

AMENDMENT

BYLAWS

OF


WILLOW PARK TOWNHOUSES, INC.

ARTICLE II. SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders for the purpose of electing Directors and for the transaction of such other business as may come before the meeting shall be held each year between January 10, and February 10, inclusive, on a day which is not a Saturday, a Sunday, or a legal holiday, at the hour of 7:30 p.m.

If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

The foregoing constitutes the amendment to Article II, Section 1., of the Bylaws of Willow Park Townhouses, Inc., as authorized at the meeting of the Board of Directors held on January 15, 1988, and as approved by the Board of Directors at a meeting held on the 26th day of April, 1988.


C. David Clauss
Secretary

Jim Brunk
President

BYLAWS

WILLOW PARK TOWNHOUSES, INC.

ARTICLE I OFFICES

The principal office of the Corporation in the State of Wyoming shall be located at such location as the Board of Directors may, from time to time, designate; and the Corporation may have such other offices, either within or without the State of Wyoming, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II MEMBERS

SECTION 1. Annual Meeting. a. The annual meeting of the members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting shall be held each year between January 10, and February 10, inclusive, on a day which is not a Saturday, a Sunday, or a legal holiday, at a time to be determined by the Board of Directors or, in the absence of such determination, by the Secretary.

b. If the election of Directors shall not be held at the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings of the members, for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth of all the members of the Corporation.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wyoming, as the place for any annual meeting or for any special meeting. A waiver of notice signed by all members may designate any place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation in the State of Wyoming.

SECTION 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten, nor more

than 50, 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 Directors 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, addressed to the member at his address as it appears in the corporate records.

SECTION 5. Quorum. One third of the members of the Corporation represented in person or by proxy shall constitute a quorum at a meeting of members. If less than a majority of the members are represented at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum present.

SECTION 6. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before, or at the time of, the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 7. Voting. Subject to the provisions of Section 8. of this Article II, each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members, for each condominium townhouse unit owned by the member.

SECTION 8. Cumulative Voting. At each election for Directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of votes to which he is entitled for as many persons as there are Directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his votes shall equal, or by distributing such votes on the same principle among any number of candidates.

SECTION 9. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members.

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, Tenure, and Qualifications. The number of Directors of the Corporation shall be five. Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. Directors need not be residents of the State of Wyoming, or members of the Corporation.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, whether within or without the State of Wyoming, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Wyoming, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. A Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. Quorum. A majority of the number of Directors fixed by Section 2. of this Article III, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such majority

is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum present.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in number of Directors shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

SECTION 9. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 10. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

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, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be

deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. 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 5. The President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general 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 6. The Vice-Presidents. In the absence of the President or in the event of his death, or inability or refusal to act, the Vice-President (or, in the event there be more than one Vice-President, the Vice-Presidents in order designated at the time of their election, or in absence of any designation,

then in the order of their election) shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice-President shall perform such other duties as, from time to time, may be assigned 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 the Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office addresses of each member; and, (e) in general perform all duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

SECTION 8. 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 monies due and payable to the Corporation from any source whatsoever, and deposit all such monies 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 Bylaws; and, (b) in general perform all of 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 9. Assistant Secretaries and Assistant Treasurers. 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 Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or Board of Directors.

SECTION 10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors; and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

ARTICLE V CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and in 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 evidence 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 such officer or officers, or 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 FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the 1st day of February of each year.

ARTICLE VII SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE VIII WAIVER OF NOTICE

Whenever a notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Wyoming Business Corporation Act, a 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 IX AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors at any regular or special meeting of the Board of Directors.

CERTIFICATE OF ADOPTION

The undersigned, being duly elected, qualified, and acting Secretary of Willow Park Townhouses, Inc., a Wyoming Corporation, does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of the said Corporation on the 13th day of May, 1992, at a lawfully organized meeting of the Board of Directors of said Corporation and are now, and have been ever since such date, the Bylaws of said Corporation.



C. David Clauss
Secretary

13 May 92

Date