

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF INCORPORATION

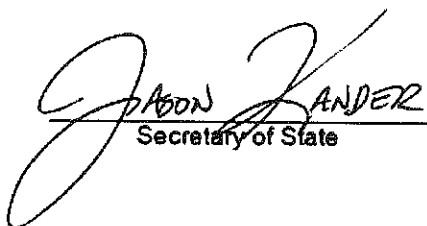
WHEREAS, Articles of Incorporation of

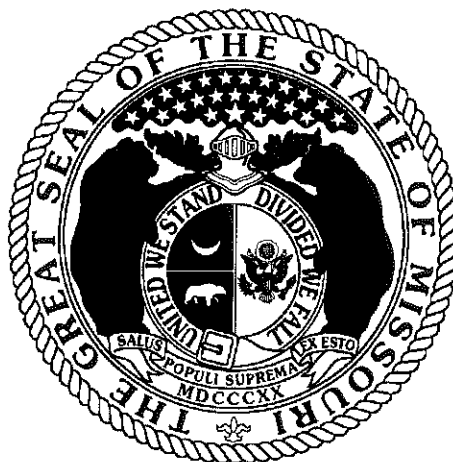
Bradley's Crossing Residential Association
N000697664

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 5th day of January, 2015.


Secretary of State



ARTICLES OF INCORPORATION
OF
BRADLEY'S CROSSING RESIDENTIAL ASSOCIATION

In compliance with the requirements of The Missouri Nonprofit Corporation Act and for the purpose of forming a not-for-profit corporation, the undersigned, who is a citizen of the United States of the age of 18 years or more, does hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation (the "Association") is:

Bradley's Crossing Residential Association

ARTICLE II
MUTUAL BENEFIT CORPORATION

The Association is a mutual benefit corporation.

ARTICLE III
REGISTERED OFFICE AND RESIDENT AGENT

The address of the initial registered office of the Association in the State of Missouri is: 3730 NE Troon Drive, Lee's Summit, Missouri 64064. The name of its initial resident agent at such address is: Randall W. Sallee.

ARTICLE IV
NO CAPITAL STOCK

The Association shall not have authority to issue capital stock.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The purpose for which the Association is formed is to act as a nonprofit homes association (within the meaning of Internal Revenue Code Section 528) for the benefit of the property owners in the residential subdivision located in City of Peculiar, Cass County, Missouri, commonly known as "Bradley's Crossing" and for the property owners in any other area or areas which may be brought within the jurisdiction of the Association as provided in the Declaration (as defined below) and for this purpose to:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation and the Bylaws of the Association, as may be amended from time to time, and in that certain Declaration of Covenants, Conditions, and Restrictions of Bradley's Crossing, as may be amended from



time to time (the "Declaration") as recorded in the Office of the Recorder of Deeds of Cass County, Missouri (the "Recorder's Office");

(b) Fix, levy, collect and enforce, by any lawful means, payment of all charges and assessments made pursuant to the terms of the Declaration or Bylaws of the Association; pay all expenses in connection therewith and all other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, or dispose of real or personal property in connection with the affairs of the Association; and

(d) Have and exercise any and all powers, rights and privileges which a corporation organized not-for-profit under the laws of the State of Missouri may now or hereafter have or exercise; provided, however, that none of the powers, rights or privileges of the Association shall be exercised to carry on activities (otherwise than as an insubstantial part of its activities) which are not in furtherance of the purpose for which the Association is formed.

ARTICLE VI **MEMBERSHIP**

Membership in the Association shall be limited to the Declarant under the Declaration and persons or entities who are record owners of the fee interest or of an undivided portion of the fee interest in any Lot or any other part of the Property (each as defined in the Declaration) which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot or any other part of the Property.

No member of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE VII **VOTING RIGHTS**

The Association shall have two classes of membership, namely Class A and Class B. Each Owner (as defined in the Declaration) of an assessable lot under the Declaration shall be a Class A member. The Declarant (as defined in the Declaration) shall be the sole Class B member. The voting rights of the members shall be as set forth in the Declaration.

After the date in which there are no longer any Class B member, there shall be only one class of membership which shall consist of the Owners of the Lots in the Subdivision and every such Owner shall be a member.

Except as otherwise set forth in the Declaration, where voting rights exist based on Lot ownership, each member shall have one vote for each Lot for which he is the Owner; provided,

however, that when more than one person is an Owner of any particular Lot, all such persons shall be members and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to such Lot.

To the extent permitted by law, during any period in which a member is delinquent in the payment of any assessment levied by the Association under the Declaration, the voting rights of such member shall be automatically suspended for matters involving assessments and fees (and for no other matters) until such assessment is paid in full.

Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE VIII **BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a board of directors. The first board of directors shall consist of three (3) persons, who shall be vested with the power and authority to adopt the initial Bylaws of the Association and who shall hold office until their respective successors have been duly elected and qualified or until their respective earlier resignation or removal, all as provided in the Bylaws. Thereafter, the number of directors shall be fixed by the Bylaws, provided that the number of directors may not be decreased to fewer than three (3). Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
R. Tyler Sallee	3730 NE Troon Drive Lee's Summit, MO 64064
Randall W. Sallee	3730 NE Troon Drive Lee's Summit, MO 64064
Terra Stricklin	3730 NE Troon Drive Lee's Summit, MO 64064

No officer or director of the Association shall be individually or personally liable for the debts, liabilities or obligations of the Association.

ARTICLE IX **INDEMNIFICATION**

The Association may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the

Association, to the fullest extent permitted by the laws of the State of Missouri; provided, however, that the only limitation upon the power granted to the Association by this paragraph shall be a prohibition against indemnification of any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

ARTICLE X **DISSOLUTION**

The Association may be dissolved in the manner provided by the laws of the State of Missouri. Upon dissolution of the Association and after payment of or the making of adequate provision for all debts, liabilities and obligations of the Association, the remaining assets, both real and personal, of the Association shall be dedicated to an appropriate government entity or public agency or to a non-profit corporation, association, society, trust or other organization, determined by the board of directors to be devoted to purposes as nearly as practicable the same as those to which they were to be devoted by the Association.

ARTICLE XI **DURATION**

The Association shall have perpetual existence.

ARTICLE XII **BYLAWS**

The original Bylaws of the Association shall be adopted by the initial directors named herein. Thereafter, the Bylaws may be amended as provided therein.

ARTICLE XIII **INCORPORATOR**

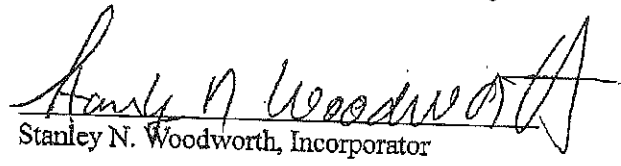
The name and mailing address of the incorporator are as follows:

Stanley N. Woodworth
5250 W. 116th Place, Suite 400
Leawood, Kansas 66211

ARTICLE XIV **PROHIBITED ACTIVITIES**

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, member or other private individual having, directly or indirectly, any personal or private interest in the activities of the Association.

In affirmation of the facts stated above, these Articles of Incorporation have been signed
this 5th day of January, 2015.


Stanley N. Woodworth, Incorporator

BYLAWS
OF
BRADLEY'S CROSSING RESIDENTIAL ASSOCIATION

ARTICLE I
OFFICES

1.1 Name. The name of the corporation is Bradley's Crossing Residential Association. It is incorporated under the laws of the State of Missouri as a not-for-profit, non-stock, mutual benefit corporation. The corporation is the homes association referenced in the Declaration (as defined below).

1.2 Location. The principal office of the corporation shall be located in Missouri.

ARTICLE II
DEFINITIONS

2.1 "Association" means Bradley's Crossing Residential Association, its successors and assigns.

2.2 "Bylaws" means these Bylaws, as may be amended from time to time in accordance with the provisions hereof.

2.3 "Common Areas" has the meaning set forth in the Declaration.

2.4 "Declaration" means the Declaration of Covenants, Conditions, and Restrictions of Bradley's Crossing recorded in the Office of the Recorder of Deeds of Cass County, Missouri (the "Recorder's Office"), as may be amended from time to time.

2.5 "Lot" has the meaning set forth in the Declaration.

2.6 "Owner" has the meaning set forth in the Declaration.

2.7 "Property" means all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.8 "Declarant" means Sallee Real Estate Investments, LLC, a Missouri limited liability company, and its successors and assigns.

2.9 "Turnover Date" has the meaning set forth in the Declaration.

ARTICLE III
MEMBERSHIP

3.1 Membership Generally. There shall be two classes of membership, namely Class A and Class B, as set forth in the Declaration. Except for the Declarant, membership in the

Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot or other part of the Property which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot or any other part of the Property.

3.2 Suspension of Membership. During any period in which a member shall be delinquent in the payment of any assessment levied by the Association as provided in the Declaration, the voting rights of such member shall be automatically suspended for matters involving assessments and fees (and for no other matters) until such assessment has been paid. In addition, the Board of Directors may, in accordance with applicable law, suspend the rights of the member to receive services provided by the Association and the right to use any Common Areas in or available to the Property until such assessment has been paid. Such rights of a member may, in accordance with applicable law, be suspended by the Board of Directors, after notice and hearing, for a period not to exceed 90 days, for violation of any of the rules and regulations established by the Board of Directors pursuant to the Declaration or these Bylaws.

ARTICLE IV **VOTING RIGHTS**

4.1 Voting. Except as otherwise provided in the Declaration for the period prior to the Turnover Date, each member shall have one vote for each assessable Lot in which he or she is the Owner; provided, however, when more than one person is the Owner of a Lot, all such persons shall be members, and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Lot. The vote of a Lot must be cast as a single lot, and fractional votes of such Lot's allocated vote shall not be allowed. Any one of the joint Owners of a Lot may cast their vote on the matter in question. In the event that differing votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

4.2 Representatives. Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association. Such designation shall be made by filing a written instrument to that effect with the Association.

ARTICLE V **USE OF COMMON AREAS**

5.1 Common Areas. The Owners of Lots within the Property shall have the non-exclusive right to the use of all Common Areas for their intended purposes.

5.2 Rules and Regulations. The Association shall have the right and the power to make and enforce reasonable rules and regulations which shall govern the use of the Common Areas.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Number.

(a) Prior to the Turnover Date, the affairs of the Association shall be managed by a Board of Directors composed of three (3) directors and such directors shall be elected or appointed by the Declarant. Each director named in the Articles of Incorporation shall hold office until the first annual election of directors or until his or her earlier resignation or removal.

(b) After the Turnover Date, the affairs of the Association shall be managed by a Board of Directors composed of five (5) directors. The directors elected or appointed as of or after the Turnover Date shall, by means decided upon by the directors, divide into two groups of three (3) and two (2), respectively, for the purpose of initiating a staggered election of the Board of Directors. Each member of the first group of three (3) so chosen by the Board of Directors shall hold office for the initial term of two (2) years or until his or her earlier resignation or removal. Each member of the second group of two (2) shall hold office for the initial term of one (1) year or until his or her earlier resignation or removal. Thereafter, at the annual meeting to elect directors for the positions with terms expiring in that year, each individual elected as a director shall serve for a term of two (2) years.

(c) Each individual elected as a director shall serve until the next applicable annual election and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal.

6.2 Qualification. After the Turnover Date, each director must be and remain a member (or designated representative of an entity that is a member) of the Association in good standing in order to be elected and remain as a director.

6.3 Removal. Except as provided by applicable law, any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Association entitled to vote on the election of such director. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor, or, if earlier, until the next regularly scheduled election of directors.

6.4 Compensation. No director shall receive compensation for any service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the performance of his or her duties as a director.

6.5 Newly Created Directorships. Newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, unless it is otherwise provided in the Articles of Incorporation or these Bylaws, and the directors so chosen shall hold office

until the next annual election of directors and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by applicable law.

ARTICLE VII

MEETING OF DIRECTORS

7.1 Annual Meetings. The annual meeting of the Board of Directors shall be held within 15 days following the annual meeting of the members. Such annual meeting shall be held at such place as may be fixed by the Board in accordance with applicable law.

7.2 Regular Meetings. Regular meetings of the Board of Directors may be held at such place and time as may be fixed from time to time by the Board of Directors.

7.3 Special Meetings. Special meetings of the Board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any director.

7.4 Notice of Meetings. Written notice stating the time, date, place and agenda of a meeting of the Board of Directors and, for any special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each director not less than two (2) days before the date of the meeting, either by hand delivery, by mail or by e-mail, by or at the direction of the person(s) calling the meeting; provided that notices may be sent by e-mail only to directors who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall be deemed to be delivered when hand-delivered, when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the Association, with postage thereon prepaid, or when e-mailed to the director at his or her designated e-mail address.

7.5 Quorum and Vote Requirements. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

7.6 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting without notice (other than announcement at the meeting), to a specified date, time and place. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

7.7 Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all directors, members and other persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

7.8 Action Taken Without a Meeting. To the extent permitted by applicable law, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

7.9 Meetings Open to Members. All meetings of the Board of Directors and committees thereof shall be open for attendance by all members of the Association to the extent required by law.

7.10 Conduct of Meeting. Meetings of the Board of Directors shall not be required to be conducted in accordance with Robert's Rules of Order Newly Revised (or any other edition thereof) unless specified by the Board of Directors for the specific meeting of the Board of Directors.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. After the Turnover Date, nomination for election to the Board of Directors may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the members.

8.2 Election. At any election of directors, the members entitled to vote or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his or her election or appointment, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the Board of Directors.

ARTICLE IX

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by law or by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

9.2 Rules and Regulations. In accordance with applicable law, adopt reasonable rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon and governing other matters within the authority of the Association, and to establish, levy and enforce fines and penalties for the infraction thereof; provided, however, that the Board of Directors may not, in any event, revoke or suspend in any way the right of any Owner to use and enjoy any street for ingress and egress.

9.3 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers and employees, and to prescribe their duties and responsibilities.

9.4 Amend Declaration. To the extent permitted by applicable law and the Declaration, cause the Association to adopt or otherwise approve amendments to the Declaration and authorize the president and secretary of the Association to prepare, execute, certify and record such amendments to the Declaration.

9.5 Records and Reports. Cause books and records of the Association and of the corporate affairs of the Association to be kept and maintained (or delegate such duties to a managing agent).

9.6 Supervision. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

9.7 Assessments. As more fully provided in the Declaration, provide for the establishment, levying and collection of assessments against each Lot and take all actions necessary or appropriate to collect the same, in accordance with applicable law.

9.8 Certificates. Issue, or cause an appropriate officer to issue, upon request by any member, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.9 Insurance. Procure and maintain liability insurance, property insurance and other insurance on property owned or controlled by and the activities of the Association, and director's and officer's liability insurance, all with such coverages and in such sums as may be deemed appropriate by the Board of Directors.

9.10 Bonding. Cause officers or employees having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate.

9.11 Maintenance. Cause the Common Areas and other areas to be maintained as provided in the Declaration.

9.12 Committees. Appoint one or more committees. Any such committee shall be composed of at least one (1) director and any other individuals as the Board of Directors shall designate. Not all members of a committee need be directors unless otherwise provided in the Declaration, Articles of Incorporation or by law. A quorum of any committee so designated by the Board of Directors shall be any number of the members designated by the Board of Directors, but that quorum shall not consist of less than one-half (1/2) of the total number of members appointed to such committee. The Board may designate one (1) or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

9.13 Indebtedness of Association. Unless otherwise prohibited by the Declaration, borrow money and incur indebtedness in the name of the Association for purposes of the Association and cause to be executed and delivered therefor, in the Association's name,

promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and collateral therefor.

9.14 Alternative Dispute Resolution. To the extent permitted by law, require that disputes between the Association and a member(s) be submitted to nonbinding alternative dispute resolution as a prerequisite to commencement of a judicial proceeding.

9.15 Performance. Perform all acts and do all things required or permitted to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a Board of Directors of a not-for-profit corporation or home owners association under the laws of the State of Missouri.

ARTICLE X

MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held in November or December of each year, on such date and at such place and time as may be fixed by the Board of Directors. At each annual meeting, directors shall be elected (except to the extent the directors are to be appointed by the Declarant), reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least 5% of the votes of the members.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Cass County, Missouri at such place as may be designated in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the person(s) duly calling the meeting, by hand delivery, mailing or by e-mailing a copy of such notice, not less than ten (10) days (or if notice is mailed by other than first class or registered mail, thirty (30) days), nor more than sixty (60) days prior to such meeting to each member, addressed to the member's address or e-mail address last appearing on the books of the Association; provided that notices may be sent by e-mail only to members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall specify the place, date and time of the meeting and any matters which are required by law to be included in such notice, and, in the case of a special meeting, the purpose(s) of the meeting. Such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon so addressed to the member or when so e-mailed to such member.

10.4 Quorum and Vote Requirements. The presence at a meeting, in person or by proxy, of members entitled to cast at least 20% of the total votes of the membership on the specific actions shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice (other than announcement at the meeting) to a specified time, date and place, until a quorum shall be obtained. Except as otherwise provided in these Bylaws, the Declaration or the Articles of Incorporation or by law, a

majority vote of those entitled to vote and present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.5 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of eleven (11) months from the date of its issuance or upon conveyance by the member of his or her Lot, whichever event shall occur first.

10.6 Voting Method. Members who are present in person at a meeting of the members may vote by voice vote, show of hands, standing, or any other method for determining the votes of members, as designated by the person presiding at the meeting.

10.7 Conduct of Meetings. Meetings of the members shall be conducted as authorized by the Board of Directors. Meetings of the members shall not be required to be conducted in accordance with Roberts Rules of Order Newly Revised (or any other edition thereof) unless specified by the Board of Directors for the specific meeting of the members.

10.8 Voting Without a Meeting. The Association may conduct a vote of the members without holding a meeting of the members to the extent permitted by and in accordance with the provisions of applicable law.

ARTICLE XI

OFFICERS AND THEIR DUTIES

11.1 Enumeration of Officers. The officers of the Association shall be a president, a vice president, a secretary and a treasurer. The president and vice president shall be elected from among the members of the Board of Directors. The Association may have such other officers as the Board of Directors may from time to time elect.

11.2 Election of Officers. Initially, the officers shall be elected by the Board of Directors named in the Articles of Incorporation at the first meeting of that body, to serve at the pleasure of the Board until the first annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

At the first and each subsequent annual meeting of the Board of Directors, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board and until their successors are duly elected and qualified or until their earlier resignation or removal.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

11.3 Special Appointments. The Board of Directors may appoint such other officers and agents as the affairs of the Association may require, each of whom shall hold office for such

period, have such authority, and perform such duties consistent with these Bylaws as the Board may, from time to time, determine.

11.4 Resignation and Removal. Any officer may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board (which may be by delivery to the president or the secretary). Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

11.6 Multiple Offices. Any two (2) or more offices may be held by the same person, to the extent permitted by law.

11.7 Duties. The duties of the officers are as follows:

President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting ex officio member of all standing committees (and may also be a voting member of any such committee in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties and have such other powers as may be prescribed by the Board of Directors.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto, shall keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties, and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of secretary.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or usually vested in the office of

treasurer. The books of account and accounting records shall at all reasonable times be open to inspection by any director.

11.8 Compensation. Officers of the Association shall not receive any compensation or salary for their services as officers. Officers may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

ARTICLE XII **ASSESSMENTS**

12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements and render the services provided for in these Bylaws, the Declaration and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration.

ARTICLE XIII **BOOKS AND RECORDS**

The Association shall maintain books and records as required by applicable law. The books and records of the Association shall, at all times during reasonable business hours and upon reasonable advance written notice, be subject to inspection by any member for proper purposes, subject to any legal right of the Association to withhold certain records.

ARTICLE XIV **CORPORATE SEAL**

If adopted by the Board of Directors, the Association shall have a corporate seal in a circular form having inscribed thereon the name of the Association and the words "Corporate Seal--Missouri". The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise attached.

ARTICLE XV **GENERAL PROVISIONS**

15.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors from time to time.

15.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

15.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

15.4 Indemnification.

(a) Indemnification and Advancement of Expenses. The directors and officers of the Association shall be indemnified by the Association to the maximum extent permitted by law. Expenses incurred by a director or officer of the Association in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Association as authorized by applicable law. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such director or officer may be entitled by agreement, vote of members or of disinterested directors, or otherwise.

(b) Continuation of Rights. All rights of indemnification and advancement of expenses under these Bylaws and under any applicable law shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors and administrators of such a director or officer.

(c) Indemnification Insurance. The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under any applicable law.

ARTICLE XVI **AMENDMENT**

These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted in any of the following ways: (i) by a two-thirds (2/3) vote of the members of the Association entitled to vote who are present, in person or by proxy, at a meeting at which a quorum is present, in person or by proxy or (ii) except whenever applicable Missouri law provides that only the members may amend a particular bylaw provision, by the unanimous vote of the entire Board of Directors, and any change so made by the members may thereafter be further changed by the unanimous vote of the entire Board of Directors; provided, however, that the power of the Board of Directors to alter, amend, or repeal Bylaws, or to adopt new Bylaws, may be denied as to any Bylaws or portion thereof by the members if at the time of enactment the members shall so expressly provide. Notwithstanding the foregoing, these Bylaws may not be amended in any manner that would cause the provisions hereof to conflict with any of the lawful provisions of the Declaration or the Articles of Incorporation or conflict with any applicable law.

ARTICLE XVII **CONFLICT**

In the case of any conflict between any lawful provision of the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of

any conflict between any lawful provision of the Declaration and these Bylaws, the Declaration shall control. In the case of any conflict between these Bylaws and any applicable statute, the applicable statute shall control.

ARTICLE XVIII **FISCAL YEAR**

The Board of Directors shall have power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, the fiscal year of the Association shall end each year on the date which the Association treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

ARTICLE XIX **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the statutes of Missouri, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these Bylaws.

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The undersigned secretary of Bradley's Crossing Residential Association, a Missouri not-for-profit corporation, hereby certifies that the foregoing Bylaws are the original bylaws of said corporation adopted by the initial directors named in the Articles of Incorporation.

Dated: January 5, 2015.


Terra Stecklin, Secretary
Stecklin