

AMENDED AND RESTATED BYLAWS
OF
THE MISSION HILLS HOMES COMPANY

Preamble

The Bylaws of The Mission Hills Homes Company, a Kansas not-for-profit corporation (herein sometimes referred to as the "Company"), as originally adopted and previously amended, are hereby amended and restated in their entirety and are entirely superseded by these Amended and Restated Bylaws of The Mission Hills Homes Company ("these Bylaws"), as hereinafter set forth, effective as of the 1st day of January, 2010.

Article I

Purposes

Section 1. The aims and purposes of The Mission Hills Homes Company shall be:

(a) To represent the members of The Mission Hills Homes Company in appropriate discussions and matters of common interest with the City of Mission Hills.

(b) To develop viewpoints and positions on local matters and to seek implementation of such by the City of Mission Hills.

(c) To study and review with the City of Mission Hills all proposed budgets prepared by the City in accordance with the provisions of the Kansas cash basis law.

(d) To inspect regularly the area covered by The Mission Hills Homes Company covering such items as streets, sidewalks, curbing, storm drainage, parks, trees, etc. to help the City of Mission Hills maintain the area in the most attractive conditions permitted under the approved budget.

(e) To help enforce all the provisions of the zoning regulations.

(f) To make recommendations to the City of Mission Hills with the principal view of assisting the City to maintain its enviable reputation of being one of America's truly beautiful cities.

(g) To perform the duties and exercise any and all of the rights and powers of the Company set forth in the agreement or declaration of restrictions and covenants dated July 21, 1914, recorded with the Register of Deeds for Johnson County, Kansas, in Misc. Book 6 at Page 154, as the same may have been previously amended and may be hereafter amended (the "Declaration").

(h) To perform any other lawful act or activity that may be authorized by these Bylaws, as the same may be hereafter amended.

Article II

Members

Section 1. Any person who shall be the owner of the legal title to any lot or tract of ground upon which there is or may be erected a residence in accordance with the building restrictions which are now of record or which may be placed of record thereon, located in that part of the City of Mission Hills north of the east-west center line of 63rd Street, shall be a member of the Company.

Section 2. In case the legal title is held by a corporation, then the board of directors of said corporation, or its president or vice president, may designate in writing some person to be a member of this Company, and such member shall have the same rights and privileges as any other member.

Section 3. In case the legal title is held by a minor, then the legal guardian may designate in writing some other person to become a member, and such guardian or person shall have the same rights and privileges as any other member.

Section 4. Any owner of legal title may designate in writing some person to be a member of this Company as his/her representative and such representative shall have the same rights and privileges as any other member.

Section 5. When any such lots or tracts are owned in joint tenancy or tenancy in common, the membership as to such lots shall be joint and the rights of such membership, including the voting arising therefrom, shall be exercised only by the joint action of all owners of such lots or tracts respectively; provided, however, that such owner or tenants in common may designate in writing one of their number to serve as a member, and, when so designated, such member shall have the same rights and privileges as any other member.

Section 6. There shall be no charge for membership in the Company except the maintenance charge or assessment as set forth in the Declaration.

Section 7. The Board of Directors shall be the sole judge of the Company's membership, and any acts or proceedings of the Company made or done in the

manner herein prescribed shall be conclusive as against all parties. In case a member owns a legal title to one or more such lots or tracts and conveys the title to another party, such party, upon consent of the Board of Directors, by resolution, may become a member of the Company and shall be entitled to all of the rights and benefits of membership.

Section 8. Each member in good standing as evidenced by the books of the Company shall be entitled to vote at any meeting of the members of the Company.

Article III

Board of Directors

Section 1. The corporate power of this Company shall be vested in a board of seven directors who shall be members of the Company, and four shall constitute a quorum for the transaction of business.

Section 2. All Directors shall be bona fide residents of the City of Mission Hills North of the east-west center line of 63rd Street. All Directors shall be elected to serve for three years, or until their successors are elected and qualified. Terms of office commence on the 1st day of February, immediately following such election, and terminate on the 31st day of January of the year the individual's term expires. The terms of the Directors in office on the effective date of these Bylaws are staggered, and therefore the number of Directors to be elected at each annual meeting of the members shall be that number of Directors whose terms are to expire as of January 31 next following the date of such annual members' meeting. Directors shall serve no more than two consecutive terms. Serving one year or less of an unexpired term by appointment, as provided in Section 3 below, shall not be considered as one of the two consecutive terms; however, serving more than one year of an unexpired term shall be considered as one of the two consecutive terms.

Section 3. Vacancies in the Board of Directors caused by resignation, death or removal from Mission Hills shall be filled by the remaining Directors when assembled as a Board. Such appointee shall hold office until the expiration of the term of the Director whose place he has taken.

Article IV

Powers and Duties of Directors

The Directors shall conduct, manage and control the affairs and business of the Company and shall make all necessary rules and regulations not inconsistent with the laws of the State of Kansas or those for guidance of officers and management of the affairs of the Company. They shall cause to be kept a

complete record of all their minutes and acts and of the proceedings of the members.

Article V

Officers

Section 1. The officers of the Company shall be a President, Vice President, Secretary and Treasurer which officers shall be elected by the Board of Directors. No compensation shall be paid to the Directors or the officers of the Company. All officers must be members of the Company. The offices of Secretary and Treasurer may be held by the same person. The officers of the Company shall serve no more than two consecutive one-year terms.

Section 2. The President shall preside over all meetings of the members and Directors, shall sign all instruments of writing to be executed by the Company and as he may be directed by the Board of Directors, and he shall perform such other duties as are usually performed by the chief executive officer of a corporation or as may be conferred upon him by the Board of Directors, but his authority shall at all times be subject to the control and direction of the Board of Directors.

Section 3. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors and of the members. He shall keep the corporate seal and records of the Company. He shall serve all notices required either by law or the Bylaws of the Company, but, in case of his absence, inability, refusal or failure to do so, then such notices may be served by any person so directed by the President or Vice President of the Company.

Section 4. The Treasurer shall receive and deposit in the bank, as the Board of Directors may direct, all funds of the Company subject to the check of such officers as the Board of Directors shall designate.

Section 5. The Vice President shall have all the powers and perform all of the duties of the President in case of the death, absence from the county or inability of the President to serve.

Article VI

Meetings

Section 1. The annual meeting of the members of the Company for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at the time and place selected by the Directors provided said meeting shall occur between January 1 and February 15 annually. Each member shall be notified in writing by mail at least ten days prior to the date of the annual meeting at his last known place of residence or business.

Section 2. Special meetings of the members shall be called in like manner after ten days' notice, but the call for any such special meeting shall designate the purpose of the meeting.

Section 3. At any meeting of the members, fifteen percent of qualified members shall constitute a quorum for the transaction of business, and it shall be necessary for a majority of the quorum to vote for any director, resolution or proposition before the same may be declared or adopted, except as otherwise provided in these Bylaws or the Declaration.

Section 4. If, for want of a quorum or other cause, any annual members' meeting shall not be held during the period above-named, or, should the members fail to complete an election of Directors or such other business as may be presented for their consideration, those present may adjourn from time to time until the same can be accomplished.

Section 5. The President, or any two of the Directors, may call special meetings of the Directors at any time, and notice shall be given of such called meetings by depositing in the United States Post Office a written or printed notice thereof, addressed to each Director at the last address left with the Secretary, at least ten days before the time of meeting or by serving personally such notice on each Director five days before such meeting.

Section 6. Notices specified in this Article for members need to be given only to members appearing as such on the books of the Company.

Article VII

Voting

Section 1. At any Company meeting, each member may vote either in person or by proxy. All proxies shall be in writing in this form:

PROXY FOR MISSION HILLS HOMES COMPANY MEETINGS

I, _____, being a qualified member of The Mission Hills Homes Company, residing at _____, do hereby constitute and appoint (Proxy's Name) _____ my true and lawful attorney, in my name, place and stead, to vote for me as my Proxy at the meeting of the members of The Mission Hills Homes Company on the ____ day of _____, 2____, or on such other day to which the meeting may be adjourned, and giving to said attorney full power and authority to act for me in my name at the said meeting upon any matter of business as may lawfully come before such meeting as I could do if personally present, and I hereby ratify and confirm all that ___he may do in my name, place and stead.

Signature of Company Member _____

I hereby accept the Proxy and state that I reside at (Number) _____
(Street) _____.

(Signature) _____

PROXY MUST BE RETURNED TO THE SECRETARY PRIOR TO CALLING MEETING TO ORDER.

Section 2. Proxies must be filed with the Secretary before the meeting is called to order. No Directors, however, shall be permitted to vote at any meeting of the Directors unless he is present in person to cast his vote. In all proceedings of the members' meetings, each member shall have one vote. All votes shall be by ballot, unless waived by unanimous consent.

Article VIII

Official Seal

Section 1. The Company shall have a common seal of which the following is a correct impression:

Article IX

Amendments

Section 1. These Bylaws may be repealed or amended, or new bylaws may be adopted, at any meeting of the members, by a vote of two-thirds of the members of the Company present at any such meeting; provided that the officer or member of the Company suggesting additions to or amendments of these Bylaws supplies the Secretary a written copy of the proposed additions or amendments sufficiently in advance of the next meeting of the members so that copies of the additions or amendments may be mailed to all members of the Company with the notice of the meeting for such members' consideration.

Article X


Indemnification

Section 1. Each person who is or was a director or officer of the Company (each, a "Responsible Person"), including the heirs, executors, administrators or estate of such Responsible Person, shall be indemnified by the Company to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereafter amended, against any expenses, costs, judgments, fines and amounts paid in settlement (including attorneys' fees) actually and reasonably incurred by such person in his or her capacity as, or arising out of his or her status as, a director or officer of the Company while acting in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Company. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw or under any agreement, vote of members or disinterested Directors or otherwise, and shall not limit in any way any right which the Company may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

Section 2. No person shall be liable to the Company for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the Company, if such person (a) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Company or upon statements made or information furnished by other Responsible Persons of the Company which he or she had no reasonable grounds to disbelieve.

CERTIFICATION

THE UNDERSIGNED, being the duly elected, incumbent and acting Secretary of the Company, hereby certifies that the within and foregoing Amended and Restated Bylaws of The Mission Hills Homes Company were duly adopted at a special meeting of the members of the Company held on April 12, 2010.



Name: William Humphrey, Secretary