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DELIA HESTON, REGISTER OF DEEDS  
JEFFERSON COUNTY, KS  
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**AMENDED AND RESTATED BYLAWS  
OF THE  
LAKE RIDGE ESTATES HOME ASSOCIATION, INC.  
A KANSAS NON-PROFIT CORPORATION**

*Including Amendments  
Approved by the Members of the Association  
At the Association's Annual Meeting on March 24, 2013*

**ARTICLE I  
NAME OF CORPORATION AND PRINCIPAL OFFICE**

Section 1.1. **Name.** The name of the corporation is LAKE RIDGE ESTATES HOME ASSOCIATION, INC., hereinafter referred to as the "Association."

Section 1.2. **Office.** The principal and registered office of the corporation is 6504 Cherokee Lane, Ozawkie, Kansas 66070

**ARTICLE II.  
DEFINITIONS**

Section 2.1. **Definitions.** The following words and tenor, as used in these Bylaws, unless the context shall otherwise require, mean and be defined as follows:

- (a) "Association" means the aforesaid corporation. Said term may be used interchangeably with the term "Corporation."
- (b) "Board" means the Board of Directors of the Association.
- (c) "Bylaws" means the bylaws of the corporation.
- (d) "Owner" and "Member" mean any person who holds fee simple title to a lot.

**ARTICLE III.  
MEMBERSHIP**

Section 3.1. **Voting Members.** Voting memberships shall be appurtenant to lots in the development and all persons who become owners thereof shall, by reason of such ownership, become Members of the Association.

There shall be one voting member for each lot regardless of the number of persons who may have an ownership interest in such lot or the manner in which title is held by them. A lot held by a husband and wife in any form of joint ownership shall qualify the owners for only one membership which shall be issued in the name of the husband unless otherwise directed.

Ownership of more than one lot shall entitle the owner to all rights and privileges of a voting membership for each such lot owned and shall subject such owner to all the liabilities and assessments and duties attendant to the ownership of each lot separately and provided further that the owner of more than one lot shall be considered as a single member only for the purposes of notice.

Section 3.2. **Privileges of Members.** Voting Members and their guests shall have a license to use the streets, parks, and recreational facilities owned by the Association subject to the Declarations of Restrictions to run with the land of the Lake Ridge Estates Home Association, Inc., and subject to the rules and conditions for the use thereof as may be established from time to time by the Board of the Association.

Sections 3.3. **Limitations and Privileges and the Right to Vote.**

- (a) A Member may be declared by the Board to be a “member not in good standing” in the event that such Member has failed to pay any assessment or charge made by the Association against him or her or against his or her lot, the ownership of which gives rise to his or her membership, or for violation of the rules and regulations of the Association.
- (b) A Member not in good standing shall not be entitled to vote at any meeting of the Members so long as such status shall be in effect.
- (c) The Board may limit and/or suspend the privileges of any Member who has been determined by said Board to be a member not in good standing.

**ARTICLE IV.  
TRANSFER OF MEMBERSHIP**

Section 4.1. **Transfer.** A voting membership in the Association is transferable only upon the transfer of ownership of the lot giving rise to such ownership. The Board may by resolution require the payment of a transfer fee. All transfers shall be subject to the payment of all indebtedness to the Association the lot or the Member, whose membership is transferred, and no transfer of membership shall be entered on the Association records until such indebtedness and any transfer fee shall have been paid.

**ARTICLE V.  
MEETING OF MEMBERS**

Section 5.1. **Place of Meetings.** Any meeting of the Members of the Association shall be held in the state of Kansas at such particular place therein as stated in the notice of such meeting.

Section 5.2. **Annual Meeting.** The annual meeting of the Association shall be held on the third Sunday of March and such subsequent annual meetings of the Members shall be held on the same day of the same month of each year thereafter at the hour of 2:00 p.m. Notwithstanding the foregoing, the Board by majority vote may change the date and time of the annual meeting, but such changed date in each year must be on or before March 31 of each year.

Section 5.3. **Special Meetings.** Special meetings of the Members of the Association may be called at any time by the president, by the Board, or upon written request of 20% of the voting Members eligible to vote at such special meetings. The notice for a special meeting must set forth the purpose of said special meeting.

- (a) The Board upon receipt of a written request or petition seeking a special meeting of the membership, shall determine the sufficiency thereof by checking the signatures thereon against the Association records of eligible voting Members. Should said petition or request be insufficient, the Board shall so state in the minutes of said Board and cause the

same to be filed. If sufficient, the Board shall order notice of such meeting to be given as herein provided.

- (b) No business other than that specified in the notice of meeting shall be considered or acted upon at any special meeting of the voting Members of the Association.

Section 5.4. **Notice of Meetings of the Association.** Written or printed notice of the annual and of each special meeting of the Members of the Association shall be given by the secretary by mailing a copy of such notice by first class mail, postage prepaid, not less than ten (10) days nor more than thirty (30) days before the date of the meeting, to each Member entitled to vote at such meeting addressed to each Member as it appears on the records of the Association. Such notices shall not be required to be sent by certified or registered mail. The notice shall specify the place, day, and hour of the meeting, and in the case of special meetings such notice shall set forth the purpose of such meeting. Only one notice is required to each voting Member regardless of the number of lots such Member may own. Whenever any notice whatsoever is required to be given by law, by the Articles of Incorporation, by the Declaration of Restrictions or by these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where such Member so states at the opening of the meeting by objecting to the transaction of any business because the meeting allegedly is not lawfully called or convened.

Section 5.5. **Eligible Voting Members Determined.** The records of the Association relative to voting Members shall be closed for voting purposes fifteen (15) days prior to the annual meeting or any special meeting of the Association, and only those voting Members then of record and in good standing shall be entitled to vote at the ensuing meeting. Such records shall be re-opened immediately following each meeting to reflect transfers and changes in status of eligibility of voting Members.

Section 5.6. **Quorum.** Ten percent (10%) of the eligible voting Members entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum, except as otherwise provided by the Articles of Incorporation, the Declaration of Restrictions, or these Bylaws. If a quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting from time to time without further notice until a quorum shall be present or represented.

Section 5.7. **Majority vote of quorum first present required.** A simple majority vote (greater than 50%) of those present in person or by proxy shall be necessary for the adoption on any matter voted upon by the Members, where a quorum has first been declared to be present, unless a greater proportion is required by law, the Articles of Incorporation, the Declaration of Restrictions, or these Bylaws. A quorum once established need not be maintained throughout a meeting in order to vote on matters presented for a vote by those present or otherwise to conduct business of the Association.

Section 5.8. **Proxies.** At all annual and special meetings of the membership, an eligible voting Member may vote in person or by written proxy executed by such Member. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. Said proxy shall not be valid after twelve months from the date of its execution.

Section 5.9. **Voting Rights of Eligible Voting Members.** Each eligible voting Member shall be entitled to cast one vote in person or by proxy on each matter brought to a vote before any meeting of the Members. Cumulative voting shall not be permitted.

**ARTICLE VI.  
BOARD OF DIRECTORS**

Section 6.1. **Number.** The Affairs of this Association shall be managed by a Board of Directors consisting of five (5) in number.

Section 6.2. **Term.** At each annual meeting the Members shall elect directors for a term of three (3) years each.

Section 6.3. **Removal.** Any director may be removed from the Board with or without cause, by a majority vote of the Qualified and eligible voting Members of the Association. In the event of the death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board and the successor director shall serve for the unexpired term of his or her predecessor.

Section 6.4. **Compensation.** No director shall receive compensation for any service as a member of the Board. Directors may be reimbursed for actual expenses incurred or compensated for services provided to the Association other than services as a director.

Section 6.5. **Nomination.** Nomination for election to the Board shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting of the Association. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two or more Members of the Association. The nominating committee shall be appointed by the Board not less than thirty days prior to each annual meeting of the Members to serve from the date of appointment until the close of such annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but no fewer than the number of vacancies that are to be filled on the Board.

Section 6.6. **Election.** Election to the Board shall be by oral or written ballot as determined by the president. At such election the Members or their proxies may cast, in respect to each vacancy, the votes they are entitled to exercise as a voting Member in good standing, as hereinbefore provided, for each candidate. The person receiving the largest number of votes for each director position voted upon shall be elected. Cumulative voting is not permitted.

Section 6.7. **Regular Meetings of Directors.** Regular meetings of the Board shall be held monthly, or more frequently, without written notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 6.8. **Special Meetings.** Special meetings of the Board shall be held when called by the president of the Association or by any two directors after not less than three (3) days written notice to each director. A waiver of notice of a special meeting signed by all directors may be used in lieu of the three-day written notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where such director so states at the opening of the meeting by objecting to the transaction at any business because the meeting allegedly is not lawfully called or convened.

Section 6.9. **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of any and all business of the Board. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is first established shall be regarded as the act of the Board. A quorum once established need not be maintained throughout a meeting in order to vote on matters presented for a vote by those present or otherwise to conduct business of the Board and the Association.

Section 6.10. **Powers.** The Board shall have the powers to:

- (a) Manage and control the affairs of the Association, unless otherwise provided herein.
- (b) Adopt and publish rules and regulations governing the use of common areas and facilities, including all recreation facilities, use and permitted improvements for lots, and the personal conduct of the Members and their guests, and to establish penalties for the infraction thereof.
- (c) Suspend the voting rights and the right to use the recreational facilities that compose a part of the common areas and facilities during any period in which a voting Member shall be in default in the payment of any fees and charges owed to the Association or any other obligation under the Declaration of Restrictions or Association rules and regulations. The Board may not, in any event, revoke, limit, restrict, or suspend in any way the right of any owner to use and enjoy the private drives, streets, and parking areas located upon any real estate owned by the Association. As a right running with the real property, ownership of each lot shall include the right to use and enjoy all walks, pavements, parking areas, entrances, and exits owned by the Association. There shall always be direct access by both pedestrians and vehicles to and from each lot to a public street.
- (d) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the voting Members by other provisions of the Articles of Incorporation, the Declaration of Restrictions, or these Bylaws.
- (e) Declare, at the option of the Board upon a majority vote, the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular or special meetings of the Board.
- (f) Employ a manager, an independent contractor, or such other employees as they deem necessary, to exercise powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions by Articles of Incorporation, the Declaration of Restrictions, or these Bylaws and to prescribe their duties.
- (g) Adopt, at the option of the Board upon a majority vote, a corporate seal as the seal of the Association.
- (h) Designate a banking institution as the depository for the Association's funds and the officer or officers authorized to make withdrawals there from and to execute obligations on behalf of the Association. Checks drawn on or obligations funded from accounts of the Association in the amount of Two Thousand Five Hundred Dollars (\$2500) or more must have the signatures of two officers to be valid.
- (i) Perform other powers or acts authorized by the laws of Kansas, including the power to borrow money for Association purposes. The written affirmation of the majority of the Board that the interest of the Association requires the borrowing of money in order to implement the operating budget of the Association shall be sufficient evidence for any person that the borrowing is for a proper corporate purpose. The directors may, if the

same shall be reasonably necessary, assign, pledge, mortgage, or encumber any Association property as security for such loans and they may pledge or assign future revenues of the Association as security therefore.

- (j) Adopt reasonable rules of order for the conduct of the meetings of the Association, and with reference thereto, on procedural questions upon which no rules have been adopted, the ruling of the chairman of the meeting shall be final.
- (k) Foreclose the lien against a lot or lot owner for any fee, charge or assessment not paid

Section 6.11. **Duties.** It shall be the duty of directors to:

- (a) Cause to be kept reasonable records of its acts and to present an annual report to the Members at the annual meeting thereof.
- (b) Supervise all officers, agents, managers, and employees of the Association to see that their duties are properly performed.
- (c) The Board shall have the right to:
  - (1) Establish changes in fees, charges, or lot assessments, subject to any limitations as may be set forth in the Declaration of Restrictions, if any; provided, however, and in any event, that any increase by the Board in such fees, charges, or lot assessments for any year may not be more than 15% of the amount of such fees, charges, or lot assessments for the immediately preceding year. Any increase in fees, charges, or lot assessments in excess of 15% must be approved by a majority vote of the Members.
  - (2) Send written notice of all fees, charges, and lot assessments to every person subject thereto.
  - (3) Issue, or cause to be issued, a statement or certificate stating whether fees, charges, and lot assessments have been paid
  - (4) Cause all officers or employees having fiscal responsibilities to be bonded in such amounts as may be determined by the directors.

Section 6.12. **Voting.** A Board member must be present at a regular or special meeting of the Board to vote subject to the following exceptions:

- (a) A Board member may participate and vote by telephone as long as his or her voice can be heard by all Board members and
- (b) Voting by written consents or ballots in lieu of attendance at meetings shall be permitted. In such event, such written consents or ballots in lieu of attendance may be submitted to the secretary by facsimile or electronic mail before or during the meeting if within twenty-four (24) hours thereafter such consent or ballot is hand-delivered or sent by first class mail to secretary.

Section 6.13. **Directors' Action Without Meeting.** Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors. The consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held and the secretary shall file such consents with the minutes of the meetings of the Board.

Section 6.14. **Board Meetings Open to Members.** All regular and special meetings of the Board shall be open to all Members. Any Member may request that an item be placed on the agenda of any meeting of the Board by submitting the same in writing to the president prior to said meeting. After completion of old and new business at each meeting of the Board, the president or the chairman of the meeting (if any), shall permit discussion and comments from any attending Member, subject to a reasonable time limit to be determined by the president or chairman, if any. Otherwise, persons attending shall have no right to actively participate in the full meeting of the Board unless requested to do so by the Board.

Section 6.15. **Conflict of Interest.** In case the Association enters into contracts or transacts business with one or more of its directors or with any firm of which one (1) or more of its directors are members or with any other business entity of which one or more of its directors are members, shareholders, directors, or officers, such transaction or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the Association; provided that such contract or transaction is approved:

- (1) In advance by the vote of the board of directors or committee of the board if:
  - (a) The material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board;
  - (b) The directors approving the transaction in good faith reasonably believe the transaction is not unfair to the Association.

The transaction in which a director has an interest is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the Board with no direct or indirect interest of the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a material interest in the transaction does not affect the validity of any action taken under this provision of the bylaws if the transaction was otherwise approved as provided herein.

## **ARTICLE VII OFFICERS**

Section 7.1. **Description of Officers.** The officers of the Association shall be a president, vice president, secretary, treasurer, and such other officers as the Board may, from time to time, by resolution determine. An officer must be a member of the Board.

Section 7.2. **Election.** The election of the officers shall take place at the first meeting of the Board following each annual meeting of the Members.

Section 7.3. **Term.** The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year or until his or her successor is duly elected and qualified. Any officer may be

removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the president, and the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. A vacancy in any office shall 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 or she replaces.

Section 7.4. **Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices.

Section 7.5. **Duties.** Duties of the officers are:

- (a) **President.** The president shall preside at all meetings of the Board, shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds of trust, deeds, contracts, and all other written instruments applicable to real or personal property of the Association.
- (b) **Vice President.** The vice president shall act in the place of the president in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be determined from time to time by resolution of 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 of the Association; keep the corporate seal of the Association, if any, and affix it to all documents requiring the seal; serve notice of meetings of the Board and of the Members of the Association; keep appropriate current records of the Board and of the Members of the Association, together with their addresses; and shall perform such other duties as may be determined by the Board.
- (d) **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts in the name of the Association, all monies of the Association; shall disburse such funds as directed by resolution of the Board; shall keep or cause to be kept proper books of account; may cause an annual audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting concerning estimated assessments to provide funds to the Association for all services as provided in the Declaration of Restrictions.

Section 7.6. **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 of Restrictions, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

Section 7.7. **Indemnification of Officers and Directors.**

- (a) The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's



fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action, had not reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, against such director shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- (b) The Association shall indemnify any person who was or is a party, or is threatened to be made a part to any threatened, pending, or completed action or suit by or in the right of the Association to procure judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including reasonable attorneys' fees), actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter, as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (c) To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred in connection therewith.
- (d) Any indemnifications under paragraph (a) and (b) (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon the determination that the indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above.
- (e) Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who are not party to such action, suit, or proceeding, or (ii) if such quorum is not obtainable, or if obtainable, and a quorum of disinterested directors so directs, if determined by independent legal counsel in a written opinion that such director, officer, employee, or agent has met the applicable standard of conduct.

- (f) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this or another section.
- (g) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or vote of disinterested directors or otherwise as to action in his or her official capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of his or her heirs, executors, and administrators.
- (h) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against any liability under the provisions of this section.

Section 7.8. **Removal.** Any officer or agent elected or appointed by the Board may be removed or discharged by the Board with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.9. **Repayments.** Any payments made to an officer of the Association, such as a salary, commission, bonus, interest, rent, or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service or state tax authority shall be reimbursed by such officer to the Association to the full extent of such disallowance. It shall be the duty of the directors, as a board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the directors, proportionate amounts may be withheld from his or her future compensation payments until the amount owed to the Association has been recovered.

## **ARTICLE VIII. DUTIES OF MEMBERS**

Section 8.1. **Payment of Assessments.** It shall be the duty of every member, as herein provided, to pay all charges, fees, and lot assessments levied by the Board to the Association on or before the date fixed by resolution of said Board. Written notice of the charge and date of payment will be sent to each Owner, as herein provided, at the last address given to the Association by said Owner. If any charges, fees, or lot assessments levied against any lot shall not be paid when due, such unpaid amount shall become a lien upon said lot, and shall remain a lien until paid, all as provided in the Declaration of Restrictions.

The Board may direct that any such actions be instituted either at law or in equity for the collection of such assessments or charges including interest, cost of collection and attorneys' fees as they shall deem appropriate. The sale or transfer of any lot shall not affect any lien or charges provided for herein. Upon request, the Association shall furnish a statement certifying that the charges against a specified lot have been paid or that certain charges

remain unpaid as the case may be. In any event, the Association shall not be required to transfer memberships on its books or to otherwise permit the exercise of any rights or privileges of memberships by any Member unless and until all of the assessment and charges due it are paid.

Section 8.2. **Condition of Lots.** Each Member of the Association shall keep the property owned by him or her in the Lake Ridge Estates subdivision in good repair and shall keep the same so as to prevent the same from becoming unsightly, all as provided in the Declaration of Restrictions, to run with the land of the Lake Ridge Estates subdivision.

#### **ARTICLE IX. FISCAL YEAR**

Section 9.1. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

#### **ARTICLE X. STATE LAW TO CONTROL**

Section 10.1. **Application of Chapter 17, Statutes of the State of Kansas:** Except as provided for the contrary herein, Chapter 17 of the Statutes of the State of Kansas shall govern the operation of the Corporation.

#### **ARTICLE XI. AMENDMENTS**

Section 11.1 **Amendment of the Bylaws.** The Bylaws of the Association may be amended at the annual or any special meeting of the Members of the Association, provided that the written notice of such meeting advises that such amendment will be proposed at such meeting along with the text of such proposed amendment.

#### **ARTICLE XII. DISSOLUTION**

Section 12.1. **Dissolution Clause.** Determination of whether to dissolve Lake Ridge Estates Home Association, Inc. shall be governed by the provisions of Kansas Statutes Annotated 17-6805 and 17-6804 or successor statutes governing such dissolution if such statutes are repealed or otherwise rendered inapplicable to the dissolution of the Association. Subject to the foregoing, if a majority of the Board of Directors determines that Lake Ridge Estates Home Association, Inc. should be dissolved, by the adoption of a resolution stating that fact, the Board shall give notice to the Members of such resolution and of an upcoming meeting of the Members to take action on the resolution. At the meeting of the Members, a vote shall be taken for or against the proposed dissolution. If a majority of the members votes for the proposed dissolution, a certificate stating that the dissolution has been authorized in accordance with the provisions of K.S.A. 17-6804 and setting forth the names and residences of the directors and officers of the Association shall be executed and filed in accordance with the provisions of Kansas Statutes Annotated 17-6003 and amendments thereto.

Upon the filing of the certificate named above and upon the Kansas Secretary of State issuing a certificate stating that the Association has been dissolved, the Board of the Association, pursuant to the provisions of Kansas Statutes Annotated 17-6810 or any successor statute, shall: a) pay all allowances, expenses, costs, liens to the extent of their lawful authority; b) pay the other debts due from the Association if there are sufficient funds to do so, and if not, distribute the amount available ratably among creditors that have properly proven their debts; and c) if there is any

balance remaining, it shall be paid to the Members proportionally, based on the number of lots for which they are able to cast a vote pursuant to the provisions of ARTICLE III of these Amended and Restated Bylaws.

*Certificate of Secretary*

The undersigned hereby certifies that the above and foregoing Restated and Amended Bylaws of the Lake Ridge Estates Home Association, Inc. is a true and correct copy of such bylaws as amended and restated by a majority vote of the Members of the Association at its annual meeting duly conducted and held on March 20, 2011.

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Secretary

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Printed Name

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Date