

COPY

BYLAWS  
OF  
CORPORATE MEADOWS OFFICE PARK OWNERS ASSOCIATION, INC.  
a Kansas non profit corporation

1. Name of Corporation and Principal Office.

The name of this corporation is CORPORATE MEADOWS OFFICE PARK OWNERS ASSOCIATION, INC., referred to hereinafter as the "Association." The principal office of this Corporation shall be located at 5800 SW 6TH, Topeka, Kansas 66606. Meetings of the members and directors may be held at such places within or without the State of Kansas as may be designated by the Board of Directors.

2. Definitions.

All definitions set forth in the Declaration and Dedication dated April 16, 1996, entitled "Corporate Meadows Office Park Owners Association, Inc. Declaration of Restrictions and Easements" (the Declaration) shall apply to these Bylaws and the same are incorporated herein by reference and made a part hereof.

3. Meetings of Members

a. Annual Meeting

The first Annual Meeting of the members shall be held on the third Tuesday of January, 1997, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour of 7:30 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

b. Special Meetings

Special meetings of the members may be called at any time by the board of directors, or upon written request, of the members

who are entitled to vote fifty percent (50%) or more of the voting memberships.

**c. Notice**

Written notice of each special meeting of the members shall be given by the Secretary by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such special meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association. The notice shall specify the place, day and hour of the meeting, and the purpose of the special meeting. No notice need be given of the regular Annual Meeting.

**d. Quorum**

Fifty percent (50%) of the members entitled to vote, represented in person or by written proxy shall constitute a quorum for any action except as otherwise provided by the Kansas Corporation Code, the Articles of Incorporation, the Declaration or these Bylaws. If a quorum shall not be present at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time, without further notice until a quorum shall be present or represented.

**e. Voting of Members**

1. Every Owner of a building lot subject to the declaration shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of a building lot which is subject to the declaration.

2. Each Member shall have one vote for each full acre owned and for each fraction of an acre owned as set forth in paragraph 4.3 of these Bylaws.

3. Votes shall be cast by the member or in the case of a corporation or partnership by an officer or partner of such entity.

**4. Board of Directors**

4.1 The business and affairs of this Corporation shall be managed by an initial Board of Directors consisting of four (4) in number. The total Board shall not be less than two (2) nor more than seven (7) in number. The first election of directors will be held at the first meeting of the membership as set forth in these Bylaws. The names of the members of the first Board of Directors established by the Articles of Incorporation filed with the Secretary of State on 7/29, 1996, and recorded in <sup>Vol.</sup> Book 3059 at Page 799 of the records of the Register of Deeds for Shawnee County, Kansas, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Jack N. Allen	J. Mark Wittenburg
Hugh J. Zimmer	Gerald L. Goodell

4.2 So long as any of the acreage subject to the Corporate Meadows Declaration described in paragraph 2 of these Bylaws (the Declaration) (exclusive of public rights-of-way and Common Properties) is owned by The Menninger Foundation (the Declarant) or by any subsidiary or other affiliate of Declarant, the four (4) members of the Board of Directors shall be appointed by Declarant

and shall include one representative of a record owner other than Declarant.

4.3 Subject to the provisions of Article 15.02 of the Declaration, in all elections for members of the Board of Directors, every record owner shall have the right to vote in person or by proxy, having one (1) vote for each full acre owned, and for each fraction of an acre owned in excess of one-half (1/2) acre, for as many persons as there are Directors to be elected, or to accumulate said votes and give one (1) candidate as many votes as the number of Directors multiplied by the total number of full acres and fractional acres in excess of one-half (1/2) of an acre shall equal, or to distribute such votes on the same principal among as many candidates as a record owner shall see fit.

4.4 The term of office of the members of the Board of Directors shall be for two (2) years and shall run from January 1st of the first year through December 31st of the second year or until their successors are elected and/or appointed and qualified; provided, however, that upon written notice by the record owner of over fifty percent (50%) of the square foot land area of the entire tract (exclusive of public rights-of-way and common properties) the term of any Director shall automatically terminate and the unexpired term shall be filled in accordance with the provisions of these Bylaws within thirty (30) days from the date of said termination.

4.5 Three (3) members of the Board of Directors shall constitute a quorum, and actions of the Board shall be by majority vote of those members in attendance at any meeting at which there

is a quorum present. The Board of Directors shall promulgate operating procedures for the conduct of its affairs, which procedures shall provide for written notice to all Directors of meetings, given at least three (3) days prior to any such meeting, provided that such notice may be waived. However, if all Directors severally or collectively consent in writing to any action to be taken by the Directors, such consents shall have the same force and effect as a unanimous vote of the Directors or a resolution unanimously passed by the Directors at a meeting duly held, and may be hereinafter referred to as such. Such consent shall be filed with the minutes of the meeting of the Directors.

4.6 The Board of Directors shall provide for the enforcement of the Declaration, shall establish policies and procedures for the review and approval of plans and the like required by the Declaration, shall have the right to provide for any improvements of maintenance of improvements, or services, which they may deem necessary or desirable, shall have the power as hereinafter provided to levy assessments, shall set dates for the election of Directors when such elections are required pursuant to the Declaration, and shall otherwise establish such procedures and policies as they may deem necessary or desirable to provide for the general welfare of the entire tract, in accordance with the spirit and letter of the restrictions set forth in the Declaration.

4.7 Without limiting the generality of the foregoing, the Board of Directors shall have the following powers and duties:

- a. To enforce, in the name of the Corporation, any and all restrictions contained in the Declaration. The expenses

and costs, if any, in such proceedings shall be paid out of the funds of the Corporation raised by assessments or otherwise.

b. To provide for the plowing or removal of snow and ice from sidewalks and streets.

c. To plant, care for, protect and replant trees, shrubbery, grass and other improvements on all parkways, streets, common properties and in other public places.

d. To mow, care for and maintain parkways in front of vacant or other property and to cut and remove weeds and grass from such parkways, vacant property or other places, to pick up and remove therefrom loose material, trash and rubbish of all kinds and to do such other things necessary or desirable to keep vacant and unimproved property neat in appearance and in good order.

e. To provide and maintain such lights as the Directors may deem advisable on streets, parks, parkways, gateways, entrances or other features, common properties and in other public or semi-public places.

f. To exercise such control over streets, sidewalks, parks, common properties and pedestrian ways as they may lawfully do including the cleaning of the same, and the erection and maintenance of street signs.

g. To acquire and hold the title in the name of the Corporation, to such real estate and easements as may be reasonably necessary to carry out purposes of the Declaration, or to the common properties and to grant such easements over,

upon, under or across the common properties as may be reasonably necessary to carry out such purposes, and to pay taxes on such real estate as may be so used by it, as well as such taxes as may be assessed against land in public or semi-public places or the common properties.

h. To provide for grounds and lawn maintenance, snow and ice removal, trash removal or other services to be performed for record owners on their building sites, all of such services to be billed to and paid for by the record owners. If the Directors so determine, such services may be mandatory on all building sites and shall be according to a degree and specification consistent with the intent of these restrictions. Such services may be performed by employees of the Corporation or may be performed under contract with third parties, or both. The charges for such services shall be comparable to prevailing charges for similar services in the area and shall be equitably billed to each record order. Such billings shall be in a manner determined by the Directors and may include reasonable charges for administration and supervision, as well as for other direct and indirect costs approved by the Directors. The Directors may, in their sole discretion, exempt any record order from the obligation to accept such services. All charges billed in accordance with this section shall be collectible in the manner called for regarding payment of assessments and shall constitute liens as hereinafter provided.

i. Such other powers as may be set forth elsewhere in the Declaration.

4.8 The Directors shall have power to levy assessments upon and against the record owners and against the building sites themselves for the purpose of carrying out the general duties and powers of the Board of Directors set forth in this Article and elsewhere in the Declaration. In making such assessments, the Directors may levy a charge of not more than \$.005 per square foot of land area in the entire tract in any one (1) calendar year against the record owners of property and the building sites themselves within the entire tract, apportioned to and against such property and building sites according to the square foot area of land contained therein. Such maximum amount may not be exceeded, provided, however, that such maximum amount shall be changed, if the change results in an increase, but not if the change results in a decrease, on the fifth (5th) anniversary of the date of the recording of the Declaration in the Register of Deeds for Shawnee County, Kansas, and on each successive fifth (5th) anniversary thereof, to an amount in each case, which is the product of one-half (1/2) cent, multiplied by a fraction, the numerator of which shall be the Consumer Price Index for All Urban Consumers, All Items (1982 - 84 = 100) published by the Bureau of Labor Statistics, United States Department of Labor ("CPI-U"), or its successor or other comparable index in the event of the discontinuance of CPI-U for June of the calendar year in which each fifth (5th) anniversary falls, and the denominator of which shall be the CPI-U as defined above for December, 1994. Any charge



pursuant to Article 7.09 or 15.07(h) enforceable as an assessment lien shall not be limited as herein set forth, but shall be in the amount as set forth in 4.8 of these Bylaws. All assessments shall be made in the manner and subject to the following provisions:

a. Notice of the levying of all assessments shall be given by mail, addressed to the address for such record owner as set forth in the deed from Declarant conveying title to the building site in question or to such other address as the record order may have given notice pursuant to Section 19.01 of the Declaration and deposited in the United States mail with postage prepaid, or may be given by posting a brief notice of the assessment upon the building site itself.

b. Every assessment shall become due and payable upon the date set forth in the notice thereof, which shall not be less than thirty (30) days after such notice. From and after the date when said payment is due, the same shall bear interest until fully paid at a rate of ten percent (10%) per annum or the maximum rate permitted under Kansas law, whichever is lower, and such payment with accrued interest shall constitute a lien on the affected property which shall continue in full force and effect until the amount is fully paid. At any time after the passage of the resolution (whether at a meeting or by consent) levying an assessment and its entry in its minutes, the Board of Directors may execute and acknowledge an instrument reciting the levy of the assessment with respect to any one or more building sites and cause the same to be recorded in the Shawnee County, Kansas

Register of Deeds' office; and the Board of Directors may, upon payment, cancel or release any one or more building sites from the liability of the assessment (as shown by recorded instrument) by recording (at the expense of the affected record owner) a like instrument releasing such assessment with respect to any property affected. The Directors shall cause to be noted from time to time in the minutes of their proceedings or in other appropriate record the payments made on account of assessments. All statutory laws and rights for enforcing and collecting general taxes in the State of Kansas, now or hereafter existing, are conferred upon the Directors and the Directors may bring suits to collect such assessment or enforce such liens. Such liens shall continue for a period of three (3) years from the date of delinquency, unless within such time suit shall have been instituted for the collection of the assessment, in which event the lien shall continue until termination of the suit and satisfaction of the judgment resulting therefrom.

4.9 In addition to the annual charges permitted in Section 4.8 above, the Directors shall have the right to levee special assessments on all the building sites in the entire tract for the sole purpose of reconstruction, repair or replacement of any improvements within the common properties of Corporate Meadows Office Park when the same is required to maintain the quality and character of the common properties, in the judgment of the Directors. Such special assessments shall only be levied after at least thirty (30) days' notice to each record owner specifying the

nature and amount of such proposed special assessment and the approval of the same by vote representing approval by the record owners of a majority of the acreage in the entire tract. After approval as set forth herein, special assessments shall be allocated on a per square foot basis and shall be subject to collection in the same manner as annual charges set forth in 4.8 above.

**4.10** The Board of Directors shall have all powers and authority necessary or desirable to carry out the spirit and letter of the restrictions set forth in the Declaration even though such powers and authority are not specifically granted in the Declaration.

**4.11** The Board of Directors shall have one or more bank accounts in which shall be deposited the funds of the Corporation, whether raised by assessment or otherwise, and requiring such signatures for withdrawal as the Board of Directors shall determine. The Board of Directors shall keep books of account relating to the collection and disbursement of funds.

## **5. Officers**

**5.1** 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, elect. The names of the officers of this corporation who shall hold office until their successors are elected and have qualified or until removed are as follows:

Jack N. Allen, President  
Hugh J. Zimmer, Vice President  
J. Mark Wittenburg, Secretary/Treasurer

5.2 The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the members.

5.3 The officers of the Association shall be elected annually by the Board and each shall hold office for one 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 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 or she replaces.

5.4 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.

5.5 The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments applicable to real or personal property of the Association, with the written prior approval of not less than two other directors.

5.6 The vice president shall act in the place 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 determined from time to time by resolution of the Board.

5.7 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 of the Board and of the membership; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as may be determined by the Board. The corporation shall not be required to have a corporate seal.

5.8 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 of Directors; shall keep or cause to be kept proper books of account; may cause an annual audit of the Association's books of account with the prior approval of not less than two other directors; 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 by the Declaration.

5.9 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, 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.

## 6. Amendments

These Bylaws 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.

**7. Fiscal Year**

The Fiscal Year of the Association shall begin on the first day of January, and end on the 31st day of December of each year, except that the first Fiscal Year shall begin on the date of incorporation.

**8. Indemnification of Board Members and Officers**

SECTION 1. Pursuant to K.S.A. 17-6305 and all amendments thereto, the Corporation shall indemnify any person who was or is a party to or who is threatened to be made a party to any civil, criminal, administrative or investigative action (other than an action by or in the name of the Corporation) by reason of the fact that the person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's 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, shall not of itself create a presumption that the person did not act in good faith and in a manner which such reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or

proceeding, had reasonable cause to believe that such person's conduct was unlawful.

SECTION 2. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit, including attorneys' fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation 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 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 the expenses which the court shall deem proper.

SECTION 3. To the extent that a person who is a Director or Officer of the Corporation or who is a director or officer of another corporation, partnership, joint venture, trust or other

enterprise in which such person is serving at the request of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this paragraph, or in defense of any claim, issue or other matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

SECTION 4. Any indemnification under Section 1 and 2 of this paragraph (unless ordered by a Court) shall be made by the Corporation only upon a determination that indemnification of the Director or Officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2 of this paragraph. A determination shall be made (1) by the Board of Directors by vote of the Directors who were not parties to such action, suit or proceeding, or (2) if a quorum is not obtainable or, if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors upon receipt of any undertaking by or on behalf of the Director or Officer to repay the amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph.



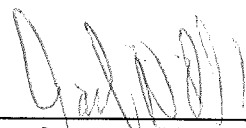
SECTION 6. Persons who are not Directors or Officers of the Corporation but are employees or agents of the Corporation or are serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or enterprise, may be indemnified to the extent authorized at any time, or from time to time, by the Board of Directors of the Corporation.

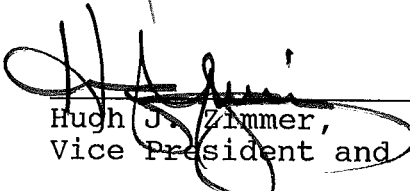
SECTION 7. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in official capacity and as to action in another capacity while holding an office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of the person.

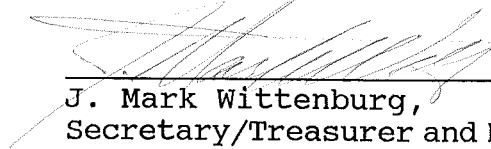
SECTION 8. The assumption by a person of a term of office as a Director or Officer of the Corporation or, at the request of the Corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall constitute a contract between such person and the Corporation entitling such person during the term of office to all of the rights and privileges of indemnification afforded by this paragraph as in effect as of the date of assumption of term of office, but the contract shall not prevent the amendment of this paragraph in respect of any future term of office of such person or in respect of any other person.

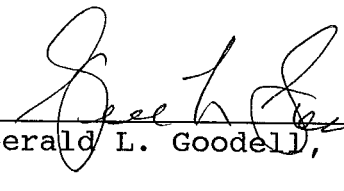
SECTION 9. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any capacity, or arising out of status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this bylaw or under the provisions of any law of the State of Kansas.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Association hereby approve the above and foregoing as the Bylaws of the Association, this \_\_\_ day of \_\_\_\_\_, 1996.

  
\_\_\_\_\_  
Jack N. Allen,  
President and Director

  
\_\_\_\_\_  
Hugh J. Zimmer,  
Vice President and Director

  
\_\_\_\_\_  
J. Mark Wittenburg,  
Secretary/Treasurer and Director

  
\_\_\_\_\_  
Gerald L. Goodell, Director