

BRIDGEFIELD HOMEOWNERS' ASSOCIATION

BYLAWS

ARTICLE I

Purpose

Section 1. Not for Profit Organization. This Association is organized not for profit, exclusively as a Homeowners' Association, and it is intended that this Association shall qualify as a Homeowners' Association under § 528 of the Internal Revenue Code, or the corresponding section of any future federal tax code. As provided in Article IV, the powers and prerogatives of members of the Association shall be identical to that of stockholders of a stock Association; except that no member shall be entitled to receive dividends, distributions of assets or other financial benefit from such membership.

Section 2. Statement of Purpose. Consistent with the foregoing statement of organizational purposes, the Association is organized for the purpose of managing, maintaining, and caring for property owned by the Association.

Section 3. Coordination with Articles of Incorporation. The above statement of purpose is more fully set forth in the Articles of Incorporation of the Association, as amended, and nothing herein shall be deemed to limit or qualify the organizational purposes and the nature of the corporate business as set forth in the Articles of Incorporation.

ARTICLE II

Definitions

1. "Association" shall mean and refer to this Association, the Bridgefield Homeowners' Association, and its successors and assigns.
2. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

3. "Properties" shall mean and refer to that certain real property described on the attached Exhibit A, and such additions thereto as may hereinafter be brought within the jurisdiction of the Association.
4. "Common Area" shall mean all real property (including improvements thereto) owned or hereafter acquired by the Association for the common use and enjoyment of the Owners. The Common Area also includes that portion of the Properties shown on and identified as Common Area in any recorded subdivision map.
5. "Lot" shall mean and refer to each single contiguous parcel of property sold by the Developer to an Owner which parcel may consist of all or part of one or more Lots shown on any recorded subdivision map of the Properties excluding the Common Areas.
6. "Developer" shall mean and refer to Scott Developers, L.C., a Kansas Limited Liability Company, its successors and assigns in interest in the rights of the Developer under these covenants.
7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties and the Declaration of Homeowners' Association of Bridgefield Homeowners' Association, collectively, recorded in the Office of the Register of Deeds of Sedgwick County, Kansas.
8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the Association is hereby located at 21 Scottsdale, Wichita, Sedgwick County, Kansas 67230.

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 Sedgwick County, Kansas. By like resolution the resident agent at such registered office may be changed to any other person or Association, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the Office of the Register of Deeds for Sedgwick County.

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 IV

Members

Section 1. Membership. Owners of Lots in the Properties included in the Bridgefield Addition shall be the members of this Association. Owners shall be Class A members and shall be entitled to two votes for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than two votes be cast with respect to any Lot. The developer shall be a Class B member and shall be entitled to nine votes for each Lot owned. Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When all Lots in the development have been sold; or
- (b) On the voluntary surrender of said Class B membership.

Section 2. Transfer of Membership. Membership in the Association shall follow ownership of the Lot. If any interest in a Lot is sold, the selling Owner's membership shall transfer to the purchaser.

Section 3. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the Association unless another place within Sedgwick County, Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Association.

Section 4. Fines and Penalties. Fines or penalties are permitted for violations of membership rules adopted by the Board of Directors and shall be reasonable in amount.

Section 5. Annual Meetings. The annual meetings of the members shall be held on the third Saturday in January each year at 10:00 a.m. of said day. 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.

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 place where the principal office of the Association is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day and the hour of such

meeting, and shall state such other matters, if any, as may be expressly required by statute. If this bylaw as to the time and place of election of directors is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Section 6. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Directors, or by one or more members holding not less than one third of the voting power of the Association. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notice 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 7. 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 members 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 8. 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 notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting shall be held. Such vote may be voice vote or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election and before the voting begins. Each member shall be entitled to two votes for each Lot owned by such member subject to the provisions set out in Section 1 of Article IV. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a valid meeting of members entitled to vote thereon. No cumulative voting shall be permitted.

Section 9. Quorum. The presence in person or by proxy of persons entitled to vote at least twenty percent (20%) of the voting shares at any business 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 10. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and 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 corporate records or made a part of the minutes of the meeting.

Section 11. Action Without Meeting. Any action which under any provision of the Kansas Association Code may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Association, or such other procedure followed as may be prescribed by statute.

Section 12. 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 three (3) years 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 13. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. 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. Demand of inspection other than at a members' meeting shall be made in writing upon the president, Secretary, assistant Secretary or general manager of the Association.

Section 14. 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 all reasonable times during ordinary business hours.

ARTICLE V

Directors

Section 1. Powers Vested in Board of Directors. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Association 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 conduct 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 officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.

Third -- To conduct, manage, and control the affairs and conduct of the Association, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

Fourth -- To appoint an architectural committee composed of three (3) persons to review all proposed construction designs and location and to assure that such proposed construction is in compliance with established guidelines.

Fifth -- To change the principal office and registered office for the transaction of the conduct of the Association from one location to another as provided in Article III hereof; to fix and locate from time to time one or more subsidiary office of the Association within or without the state of Kansas, as provided in Article III, Section 2 hereof; to designate any place within or without the state of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all time comply with the provisions of law.

Sixth -- To appoint an executive committee and other committees, and to delegate to such committees any of the power and authority of the Board in the management of the conduct and affairs of the Association, except the power to adopt, amend or repeal Bylaws. Any such committee shall be composed of one or more directors.

Section 2. Number and Qualification of Directors. The authorized number of directors of the Association shall be not less than one (1) and not more than nine (9) until changed by amendment to this bylaw. Directors need not 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 can be removed from office at any time for good cause, however, by a majority vote of the members, and he may be removed without cause by a majority vote of the members.

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. 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 Association Code. Each director so elected shall hold office until his 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.

If the Board of Directors accepts the resignation of a director rendered 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 term of office.

Section 5. Place of Meetings. All annual meetings of the Board and all other meetings of the Board shall be held at the principal office of the Association unless another place within Sedgwick County, Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all directors entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Association.

Section 6. Annual Meetings. The annual meetings of the Board shall be held on the third Saturday of January, in each year at 10:30 a.m. of said day. At such meeting, officers 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 directors. The Secretary shall give five (5) days written notice of such meeting to each director, unless waived by such director.

Section 7. Special Meetings. Special meetings of the directors, for any purpose or purposes whatsoever, may be called at any time by directors constituting not less than thirty percent (30%) of the Board of Directors. The Secretary shall give five (5) days written notice of such meeting to each director, unless waived by such director.

Section 8. Voting. Each director shall have one (1) vote for all matters which may properly come before the members at any annual or special meeting.

Section 9. Quorum. The presence in person of at least one-third (1/3) of the directors shall constitute a quorum for the transaction of business. 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 10. Consent of Absentees. The transactions of any meeting of directors, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each of the directors entitled to vote, not present in person, 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 corporate records or made a part of the minutes of the meeting.

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 directors at all reasonable times during ordinary business hours.

Section 12. Meeting by Telephone. 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 similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 13. Fees and Compensation. Directors shall not receive any salary for their services as directors.

Section 14. Action Without Meeting. Any action which under any provision of the Kansas Association Code may be taken at a meeting of the directors may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Association, or such other procedure followed as may be prescribed by statute.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Association shall be a President, a Secretary, and a Treasurer. Any number of offices may be held by the same person (e.g., the Secretary and Treasurer may be the same individual).

Section 2. Election. The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article VI shall be elected by the directors at the annual meeting of the Board of Directors of the Association. All officers shall

hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Compensation of Officers. The officers and employees of the Association shall receive such salaries or other compensation, if any, 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; provided, that in no event shall any such compensation be paid except as is reasonable for actual services performed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment by the Board of Directors.

Section 5. 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.

Section 6. 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 conduct and officers of the Association. The President shall also serve as chairman of the Board of Directors and shall preside at all meetings of the directors. The President 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 an Association, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. 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, 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, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a list of directors showing their names and addresses.

Section 8. 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 shares. 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 the

Treasurer's 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 VII

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of fifteen percent (15%) per annum, or the then prime rate of Prairie State Bank, Wichita, Kansas, whichever is higher, and the Association may bring any 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 waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE VIII

Miscellaneous

Section 1. 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 resolution of the Board of Directors.

Section 2. 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. Unless otherwise provided by the Board of Directors, all instruments, deeds, conveyances and contracts shall be executed on behalf of the Association by the President or Vice President, if there be one, or by any 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.

Section 3. 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 IX

Amendments

Section 1. Amendments. The members and directors shall have concurrent power to make, alter, repeal, or amend any bylaw except with respect to any bylaw which provides that it may be altered, repealed, or amended exclusively by the members.

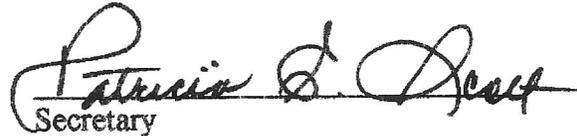
Certificate of Secretary

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of Bridgefield Homeowners' Association, a Kansas nonprofit Association; and

(2) That the foregoing Bylaws, comprising of thirteen (13) pages, constitute the Bylaws of said Association, as duly adopted at a special meeting of the Board of Directors thereof duly held on the 29 day of August, 1997 and approved at a meeting of the members duly held on the 29 day of August, 1997.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 29 day of August, 1997.


Secretary

Approved:

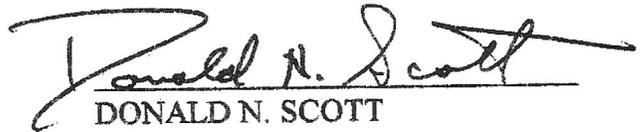

President


Director

CALL, WAIVER OF NOTICE, CONSENT TO
FIRST MEETING OF INCORPORATOR OF
BRIDGEFIELD HOMEOWNERS' ASSOCIATION, INC.

I, the undersigned, being the sole incorporator of Bridgefield Homeowners' Association, hereby waive notice of the time and place of the first meeting of the incorporator to be held for the purpose of accepting the Articles of Incorporation, electing Directors, and taking such other actions as are necessary and proper to complete the organization of the corporation, and in so doing, to transact such other business as may come before the meeting; and I hereby consent to the first meeting being held at 21 Scottsdale, Wichita, Sedgwick County, Kansas, at 10:00 a.m. on August 7 1997.

Dated at Wichita, Kansas effective August 29, 1997.


DONALD N. SCOTT

MINUTES OF INCORPORATOR'S MEETING OF
BRIDGEFIELD HOMEOWNERS' ASSOCIATION, INC.

The first meeting of the incorporator of Bridgefield Homeowners' Association was held at 21 Scottsdale, Wichita, Kansas, on August 29 1997 at 10:00 a.m.

Present for said meeting was Donald N. Scott, being the sole incorporator named in the Articles of Incorporation. Also present was Patricia E. Scott.

On motion of the incorporator, Donald N. Scott, was elected temporary Chairman and Patricia E. Scott was elected temporary Secretary of the meeting.

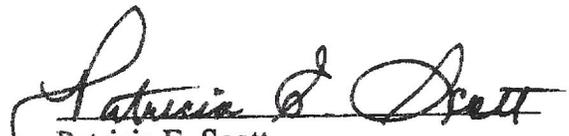
The Chairman announced that the meeting was held pursuant to a waiver of notice and consent of the incorporator.

It was reported that the Articles of Incorporation of the corporation were filed in the office of the Secretary of State of Kansas on August 19 1997, and that a certified copy thereof will be filed for record in the office of the Register of Deeds of Sedgwick County, Kansas. A copy of the Articles of Incorporation was ordered to be inserted in the Minute Book as part of the records of the meeting.

The meeting then proceeded to the election of directors to hold office for the ensuing year and until their successors are elected and qualify. Upon motion duly made and unanimously adopted the following were nominated and elected to serve as the directors of the corporation:

Donald N. Scott
Patricia E. Scott

There being no further business to come before the meeting, it was, upon motion duly made, adjourned.


Patricia E. Scott,
Secretary

ACCEPTANCE OF ELECTION AS DIRECTORS OF
BRIDGEFIELD HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, hereby accept our election as the Directors of Bridgefield
Homeowners' Association, at the first meeting of the incorporators held on August 29, 1997.


Donald N. Scott


Patricia E. Scott