

BY-LAWS

PLUM CREEK HOMEOWNERS' ASSOCIATION

Article I MEETING OF MEMBERS

Sec. 1. ANNUAL MEETING. The annual meeting of Members shall be held at the principal office of the Corporation, in Johnson County, Kansas, at 7:30 p.m. on the third Tuesday of October of each year, or at such other place in Johnson County, Kansas as the Board of Directors may determine. At least ten (10) days prior to the annual meeting, the Secretary shall serve, personally or by mail, a written notice thereof, addressed to each member at his address as it appears on the records of the corporation.

Sec. 2. QUORUM. A majority of members present at a regular or special meeting of members shall constitute a quorum. A majority of all votes cast, whether in person or by proxy, at any meeting of the members shall determine any question unless otherwise provided by the By-Laws.

Sec. 3. SPECIAL MEETINGS. Special meetings of members other than those regulated by statute, may be called at any time by a majority of the directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than ten (10) days before the day set for such meeting. If mailed, it shall be directed to a member at his address as it appears on the records of the corporation. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by 51% of the members of the corporation. No business other than that specified in the call for the meeting shall be transacted at any meeting of the members.

Sec. 4. VOTING. All questions at all meetings of Members shall be determined by vote, via voce, of a majority of the Members present in person or by proxy, unless otherwise specified within these By-laws, the Articles of Incorporation or the "Homes Association Declaration" filed in the Office of the Register of Deeds of Johnson County, Kansas on April 27, 2001, Book 6997, Page 469; provided, however, any qualified voter may demand, prior to commencement of any vote, a vote by ballot on any matter, in which case each Member present, in person or by proxy, shall be entitled to cast one vote for each lot owned by him or her within the Plum Creek subdivision, as the same is defined by the Articles of Incorporation of this Corporation.

Sec. 5. CONSENT OF ABSENTEES. Any transaction of any meeting of Members, either annual or special, however called and noticed, shall be valid as though a meeting had been held after a regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, signs a waiver of notice, or consent to the holding of such meeting, or an approval of

the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the Minutes of the meeting.

Sec. 6. PROXIES. Every Member entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or a duly authorized agent and filed with the Secretary of the Corporation; provided, however, no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the person executing it specified the length of time for which the proxy shall continue in force.

Sec. 7. ORDER OF BUSINESS. The order of business at all meetings of the members shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

Article II DIRECTORS

Sec. 1. NUMBER. The affairs and business of this Corporation shall be managed by a Board of five (5) directors, who need not be members of record.

Sec. 2. HOW ELECTED. The initial directors shall be appointed by the developer of Plum Creek, Red Hawk Investors 1, LLC by its manager, Stephen J. Shumate. The board so appointed shall serve until the first annual meeting of the members. At the annual meeting of members, the five persons receiving the greatest number of the votes cast shall be the directors and shall constitute the Board of Directors of the ensuing year.

Sec. 3. TERM OF OFFICE. The term of office of each of the Directors shall be a term of two (2) years, with three Directors elected one year, and two Directors elected the year thereafter, on staggered terms. Each Director elected shall serve until his or her successor has been elected.

Sec. 4. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the company. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adapt such rules and regulations for the conduct of their meetings and the management of the corporation, including the creation of committees, as they may deem proper, not inconsistent with these By-Laws and the Laws of

the State of Kansas, the Articles of Incorporation of this corporation, and the aforementioned "Homes Association Declaration" as may be hereinafter amended. The Directors shall have the duty and obligation to prepare or cause to be prepared an annual budget, and to determine and cause to be determined and levied on or before January 1 of each calendar year, the annual assessment as authorized by said Homes Association Declaration.

Sec. 5. DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of two directors.

Sec. 6. NOTICE OF MEETINGS. Notice of meetings, other than the regular annual meetings shall be given by service upon each Director in person, or by mailing to him or her at his or her last known post office address, at least five (5) days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof, specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 7. QUORUM. At any meeting of the Board of Directors, three of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than five (5) days later.

Sec. 8. VOTING. At all meetings of the Board of Directors, each Director shall have one vote.

Sec. 9. REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time, by a 3/4 vote of the members, at any special meeting called for the purpose.

Article III OFFICERS

Sec. 1. NUMBER. The officers of this Corporation shall be:

1. President
2. One or more Vice Presidents (optional)
3. Secretary
4. Treasurer

Sec. 2. ELECTION. The initial officers shall be appointed by Stephen J. Shumate as Manager of the developer of the subdivision. Thereafter, all officers of the corporation shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of the members, and shall hold office for the term of one year or until their successors are duly elected.

Sec. 3. DUTIES OF OFFICERS, The duties and powers of the officers of the Company shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and members.

He or she shall present at each annual meeting of the members and Directors a report of the conditions of the business of the corporation.

He or she shall cause to be called regular and special meetings of the members and directors in accordance with these By-Laws.

He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors.

He or she shall sign and make all deeds, contract and agreements in the name of the corporation.

He or she shall sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He or she shall enforce the aforementioned Homes Association Declaration and these By-Laws and perform all of the duties incident to the position and office and which are required by law.

VICE PRESIDENT

During the absence or inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these Bylaws or in the acts under which this Corporation is organized, the same, including the execution of deeds of the Corporation, shall be performed and exercised by the Vice President, successively in the order named (i.e. First Vice President, Second Vice President, etc.), and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

He or she shall give and serve all notices of the Corporation.

He or she shall be custodian of the records and of the seal, and affix the latter when required.

He or she shall keep a list of all Association members and their addresses and keep such record subject to the inspection of any member of the Corporation, and permit such member to make extracts from said books to the extent and as prescribed by law.

He or she shall present to the Board of Directors at their stated meetings all communications addressed to him or her officially by the President or any officer or member of the Corporation.

He or she shall attend to all correspondence and perform all the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or banks, savings and loans, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He or she shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.

He or she shall exhibit at all reasonable times his or her books and accounts to any director or member of the Corporation upon application at the office of the Corporation during business hours.

He or she shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him or her and a full financial report at the annual meeting of the members,

He or she shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He or she shall notify members of their annual assessment as levied by the Board of Directors, and under direction of the Board, effect collection of same.

He or she shall do and perform all duties pertaining to the office of Treasurer.

Sec. 4. BOND. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct.

Sec. 5. VACANCIES, HOW FILLED. All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting, or at a meeting specifically called for that purpose.

Sec. 6. COMPENSATION OF OFFICERS. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

Sec. 7. REMOVAL OF OFFICERS. The Board of Directors may remove any officer by 2/3 vote at any time without or without cause.

Sec. 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. When a person is sued, either alone or with others, because he or she is or was a Director or Officer of the Corporation, or of another Corporation serving at the request of this Corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Corporation of either Corporation, he or she shall be indemnified to the extent such indemnification will be allowed under K.S.A. §17-6305(b) as may be amended from time to time, for his or her reasonable expenses, including reasonable attorney's fees, incurred in the defense of the proceeding, if one of the following conditions exists:

a. The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the majority vote of a quorum of Directors who are not parties to the proceeding, suit or action; or

b. If such quorum is unobtainable or if obtainable, but directed by the majority of disinterested Directors, by independent legal counsel and a written opinion; or

c. By a vote of the holders of the majority of the Membership.

The amount of such indemnity which may be assessed against the Corporation, its receiver, or its trustees pursuant to this provision shall be so much of the expenses, including attorneys fees, incurred in the defense of such proceeding, as the Board of Directors determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the Board of Directors may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustees, and notice shall be given to the Members in the same manner as provided for giving notice of Member's meetings.

Article IV
SEAL

Sec. 1. No document or act of the Corporation shall require a seal to be a valid and binding act or document upon the Corporation. No official seal shall be required for any purpose.

Article V
BILLS, NOTES, ETC.

Sec. 1. HOW MADE. All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by the President and by the Treasurer. No officer or agent of the Corporation either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or on behalf of the corporation, except as herein expressly prescribed and provided.

Article VI
FISCAL YEAR

Sec. 1. The fiscal year of the corporation shall be the calendar year.

Article VII
MINI-DISHES

Sec. 1. In response to the changes in federal law which now disallow certain restrictions placed on mini-satellite dishes, Plum Creek Homeowners' Association, through their Board of Directors, has adopted a Mini-Dish Policy in an effort to assure that Plum Creek Homeowners' Association fully complies with all federal laws. Mini-Dishes are satellite signal receiving devices which are one meter or less in size.

Sec. 2. The Board of Directors shall not enforce Section XIV., entitled Outside Antennas Prohibited, of the Declaration of Restrictions against a homeowner who desires to place a mini-dish on his/her property, if such homeowner strictly follows the guidelines as set forth in said Mini-Dish Policy. If any such guideline is not strictly adhered to, Plum Creek Homeowners' Association reserves the right to enforce the Declaration of Restrictions fully and in any manner necessary. The Architectural Control Committee will follow and enforce the Mini-Dish Policy.

Sec. 3. This Article and/or the resulting actions of Plum Creek Homeowners' Association and its Board of Directors shall in no way effect, waive, estop or deny the right of