

**BY-LAWS  
OF  
PADDOCK FOREST RESIDENTS ASSOCIATION  
A Not For Profit Corporation**

**ARTICLE I  
Name and Location of Corporation**

**Section 1.** The name of this corporation is Paddock Forest Residents Association. Its registered office shall be located at 12913 Partridge Run Drive, Florissant, Missouri. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
Purpose**

**Section 1.** The purpose of this corporation is to act as a home owner and community improvement association; to supervise, maintain and improve the common areas in the Planned Environment Unit known as Paddock Forest Subdivision, St. Louis County, Missouri, for the use, benefit, protection, enjoyment and recreation of the residents of said subdivision; to act as trustee for such common areas and in the capacity of trustee to acquire and hold title to such common areas and to carry out all duties delegated to it as trustee, including but not limited to collecting and expending funds for any of said purposes; and to do all other things necessary or conducive to the carrying out of the aforesaid purposes.

**ARTICLE III  
Membership**

**Section 1.** The owners of all lots in Paddock Forest Subdivision, St. Louis County, Missouri, regardless of plat number, shall be members of this corporation, so long as they are owners. In the event an owner sells his lot, then he shall no longer be a member and the person buying such lot shall become a member. On the death of a member, the membership shall pass to the person or entity to which ownership of the lot passes. In the event of any other transfer of ownership, i.e., by foreclosure, gift or otherwise, the membership shall follow ownership of the lot.

**Section 2.** Tenants of the multiple-family dwelling units in the subdivision shall also be members of this corporation, so long as they are tenants. There shall be one tenant membership for each occupied dwelling unit and each tenant membership shall constitute one-fourth (1/4) of a full (owner) membership for purposes of voting and determining whether a quorum is present at meetings.

**Section 3.** The list of owners who are members of this corporation shall be determined by examination of the records in the Office of the Recorder for Deeds for St. Louis County. No owner shall be a member unless he is an owner of record. The list of tenant members shall be determined by examination of the latest list of tenants in the records of the managing agent for the multiple family dwelling units in the subdivision. No transfer of membership shall be made on the books of this corporation within fifteen (15) days next preceding the annual meeting of the members.

#### **ARTICLE IV** **Meetings**

**Section 1.** Meetings of the membership shall be held at the principal office or place of business of this corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

**Section 2.** The first annual meeting of the members of the corporation shall be held not later than the end of ten (10) years from April 25, 1966, unless at that time Alfred H. Mayer Company still owns 20% or more of the lots in the entire subdivision, regardless of plat number. In such event the first annual meeting shall be held immediately after the date when Alfred H. Mayer Company no longer owns at least 20% of the lots. The first annual meeting may be held earlier than the happening of the aforesaid events with the written consent of Alfred H. Mayer Company. Annual meetings after the first one shall be held on the same day of the same week and month each year thereafter. At such meetings the members shall elect a Board of Directors in accordance with these By-Laws. The members may also transact such other business of this corporation as may properly come before them.



**Section 3.** It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors, or upon a petition signed by 20% of the members and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present, either in person or by proxy.

**Section 4.** It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member at his address as it appears on the membership list of this corporation, at least fifteen (15) but not more than forty-five (45) days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered due service of the notice.

**Section 5.** The presence, either in person or by proxy, of at least 5% of the members of this corporation shall be requisite for, and shall constitute a quorum for, the transaction of business of all meetings of members.

**Section 6.** If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

**Section 7.** At every meeting of the members, each owner member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote, and where a lot is owned by more than one person, then each such person shall be entitled to cast a fractional vote so that the total of all votes on any one lot equals one vote. Each tenant member representing one dwelling unit shall be entitled to cast one-fourth (1/4) of a vote. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute of the Articles of Incorporation or by these By-Laws, a different vote is required, in which case such express provision shall govern and control. (*Amended August 25, 1999. See page 10.*)

**Section 8.** An owner member may appoint only a co-owner of his lot or his spouse as a proxy; provided, however, that an owner who does not reside in the subdivision may appoint as a proxy an adult person who does live in the owner's residence. A tenant member may appoint an adult person who resides with him as a proxy. Any proxy must be filed with the Secretary before the appointed time of each meeting. (*Amended August 25, 1999. See page 11.*)

**Section 9.** The order of business at all meetings of the members shall be as follows:

- (a) Roll Call
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading of minutes of preceding meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Election of directors
- (g) Unfinished business
- (h) New business

## **ARTICLE V** **Directors**

**Section 1.** The affairs of this corporation shall be governed by a Board of Directors composed of three persons. The number of directors may be increased or decreased from time to time by amendment to these By-Laws. At no time shall the number of directors be less than three. The directors elected at the first annual meeting of the members and thereafter shall be members of this corporation. (*Amended September 11, 1989. See page 12.*)

**Section 2.** Until such time as the first annual meeting of the members of this corporation is held, the Directors and any successors necessary shall be appointed by Alfred H. Mayer Company. At or just prior to the first annual meeting of the members, such appointed Directors shall resign so that the members of the corporation may elect the Directors.



**Section 3.** The Board of Directors shall have the powers and duties necessary for the administration of the affairs of this corporation and may do all such acts and things as are not by law or by these By-Laws directed to be exercised and done by the members. The powers of the Board of Directors shall include but not be limited to all things necessary to carry out the powers and duties of the Trustee contained in the Indenture of Trust and Restrictions pertaining to each plat in Paddock Forest Subdivision, including the making of assessments upon and against the members and the lots in the Subdivision as called for by the aforesaid Indenture of Trust and Restrictions.

**Section 4.** At the first annual meeting of the members the term of office of one Director shall be fixed for three years; the term of office of the second Director shall be fixed for two years; and the term of office of the third Director shall be fixed for one year. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of three years. The Directors shall hold office until their successors have been elected and hold their first meeting.

**Section 5.** Vacancies in the Board of Directors after the first annual meeting of the members shall be filled by vote of the majority of the remaining Directors, and each person so chosen shall be a Director until the expiration of the term of the Director whom such person has replaced.

**Section 6.** No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for this corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

**Section 7.** The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

**Section 8.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, or telegraph, at least three (3) days prior to the day named for such meeting.

**Section 9.** Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally, or by mail, telephone, or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two Directors.

**Section 10.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

**Section 11.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**Section 12.** *This section was added August 25, 1999. See page 13.*

**Section 13.** *This section was added August 25, 1999. See page 14.*



**ARTICLE VI**  
**Officers**

**Section 1.** The principal officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors shall be elected by and from the Board of Directors. The Directors may appoint an Assistant Treasurer, and an Assistant Secretary, and such other officers as in their judgment may be necessary.

**Section 2.** The officers of this corporation shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

**Section 3.** Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

**Section 4.** The President shall be the chief executive officer of this corporation. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of a corporation, including but not limited to the power to appoint Committees from among the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of this corporation.

**Section 5.** The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

**Section 6.** The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of this corporation; he shall have the custody of the seal of this corporation; he shall have charge of the membership list and such other books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

**Section 7.** The Treasurer shall have responsibility for corporate funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to this corporation. He shall be responsible for the deposit of all moneys, and other valuable effects in the name, and to the credit, of this corporation in such depositories as from time to time be designated by the Board of Directors.

## **ARTICLE VII** **Corporate Seal**

**Section 1.** The Board of Directors shall provide a suitable seal containing the name of this corporation, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

## **ARTICLE VIII** **Fiscal Management**

**Section 1.** The fiscal year of this corporation shall begin the first day of January every year, except that the first fiscal year of this corporation shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

**Section 2.** Books and accounts of this corporation shall be kept under the direction of the Treasurer.

**Section 3.** Financial reports and the membership list of this corporation shall be available at the principal office of the corporation for inspection at reasonable times by any member.



**Section 4.** All checks shall be executed on behalf of the corporation by either the President or the Vice President, and countersigned by either the Secretary or Treasurer.  
*(Amended February 17, 1990. See page 15.)*  
*(Amended February 17, 2000. See page 16.)*

#### ARTICLE IX

*This article does not exist according to Paddock Forest Residents Association, Inc. records.*

#### ARTICLE X Amendments

**Section 1.** These By-Laws may be amended by the Board of Directors, or after the first annual meeting of the members, by a majority vote of the members present and voting at any regular or special meeting, provided that a quorum as prescribed in Section 5 Article IV herein, is present at any such meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least 10% of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

#### ARTICLE XI

*This article was added on February 17, 1990. See page 15.*

Adopted on:

\_\_\_\_\_  
Chairman

Attest: \_\_\_\_\_  
Secretary

PADDOCK FOREST RESIDENTS ASSOCIATION

AMENDMENT TO THE BY-LAWS

ARTICLE IV-SECTION 7:

Pursuant to the unanimous vote of the members, in person or by proxy, at the Annual Meeting of January 27, 1999, this Section was amended as follows:


"All assessments must be paid in full on a member(s)' property in order for the member(s) to be eligible to vote or to serve as a Director. At every meeting of the members, each eligible owner member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote, and where a lot is owned by more than one person, then each such person shall be entitled to cast a fractional vote so that the total of all votes on any one lot equals one vote. Each eligible tenant member representing a dwelling unit shall be entitled to cast one fourth (1/4) of a vote." The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation or by these By-Laws, a different vote is required, in which case such express provision shall govern and control.


"This By-Law shall be effective immediately."


Attest:

  
Brent A. Hardesty  
President

  
Frank E. Lane  
Vice President

  
Gregory S. Porter  
Secretary

  
Robert S. Recktenwald  
Treasurer

  
James L. Corey  
Director

August 25, 1999



PADDOCK FOREST RESIDENTS ASSOCIATION

AMENDMENT TO THE BY-LAWS


ARTICLE IV-SECTION 8:

Pursuant to the unanimous vote at the Annual Meeting of January 28, 1998, this section was amended as follows:


"An owner member may appoint only the Board of Directors or a co-owner of his/her lot or his/her spouse as a proxy; provided, however, that an owner who does not reside in the subdivision may appoint as a proxy the Board of Directors or an adult person who does live in the owner's residence. A tenant member may appoint the Board of Directors or an adult person who resides with him/her as a proxy. Any proxy must be filed with the Secretary before the appointed time of each meeting."

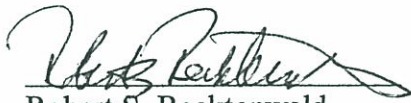
"This amendment is effective immediately."


Attest:

  
Brent A. Hardesty  
President

  
Frank E. Lane  
Vice President

  
Gregory S. Porter  
Secretary

  
Robert S. Recktenwald  
Treasurer

  
James L. Corey  
Director

August 25, 1999

PADDOCK FOREST RESIDENTS ASSOCIATION

AMENDMENT TO THE BY-LAWS


ARTICLE V-SECTION 12:

Pursuant to the majority vote of 98.2% of the members, in person or by proxy, at the Annual Meeting of January 27, 1999, Section 12 was incorporated in Article V as follows:

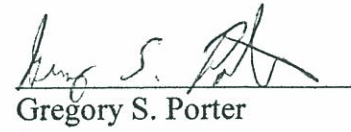
"The Directors may levy a \$25 late fee for assessment payments received late by more than 14 days."

"This By-Law shall be effective November 1, 1999."


Attest:

  
Brent A. Hardesty  
President

  
Frank E. Lane  
Vice President

  
Gregory S. Porter  
Secretary

  
Robert S. Recktenwald  
Treasurer

  
James L. Corey  
Director

August 25, 1999



PADDOCK FOREST RESIDENTS ASSOCIATION

AMENDMENT TO THE BY-LAWS

ARTICLE V-SECION 13:

Pursuant to the majority vote of 98.2% of the members, in person or by proxy, at the Annual Meeting of January 27, 1999, this Section 13 was incorporated in Article V as follows:

"The Trustees and its successors and assigns are authorized to make assessments of an amount not to exceed \$100 per lot per year upon and against the lots in the Paddock Forest subdivision and an amount not to exceed \$25 per multiple-family dwelling unit per year for the purposes of carrying out any or all the herein below outlined and identified Projects. These assessments for the Projects are in addition to the \$25 per lot and \$6.25 per multiple-family dwelling unit authorized by the subdivision's Indentures of Trust and Restrictions.

The Projects are for:


1. Street Lights including, but not limited to, installation and electricity.
2. Entrances including, but not limited to, landscaping, decorative lights, decorative fencing, and stonework.
3. Insurance Policies including, but not limited to, General Liability.
4. Erosion Controls including, but not limited to materials, labor and equipment.
5. Lakes including, but not limited to, control of aquatic plants and algae, improved banks, and increased depths.
6. Forestry Improvements including, but not limited to, planting trees, landscaping, removing diseased trees, and removing kudzu, poison ivy, poison oak, and other undesirable plants.

"This By-Law shall be effective November 1, 1999."


Attest:

  
Brent A. Hardesty  
President

  
Frank E. Lane  
Vice President

  
Gregory S. Porter  
Secretary

  
Robert S. Recktenwald  
Treasurer

  
James L. Corey  
Director

August 25, 1999

PADDOCK FOREST RESIDENTS ASSOCIATION

AMENDMENTS TO THE BY-LAWS

At its regular meeting, February 17, 1990, the Board of Directors unanimously approved the following amendments (with director Carrabus absent):


ARTICLE VIII - SECTION 4 is amended to read as follows:

"All checks may be executed on behalf of the corporation by its Treasurer, acting alone, who shall be bonded in an amount not less than Fifty Thousand Dollars (\$50,000.00)."

ARTICLE XI is added to read as follows:

"The corporation shall indemnify its officers and directors against personal loss, including legal defence and other related expenses, which may occur as the result of their service to the corporation and to the extent permissible by law."

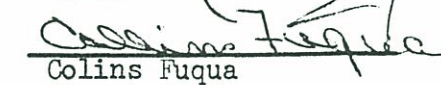
Attest:

  
Paul Christiansen  
Secretary

February 17, 1990

  
Frank E. Lane

  
Elmer Austerlmann, Jr.

  
Collins Fuqua




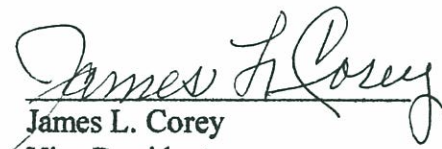

**PADDOCK FOREST RESIDENTS ASSOCIATION**


**AMENDMENT TO THE BY-LAWS**

ARTICLE VIII-SECTION 4 is amended to read as follows:

All checks shall be executed on behalf of the corporation by the Treasurer. In the absence of the Treasurer, the Treasurer may appoint any other member of the Board of Directors to execute checks on behalf of the corporation. All checks shall be countersigned by another member of the Board of Directors. All members of the Board of Directors shall be bonded for a minimum of \$50,000.

Attest:

		
Brent A. Hardesty President	James L. Corey Vice President	Gregory S. Porter Secretary

  
Robert S. Recktenwald  
Treasurer

  
Frank E. Lane  
Director

February 17, 2000