

BYLAWS OF COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is **COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION** (the "Association"). The principal office of the corporation shall be located at 6050 Brown Station Road, Boone County, Columbia Missouri 65202, but meetings of members and directors may be held at such places within the State of Missouri as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. The terms "common area," "Developer," "residential lots," and "owner" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions relating to **The Vineyards** subdivision dated April 4, 2007 and recorded May 2, 2007, under Document No. 2007010652 in Book 3136 at Page 101 in the office of the Recorder of Deeds for Boone County, Columbia, Missouri (the "Declaration").

Section 2. "Member" means those persons or entities entitled to membership in the Association as provided in the Declaration and the Articles of Incorporation.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, at a date, time and place within the State of Missouri selected by the Board of Directors of the Association.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the one-fourth (1/4th) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, not less than fifteen (15) nor more than sixty (60) days before the meeting, to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members or proxies entitled to cast one-tenth (1/10th) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If, however, such quorum shall not be

present or represented at any meeting, the Members entitled to vote at that meeting shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his residential lot.

ARTICLE IV BOARD OF DIRECTORS SELECTION: TERM OF OFFICE

Section 1. Number; Term of Office. The first Board of Directors shall consist of three (3) Directors. The first Board of Directors shall consist of three (3) Directors as set forth below. Hereafter the Directors shall be elected by the members of the Association who shall be entitled to one vote for each residential lot owned for the election of the Board of Directors. When more than one person holds an interest in any residential lot, all such persons shall be members and shall have one vote for such lot which shall be exercisable as the owners of the residential lot may determine but in no event more than one vote be case with respect to any residential lot. The initial Board shall have one Director serving a three (3) year term, one Director serving a two (2) year term and one Director serving a one (1) year term. Each year one new Director shall be appointed or elected so as to maintain a total membership on the Board of three (3).

Section 2. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal, pursuant to these Bylaws, of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination of Directors for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more other persons. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting of the Members, to serve until the close of the annual meeting. The Nominating Committee shall make as many nominations for

election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At the election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Vacancies. Except as set forth above, vacancies on the Board of Directors resulting from resignation, death, removal or an increase in the number of Directors may be filled by a majority of the Directors then in office, although less than a quorum.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the common area, including any improvements and amenities located on the common area, and the personal conduct of the Members and their guests on the common area, and to establish penalties for the infraction of these rules and regulations;

(b) suspend the voting rights, and the right of use of any recreational facilities located on any common area during any period in which the Member is in default in the payment of any assessment levied by the Association; these rights may also be suspended for a period not to exceed sixty (60) days for an infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and

(d) employ a manager, independent contractors or other employees or contractors as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) keep a complete record of all its acts and corporate affairs and to present a statement of its acts and affairs to the Members at the annual meeting of the Members, or at any special meeting when such a statement is requested in writing by one-fourth (1/4th) of the Members who are entitled to vote;

(b) supervise all officers, agents and/or employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration to:

(1) fix the amount of the annual assessment against each residential lot not later than February 1st of each year;

(2) send written notice of each annual assessment to every residential lot owner subject to the assessment not later than February 1st of each year, and of each special assessment, at least forty-five (45) days in advance of its due date; and

(3) foreclose the lien against a residential lot if the owner of the lot has not paid the assessment on the residential lot within such time as the Board of Directors may determine, or bring an action at law against the owner personally obligated to pay the same;

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid; a reasonable charge may be made by the Board for the issuance of these certificates (if the certificate states that an assessment has been paid, the certificate shall be conclusive evidence of payment with respect to any person relying on the certificate);

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the common area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be Members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his successor is elected, whichever shall be the longer period, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the secretary. Such resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer he replaces and until his successor shall have been elected and qualified.

Section 7. Multiple Offices. Not more than two offices may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Members and of the Board of Directors and see that orders and resolutions of the Board are carried out. The President shall have authority to sign all leases, mortgages, deeds and other written instruments.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and exercise and discharge such other duties as may be required of him by the Board. The Vice-President shall likewise have authority to sign all leases, mortgages, deeds and other written instruments.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse these funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members requesting the same.

ARTICLE IX COMMITTEES

The Board of Directors shall appoint such committees, with such powers and duties, as deemed appropriate to carrying out the purposes of the Association.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association assessments which are secured by a continuing lien upon the residential lot against which the assessment is made. If the assessment is not paid on the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the residential lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner of a residential lot may waive or otherwise escape liability for the assessments by nonuse of the common area or abandonment of his residential lot.

ARTICLE XII INDEMNIFICATION

Section 1 Mandatory Indemnification. The Association shall, to the full extent permitted by The Missouri Nonprofit Corporation Act, indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Association or is or was serving at the request of the Association as a director or officer of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 2 Permissive Supplementary Benefits. The Association may, but shall not be required to, supplement the right of indemnification under Section 13.01 by (a) the purchase of insurance on behalf of any one or more of such persons, whether or not the Association would be obligated to indemnify such person under Section 12.01, (b) individual or group indemnification agreements with any one or more of such persons and (c) advances for related expenses of such a person.

ARTICLE XIII
AMENDMENTS

Section 1. Amendment of these Bylaws shall require the written declaration and agreement of two-thirds (2/3) of the residential lots (including any annexation lots) subject to the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and the Articles or these Bylaws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation and end on December 31st of that year.

IN WITNESS WHEREOF, we, being all of the Directors of **COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION**, have executed these Bylaws this ____ day of _____, 2012.

Matt Jost

Adam Toth

Ashley Kramer

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of **COLUMBIA VINEYARDS HOMEOWNERS ASSOCIATION**, a Missouri nonprofit corporation; and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2012.

Secretary