

**ST. ANDREW'S PLACE HOMEOWNERS' ASSOCIATION**  
**A Not for Profit Corporation**  
**BYLAWS**

**ARTICLE I**  
**OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the Association is hereby located at HOA Management Services, LLC, 900 N. Tyler Suite 7 Wichita, KS 67212.

Section 2. Registered Office. The Association, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed in accordance with applicable laws and regulations.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Association is qualified to do business.

**ARTICLE II**  
**DEFINITIONS**

"Association" shall mean and refer to St. Andrew's Place Homeowners' Association, its successors and assigns.

"Board of Directors" or "Board" shall mean those persons elected pursuant to Article IV, Section 3.

"Common Area" shall mean any portion of the Property and all improvements or structures located thereon owned or designated by the Declaration, the Declarant or the Association for the common use and enjoyment of the Owners, specifically including all areas designated as General Common Areas by the Declaration or as Reserve areas on the recorded plat for the Property or any plat recorded in connection with any property added by Declarant in the manner provided in the Declaration.

"Declarant" shall mean and refer to St. Andrew's Place, Inc, its successors and assigns.

"Declaration" shall mean that certain Declaration of Covenants, Conditions, and Restrictions of St. Andrews Place Addition recorded on the 6<sup>TH</sup> day of December, 2000 as document no. 1936311, in the office of the Sedgwick County Register of Deeds, and all amendments and addenda thereto (hereinafter the "Declaration"), said Declaration being incorporated herein as if fully set forth;

"Lot" shall mean and refer to each Lot as platted on the plat the St. Andrew's Place Addition, an Addition to Goddard, Sedgwick County, Kansas and designated as the "St. Andrew's Place Property" within the Declaration and subsequent amendments and restatements thereto.

"Member" shall mean and refer to every person or entity that is the Owner of all or any portion of a Lot and thereby holds membership in the Association pursuant to the terms and conditions set forth in the Declaration.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot or Lots, including contract sellers, but excluding persons or entities having an interest merely as security for the performance of an obligation.

"Property" or "Land" shall mean and refer to the St. Andrew's Place Addition, an Addition to Goddard, Sedgwick County, Kansas and designated as the "St. Andrew's Place Property" within the Declaration and subsequent amendments and restatements thereto, and any property added to the Addition by Declarant in the manner provided in the Declaration.

### **ARTICLE III MEMBERSHIP**

Section 1. Membership And Assessments. Membership shall be determined as set forth in the Declaration. As more fully provided in the Declaration, members are obligated to pay to the Association general and special assessments that are secured by a continuing lien upon the property against which the assessment is made. No Owner may waive or otherwise escape liability for such assessments by non-use of the Common Areas, abandonment of his Lot or for any other reason.

Section 2. Place of Meetings. All annual meetings of Members and all other meetings of Members shall be held at any place, reasonably convenient to the membership, as designated either by the Board of Directors or by the consent of all Members entitled to vote thereat.

Section 3. Annual Meetings. The annual meetings of the Members shall be held during the first quarter of each year by notice of the Board of Directors. At such meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the power of the Members and the Association.

Written notice of each annual meeting shall be given to each Member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Member at his address appearing on the books of the Association or given by him to the Association for the purpose of notice. If a Member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the last known address available to the Association. All such notices shall be sent to each Member entitled thereto not less than then (10) days nor more than sixty (60) days before each annual meeting, and

Section 4. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors, or by one or more Members holding not less than one-fifth of the voting power of the Association. Notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 5. Adjourned Meetings and Notice Thereof. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interests, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 6. Voting. Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. The election of directors shall be without written ballot, unless requested by any Member, in which case the election of directors shall be by written ballot. Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a valid meeting of Members by the Members entitled to vote thereon. No cumulative voting shall be permitted.

Section 7. Quorum. The presence in person or by proxy of Owner(s) of one-third (1/3<sup>rd</sup>) of the Lots at any meeting shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 8. Consent of Absentees. The transactions of any meeting of Members, either annual or special, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding

of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Association records or made a part of the minutes of the meeting.

Section 9. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the Association; provided that no such proxy shall be valid after the expiration of one (1) year from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force.

Section 10. Inspection of Corporate Records. The membership ledger, the books of account and minutes of proceedings of the Members and the Board of Directors shall be open to inspection upon the written demand of any Member or the holder of a voting trust certificate within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to the Member's interests as a Member, or as the holder of such voting trust certificate. The list of Members entitled to vote shall be open to inspection by any Member, for any purpose germane to the meeting, during ordinary business hours. Such inspection may be made in person or by an agent or attorney authorized in writing by a Member, and shall include the right to make abstracts.

Section 11. Inspection of Bylaws. The Association shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the Members at reasonable times during ordinary business hours.

#### **ARTICLE IV DIRECTORS**

Section 1. Powers. Subject to any limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the Members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

- First - To alter, amend or repeal the bylaws of the Association.
- Second - To select and remove all the other agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, or the Bylaws, fix their compensation, and require from them security for faithful service.
- Third - To conduct, manage, and control the affairs and business of the Association, and to make such rules and regulations therefor not inconsistent with the

law, the Declaration, or the Bylaws, as they may deem best.

- Fourth - To change the principal office and registered office for the transaction of the business of the Association from one location to another as provided in Article I hereof; to designate any place, reasonably convenient to the membership, for the holding of any membership meeting or meetings.
- Fifth - To borrow money and incur indebtedness for purposes of the Association, and to cause to be executed and delivered therefor, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.
- Sixth - To appoint committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Association, except the power to adopt, amend or repeal Bylaws.
- Seventh- To adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.
- Eighth- To suspend the voting rights and right to use the recreational facilities and common areas of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association, or to suspend such rights for non-compliance with the Declaration or infraction of published rules and regulations for a period not to exceed sixty (60) days after notice and hearing.
- Ninth- To exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not otherwise reserved to the Members by other provisions of these Bylaws or the Declaration.
- Tenth- To employ an attorney, a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors:

- First- To supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed.
- Second- As more fully provided in the Declaration and in accordance with the terms and provisions thereof, to: (i) fix the amount of the annual assessment against each Lot subject to assessment pursuant to the Declaration; (ii) send written notice of each assessment to every Owner subject thereto; and (iii)

foreclose the lien against any property for which assessments are not paid or bring an action at law against the Owner personally obligated to pay the same.

- Third- To issue, or cause an appropriate officer to issue, upon demand by a person entitled thereto, and subject to a reasonable charge therefor, a certificate setting forth whether or not any assessment has been paid. To the extent a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- Fourth- To procure and maintain adequate liability insurance and hazard insurance on property owned by the Association.
- Fifth- To cause the Common Areas to be adequately maintained.
- Sixth- To administer the terms and conditions of the Declaration, including but not limited to the enforcement of the terms thereof.

Section 2. Number of Qualification of Directors. The authorized number of directors of the Association shall be no less than one (1) or more than Seven (7) until changed by amendment to this bylaw. Directors must be Members.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of Members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of Members held for that purpose as soon thereafter as conveniently may be. All directors shall hold office until their respective successors are elected. A director may be removed from office at any time for cause, however, by a majority vote of the voting membership, and he may be removed without cause by a two-thirds (2/3) vote of the voting membership.

Section 4. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. The election of directors to fill vacancies shall be without written ballots, unless requested by any director. If at any time, by reason of death, resignation, or other cause, the Association should have no directors in office, then any officer or any Member or any executor, administrator, trustee or guardian of a Member or other fiduciary entrusted with like responsibility for the person or estate of a Member may call a special meeting of the Members in accordance with the provisions of these Bylaws, or may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until his or her successor is elected at an annual or a special meeting of the Members.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the Members fail at any annual or special meeting of Members at which any director or

directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

The Members holding at least twenty percent (20%) of the outstanding interests may call a meeting at any time to fill any vacancy or vacancies not filled by the directors in accordance with the above procedures. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the Members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place, reasonably convenient to the Board, which has been designated from time to time by consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the Association.

Section 6. Organizational Meeting. Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 7. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given at least two (2) days before the date such meeting is to be held.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the total number of directors shall be necessary to

constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 12. Meetings by Telephone or email. Members of the Board of Directors of the Association, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or email, by means of which all persons participating in the meeting can hear one another or view written comments of all other Board members exchanged during such meeting, and such participation in a meeting shall constitute presence in person at the meeting.

Section 13. Adjournment. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 14. Votes and Voting. All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 15. Inspection of Books and Records. Any director shall have the right to examine the Association's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director.

Section 16. Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but, by resolution of the Board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

## **ARTICLE V OFFICERS**

Section 1. Officers. The officers of the Association shall be a president, a secretary, and a treasurer. The Association may also have, at the discretion of the Board of Directors, a chairman of the Board, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person.

Section 2. Election. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be



chosen annually by the Board of Directors, and each shall hold his or her office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers and other employees of the Association shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of Directors.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board. Any officer may resign at any time upon written notice to the Association.

Section 7. Chairman of the Board. The chairman of the Board, if there be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by these Bylaws.

Section 8. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the Board, if there be such an officer, 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 business and officers of the Association. He shall preside at all meetings of the Members and, in the absence of the chairman of the Board, at all meetings of the Board of Directors. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. Vice-President. In the absence or disability of the president, the vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the president, the

Board of Directors or these Bylaws.

Section 10. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at Members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the Association's transfer agent, a membership ledger showing the names of the Owners and Members and their addresses.

The secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 11. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and interests. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The treasurer shall be bonded, if required by the Board of Directors.

## **ARTICLE VI MISCELLANEOUS**

Section 1. Dues. To the extent not otherwise specified or prohibited by the Declaration, the annual assessment and special assessments shall be as specified by written resolution of the Board of Directors. Such assessments may be changed from time to time in accordance with the terms, conditions and limitations of the Declaration. All assessments shall be payable as specified by the Board of Directors. Annual assessments shall be in the same amount for all Members of the same membership class. To the extent this Section is contrary to or inconsistent with the terms and provisions of the Declaration, the terms and provisions of the Declaration shall control.

Section 2. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a director or officer of the Association, or of another

Association serving at the request of this Association, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Association or by the Association, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

(a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the Court; and

(b) The Court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Association, its receiver, or its trustee, by the Court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the Court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The Court may order notice to be given also to the Members in the manner provided in these Bylaws for giving notice of members meetings, in such form as the Court directs.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Board of Directors.

Section 4. Annual Report. No annual report to Members shall be required, but the Board of Directors may cause to be sent to the Members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 5. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the Association by the president (or vice-president, if there be one, serving in the absence of the president), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Association by the president (or vice-president serving in the absence of the president).

Section 6. Fiscal Year. The Board of Directors shall have the 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, however, 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 VII DISSOLUTION**

Section 1. Upon the dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association or in such manner as is determined by a majority vote of the membership. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of Association is then located, exclusively for such purposes or to such organizations or persons as said court shall determine.

## **ARTICLE VIII AMENDMENTS**

Section 1. Power of Directors. New bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the Bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the Bylaws by the Board of Directors shall be given to each Member having voting rights within ten (10) days after the date of such amendments by the Board.

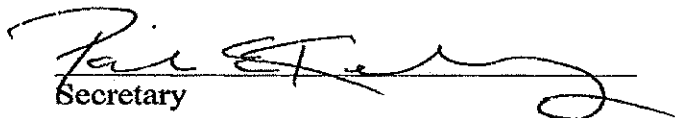
## CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of St. Andrew's Place Homeowners' Association, a Kansas not-for-profit corporation; and

(2) That the foregoing Bylaws, comprising of thirteen (13) pages (including this Certificate page), constitute the original Bylaws of said Association, as duly adopted.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 1st day of November, 2011

  
Secretary