

AMENDED AND RESTATED BYLAWS
OF
RAINTREE VILLAS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

OFFICE, RECORDS, SEAL

1. Registered Office and Registered Agent. The corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The address of the registered office and the name of the registered agent of the corporation in the State of Missouri stated in the Articles of Incorporation may be changed from time to time by the Board of Directors of the corporation in any manner permitted by law.
2. Records. The corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered office a record giving the names and addresses of the Board of Directors.
3. Seal. The corporation may elect to adopt a corporate seal. The corporate seal, if one is adopted, may be altered at pleasure, and shall have inscribed thereon the name of the corporation. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced. Such seal, as impressed on the margin hereof, is adopted as the corporate seal of the corporation.

ARTICLE II

MEMBERS AND BOARD OF DIRECTORS

1. Members. The corporation shall have members who shall be owners of Living Units in the Raintree Villas Subdivision as more fully defined in the Restated Declarations of Covenants, Conditions and Restrictions for Raintree Villas (“Declarations”).
2. General. The business and affairs of the corporation shall be managed by a five (5) person Board of Directors voted upon by the residents of Raintree Villas in the manner described in the Declarations and/or by the Bylaws (the “Board of Directors”).
3. Election. At each annual meeting of the members of the corporation, at least two (2) directors shall be elected for a term of three (3) years to succeed those directors whose terms will then expire and whose positions are subject to election, so that staggered terms shall be established for the serving of members of the Board of Directors. The Directors shall serve until their resignation, death, discontinuation of ownership within the Raintree Villas, incapacity, disability, or until their successors are duly elected and qualified.
4. Nominating Committee. There shall be appointed before March 1 of each year a Nominating Committee consisting of three (3) directors including the director who is the

Vice President. The remaining members of the Nominating Committee shall be appointed by the President of the corporation.

The Vice President of the corporation shall be the Chairman of the Nominating Committee. The Nominating Committee shall meet prior to April 1 of each year and shall select its nominee for each directorship to be filled at the next succeeding election. This slate of nominees shall be published to the members of the corporation at least twenty-one (21) days prior to such election. Additional nominations for any position may be made by a nominating petition signed by three (3) members of the corporation and filed with the President of the corporation before 5:00 p.m. of the conclusion of the day one (1) week prior to such election.

5. Vacancies. Vacancies among the directors resulting from death, resignation, discontinuance of residency in Raintree Villas, incapacity or disqualification for any reason, or by reason of an increase in the numbers of directors due to an amendment of the bylaws, shall be filled by a majority vote of the remaining directors. A director so elected by the Board to fill a vacancy shall serve for the unexpired term of his predecessor and until his successor shall have been duly elected and qualified.
6. Compensation. The corporation may reimburse directors and officers for expenses, including reasonable advances for expenses anticipated in the immediate future which are reasonable and necessary to carry out the purposes of the corporation. Directors and officers of the corporation shall otherwise serve without compensation.
7. Committees. The Board of Directors may designate one or more committees which shall consist of two or more persons. Such committees shall be designated by resolution of the Board of Directors and shall have the authority of the Board of Directors and the management of the corporation to the extent provided in said resolution.

ARTICLE III

MEETINGS OF THE MEMBERS AND OF THE BOARD OF DIRECTORS

1. Place of Meeting. All meetings of the Members, or of the Board of Directors, annual, regular or special, may be held in any place within or without the State of Missouri as may be determined from time to time by resolution or consent of the Board of Directors.
2. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors of the corporation shall be held in May of each year, immediately following the Annual Meeting of the Members. At every such annual meeting, the directors shall elect officers and shall transact any all business which may be brought before the meeting.
3. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors of the corporation may be held at any time and for any purpose or purposes upon call of any officer of the corporation or by any director of the corporation.

4. Special Meetings of Members. Special meetings of the Board of Directors of the corporation may be held at any time and for any purpose or purposes upon call of any officer of the corporation or by any director of the corporation.
5. Annual Meeting of Members. The annual meeting of the Members of the corporation shall be held in May of each year. At every such annual meeting, the Members shall elect directors and shall transact any and all business which may be brought before the meeting.
6. Special Meetings of Members. Special meeting of the Members of the corporation may be held at any time and for purpose or purposes upon call of any officer of the corporation or by any director of the corporation.
7. Notice. Written or printed notice stating the date, place, and hour of the meeting and in case of a special meeting of the Members or of the Board of Directors, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) days nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President or Secretary, or the officers or person calling the meeting, to each member of the Board, if a Special Board meeting, or to each Member of the corporation if a Special Member meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Member at his address, as it appears upon the records of the corporation, with postage prepaid. Attendance at any meeting shall constitute a waiver of notice of such meeting where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notwithstanding anything herein to the contrary, the Board may, by proper resolution, schedule regular Board meetings to be held on a recurring basis without the need or requirement to specifically provide notice of each such meeting.
8. Quorum. At all meetings of the Board of Directors, a majority of the whole board shall constitute a quorum for the transaction of business. The act of the majority of the Board of Directors present at any such meeting where a quorum is present shall be the act of the Board of Directors. At all meetings of the Members, 25% of the membership shall constitute a quorum for the transaction of business. The act of the majority of the Members present at any such meeting where a quorum is present shall be the act of the Members. Less than a quorum of the Board of Directors or of the Members may adjourn a meeting successively until a quorum is present.
9. Waiver of Notice. Notice provided or required to be given hereunder may be waived in writing whether before, at or after the time stated therein.

ARTICLE IV

OFFICERS

1. General. The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board may designate from time to time. All officers of the corporation shall be members of the Board of Directors.
2. Terms. The officers of the corporation shall be nominated and elected by the Board of Directors and said officers shall serve at the pleasure of the Board of Directors. At each annual meeting of the Board of Directors, the Board of Directors shall elect officers at the pleasure of the Board of Directors for a term of one year, and until their successors are duly elected and qualified.
3. Removal. Any officer elected or appointed by the Board of Directors and any employee or agent of the corporation may be removed or discharged by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the persons removed.
4. Vacancies. Vacancies among the officers resulting from death, resignation, discontinuance of residency in Raintree Villas, incapacity or disqualification for any reason, shall be filled by the Board of Directors. An officer so elected to fill a vacancy shall serve for the unexpired term of his predecessor and until his successor shall have been duly elected and qualified.
5. Delegation of Authority. The Board of Directors from time to time may delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of the corporation or other responsible person. In the event of any such delegation, the officer from whom any function, power, duty or responsibility has been transferred shall be thereafter relieved of all responsibility for the proper performance or exercise thereof.
6. President. The President shall be a member of the Board of Directors and shall be elected by the Board of Directors and shall preside at all meetings of the Board of Directors. The President shall be the chief executive of the corporation and shall see that all orders and resolutions of the board are carried into effect, execute all documents requiring a seal under the seal of the corporation and have the general duties, powers and responsibilities of a president of a corporation. In addition, the President shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Directors. No individual shall serve as President for more than three (3) consecutive one (1) year terms.
7. Vice President. The Vice President shall be a member of the Board of Directors and shall be elected by the Board of Directors and shall work in cooperation with the President, perform such duties as the Board of Directors shall assign, and in the absence or incapacity

of the President shall be vested with all the powers and perform all the duties of the office of President. The Vice-President shall have the general duties, powers and responsibilities of a Vice President or a corporation, and he shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Directors.

8. Secretary. The Secretary, who shall be a member of the Board of Directors, shall attend all the meetings of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings thereof in the minute book of the corporation to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and shall be the custodian of all the books, paper and records of the corporation and of the corporate seal, and affix same when authorized by the Board of Directors, or the President, to all proper instruments attesting same. The Secretary, at such reasonable times as may be requested shall permit an inspection of the books, papers and records of the corporation by any director of the corporation and shall be in the administrative and clerical of the corporation under the supervision of the President and the Board of Directors. The Secretary shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Directors.
9. Treasurer. The Treasurer shall be a member of the Board of Directors and shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation in books belonging to the corporation. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the corporation, shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designed by the Board of Directors. The Treasurer shall disburse or permit to be disbursed the funds of the corporation, as may be ordered or authorized by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President of the corporation and to the Board of Directors, whenever they may require it an account of all transactions under his jurisdiction and of the financial condition of the corporation. The Treasurer shall render an annual report of the financial condition of the corporation to the members and the Board at the Annual Meeting of the Members.

The Treasurer shall perform such other duties and have such other responsibilities and authority as may be prescribed elsewhere in these bylaws for from time to time by the Board of Directors and shall have the general duties, powers and responsibilities of a Treasurer or a corporation.

ARTICLE V

IDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Judgment. Any persons at any time as a director, officer, employee or member of any committee of this corporation and his legal representative(s), shall be indemnified and held harmless by this corporation from and against any and all liabilities, expenses, counsel fees

and costs reasonably incurred by such person or his estate in connection with or arising out of any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been such a director, officer, employee or committee member, provided that this corporation shall not indemnify such person or his legal representative(s) with respect to any matters(s) if he shall be finally determined by the Board, or adjudged by a Court in any such action suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such director, officer, employee or committee member provided such person has, upon the basis of such information as then may be possessed by him, acted in good faith without willful or intentional misconduct.

2. Compromise or Settlement. This corporation shall also indemnify and hold harmless such officer, director, employee or committee member and his legal representative(s) from and against any amount paid or payable in compromise or settlement of any such action, suit, proceeding or claim asserted against such person (and all expenses, counsel fees and cost reasonably incurred in connection therewith), provided that the Board of Directors of this corporation shall have first approved such proposed compromise or settlement and determined that such officer, director, employee or committee member was not guilty of gross negligence or willful misconduct, further provided that no director involved shall be qualified to vote on such approval and determination, and if for this reason a quorum of the Board of Directors cannot be obtained to vote thereon, such approval and determination shall be made by independent legal counsel in written opinion.
3. Board of Directors May Rely on Legal Opinion. In determining whether or not any person was guilty of gross negligence or willful misconduct, as required in paragraph 2 above, the Board of directors may rely conclusively upon an opinion of legal counsel selected by such Board of Directors.
4. Indemnification Provided by this Article is not Exclusive. The rights in this Article hereinabove provided for shall not be exclusive of but shall be in addition to any other rights to which any such officer, director, employee or committee member and his legal representative(s) thereof may be lawfully entitled.
5. Limitation and Restrictions upon Indemnification. Notwithstanding anything contained in any of the foregoing paragraphs of this Article V, the corporation shall not pay any expenses (including attorney's fees) sums, costs, taxes, interest, penalties, expenses of correction of premiums on policies of insurance providing for liabilities of directors, officers, employees or committee members acting in their capacity as such, which constitute an act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1954 and any regulations issued thereunder as they now exist or which are not deductible from the corporation's gross income, or as they may hereafter be amended) or which constitutes a taxable expenditure (as defined in Section 4945(d) of the Internal Revenue Code of 1954 and any regulations issued thereunder as they now exist or as they may hereafter be amended) or which are not either deductible from the corporation's gross income .

6. Officers and Directors Insurance. The Association's Board of Directors shall acquire insurance against any liabilities of the Association's Board, or any committee (or member of any committee), director or officer as may be identified in this Article V in the amount of \$500,000 and shall pay the premiums and any deductible for said insurance coverage as an operating expense of the Association. Said insurance coverage and policy shall be reviewed by the Board of Directors at least annually to verify continued coverage and the individuals so covered.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be fixed by the Board of Directors. It shall be the duty of the Board of Directors prior to each annual meeting thereof to appoint a certified public accountant or firm of certified public accountants to examine all the books, records, checks, vouchers and account of the corporation. Such accountant or firm of accountants shall make a written report thereof to the directors, which report shall be submitted at the annual meeting of the Directors.

ARTICLE VII

AMENDMENTS

The Board of Directors of the corporation, shall have the power to make, after, amend and repeal the bylaws of the corporation at any regular or special meeting of the Board duly called therefore with notice of the same provided to the Members of the Association.

ARTICLE VIII

USE OF WORDS

Wherever words are used or terms defined herein in the singular, such words and definitions shall be construed also as if used in the plural in all cases where they would so apply, and wherever words are used or terms defined herein the masculine gender, such words and definitions shall be construed also as if used in the feminine gender in all cases where they would so apply.

IN WITNESS WHEREOF, we being all of the directors of Raintree Villas Homes Association, Inc., have hereunto set our hands and seals this _____ day of _____ 2016.

RAINTREE VILLAS HOME ASSOCIATION, INC.

Printed name: _____

Printed Name: _____

Printed Name: _____

Printed Name: _____

STATE OF MISSOURI)
)ss:
COUNTY OF JACKSON)

On this _____ day of _____ 2016, before me, the undersigned Notary Public, personally appeared _____ to me known to be the persons described in and who executed the foregoing instrument, and having been duly sworn by me, acknowledged that they executed the same as their free act and deed in their capacity as the full Board of Directors of the Raintree Villas Homes Association, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in _____, Missouri, the day and year last above written.

Notary Public

My Commission Expires:

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of Raintree Villas Home Association, Inc., a Missouri non-for-profit corporation; and that the foregoing By-Laws constitute the By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____ 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____ 2016.

Secretary