

**EXHIBIT B**

**BY-LAWS OF THE CHARLESTON AT HERITAGE  
CONDOMINIUM ASSOCIATION**

1. **GENERAL.**

1.01 **NAME.** The name of the association shall be The Charleston at Heritage Condominium Association ("Association").

1.02 **PRINCIPAL OFFICE.** The principal office of the Association shall be at such locations in St. Charles County, Missouri as may be designated by the Executive Board. All books and records of the Association shall be kept at its principal office.

1.03 **DEFINITIONS.** As used herein, the term "Corporation" shall be synonymous with "Association," as defined in the Declaration of Condominium and By-Laws of The Charleston at Heritage Condominiums ("Declaration"), and the words "Common Elements," "Condominium," "Condominium Property," "Declarant," "Unit" and "Unit Owner" shall have the meanings set forth in the Declaration. "Condominium Act" or "Act" shall mean and refer to Sections 448.1-101 to 448.4-120, RSMo.2000, as amended.

2. **DIRECTORS.**

2.01 **NUMBER AND TERM.** The number of directors ("Directors") which shall constitute the Executive Board (the "Board") shall be three (3). Until succeeded by Directors elected at the first meeting of the Members ("Members"), Directors need not be members of the Association, but thereafter all Directors shall be Members. Each Director shall be elected to serve for a term of three (3) years or until his successor shall be elected and shall qualify; provided, however, of the three (3) persons to be elected upon termination of the period of Declarant Control under the Declaration, the person with the highest number of votes shall be elected for three (3) years; the person with the second highest number of votes shall be elected for two (2) years; and the person with the least number of votes shall be elected for one (1) year.

2.02 **VACANCY AND REPLACEMENT.** If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors shall choose a successor or successors, who shall hold office for the unexpired portion of the term of the vacated office.

2.03 **REMOVAL.** Except as otherwise provided in the Act, Directors may be removed from office with or without cause by an affirmative vote or written agreement of a majority of the Unit Owners in the Condominium. No Director shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason, and in the event any such Director fails to pay any assessment levied by the Executive Board, whether regular or special assessment, within thirty (30) days after its due date, the remaining Directors shall have authority to remove him as a Director and to select a successor to serve the unexpired portion of his term.

2.04 **FIRST EXECUTIVE BOARD.** The first Board named in the Articles shall hold office and exercise all powers of the Board as provided in the Articles, the Declaration, the Act and these By-Laws. The first Board, or any successors thereto appointed by Declarant pursuant to the provisions of

the Declaration, shall, subject to the provisions of the Declaration, serve until the termination of Declarant Control under the Declaration, at which time such directors shall resign, the first meeting of the Members shall be scheduled hereunder, and the Unit Owners shall elect a new Executive Board in accordance with the provisions of Section 2.01 above.

2.05 POWERS. The property and business of the Association shall be managed by the Board, which may exercise all corporate powers not specifically prohibited by the Act, the Articles or the Declaration. The powers of the Board shall specifically include, but not be limited to, the following:

2.051 To levy and collect regular and special assessments.

2.052 To use and expend the assessments collected to maintain, care for and preserve the Units and Condominium Property, except those portions thereof which are required to be maintained, cared for and preserved by the Unit Owners.

2.053 To purchase the necessary equipment required in the maintenance, care and preservation referred to above.

2.054 To enter into and upon the Units when necessary, with as little inconvenience to the Unit Owners as possible, in connection with said maintenance, care and preservation.

2.055 To insure and keep insured said Condominium Property in the manner set forth in the Declaration, against loss from fire and/or other casualty and the Unit Owners against public liability, and to purchase such other insurance as the Board may deem advisable.

2.056 To collect delinquent assessments by suit or otherwise, abate nuisances and enjoin or seek damages from the Unit Owners for violations of these By-Laws, the Articles, the Declaration and rules and regulations promulgated by the Executive Board.

2.057 To employ and compensate such personnel as may be required for the maintenance and preservation of the Condominium Property.

2.058 To adopt, amend and rescind from time to time reasonable rules and regulations for the occupancy of the Units and use of the Common Elements.

2.059 To acquire, rent or lease Units in the name of the Association or a designee.

2.0510 To contract for management of the Condominium and to delegate to such other party all powers and duties of the Association except those specifically required by the Declaration to have the specific approval of the membership.

2.0511 To carry out the obligations of the Association under any easements, restrictions or covenants running with any land submitted to the Condominium.

2.06 COMPENSATION. Neither the Directors nor officers shall receive compensation for their services as such.

2.07 MEETINGS.

2.071 The first meeting of each Board newly elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable. The annual meeting of the Board shall be held at the same place as the Members' meeting, and immediately preceding same.

2.072 Special meetings shall be held whenever called by the President or a majority of the Board. The Secretary shall give notice of each special meeting either personally, by mail or telegram, or e-mail, at least three (3) days before the date of such meeting, but the directors may waive notice of the calling of the meeting.

2.073 Meetings of the Board shall be open to all Unit Owners and except in cases of emergency, notices of such meeting shall be posted conspicuously on the Condominium Property forty-eight (48) hours in advance of such meetings.

2.074 A majority of the Board shall be necessary at all meetings to constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at the meeting, the Directors then present may adjourn the meeting until a quorum shall be present.

2.08 ORDER OF BUSINESS. The order of business at all meetings of the Board shall be as follows:

- A. Roll call;
- B. Reading of minutes of the last meeting;
- C. Consideration of communications;
- D. Resignations and elections;
- E. Reports of officers and employees;
- F. Reports of committees;
- G. Unfinished business;
- H. Original resolutions and new business;
- I. Adjournment.

2.09 ACCOUNTING RECORDS. The Association shall maintain accounting records according to good accounting practices, which shall be open to inspection by Unit Owners or their authorized representatives at reasonable times and written summaries of which shall be supplied at least annually to Unit Owners or their authorized representatives. Such records shall include, but are not limited to, a record of all receipts and expenditures and an account for each Unit which shall designate the name and address of the Unit Owner, the amount of each Assessment, the dates and amounts in which the Assessments come due, the amounts paid upon the account and the balance due.

### 3. OFFICERS.

3.01 EXECUTIVE OFFICERS. The executive officers of the Association shall be a President, Vice-President, Treasurer, and Secretary, all of whom shall be elected annually by the Board. Any two of said offices may be united in one person, except that the President shall not also be the Secretary or an Assistant Secretary of the Association. If the Board so determines, there may be more than one Vice-President.

3.02 SUBORDINATE OFFICERS. The Board may appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board and who shall have such authority and perform such duties as from time to time may be prescribed by said Board.

3.03 TENURE OF OFFICERS: REMOVAL. All officers and agents shall be subject to removal, with or without cause, at any time by action of the Board, which may delegate such powers to any officer. In the event that any officer fails to pay any assessment levied by the Board, whether regular or special assessment, within thirty (30) days of its due date, said officer shall automatically be removed from office and the Board shall appoint a successor.

3.04 THE PRESIDENT.

3.041 The President shall be Chairman of, and shall preside at, all meetings of the Members and Directors, shall have general and active management authority over the business of the Association except that which is delegated, shall see that all orders and resolutions of the Board are carried into effect and shall execute bonds, mortgages and other contracts requiring a signature of the Association.

3.042 The President shall supervise and direct all other officers of the Association and shall see that their duties are performed properly.

3.043 The President shall submit a report of the operations of the Association for the fiscal year to the Directors (whenever called for by them) and to the Members at their annual meetings, and from time to time shall report to the Board all matters within his knowledge which the best interests of the Association may require to be brought to their notice.

3.044 The President shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

3.045 The President shall have authority, upon approval of the Directors and the Members in the manner herein and in the Act provided, to prepare, execute and record amendments to the Declaration on behalf of the Association.

3.05 THE VICE-PRESIDENT. The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in his absence, together with such other duties as may be prescribed by the Board or the President.

3.06 THE SECRETARY.

3.061 The Secretary shall keep the minutes of meetings of the Members and of the Executive Board in one or more books provided for that purpose;

3.062 The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as otherwise required by law;

3.063 The Secretary shall be custodian of the corporate records;

3.064 The Secretary shall keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member;

3.065 In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board, and shall have power to certify all documents on behalf of the Association.

3.07 THE TREASURER.

3.071 The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board;

3.072 The Treasurer shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

3.073 The Treasurer may be required to give bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration to the Association in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Association.

3.08 VACANCIES. If the office of the President, Vice-President, Secretary, Treasurer or any other officer established by the Board, becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors by majority vote of the Board, may choose a successor or successors who shall hold office for the unexpired portion of the term of the vacated office.

3.09 RESIGNATIONS. Any Director or officer may resign his office at any time, in writing, which resignation shall take effect from time of its receipt by the Association, unless some later time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

4. MEMBERSHIP.

4.01 DEFINITION. Each Unit Owner (including a corporate owner) shall be a member of the Association, and membership in the Association shall be limited to Unit Owners.

4.02 TRANSFER OF MEMBERSHIP AND OWNERSHIP. Membership in the Association may be transferred only as an incident to the transfer of the transferor's Unit and his undivided interest in the Common Elements of the Condominium. Such transfer shall be subject to the procedures set forth in the Declaration.

5. MEETINGS OF MEMBERSHIP.

5.01 PLACE. All meetings of the Association membership shall be held at such place as may be stated in the notice of the meeting.

5.02 ANNUAL MEETING.

5.021 The first annual meeting of Members shall be held as soon as reasonably practicable, but in no event more than sixty (60) days after the termination of Declarant Control of the Association, as provided in the Declaration. In addition to the election of Directors at said first meeting, such other business as may properly come before the meeting may be transacted.

5.022 Regular annual meetings subsequent to the first meeting shall be held on the first weekday of the month in which said first meeting was held, if not a legal holiday, and if a legal holiday, then on the next secular day following.

5.023 All annual meetings shall be held at such time as shall be determined by the Board.

5.024 At the annual meetings, the Members, by a plurality vote (cumulative voting prohibited) shall elect an Executive Board and transact such other business as may properly come before the meeting.

5.025 Written notice of the annual meeting shall be served upon or mailed to each Member entitled to vote at such address as appears on the books of the Association, at least thirty (30) days prior to the meeting. A notice of such meeting shall be posted at a conspicuous place on the Condominium Property at least thirty (30) days prior to the meeting. A Member may waive written notice of the annual meeting.

5.03 MEMBERSHIP LIST. At least thirty (30) days before every election of Directors, a complete list of Members entitled to vote at said election, arranged numerically by Units, with the residence of each member, shall be prepared by the Secretary.

5.04 SPECIAL MEETINGS.

5.041 Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of fifteen percent (15%) of the Members. Such request shall state the purpose or purposes of the proposed meeting.

5.042 Written notice of a special meeting of Members stating the time, place and object thereof shall be served upon or mailed to each Member entitled to vote thereon at such address as appears on the books of the Association at least thirty (30) days prior to the meeting.

5.043 Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

5.05 QUORUM. Members owning twenty percent (20%) of the total Units, present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute, the Articles or these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote, present or represented by written proxy, shall

have the power to adjourn the meeting from time to time, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

5.06 VOTE REQUIRED TO TRANSACT BUSINESS. When a quorum is present at any meeting, a majority of the votes cast, in person or represented by written proxy, shall decide any question brought before the meeting, unless the question is one which, by express provision of the Missouri Statutes, the Declaration, the Articles or these By-Laws requires a different vote, in which case such express provision shall govern and control the decision of such question.

5.07 RIGHT TO VOTE.

5.071 The Owner or Owners of a Unit shall be entitled to one (1) vote for each Unit owned; provided, however, that Unit Owners who are delinquent in the payment of assessments shall not be entitled to vote at any meeting of the Members, annual or special, for so long as any such assessments remain delinquent. The Declarant shall have three (3) votes for each unit owned.

5.072 If a Unit is owned by more than one individual or by a corporation or other entity, said Owners, corporation or other entity shall file a certificate with the Secretary naming the person authorized to cast said Unit vote. If the same is not on file prior to any meeting of the Members, annual or special, then the vote of such Unit shall not be considered unless in accordance with the agreement of a majority in interest of the multiple Owners of the Unit present at such meeting, provided, however, if only one such Owner is present at such meeting, such Owner shall be entitled to cast the vote of such Unit.

5.073 All proxies must be in writing, signed by the voting Member granting the proxy and filed with the Secretary or other officer so designated by the Secretary prior to the meeting, annual or special for which said proxy is granted. The proxy shall be valid for a period of one (1) year after its date unless it specifies a shorter term or unless revoked pursuant to the Act. Proxies need not be given to a voting member.

5.08 WAIVER AND CONSENT. Whenever the vote of Members at a meeting is required or permitted by any provision of the Missouri Statutes, the Declaration, the Articles or these By-Laws in connection with any action of the Association, the meeting and vote of Members may be dispensed with if all Members who would have been entitled to vote upon the action of such meeting if such meeting were held shall consent in writing to such action being taken.

5.09 ORDER OF BUSINESS. The order of business at annual Members' meetings and as far as practical at other Members' meetings, will be:

- A. Election of Chairman;
- B. Roll call;
- C. Proof of notice of meeting or waiver of notice;
- D. Reading of minutes of prior meeting;
- E. Officers' reports;
- F. Committee reports;
- G. Elections;
- H. Unfinished business;

- I. New business;
- J. Adjournment.

6. NOTICES.

6.01 DEFINITION. Whenever under the provisions of the Missouri Statutes, the Declaration, the Articles or these By-Laws, notice is required to be given to any director, officer or Member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail by depositing the same in a post office or letter box in a post paid, sealed envelope, addressed as appears on the books of the Association. Any such notice and any notice of any meeting of the Members, annual or special, need not be sent by certified mail.

6.02 SERVICE OF NOTICE – WAIVER. Whenever any notice is required to be given under the provisions of the Missouri Statutes, the Declaration, the Articles or these By-Laws, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

6.03 ADDRESS. The address for notice to the Association prior to termination of Declarant Control under the Declaration shall be the Registered Agent of “The Charleston at Heritage, LLC” at 220 Salt Lick Road, St. Peters, MO 63376 and subsequently may be changed by the Board as appropriate. The Board may designate a different address or addresses for notices to it by giving notice of such change of address to all Owners.

7. FINANCES.

7.01 FISCAL YEAR. The fiscal year shall be the calendar year.

7.02 CHECKS. All checks or demands for money and notes of the Association, shall be signed by any one of the following officers: President, Vice-President, Secretary or Treasurer, or by such officer or officers or such other person or persons as the Board may from time to time designate. The Board by resolution may require more than one (1) signature.

7.03 DETERMINATION OF ASSESSMENTS.

7.031 The Board shall fix assessments adequate to meet the Common Expenses of the Condominium. Common Expenses shall include expenses for the operation, maintenance, repair or replacement of the Common Elements and Limited Common Elements, costs of carrying out the powers and duties of the Association, all insurance premiums and expenses relating thereto, including fire insurance, and any other expenses designated as Common Expenses by the Declaration or from time to time by the Board.

7.032 Funds for the payment of Common Expenses shall be assessed against Unit Owners in the proportions or percentages, and in the manner, provided in the Declaration and said Assessments shall be payable as provided in the Declaration.

7.033 The Board is specifically empowered, on behalf of the Association, to make and collect assessments and to maintain, repair and replace the Common Elements and Limited Common Elements of the Condominium. Such assessments are exclusive of any assessments made by the Heritage Residents Association (“Master Association”).



7.034 Special assessments, which may be required by the Executive Board, shall be levied and paid in the same manner as provided for regular assessments.

7.035 When the Board has determined the amount of any assessment, the Secretary or Treasurer shall mail or present a statement of the assessment to each of the Unit Owners. All assessments shall be payable to the Association and, upon request, the Secretary or Treasurer shall give a receipt for each payment made.

7.04 ANNUAL BUDGET.

7.041 The Board shall prepare the Association's annual budget of Common Expenses, and shall mail such budget to each Unit Owner not less than thirty (30) days prior to the meeting of the Executive Board at which the budget will be considered. Further, the Board shall enclose with such mailing notice of the meeting, which shall be open to all Unit Owners.

7.05 WORKING CAPITAL AND RESERVE FUND.

7.051 The Board shall establish a working capital fund for the initial months of operation equal to three (3) month's estimated Common Expenses charged for each Unit, and shall collect such reserve fund contribution upon the closing on the initial sale of each Unit in the Condominium.

7.052 The Board shall have the right to assess Unit Owners to establish a reserve fund for the future replacement of or additions to the Common Elements and Limited Common Elements, which such reserve fund shall be held in trust by the Board or its designated nominee to be used solely for the purpose for which it was established.

7.06 APPLICATION OF PAYMENTS AND COMMINGLING OF FUNDS. All sums collected by the Association from assessments may be commingled in a single fund or divided into more than one fund as determined by the Board. All assessments shall be applied as provided herein and in the Declaration.

8. JOINT OWNERSHIP. Membership may be held in the name of more than one person, corporation or other entity. In the event ownership is in more than one person, corporation or other entity, all of the joint owners shall be entitled collectively to only one vote in the management of the affairs of the Association and said vote may not be divided between multiple Owners.

9. AMENDMENT. These By-Laws may be amended at any duly called meeting of the Members. The notice of the meeting shall contain a full statement of the proposed amendment. It shall be necessary that there be an affirmative vote of Members owning sixty-six and two-thirds percent (66 2/3%) of all Units and sixty-six and two-thirds percent (66 2/3%) of the Board to amend these By-Laws. No amendment to these By-Laws shall be passed which would operate to impair or prejudice the rights of any mortgage or the Declarant.

10. CONSTRUCTION.

10.01 Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to include the masculine, feminine or neuter, singular or plural, wherever the context so requires.

10.02 Should any of the provisions of these By-Laws be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.



**EXHIBIT C**

**ALLOCATED INTEREST**

<u>UNIT NO.</u>	<u>PERCENTAGE</u>
1431, Suite 100	4.166
1431, Suite 101	4.166
1431, Suite 200	4.166
1431, Suite 201	4.166
1431, Suite 300	4.166
1431, Suite 301	4.166
1433, Suite 100	4.166
1433, Suite 101	4.166
1433, Suite 200	4.166
1433, Suite 201	4.166
1433, Suite 300	4.166
1433, Suite 301	4.166
1435, Suite 100	4.166
1435, Suite 101	4.166
1435, Suite 200	4.166
1435, Suite 201	4.166
1435, Suite 300	4.166
1435, Suite 301	4.166
1437, Suite 100	4.166
1437, Suite 101	4.166
1437, Suite 200	4.166
1437, Suite 201	4.166
1437, Suite 300	4.166
1437, Suite 301	4.166