

THIRD AMENDMENT TO BYLAWS OF
MEADOW RIDGE RECREATIONAL CORPORATION

THIS AMENDMENT TO BYLAWS is made and entered into this 15th day of May, 1989 by the Board of Directors of MEADOW RIDGE RECREATIONAL CORPORATION, a Missouri not-for-profit corporation (the "Board").

RECITALS:

1. The Bylaws of Meadow Ridge Recreational Corporation (the "Bylaws") have previously been recorded as Exhibit A to that certain Declaration of Covenants, Conditions and Restrictions for Meadow Ridge Commons in Book 1061 at Pages 1663 through 1693 of the Office of the Recorder of Deeds for the County of St. Charles, Missouri (the "Declaration") and have been amended by Amendment to Bylaws recorded in Book 1180 at Pages 491 through 495 of the Office of the Recorder of Deeds for the County of St. Charles, Missouri and by Amendment to Bylaws recorded in Book 1261 at Pages 1375 through 1377 of the Office of the Recorder of Deeds for the County of St. Charles, Missouri.

2. The Board desires further to amend the Bylaws pertaining to the number of directors of the corporation.

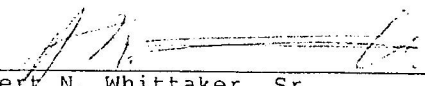
3. The Board has authority so to amend the Bylaws.

NOW, THEREFORE, in consideration of the premises and pursuant to powers under the Bylaws, the Board hereby amends the Bylaws as follows:

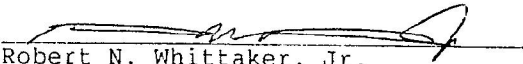
1. Section 9.1 of the Bylaws as amended shall be amended by deleting the first sentence of said Section and substituting in lieu thereof: "The fiscal year of the Corporation shall be from January 1 through December 31."

2. Except as modified above and to accomplish the intent set forth herein, all other terms and conditions of the Bylaws shall remain in full force and effect and are hereby ratified and confirmed by the parties.

IN WITNESS WHEREOF, the undersigned have hereunto set their names as of this 15th day of May, 1989.



Robert N. Whittaker, Sr.



Robert N. Whittaker, Jr.

Encl. Linda Kunkel

Shirley J. Whittaker
Shirley J. Whittaker

Timothy Whittaker
Timothy Whittaker

Thomas Flatley
Thomas Flatley

James O'Brien
James O'Brien

John Elsea
John Elsea

Mike Quinlan
Mike Quinlan

Samuel Kevrick
Samuel Kevrick

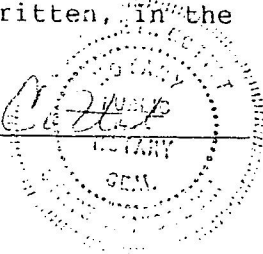
NOTARY PUBLIC
STATE OF MISSOURI
FILED
ST. CHARLES COUNTY

STATE OF MISSOURI)
) SS.
COUNTY OF ST. CHARLES)

On this 15th day of May, 1989, before me, a notary public, personally appeared Robert N. Whittaker, Sr., Shirley J. Whittaker, Timothy Whittaker, Thomas Flatley, James O'Brien, John Elsea, Mike Quinlan, and Samuel Kevrick, who, after being by me first duly sworn, did say that they are the members of the Board of Directors of Meadow Ridge Recreational Corporation, and that they executed the foregoing Amendment as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written, in the County and State aforesaid.

Suzanne M. Cottet
Notary Public



My Commission Expires:

SUZANNE M. COTTET
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES JUNE 18, 1993

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