

THE NEW TOWN AT ST. CHARLES
THEATER DISTRICT OWNERS ASSOCIATION

BYLAWS

Incorporated under the Laws of Missouri

Adopted: June 1, 2007

TABLE OF CONTENTS

ARTICLE I. DEFINITIONS

ARTICLE II. OFFICES

- Section 1. Principal Office
- Section 2. Registered Office

ARTICLE III. PURPOSES

ARTICLE IV. MEETING OF MEMBERS

- Section 1. Annual Meetings
- Section 2. Special Meetings
- Section 3. Notice of Meetings
- Section 4. Quorum
- Section 5. Proxies
- Section 6. Election of Directors by Mail

ARTICLE V. BOARD OF DIRECTORS

- Section 1. Powers
- Section 2. Number and Qualifications
- Section 3. Election and Terms of Office
- Section 4. Vacancies
- Section 5. Compensation
- Section 6. Resignation

ARTICLE VI. MEETINGS OF BOARD OF DIRECTORS

- Section 1. Regular Meetings
- Section 2. Special Meetings
- Section 3. Notice
- Section 4. Quorum
- Section 5. Adjournment
- Section 6. Voting
- Section 7. Meetings by Conference Telephone
- Section 8. Actions Without Meetings

ARTICLE VII. COMMITTEES

- Section 1. Executive Committee
- Section 2. Other Committees
- Section 3. Term of Office
- Section 4. Chairman
- Section 5. Vacancies
- Section 6. Quorum
- Section 7. Rules

ARTICLE VIII. OFFICERS

- Section 1. Officers
- Section 2. Election and Term of Office
- Section 3. Removal and Resignation
- Section 4. Vacancies
- Section 5. President
- Section 6. Vice-President
- Section 7. Treasurer
- Section 8. Secretary

ARTICLE IX. FISCAL AUTHORITY

- Section 1. Contracts
- Section 2. Checks, Drafts, Etc.
- Section 3. Deposits
- Section 4. Gifts
- Section 5. Fiscal Year

ARTICLE X. BOOKS AND RECORDS

ARTICLE XI. WAIVER OF NOTICE

ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

ARTICLE XIII. AMENDMENTS

- Section 1. Amendments by Members
- Section 2. Conflicts

CERTIFICATE

BYLAWS
OF THE
THE NEW TOWN AT ST. CHARLES THEATER DISTRICT OWNERS ASSOCIATION

ARTICLE I
DEFINITIONS

The terms defined in the Declaration of Governance, Covenants, Easements, Conditions, and Restrictions for The New Town at St. Charles dated as of March 8, 2005, and recorded in the Office of the Recorder of Deeds for the County of St. Charles, Missouri, Book 4122, Page 1574, as amended from time to time (the "Declaration of Governance"), shall apply in these Bylaws.

ARTICLE II
OFFICES

Section 1. Principal Office.

The initial principal office of the corporation in the State of Missouri shall be located at 3333-4 Rue Royale, St. Charles, Missouri 63301. The principal office may be relocated and the Association may have such other offices within the State of Missouri as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 2. Registered Office.

The Association shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by The Nonprofit Corporation Law of the State of Missouri. The registered office 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 III
PURPOSES

The purposes of the Association shall be those nonprofit purposes stated in the Articles of Incorporation of the Association, as amended from time to time.

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held at such time as the Directors deem appropriate, but in any event within sixty days after the closing of the sale by Developer of the last Lot in the Theater District, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 6:00 P.M., provided, the Board may, at its option, reschedule such meeting for such other date, hour or place as the Board shall select by giving notice to the Members. If the day for the

annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Subject to the provisions of the Nonprofit Corporation Law, special meetings of the Members may be called at any time by the President, a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one-third (1/3) of all of the votes of the Association.

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 or personally delivering a copy of such notice, postage prepaid (if mailed, which mailing shall be by first class or registered mail), not less than ten (10) nor more than thirty (30) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes of the meeting.

Section 4. Quorum. The presence at any meeting of the Association of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of the Association, any member may vote in person or by proxy. All proxies shall be in writing, signed by the giver of the proxy, state that the giver of the proxy is appointing the proxy holder to vote for the proxy giver at a designated meeting or meetings, and be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the giver of the proxy of such proxy giver's Lot.

Section 6. Election of Directors by Mail. Notwithstanding any provision of the Declaration or Bylaws to the contrary, elections of persons to the Board of Directors may be conducted by mail. In order to conduct an election by mail, the Board shall send a notice for each Lot to the Owner(s) of such Lot, addressed to the address of the Owner(s) then on file with the Association, notifying the Owner(s) of the election and requesting nominations for the Board of Directors. The notice shall specify that nominations will be received for a period of three (3) weeks from the date set forth on the notice. Any Owner wishing to submit a nomination of an individual shall notify the Board of Directors in writing of the name of the nominee; the nominee shall consent to such nomination in writing on the letter containing such nomination and the nominee shall also sign the letter setting forth the nomination of the nominee. After receiving nominations, the Board shall prepare a ballot containing the names of all nominations validly submitted to the Board in accordance with the requirements hereof within the time limit established in the notice. The ballot shall have typed upon it the address of the Board to which the ballot must be returned and the date by which the ballot must be received by the Board in order to constitute a valid vote. The date by which ballots must be received shall be such date as

the Board of Directors, in its sole discretion, selects, provided, in no event shall such date be sooner than ten (10) days nor later than twenty (20) days after the mailing of the ballots to the Owners. The Board shall mail one ballot for each Lot to the Owner(s) of such Lot, addressed to the address of the Owner(s) then on file with the Association. Together with each ballot, the Board shall send an envelope, upon the outside of which is typed the name of the Owner(s) to whom the ballot is sent. After voting for the nominee(s) by marking the ballot, the Owner(s) shall place the ballot within the envelope accompanying the ballot and shall sign the outside of the envelope next to the typewritten name of the Owner(s). This envelope must then be placed in an envelope addressed to the Board of Directors at the address set forth on the ballot and be personally delivered to such address or delivered to such address after being deposited in the United States mail, postage prepaid, within the required time limit. All ballots received within the required time limit, properly marked and sealed within the accompanying signed envelopes, shall be counted by the Board and the results shall be announced to the Owners by the Board mailing notice within seven (7) days after the deadline for receiving ballots to all Owners at the addresses of the Owners then on file with the Association.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers.

The property and affairs of the Association shall be managed by the Board of Directors of the Association. The Board of Directors shall have and is vested with those powers and authorities set forth in the Declaration of Governance and the Articles of Incorporation of the Association to supervise, control, direct and manage the District, affairs and activities of the Association, to determine the policies of the Association, to do or cause to be done any and all lawful things for and on behalf of the Association, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Board of Directors shall not authorize or permit the Association to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Association, the Declaration of Governance or by a corporation organized under The Nonprofit Corporation Law of the State of Missouri;

(b) None of the powers of the Association shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Association; and

(c) All income and the property of the Association shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Association shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the Association.

Section 2. Number and Qualifications.

The number of the first Board of Directors of the Association shall be three (3). The number of Directors may be changed from time to time, by amendment to these Bylaws duly made.

Section 3. Election and Terms of Office.

Each Director named in the Articles of Incorporation of the Association shall hold office (unless sooner removed and replaced by the Developer or disqualified) as set forth in the Declaration of Governance. Any Director whose term is about to expire may be elected to succeed himself. After each election of a new Board of Directors, the meeting shall continue as a meeting of the new Board of Directors, for the purpose of electing officers and transacting such other business as may be presented to the meeting; no notice need be given to such newly elected directors who are present at such a meeting or who sign waivers of notice thereof.

Section 4. Vacancies.

Except as provided in the Declaration of Governance, any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until the next annual meeting of the Board of Directors and until such Director's successor shall be duly elected and commences such successor's term of office.

Section 5. Compensation.

Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor. A Director may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering services to the Association in the administration of its affairs.

Section 6. Resignation.

Any Director may resign from the Board of Directors of the Association; such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the Association, as such resignation shall provide.

ARTICLE VI
MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held without other notice at such place and hour as may be fixed by resolution of the Board, for the transaction of such business as shall come before such meeting. If the day fixed for any such meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Missouri, and the time for holding any special meeting of the Board called by them.

Section 3. Notice.

Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours previously thereto by written notice delivered personally or sent by mail or telegraph to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope 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. Any Director may waive notice of any meeting. The attendance of a Director at any 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, unless specifically required by law or by these Bylaws.

Section 4. Quorum.

The presence of a majority of the whole Board of Directors shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by The Nonprofit Corporation Law of the State of Missouri, the Articles of Incorporation of the Association or these Bylaws.

Section 5. Adjournment.

If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

Section 6. Voting.

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 7. Meetings by Conference Telephone.

Unless otherwise provided in the Articles of Incorporation of the Association, Directors of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

Section 8. Actions Without Meetings.

Any action which is required to or may be taken at a meeting of the Board of Directors or of the Executive Committee or any other committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors of the Board of Directors or of the committee, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be.

ARTICLE VII
COMMITTEES

Section 1. Executive Committee.

The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors in office. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, Members of each such committee shall be Directors of the Board of Directors, and the President of the Association shall appoint the Members thereof. Any member thereof may be removed by the Board of Directors of the Association whenever in its judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman.

One member of each committee shall be appointed chairman by the Board of Directors of the Association.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority thereof present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
OFFICERS

Section 1. Officers.

The officers of the Association shall be a President, a Vice-President (who shall at all times be a member of the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, 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.

Initially, the officers of the Association shall be elected by the Board of Directors named in the Articles of Incorporation of the Association at the first meeting of that body, to serve at the pleasure of the Board of Directors of the Association until the first annual meeting of the

Association and until their successors are duly elected. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal and Resignation.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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. President.

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed and shall co-sign all checks and promissory notes, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; 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. Vice-President.

In the absence of the President or in event of the President's 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 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 to such Vice-President by the President or by the Board of Directors.

Section 7. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; shall sign all checks and promissory notes of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust

companies and other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; keep proper books of account; shall prepare an annual budget and statement of income and expenditures to be presented at the annual meeting of the Association; and 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 the Treasurer by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary shall keep the votes and minutes of the meetings of the Board of Directors and the Association in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the corporate seal of the Association, if any, and see that the corporate seal of the Association is affixed to all documents requiring such seal, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director and member which shall be furnished to the Secretary by such Director and member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

ARTICLE IX
FISCAL AUTHORITY

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer and co-signed by the President of the Association unless otherwise determined by resolution of the Board of Directors.

Section 3. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 5. Fiscal Year.

The fiscal year of the Association shall be a calendar year. The Board of Directors shall have the power to change the fiscal year of the Association, from time to time, which shall become the taxable year of the Association upon the approval of the Internal Revenue Service.

ARTICLE X
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Association, its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. Copies of the Declaration, the Articles of Incorporation and Bylaws of the Association shall be available for inspection by any member of the Association at the Association's principal office at any reasonable time, where copies may be purchased at reasonable cost.

ARTICLE XI
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of The Nonprofit Corporation Law of the State of Missouri, or under the provisions of the Bylaws of the Association, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or officer, or former Director or officer, of the Association and such Director or officer's heirs, personal representatives and assigns, shall be indemnified by the Association 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; and any person who, at the request of the Association, served as Director or officer of another corporation in which the Association owned corporate stock, and his legal representatives, shall in like manner be indemnified by the Association; provided, that in neither case shall the Association 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 gross negligence or 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 Association shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of gross negligence or willful misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon.

In determining whether or not a Director or officer was guilty of gross negligence or willful misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled.

No Director or officer of the Association shall be liable to any other Director or officer or other person for any action taken or refused to be taken by him as Director or officer with respect to any matter within the scope of his official duties, except such action or neglect or failure to act as shall constitute gross negligence or willful misconduct in the performance of his duties as Director or officer.

ARTICLE XIII
AMENDMENTS

Section 1. Amendments By Members. These Bylaws may be amended by a majority of the Board of Directors at a duly called meeting of the Directors or, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, or through an election by mail.

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

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of The New Town at St. Charles Theater District Owners Association by the Board of Directors of said Association at its initial meeting held on June 26, 2007.


Secretary