

BY-LAWS
OF
SHENANDOAN RESIDENTS ASSOCIATION

ARTICLE I

Offices

The principal office of the corporation shall be located in St. Louis County, Missouri. The registered office of the corporation required by the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical, with the principal office in the State of Missouri; and the address of the registered office may be changed, from time to time, by the Board of Directors.

ARTICLE II

Members

Section 1-Members; Voting Rights: The total number of members shall be 494 (?); the fee owner(s) of each lot in any subdivision (encumbered by restrictions under which the corporation is acting as trustee) shall be entitled to one such membership, which membership shall be appurtenant to and in conjunction with the ownership of such lots. If any lot is owned by more than one person, such owners, collectively, shall be entitled to only one membership per lot. Any conveyance or change of ownership of any lot shall carry with it membership in the corporation. No member shall have a right to convey his membership in the corporation except as an incident to the conveyance of

ownership of a regularly platted lot. Each member shall be entitled to one vote in all matters, which the Board of Directors may determine to submit to the members for their decision. In the absence of any such submissions of a matter to vote of the membership, the members shall have no right to vote.

Section 2-Annual Meeting: The annual meeting of members shall be held on the second Monday in January of each year, commencing with the year 1981, for the purpose of transacting such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 3-Special Meetings: Special meetings of the members may be called by the President, by the Board of Directors, or by not less than twenty-five percent (25%) of all the members of the corporation entitled to vote.

Section 4-Place of Meetings: The Board of Directors may designate the place in St. Louis County, Missouri for the annual meeting of members or for any special meeting of members called by the Board of Directors. The members may designate any place as the place for holding of such meeting if called by the members.

Section 5-Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) 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 the Secretary, or the officer, or persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

Section 6-Quorum Vote: Any number of members entitled to vote thereat represented in person or by proxy, shall constitute a quorum, and the votes as a majority of the members of those present at any meeting of the members may adopt any matter submitted to the members for a vote unless otherwise specifically provided herein. (Revised 6/15/82)

Section 7-Proxies: At all meetings of members, a member may vote by proxy, executed in writing by the member. Such proxy shall designate the person to whom it is given and shall be filed with the Secretary of the corporation before or at the time of the meeting to which said proxy applies. No proxy shall be valid for more than one (1) meeting.

ARTICLE III

Board of Directors

Section 1-General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2-Number, Election and Term: The number of Directors of the corporation shall be three (3), each of whom shall initially be appointed by Blackhall Development Company (the "Corporation"). Each Director shall serve for a term expiring on the second Monday in January, 1981, or until their successors shall have been duly appointed or elected as the case may be. All Directors shall be appointed by the Corporation until the second Monday in January, 1981, in the event of the death, incapacity, or refusal to serve of any Director. Thereafter, the members shall elect the Directors, with the first, second and third Directors so elected, to serve for terms of one, two, and three years, respectively; after the initial election of three Directors by the members, the terms of each successor Director shall be three years; it being the intent of this provision to provide that each year after the first election by the members of the Board of Directors, the term of one of the Directors shall expire; provided, however,

that in any event, Directors shall serve until their successors shall have been duly elected and shall have qualified.

Section 3-Meetings: The Board of Directors shall meet at such times and at such places as the Chairman may determine, but not less than two (2) times each year. One of such regular meetings shall be held within thirty (30) days following the annual meeting of members. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. At least five (5) days notice shall be given to each member of the Board prior to any regular or special meeting thereof. Such notice may be delivered personally or mailed to each Director at his residence, which notice shall be deemed delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 4-Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that if less than a majority of Directors are present at any such meeting, a majority of those present may adjourn the meeting and call a further

meeting, notice of which shall be governed as provided in Section 3 of Article III.

Section 5-Manner of Acting: The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present, shall be the act of the Board of Directors, unless otherwise specifically required.

Section 6-Vacancies: In the case of the death, resignation or disqualification of any one or more of the Directors elected by the members, a successor, or successors, shall be selected by the remaining members of the Board of Directors to serve for the unexpired term of his predecessor; until the second Monday in January, 1981, successors shall be appointed by the Corporation.

Section 7-Compensation: Directors, as such, shall not receive any compensation for their services; provided, however, that if a Director in his capacity as such incurs an expense while acting on behalf of and for the benefit of the corporation, he may receive reimbursement for such expense.

ARTICLE IV

Officers

Section 1-Number: The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers and assistant officers as the Board of Directors may from time to time determine. The President shall be chosen from the members of the Board of Directors. The remaining officers of the corporation need not be chosen from the members of the Board, but they may be so chosen. Any two or more offices may be held by the same person, except the offices of President, Vice-President and Secretary.

Section 2-Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, resignation or removal. Any officer elected or appointed by the Board of Directors may be removed by said Board of

Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 3-Vacancy: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4-President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general 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 5-The Vice President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6-The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts 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 in accordance with the provisions of Article V of these By-Laws; (b) in general perform all the duties incident to the

office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7-The Secretary: The Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) in general 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 of Directors.

Section 8-Assistant Treasurers and Assistant Secretaries: The assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as shall be assigned to

them by the Treasurer or by the Secretary, respectively, or by the President or the Board of Directors.

Section 9-Compensation: Officers, as such, shall not receive any compensation for their services; provided, however, that if an officer, as such, incurs an expense while acting on behalf and for the benefit of the corporation, he may receive reimbursement for such actual expense.

ARTICLE V

Contracts, Loans, Checks and Deposits

Section 1-Contracts: The Board of Directors may authorize any officer or officers, agent or agents, 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 to specific instances.

Section 2-Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3-Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other

evidences of indebtedness issued in the name of the corporation, shall be signed by the Treasurer or by the President, or by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4-Deposits: All funds of the corporation not otherwise employed 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 may select.

ARTICLE VI

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not For Profit Corporation Act of Missouri, 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 equivalent to the giving of such notice.

ARTICLE VII

Indemnification of Officers and Directors

Against Liabilities and Expenses in Actions

Each Director or officer, or former Director or officer of this corporation, and his legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him 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 Director or officer; provided that the corporation shall not indemnify such Director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for willful misconduct in the performance of his duties as such Director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of

the corporation shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of willful misconduct; but in taking such action any Director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a Director or officer was guilty of willful misconduct in relation to any such matters, the Board of Directors or committee appointed by members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled.

ARTICLE VIII

Amendments

A majority of the Board of Directors may alter, amend or repeal these By-Laws and may adopt new By-Laws at any regular or special meeting of the Board of Directors; and may at any annual or special meeting alter or amend the Articles of Incorporation; provided, however, that the provision for the representation of resident lot-owners as set forth in Section 2 of Article III of these By-Laws is maintained.

Dated: June 1, 1978

BILL NO. 580

ORDINANCE No. 578

AN ORDINANCE AMENDING ORDINANCE NUMBER 385 AS TO OFFENSES COVERED WITHIN THE CITY OF CHESTERFIELD AS IT RELATES TO NUISANCES AND THE ENFORCEMENT THEREOF.

WHEREAS, the city council of the City of Chesterfield has considered the impact that occurs as a result of various types of lighting being placed on one's private property when such property is in conjunction with or near land of another; and

WHEREAS, much of the city of Chesterfield is subdivided with multiple family units within the same area and with the potential of disruption to the general health and welfare of the public who live within such close

proximities.

NOW THEREFORE BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHESTERFIELD, ST. LOUIS COUNTY, MISSOURI, AS FOLLOWS:

Section 1. Ordinance Number 385, Section 3, is hereby amended by adding a new Section 3(i) which shall read as follows:

3.i. The use of any light sources, except f or approved street lights or light sources originating from all commercial and/or industrial properties, which is so arranged as to be visible at the property line of a lot or parcel of land where light shines at any point on said property line above the ground more than thirty-six (36) inches or any light that exceeds .2 foot candles of illumination on any common ground or on adjacent properties in the non-urban, and all residential zoning districts.

Section 2. In all other respects, Ordinance Number 385 shall remain in full force and effect.

Section 3. This Ordinance shall be in full force and effect from and after its passage and approval.

Passed and approved this 20th day of May, 1991.