

THE MISSION HILLS HOMES COMPANY
ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING

January 26, 2010

THE UNDERSIGNED, being all of the Directors of The Mission Hills Homes Company, a Kansas not-for-profit corporation (the "Company"), hereby consent to the adoption of and do hereby adopt the following recitals and resolutions as if the same were adopted at a special meeting of the Board of Directors of the Company duly called, noticed and held:

RECITALS:

A. The Company was formed and exists as a not-for-profit corporation pursuant to a Charter filed in the Office of the Secretary of State of the State of Kansas on August 19, 1914, and a Certificate of Reinstatement, Restoration or Renewal filed in said Office on June 19, 1972.

B. Said Charter provided for the issuance of 40 shares of capital stock to each of the five original members of the Company, said original members being the first five purchasers of lots within the Mission Hills district.

C. Notwithstanding said Charter provision for issuance of stock, the agreement or declaration of covenants and restrictions for the Mission Hills district dated July 31, 1914, filed in the Office of the Register of Deeds for Johnson County, Kansas, in Misc. Book 6 at Page 154 (the "Declaration"), provided that the Company would have members and that membership would be limited to owners of land within the boundaries of the district covered by the Declaration.

D. The Bylaws of the Company as originally adopted in 1914 provided that any owner of land within said district would be entitled to membership in the Company, and that an initial membership fee of \$1.00 would be charged to all members but there would be no other charge except the maintenance charge or assessment set forth in the Declaration. The Bylaws as subsequently amended provide that there shall be no charge for membership in the Company except such maintenance charge or assessment.

E. To the best knowledge of the undersigned Directors, there is no evidence of the existence of any stock certificates that may have been issued at any time to any members of the Company, nor can present ownership be determined for the 200 shares of stock purportedly issued in 1914 to the original five lot owners in the district.

F. The Company has actually operated as a non-stock corporation during most or all of its 96 years of existence.

G. In consideration of the foregoing, the Directors deem it advisable to recall and cancel any and all capital stock of the Company previously issued and to amend the Company's Charter so as to formally convert the Company to a non-stock corporation, and, if such amendment is approved by a majority of the members of the Company entitled to vote, to file the same in the Office of the Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the foregoing recitals are hereby adopted; and

FURTHER RESOLVED, that any and all shares of capital stock of the Company, certificated or uncertificated, issued on or about the date of formation of the Company on August 19, 1914, or at any time thereafter, are hereby recalled and cancelled and shall not be reissued; and

FURTHER RESOLVED, that an amendment to the Company's Charter in the form attached hereto as Exhibit A (the "Charter Amendment") is hereby declared to be advisable and in the best interests of the Company; and

FURTHER RESOLVED, that the Charter Amendment is hereby approved and adopted by the Directors and shall be submitted for consideration and approval by the members of the Company; and

FURTHER RESOLVED, that copies of these resolutions and the Charter Amendment shall be delivered to each member of the Company attending the annual meeting of the members to be held on January 26, 2010 for consideration; and


FURTHER RESOLVED, that upon approval of the Charter Amendment by the members of the Company, the officers of the Company are hereby authorized and directed to execute the Charter Amendment and to file the same with the Secretary of State of Kansas and to take such other actions and execute such other documents as shall be necessary or advisable to effectuate the Charter Amendment and the resolutions set forth above; and

FURTHER RESOLVED, that this Action of Directors may be executed by some or all of the Directors on separate counterparts, all of which, taken together, shall constitute one and the same instrument.

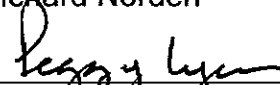
IN WITNESS WHEREOF, the Directors have executed this Action by Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting of The Mission Hills Homes Company effective as of January 26, 2010.



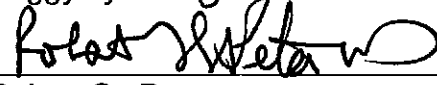
Sharon Orr




Richard Norden



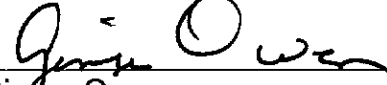
Peggy Lyons



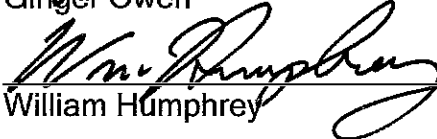
Robert St. Peter



Mary Lemke



Ginger Owen



William Humphrey

EXHIBIT A

CHARTER AMENDMENT

Attached behind this page.

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION

1. The name of the corporation is: The Mission Hills Homes Company
2. The Articles of Incorporation of the corporation are amended as follows:
 - (a) The article thereof numbered "FOURTH" is amended to read as follows:

"FOURTH.
"That the term for which this corporation is to exist is perpetual."
 - (b) The article thereof numbered "FIFTH" is amended to read as follows:

"FIFTH.
"That the number of directors of this corporation shall be as set forth in its bylaws."
 - (c) The article thereof numbered "SIXTH" is amended to read as follows:

"SIXTH.
"That this corporation shall not have authority to issue capital stock."
 - (d) The article thereof numbered "SEVENTH" is amended to read as follows:

"SEVENTH.
"That the conditions of membership in this corporation shall be as set forth in its bylaws."
3. The amendment set forth above was adopted in accordance with the provisions of K.S.A. Section 17-6602.

I declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.

Executed on the 12th day of April, 2010.

Sharon Orr, President