

BY-LAWS

THE VILLAS AT THE CROSSINGS HOMEOWNERS ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the association is The Villas at The Crossings Homeowners Association, hereinafter referred to as the "Association." The principal office of the Association shall be located at Cool Springs Road, O'Fallon, Missouri, but meetings of members and the Board of Directors may be held at such places within the State of Missouri, County of St. Charles, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean, and refer to THE VILLAS AT THE CROSSINGS HOMEOWNERS ASSOCIATION, a Missouri not-for-profit corporation, its successors and assigns.

Section 2. "Properties" or "Property" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Elements" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Recreation Facilities" shall mean part of the Common Elements and include those facilities which may be built or maintained for recreational purposes.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties which contains a legal boundary of the individual Lots, and describes the portion of the Properties upon which a single Unit, including driveway, is located and is expected to have a boundary defined by the front exterior surface of the building, the outside wall of an end Unit, and a distance of twelve (12) feet beyond the rear exterior wall as set out on the plat, and the width of the driveway, and the centerline of any party walls forming the outside perimeter of the Unit, or as otherwise described as a Lot by the plat. The recorded subdivision map of the Properties shows the precise boundaries of the individual Lots and excludes the Common Elements.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to Summit Pointe, LC, their successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the St. Charles County Recorder of Deeds.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided by the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the membership shall be held within one year from the date of incorporation of the Association, and each subsequent regular meeting of the members shall be held the same month of each year thereafter, on such day as the Board of Directors shall, in their discretion, determine, at the hour of seven o'clock, P.M.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote by one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the discretion of, the secretary of person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. All proxies of Owners consisting of more than one person shall be signed by all the Owners of such unit.

ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. The first Board of Directors as named in the Articles of Incorporation shall serve for a term ending one year following the date of incorporation, and at the next annual meeting the members shall elect one member of the Board of Directors for a term of one year, one member for a term of two years and one member for a term of three years; and at each annual meeting thereafter the members shall elect one member for a term of three years.

Section 3. Removal. Any member may be removed from the Board, with or without cause, by an absolute majority vote of all of the members of the Association, without respect to any quorum requirements for any meeting of the members as established by any other provisions of these By-Laws. In the event of death, resignation or removal of a Member of the Board, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No member of the Board of Directors shall receive compensation for any service he may render to the Association. However, any member may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The members of the Board of Directors shall have the right to take any action in the absence of a meeting which they may otherwise undertake by obtaining the written approval of an absolute majority of all the members of the Association. Any action so approved shall have the same effect as though taken at a meeting of the Board.

**ARTICLE V
NOMINATION AND ELECTION OF
MEMBERS OF THE BOARD OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion, determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held monthly without notice, at such place and hours as may be fixed from time to time by resolution of the Board. Should said meetings fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each member of the Association.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which quorum is present shall be regarded as the act of the Board.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Elements, and the personal conduct of the members and their guests thereon, and to establish penalties or fines for the infraction thereof, such penalties or fines, if monetary in nature, to be collectable in all respects as if such penalties or fines were assessments;

(b) suspend the voting rights and the right to use the Recreation Facilities of the Common Elements of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees, as they deem necessary, and to prescribe their duties and compensations.

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

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meetings of the members, or at any special meetings when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) establish a budget, as provided in the Declaration of Covenants, Conditions, and Restrictions, projecting the amounts necessary to be expended to carry out its obligations pursuant to these By-Laws and to the Declaration of Covenants, Conditions, and Restrictions. An initial budget shall be established within thirty (30) days of the incorporation of the Association for the remainder of the calendar year in which the Association is incorporated;

(c) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(d) as more fully provided in the Declaration, to: (1) fix the amount of the annual assessment, payable monthly, against each Owner at least thirty (30) days in advance of each annual assessment period; (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) foreclose the lien against any property for which monthly assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(e) issue, or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate signed by two members of the Board of Directors states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) cause the Common Elements including the exterior of the buildings to be maintained.

ARTICLE VIII LEASE OF UNITS

Section 1. Each Owner shall have the right to lease or rent the Unit for single family residential purposes only, subject to the following requirements.

Section 2. Every lease or rental agreement shall be in writing and shall be subject to all provisions of these By-Laws and the Declaration of Covenants, Conditions, and Restrictions. Further, the lease or rental agreement shall incorporate the rules and regulations of the Association by reference and shall include the provision that any violation of: (1) those rules and regulations; (2) these By-Laws; (3) the Declaration of Covenants, Conditions, and Restrictions; or (4) the covenants and conditions of the lease or rental agreement itself, other than non-payment of rent, shall be a basis for termination of the lease or rental agreement.

Section 3. Every lease shall be, by its terms, non-assignable, and shall prohibit any sublet of the leasehold. In additions, each least must, by its terms, transfer all amenity rights to the lessee for the term of the lease.

Section 4. Every proposed lease or rental agreement shall be submitted to the Board for review so as to assure compliance with this Article.

Section 5. Every lease or rental agreement shall appoint the Board to act as agent for the Owner for the purpose of enforcing the terms, covenants, and conditions, of the lease or rental agreement, other than the non-payment of rent. If any such violation is not cured within thirty (30) days or such shorter time as may be provided in the lease or rental agreement, the Board shall have the right of action to evict or otherwise terminate the lease or rental agreement or the tenant's possession of the Unit. The Board shall have no other liability to the Owner or the tenant on account of any action taken to evict or otherwise terminate the lease or the tenant's possession of the Unit.

Section 6. Every lease or rental agreement shall have a minimum initial term of six (6) months.

**ARTICLE IX
OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) **President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes;

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board;

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings to the Board and to the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board;

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE X
COMMITTEES**

The Association may appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable costs.

**ARTICLE XII
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual assessments and special assessments which are secured by a continuing lien upon the property of an Owner against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment, or the due and payable pro-rata portion thereof, is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum statutory rate, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to

the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Elements or abandonment of his Lot.

**ARTICLE XIII
AMENDMENTS**

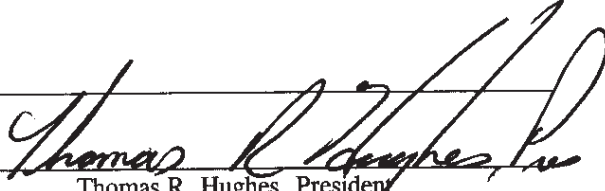
Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.


**ARTICLE XIV
MISCELLANEOUS**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

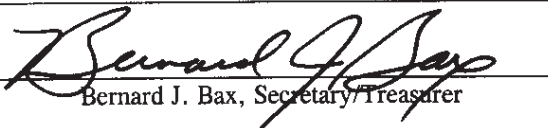
IN WITNESS WHEREOF, we, being all the members and directors of THE VILLAS AT THE CROSSINGS HOMEOWNERS ASSOCIATION, have hereunto set our hands this 27th day of October, 1998.



Thomas R. Hughes, President



Steven W. Thomas, Vice-President



Bernard J. Bax, Secretary/Treasurer

STATE OF MISSOURI)
) SS
COUNTY OF ST. CHARLES)

On this 27th day of October, 1998, before me personally appeared Thomas R. Hughes, Steven W. Thomas, Bernard J. Bax to me known to be the persons described herein and who executed the foregoing document, and acknowledged that they executed the same as their free act and deed.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

DEBORAH L. OLSON
Notary Public — Notary Seal
STATE OF MISSOURI
Lincoln County
My Commission Expires May 17, 2001

Deborah L. Olson
Notary Public

Deborah L. Olson
Print Name

My Commission Expires: May 17, 2001

STATE OF MISSOURI
COUNTY OF ST. CHARLES
RECORDER OF DEEDS
FILED FOR RECORD

DEC - 4 1998

By Barbara Hall
Time 12:26 P.M.

CERTIFICATION

I, the undersigned, do hereby certify: THAT I am the duly elected and acting secretary of THE VILLAS AT THE CROSSINGS HOMEOWNERS ASSOCIATION, and THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 27th day of October, 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of October, 1998.

Bernard J. Bax

Bernard J. Bax
Print Name

END OF DOCUMENT