

June

**BYLAWS
OF
SPRING GARDENS OWNERS ASSOCIATION**

ARTICLE 1

NAME

The name of this Corporation shall be SPRING GARDENS OWNERS ASSOCIATION, and shall herein be referred to as "the Corporation."

ARTICLE 2

STATEMENT OF PURPOSES

The Corporation is organized for the purposes of: The Spring Gardens Owners Association is organized for the purpose of administering, enforcing, and managing the covenants and restrictions and common ground owned by the corporation, to collect assessments and fees and to disburse said assessments and fees for the benefit of the subdivision.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1. The business and affairs of the Corporation shall be controlled and governed by the Board of Directors.

Section 3.2. The number of members of the Board of Directors shall be at least three (3). The Board of Directors by resolution may increase the number of Board members and may determine the manner by which new Board members are nominated, elected or appointed. The length of term served by the Board of Directors is three (3) years and each term shall be staggered as adopted by the Board.

AMENDMENTS
Bylaws of Spring Gardens Owners Association

ARTICLE 3
BOARD OF DIRECTORS (Amended: 12/06/97)

Section 3.2. The number of members of the Board of Directors shall be at least three
(3). The number of members of the Board of Directors shall be increased from three (3)
to six (6).

BOARD OF DIRECTORS (Amended: 06/08/99)

Section 3.2. The number of members of the Board of Directors shall be
reduced from the present six to five.

BOARD OF DIRECTORS
(Amended: 05/22/2000 Effective 6/10/2000)

Section 3.2. The number of members of the Board of Directors shall be
reduced from the present five to three.

ARTICLE 4
OFFICERS
(Amended February 21, 2000)

"Section 4.8. Architectural Control Committee Chairman. The Spring Gardens
Owners Association of the additions and improvements."

"ARCHITECTURAL CONTROL POLICIES

Section 1. Members of the Board of Directors shall constitute
the Architectural Control Committee.

Section 2. An Owner shall not repair, paint, cover, or otherwise
alter the exterior portion of the building on any Lot without
approval of the Architectural Committee.

Section 3.3. The Board of Directors shall hold annual meetings each year and may elect the time and place for annual, regular and special meetings of the Board.

Section 3.4. Special meetings of the Board of Directors may be called by the Chairman of the Board by giving notice of the date, time, place, and purpose of such meeting to all Directors at least two (2) days in advance of such meeting.

Section 3.5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the directors present at the meeting, at which a quorum is present, is the act of the Board of Directors.

Section 3.6. Board members as such shall not receive any salaries for their services on the Board, but members of the Board shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation.

Section 3.7. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Board member appointed or elected to fill a vacancy shall be appointed or elected for the unexpired term of his or her predecessor in office.

ARTICLE 4

OFFICERS

Section 4.1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. One person may hold more than one position.

Section 4.2. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 4.3. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.4. **President.** The President shall preside at all meetings of the Board of Directors. The President, or any other proper officer of the Corporation authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.5. **Vice President.** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

Section 4.6. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are mailed in accordance with the provisions of these Bylaws; be custodian of the corporate records and the seal of the Corporation and see that the seal of the Corporation is duly authorized in accordance with the provision of these Bylaws; and in general perform all such duties as may from time to time be assigned by the Board of Directors.

Section 4.7. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the Office of Treasurer and such others as may from time to time be assigned by the Board of Directors.

Section 4.8. **Architectural Control Committee Chairman.** The Spring Gardens Owners Association covenants, conditions and restrictions recorded in Book 1853 at Page 1704 provides for an Architectural Control Committee (ACC). The Architectural Control Committee and its Chairman shall oversee and review all plans submitted by home owners pursuant to the covenants and restrictions for all construction of new housing, additions, and other improvements more specifically referred to in the covenants and restrictions. The Architectural Control Committee shall be responsible for enforcing the covenants and restrictions as they apply to the design, construction and installation of the additions and improvements.

ARTICLE 5

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 5.1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined by specific instances.

Section 5.2. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by those persons authorized by the Board of Directors.

Section 5.3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 5.4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 6

BOOKS AND RECORDS

The Corporation shall keep at the principal office of the Corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the members of the Board of Directors and of contributors to the Corporation. All books and records of the Corporation may be inspected by any members of the Board of Directors or agent or attorney thereof for any proper purpose at any reasonable time.

ARTICLE 7

MEMBERSHIP

The Corporation shall consist of members which shall be comprised of the fee owners of the lots within the boundaries of the Spring Gardens Subdivision.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.1. **Offices.** The principal business office of the Corporation shall be at the home address of the Secretary of Spring Gardens Owners Association; the Corporation may also have offices at such other place as the Corporation may require.

Section 8.2. **Corporate Seal.** The Board may prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 8.3. **Fiscal Year.** The fiscal year of the corporation shall begin on September 1 and end on August 31 of each year.

Section 8.4. **Restrictions on Activities.** Notwithstanding any other provisions of these Bylaws, no member of the Board of Directors, officer, employee, agent, or any other representative of the Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

Section 8.5. **Dissolution.** In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, as the Board of Directors shall determine, in such manner as required by Section 501 (c) (3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in

accordance with Chapter 355 of the Revised Statutes of Missouri or its successor.

ARTICLE 9

INDEMNIFICATION OF OFFICERS AND DIRECTORS

No officer or Director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or Director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or Director to the extent that such liability is imposed by applicable law (i) for the breach of the Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct, or a knowing violation of the law, or (iii) for any transaction from which the officer or Director derived an improper personal benefit.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or Director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or

11



Exhibit A to Second Amendment to the Spring Gardens Declarations

Owner(s) Signature	Unit Address	Date	Witness
Charlene P. Edler	16 SPRING GARDENS	11/19/13	Jack Hymas
Charlene P. Edler	16		
BERNARD H. EDLER	16 SPRING GARDENS	11/19/13	Jack Hymas
Bernard H. Edler			
Sharon Morgan	18 SPRING GARDENS	11/19/13	Jack Hymas
Sharon Morgan			
Kenneth E. Kellogg	24 SPRING GARDENS	11/19/13	Jack Hymas
Kenneth E. Kellogg			
IDA M KELLOGG	24 SPRING GARDENS	11/19/13	Jack Hymas
Ida M Kellogg			
JANET HADLEY	30 SPRING GARDENS	11/19/13	Jack Hymas
Janet Hadley			
JOYCE OTTELL	36 SPRING GARDENS	11/19/13	Jack Hymas
Joyce Otten			
JAMES DICKENS	46 SPRING GARDENS	11/19/13	Jack Hymas
James Dickens			
DONNA HEELVEN	48 SPRING GARDENS	11/19/13	Jack Hymas
Donna Heelven	48 SPRING GARDENS	11/19/13	Jack Hymas
LY HELVEN	48 SPRING GARDENS	11/19/13	Jack Hymas
Ly Helven	48 SPRING GARDENS	11/19/13	Jack Hymas
Glenda F. Wilson	50 SPRING GARDENS	11/19/13	Jack Hymas
Glenda F. Wilson			
Barb Sammelmann	52 SPRING GARDENS	11/19/13	Jack Hymas
Barb Sammelmann			



Owners, subjects the Property to the following amendments to the Restated Declarations:

Article IV, Paragraph G of the Restated Declarations is amended to provide that the late charge fee shall be Twenty-Five Dollars (\$25.00) as of the date this Amendment is filed. Thereafter, the Board of Directors may from time to time establish a different late charge fee. If the Board does not alter the late charge fee, it shall remain at Twenty-Five Dollars (\$25.00).

The Lot Ownwers who executed this second Amendment to the Declaration of Covenants, Conditions, and Restrictions of Spring Gardens as shown on Exhibit A, represent at least sixty-five percent (65%) of the Spring Gardens Units. Those persons who executed this Second Amendment to the Declaration of Covenants, Conditions, and Restrictions of Spring Gardens, as shown on Exhibit A, did so as their free act and deed for the purposes stated herein.

IN WITNESS WHEREOF, the undersigned, being the President and Director of the Spring Gardens Owners Association, has set his hand on the day and year first written.

SPRING GARDENS OWNERS ASSOCIATION

Jack Hymes

Jack Hymes, President and Director

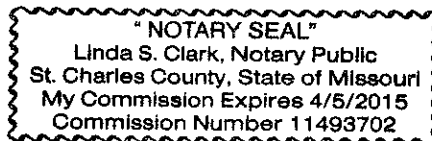
STATE OF MISSOURI) ss
COUNTY OF ST. CHARLES)

On this 22 day of November, 2013, before me appeared Jack Hymes, President and Director to me personally known, who, being by duly sworn, did state that he is the President and Director of the Spring Gardens Owners Association, a not-for-profit Missouri corporation and that this Second Amendment was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged this Second Amendment to be the free act and deed of said corporation and such corporation has no seal.

IN TESTIMONY WHEREOF I have signed and affixed by notarial seal on the day and year first above written.

Linda S. Clark

Notary Public



My commission expires: