.

INDIAN CREEK WOODS TOWNHOME ASSOCIATION I

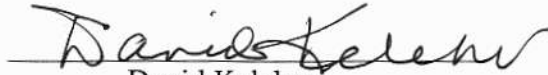
The undersigned, being all of the Directors comprising the Board of Indian Creek Woods Townhome Association I, a Kansas not-for-profit corporation, hereby certify that the members of the Association has approved these Re-instated By-Laws of the Association on this 6 day of March, 2012



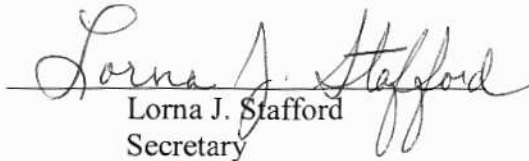
Debora Tomlin
President



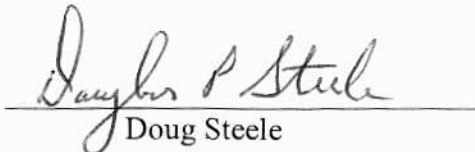
Lila Peckham-Wichman
Vice-President



David Keleher
Treasurer



Lorna J. Stafford
Secretary



Doug Steele
Director