

**AMENDED AND RESTATED
BYLAWS OF
NOTTINGHAM AT HERITAGE PARK
HOMES ASSOCIATION INC.**

ARTICLE I
OFFICES

1.1 Name. The name of the corporation is Nottingham at Heritage Park Homes Association, Inc. It is incorporated under the laws of the State of Kansas as a not-for-profit, non- stock corporation. The corporation is the homes association referenced in the Declaration (as defined below).

1.2 Location. The principal office of the corporation shall be located in Olathe, Kansas, but meetings of members and directors may be held at such other places in Johnson County, Kansas as may be designated by the Board of Directors from time to time.

ARTICLE II
DEFINITIONS

2.1 Association shall mean Nottingham at Heritage Park Homes Association, Inc., its successors and assigns.

2.2 Subdivision shall mean all of the property which is now or hereafter within the jurisdiction of the Association as provided in the Declaration.

2.3 Common Areas shall have the meaning set forth in the Declaration.

2.4 Lot shall have the meaning set forth in the Declaration.

2.5 Owner shall have the meaning set forth in the Declaration.

2.6 Developer shall mean the "Developer" (or its assignee) under the Declaration.

2.7 Declaration shall mean, collectively, (i) Nottingham at Heritage Park Homes Association Declaration recorded as instrument number 3169517 in Book 6729 at Page 865 in the Office of the Register of Deeds of Johnson County, Kansas (the Register's Office), as such may be amended and supplemented from time to time, (ii) Nottingham at Heritage Park Declaration of Restrictions recorded as instrument number 3169516 in Book 6729 at Page 849 in the Register's Office, as such may be amended and supplemented from time to time; and (iii) any additional declarations as may be recorded from time to time with the Register's Office which relate to the subdivision commonly known as "Nottingham at Heritage Park", or any other subdivision under the jurisdiction or coverage of the Association from time to time.

ARTICLE III
MEMBERSHIP

3.1 Membership Generally. Except for the Developer as provided in the Declaration, membership in the Association shall be limited to persons or entities who are the Owners of the fee interest in any Lot which is now or hereafter within the jurisdiction of the Association. Persons or entities (other than a contract seller) who hold an interest merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

3.2 Suspension of Membership. During any period in which a member shall be delinquent in the payment of any assessment levied by the Association as provided in the Declaration, rights of a member to receive services provided by the Association (unless the effect of withholding the service would be to endanger the health, safety or property of any person) and the right to use any Common Areas in or available to the Subdivision shall be suspended by the Board of Directors until such assessment has been paid.

ARTICLE IV
VOTING RIGHTS

4.1 Voting. Each member shall have one vote for each Lot in which he or she holds the interest required for membership; provided, however, when more than one person holds such interest or interests in any Lot, all such persons shall be members, and the one vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any such Lot.

4.2 Representatives. Where a Lot is owned by a corporation, partnership or other entity, such entity shall designate a person who is entitled to vote respecting such Lot and to serve, if elected or appointed, as a director of the Association, such designation to be made by filing a written instrument to that effect with the Association.

ARTICLE V
USE OF COMMON AREAS

5.1 Common Areas. The Owners of Lots within the Subdivision shall have the non-exclusive right to the use of all Common Areas to the extent not located on any Lot.

5.2 Rules and Regulations. The Association shall have the right and the power to make reasonable rules and regulations which shall govern the use of the Common Areas.

ARTICLE VI
BOARD OF DIRECTORS

6.1 Number. Beginning in November 2013, the affairs of the Association shall be managed by a Board of Directors composed of five directors. Each individual elected as a director shall serve until the next annual election and until his or her successor is duly elected and has commenced his or her term of office or until his or her earlier resignation or removal.

6.2 Qualification. Each director must be and remain a member in good standing of the Association in order to be elected and remain as a director.

6.3 Removal. Members of the Association, in person, by proxy or by absentee ballot at any meeting of the members of the Association at which a quorum is present, may remove any member of the Board of Directors, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal. Applicable law concerning notice of the meeting and the director's rights must be followed. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

6.4 Compensation. No director shall receive compensation for the service he or she may render to the Association as a director. However, any director may be reimbursed for his or her reasonable out-of-pocket expenses incurred in the performance of his or her duties.

ARTICLE VII
MEETING OF DIRECTORS

7.1 Annual Meetings. Annual meetings of the Board of Directors shall be held within 15 days following the annual meeting of the members at such place as may be fixed by the Board. Notice of such meetings must be given to the directors and members of the Association as required by applicable law.

7.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be fixed from time to time by the Board. Notice of regular meetings must be given to the directors and members of the Association as required by applicable law.

7.3 Special Meetings. Special meetings of the Board of Directors shall be held at such place and time as may be specified by and when called by the president of the Association or by any two or more directors. Notice of special meetings must be given to the directors and members of the Association as required by applicable law.

7.4 Quorum. Unless otherwise required by law, a majority of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, every act or decision done or made by a majority of the directors present at a properly noticed and duly held meeting at which a quorum is present shall be

regarded as the act of the Board of Directors.

7.5 Adjournment. If a quorum shall not be present at any such meeting, the directors present shall have the power successively to adjourn the meeting to a specified date. Notice of the rescheduled meeting must be given to the directors and members of the Association as required by applicable law.

7.6 Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting, so long as the meeting notice to the directors and the members of the Association contains the information required by statute and the conferencing process provides all directors and members of the Association the opportunity to hear or perceive the discussion and comment as required by applicable law.

ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination. Nomination for election to the Board of Directors may be made in writing by any member delivered to the secretary of the Association in advance of the annual meeting or from the floor at the annual meeting of the members.

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

8.3 Commencement of Term of Office. A director shall be deemed elected at the time of his or her election, but he or she shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time he accepts the office of director either by a written acceptance or by participating in the affairs of the Association at a meeting of the Board of Directors.

ARTICLE IX POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

9.1 Scope. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration, or applicable law.

9.2 Rules and Regulations. Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon, and to

establish penalties for the infraction thereof; provided, however, that the Board of Directors may not, in any event, revoke, limit, restrict, or suspend in any way, the right of any Owner to use and enjoy any street for ingress and egress. Before adopting, amending or repealing any rule, the Board must give notice to the members of the Association as required by applicable law.

9.3 Employment. Employ (and contract with for such periods of time and on such terms as may be deemed appropriate) agents, independent contractors, managers and employees, and to prescribe their duties and responsibilities.

9.4 Records and Reports. Cause to be kept a complete record of all its acts and of the corporate affairs of the Association and to present reports thereof to the members.

9.5 Supervision. Supervise all officers, agents and employees of the Association, and see that their duties are properly performed.

9.6 Assessments. As more fully provided in the Declaration and consistent with applicable law, provide for the levying of the regular assessments against each Lot and any special assessment against any Lot and to take all actions necessary or appropriate to collect the same.

9.7 Certificates. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Association for the issuance of these certificates.

9.8 Insurance. Procure and maintain public liability insurance, fire and extended coverage hazard insurance and other insurance on property owned by the Association and maintain officer's and director's liability insurance, all with such coverages and in such sums as may be deemed appropriate by the Board of Directors.

9.9 Bonding. Cause officers or employees having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate.

9.10 Maintenance. Cause the Common Areas and other areas to be maintained as provided in the Declaration.

9.11 Committees. Appoint one or more committees. Any such committee shall be composed of at least one (1) director and any other individuals as the Board of Directors shall designate. Not all members of a committee need be directors unless otherwise provided in the Declaration, Articles of Incorporation or by applicable law. A quorum of any committee so designated by the Board of Directors shall be any number of the members designated by the Board of Directors, but that quorum shall not consist of less than one-half (1/2) of the total number of members appointed to such committee. The Board may designate one (1) or more individuals as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Notwithstanding the foregoing, the Architectural Committee shall be appointed and governed as provided in the Declaration.

9.12 Indebtedness of Association. Unless otherwise prohibited by the Declaration, borrow money and incur indebtedness for purposes of the Association and cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor; provided, however, that the repayment of any such indebtedness shall not be or become the personal obligation of any Owner or any director.

9.13 Performance. Perform all acts and do all things required or permitted to be done by the Association by the Declaration or otherwise; and perform all acts and do all things permitted or required of a Board of Directors of a not-for-profit corporation under the laws of the State of Kansas.

ARTICLE X MEETINGS OF MEMBERS

10.1 Annual Meetings. The annual meeting of the members of the Association shall be held by November 15 of each year, at such place and time as may be fixed by the Board of Directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business within the powers of the membership may be transacted.

10.2 Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of members holding at least one-tenth (1/10th) of the votes of the members.

10.3 Place and Notice of Meetings. All meetings of the members shall be held in Johnson County, Kansas, at such place as may be designated in the notice of the meeting. Written notice of each meeting of the members shall be given by, or at, the direction of the person(s) duly calling the meeting, by any method reasonably calculated to provide notice to the member, including, but not limited to, hand delivering, mailing, or e-mailing a copy of such notice not less than ten days (two days in case of emergency) nor more than 60 days prior to such meeting to each member, addressed to the member's address or e-mail address last appearing on the books of the Association; provided, however, notices may be sent by e-mail only to members who have provided a written consent to the Association indicating their desire to receive notices at a specific e-mail address. Such notice shall specify the time, date, and place of the meeting and the items on the agenda and, in the case of a special meeting, the specific matters to be addressed at the meeting. Such notice shall be deemed to be delivered when it is hand delivered, or deposited in the United States mail with postage thereon so addressed to the member, or when it is e-mailed to the member at his or her designated e-mail address, or when it is given by any other method reasonably calculated to provide notice to the member.

10.4 Quorum. The presence at a meeting, in person or by proxy, of members entitled to cast at least 15 percent of the total votes of the membership on the specific actions shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to

adjourn the meeting from time to time until a quorum shall be obtained. Notice of the rescheduled meeting must be given to the members of the association as required by applicable law. Except as otherwise provided in these Bylaws, the Declaration or the Articles of Incorporation or by law, a majority vote of those present at a meeting at which a quorum is present shall be necessary to transact any business entitled to be transacted by the members.

10.5 Proxies; Absentee Ballots. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association before the start of the meeting. Every proxy shall be revocable (by giving written notice of revocation) and shall automatically cease to be effective, if not sooner terminated by its terms or revoked, upon the expiration of 11 months from the date of its issuance or upon conveyance by the member of his or her Lot, whichever event shall occur first. Voting by absentee ballot may be allowed if the Board of Directors specifically authorizes in advance the use of absentee ballots for a specific meeting. If absentee ballots are authorized by the Board of Directors for a specific meeting, then such absentee ballot voting will be conducted in accordance with the procedures approved by the Board of Directors in accordance with applicable law.

10.6 Conduct of Meetings. Meetings of the members shall be conducted as authorized by the Board of Directors. Meetings of the members shall not be required to be conducted in accordance with Roberts Rules of Order Newly Revised unless specified by the Board of Directors in a written notice concerning a specific meeting of the members.

10.7 Voting Without a Meeting. The Association may conduct a vote of the members without holding a meeting of the members in accordance with the provisions of applicable law.

ARTICLE XI OFFICERS AND THEIR DUTIES

11.1 Enumeration of Offices. The officers of the Association shall be a president, a vice president I (Architectural Chairman), a vice president II (Pool Chairman), a secretary, and a treasurer.

11.2. Election of Officers. At the first meeting of the Board of Directors held after the November election, the Board shall determine which officer position each Director will hold. The officers will serve at the pleasure of the Board until their successors are duly elected or until their earlier resignation or removal.

An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

11.3 Qualifications of Officers. An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person his or her written acceptance and promise faithfully to discharge the

duties of such office.

11.4 Resignation and Removal. Any officer may resign at any time by giving written notice to the Board through the president or the secretary. Such resignation shall take effect on the date of receipt of such notice by the Board or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer's duties may be reassigned to another officer whenever a majority of the Board deems such reassignment to be in the best interests of the Association.

11.5 Vacancies. A vacancy in any office may be filled by the Board of Directors at any time. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

11.6 Duties. The duties of the officers are as follows:

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 affairs and officers of the Association. He or she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He or she shall be a non-voting ex officio member of all standing committees (and may also be a voting member of any such committee, in the capacity of an official appointee, as the case may be) and shall have the general powers and duties of management usually vested in the office of president. The president cannot exercise the duties of the treasurer.

Vice President I. The vice president I shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act and shall have the general powers and duties of management usually vested in the office of vice president. Vice President I shall also serve as the Architectural Committee Chairperson.

Vice President II. The vice president II shall serve as the Pool Committee Chairperson, oversee the operation of the pool and have the general powers and duties of management usually vested in the office of vice president.

Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members, shall keep the corporate seal, if any, of the Association and affix it on all papers required to have the seal affixed thereto, shall serve notice of meetings of the board and of the members, shall keep appropriate current records showing the members of the Association, together with their addresses.

Treasurer. The treasurer shall have responsibility for the safekeeping of the funds of the Association, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and such other books of account and accounting records as may be appropriate, and shall perform such other duties and have such other powers usually vested in the office of treasurer. The books of

account and accounting records shall at all reasonable times be open to inspection by any director.

11.7 Compensation. Officers of the Association shall not receive any compensation or salary for their services, but may be reimbursed for their reasonable out-of-pocket expenses incurred in the performance of the duties of their offices.

ARTICLE XII ASSESSMENTS AND BUDGETS

12.1 Purpose. The assessments levied by the Association shall be used to provide funds to enable the Association to exercise the powers, maintain the improvements, and render the services provided for in these Bylaws, the Declaration and the Articles of Incorporation.

12.2 Provisions Governing Assessments. Assessments shall be levied in the manner provided in the Declaration, subject to the requirements of applicable law.

12.3 Annual Operating Budget. The Board of Directors shall prepare and adopt an annual budget covering the estimated costs of operating the Association for the following fiscal year and determine the level of assessments. Notice of any meeting of the Board of Directors at which the annual budget will be considered shall be given to the members at least 10 days prior to the meeting date and a copy of the proposed budget must be made available to any member who requests it. The Board shall cause the budget and notice of assessments to be levied against each Lot for the following fiscal year to be delivered to each member at least 30 days prior to the beginning of the Association's fiscal year, but in all events a copy of the annual budget shall be made available, within 30 days after adoption, to each member of the Association upon the request of such member.

ARTICLE XIII BOOKS AND RECORDS

The books and records of the Association shall, at all times during reasonable hours and upon reasonable notice, be subject to inspection and copying in accordance with applicable law. The Declaration, Articles of Incorporation and Bylaws of the Association shall also be available during reasonable hours for inspection by any member.

ARTICLE XIV CORPORATE SEAL

If adopted by the Board of Directors, the Association shall have a corporate seal in a circular form having inscribed thereon the name of the Association and the words "Corporate Seal--Kansas". The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise attached.

ARTICLE XV
GENERAL PROVISIONS

15.1 Depositories and Checks. The moneys of the Association shall be deposited in such banks or financial institutions and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors from time to time.

15.2 Certain Loans Prohibited. The Association shall not make any loan to any officer or director of the Association.

15.3 Absence of Personal Liability. The directors, officers and members of the Association shall not be individually or personally liable for the debts, liabilities or obligations of the Association.

15.4 Indemnification.

(a) Indemnification and Advancement of Expenses. The directors and officers of the Association shall be indemnified to the maximum extent permitted by law.

(b) Continuation of Rights. All rights of indemnification under these Bylaws and under the Kansas General Corporation Code shall continue as to a person who has ceased to be an officer or director and shall inure to the benefit of the heirs, executors, and administrators of such a director or officer.

(c) Indemnification Insurance. The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Association against any such expense, liability, or loss, whether or not the Association would have the power to indemnify such person against such expense, liability, or loss under the Kansas General Corporation Code.

ARTICLE XVI
AMENDMENT

These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds vote of the members of the Association entitled to vote who are present at a meeting at which a quorum is present.

ARTICLE XVII
CONFLICT

In the case of any conflict between the Articles of Incorporation of the Association and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVIII

The Board of Directors shall have 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, 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 XIX
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes of Kansas, or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

ARTICLE XX

If any provision of these Bylaws or the application of any provision of these Bylaws to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of the Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby to the fullest extent permitted by law.

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The undersigned secretary of Nottingham at Heritage Park Homes Association, Inc., a Kansas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the bylaws of said corporation adopted by the members of the Association.

Dated: _____, 2012

_____, Secretary