

BP13929/0530



JANICE M. HAMMONDS, RECORDER OF DEEDS
ST. LOUIS COUNTY MISSOURI
41 SOUTH CENTRAL, CLAYTON, MO 63105

TYPE OF INSTRUMENT: AMDT
GRANTOR: MEADOWBROOK FARMS CLARKSON
TO: EST BY TR ETAL
GRANTEE:

PROPERTY DESCRIPTION: MEADOWBROOK FARMS/CLARKSON EST

Lien Number

Notation
X

Locator

NOTE: I, the undersigned Recorder of Deeds, do hereby certify that the information shown on this Certification Sheet as to the TYPE OF INSTRUMENT, the NAMES of the GRANTOR and GRANTEE as well as the DESCRIPTION of the REAL PROPERTY affected is furnished merely as a convenience only, and in the case of any discrepancy of such information between this Certification Sheet and the attached Document, the ATTACHED DOCUMENT governs. Only the DOCUMENT NUMBER, the DATE and TIME of filing for record, and the BOOK and PAGE of the recorded Document is taken from this CERTIFICATION SHEET.

RECORDER OF DEEDS DOCUMENT CERTIFICATION

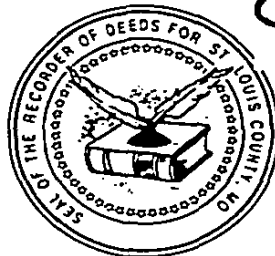
STATE OF MISSOURI)
SS.
COUNTY OF ST. LOUIS)

Document Number
1,322

I, the undersigned Recorder of Deeds for said County and State, do hereby certify that the following and annexed instrument of writing, which consists of 11 pages, (this page inclusive), was filed for record in my office on the 24 day of June 2002 at 03:51 PM and is truly recorded in the book and at the page shown at the top and/or bottom of this page.

In witness whereof I have hereunto set my hand and official seal the day, month and year aforesaid.

Janice Reber
Deputy Recorder



Janice M. Hammonds
Recorder of Deeds
St. Louis County, Missouri

- ___ N.P
- ___ N.P.C
- ___ N.N.C.
- ___ N.N.I.

RECORDING FEE \$47.00
(Paid at the time of Recording)

Mail to: _____

B-13929 F-0530/0540

Destination code: M

CERTIFICATION OF NEW INDENTURE ADOPTED FOR MEADOWBROOK FARMS/CLARKSON ESTATES SUBDIVISION

As attorney for Meadowbrook Farms/Clarkson Estates Subdivision, being duly sworn, I certify that the following Indenture was duly adopted on May 30th 2002, as the new governing Indenture of the Subdivision in accordance with the procedures set by the St. Louis County Circuit Court by its judgment dated March 15, 2002 in Case No. 01CC-004285.

This attached Indenture is now the governing document for the Subdivision and supersedes and replaces the original Indenture recorded at Book 6571 page 1631 et seq of the St. Louis County Records.

FOR THE SUBDIVISION:

Dated: 6/24/02

Jerry Wamser
JERRY WAMSER MO Bar # 23071
ATTORNEY AT LAW
(314) 729-1049

Subscribed and sworn before me this 24 day of June, 2002

PHILIP E. PREWITT
Notary Public - State of Missouri
St. Louis County
My Commission Expires: October 27, 2003

Philip E. Prewitt
Notary Public

AMENDED INDENTURE FOR
MEADOWBROOK FARMS/CLARKSON ESTATES SUBDIVISION

This Indenture is hereby declared and imposed as a covenant running with the land, superseding the Indenture recorded at Book 6571, Page 1631 of the St Louis County Records in order to modernize and clarify the process of governance of Meadowbrook Farm/Clarkson Estates Subdivision ("the Subdivision") for all property comprising the Subdivision.

ARTICLE I
GOALS OF THIS INDENTURE

This Indenture has been implemented by the Board and property owners of the Subdivision to provide a functioning community structure with the goals of maintaining strong property values and a good quality of life in the Subdivision.

ARTICLE II
BOARD OF TRUSTEES SELECTION PROCESS

1. Board of Trustees. The Board of Trustees shall consist of five (5) members. On the first Board of Trustees, two (2) shall serve a term of one (1) year, two (2) shall serve a term of two (2) years, and one (1) shall serve a term of three (3) years. Each subsequently elected Trustee shall serve a term of three (3) years.

2. Vacancy. Should a Trustee resign or abandon the position or move from the Subdivision, the remaining Trustees shall appoint a person to serve as interim Trustee until the next annual election.

3. Annual Meeting. The Board of Trustees shall hold an annual meeting of lot owners. The meeting shall occur during the last week in October. Notice shall be mailed to lot owners at the addresses of record a minimum of twenty (20) days prior to the scheduled annual meeting.

4. Voting. Lot owners may vote at the annual meeting in person or by absentee ballot. No quorum of lot owners is required for voting at the scheduled annual meeting. All voting shall be on the basis of one lot, one vote.

5. Candidates for Trustee. Candidates for the position of Trustee must file with the Board of Trustees written notice of their intention to run at least twenty (20) days prior to the scheduled annual meeting. Each candidate shall be provided fair opportunity to speak at the meeting prior to the vote.

6. Election. Candidates for the position of Trustee shall be listed on the ballot in the order in which they filed. The candidate for Trustee receiving the highest number of votes at the annual meeting shall receive an open Trustee position. If there is more than one open Trustee position, the remaining position shall be awarded to the candidate receiving the second highest number of votes. Should there be any remaining Trustee positions available, they shall be awarded to any remaining candidates for Trustee based upon the number of votes the remaining candidates received. In the event that any candidates receive the same number of votes, lots will be drawn to determine who shall take the open Trustee position.

**ARTICLE III
TRUSTEE CODE OF CONDUCT AND ORGANIZATION**

1. Fiduciary Duties. Trustees are agents and fiduciaries of the Subdivision as a whole in conducting Subdivision business and handling Subdivision funds. Each Trustee shall, in good faith, avoid nepotism, conflict of interest or self-dealing in enforcing Subdivision rules, awarding contracts, investing Subdivision funds or selecting and supervising persons or companies engaged in Subdivision work.

No Trustee shall ever engage in any unlawful behavior in performing Subdivision work. No Trustee shall ever vote or act to enrich his/her own interests at the expense of the Subdivision as a whole. Any Trustee who has a personal interest or a potential conflict of interest in a Subdivision transaction shall disqualify himself/herself from voting on such matter. All Subdivision funds shall be used solely for Subdivision business and shall be honestly and faithfully accounted for.

2. Trustees Uncompensated. Trustees shall serve without compensation, but they may be reimbursed for expenses actually incurred on Subdivision business.

3. Trustee Board Officers. The Trustees shall, by majority vote, select three (3) officers:

A. President - presides at meetings of Trustees and lot owners, speaks on behalf of the Board in accordance with its guidelines, provides overall supervision of work and projects for the Subdivision.

B. Treasurer - oversees financial records and

accounts of the Subdivision, supervises preparation of all financial reports, controls investment of funds and accounts in accordance with this Indenture and guidelines from the Board.

C. Secretary - keeps minutes of all Board and lot owner meetings, maintains records of past meetings, is responsible for all notices and communications by the Subdivision.

4. Trustee Meetings. Trustees shall meet at least annually at the annual meeting or at the call of the President or by request of any three (3) Trustees or by request of ten percent (10%) of lot owners via written petition. All Trustee meetings shall be open to lot owners, except for meetings or portions of meetings dealing with litigation or personnel disciplinary matters.

All Trustee decisions shall be by majority vote of the full Board, unless a different number is specifically required by this Indenture.

5. Trustee and Subdivision Records All business records and financial records of the Subdivision shall be open to review by any lot owner upon thirty (30) days prior written notice to the Board, except that Subdivision records of litigation or personnel disciplinary matters shall only be open to such review upon order of a court.

ARTICLE IV POWERS AND RESPONSIBILITIES OF THE TRUSTEES

The Trustees shall have following powers and responsibilities:

1. Setting Annual Assessments and Preparing the Budget. Trustees, by majority vote, shall set the annual assessment amount for each lot for the following year and shall prepare and approve the annual budget for operation of the Subdivision for the following year in sufficient time to mail disclosure of both to all lot owners along with notice of the Subdivision Annual Meeting.

The notice shall specify what, if any, change in assessment is contemplated for the New Year.

The annual budget shall fairly indicate all projected expenditures and revenues for the coming year and the status of all reserve and operating accounts as of the date of preparation.

2. Selecting and Controlling Contractors and Employees. The Trustees shall have the power to hire, fire, discipline and supervise employees and contractors used in the performance of

Subdivision work. Service contracts for Subdivision work shall be no longer than three (3) years in duration.

The Trustees shall have the power to engage and use professionals (accountants, attorneys, engineers, etc.) as needed for Subdivision purposes.

3. Making Subdivision Rules. The Trustees shall have the power to make any and all rules consistent with this Indenture which they deem necessary and proper for control and use of the common elements, for conducting Subdivision business and for maintenance of good appearance and community standards for the Subdivision. Such rules may specify fines or other sanctions or for noncompliance.

Any rule promulgated by the Trustees shall be mailed to all lot owners of the Subdivision at least thirty (30) days prior to the Trustee meeting at which the Trustees propose to adopt the rule.

Any rule made by the Trustees may be nullified by action of the lot owners at an Annual or Special Meeting of the Subdivision by two-thirds (2/3) vote of the owners voting on the question in person or by absentee vote.

Additionally, the lot owners shall have the power to propose rules for vote of the Subdivision lot owners, bypassing any vote of the Trustees. Any such rules being proposed by initiative of the lot owners must be by petition signed by owners of ten percent (10%) of the lots of the Subdivision and must state the precise wording of the proposed rule. Such petition must be delivered to the Trustees at least forty-five (45) days prior to an Annual Meeting or scheduled special meeting of lot owners. The Trustees shall put the proposed rule (or rules) on the agenda of the next lot owners meeting which is thirty (30) days or more away. At the lot owners meeting where the vote is to occur, there shall be fair opportunity to discuss the proposal. Each proposed rule will be voted on separately. A majority of those voting in person or by absentee shall be required to adopt any such rule. Such initiative rules adopted by the lot owners shall supersede any contrary rule adopted by the Trustees.

4. Controlling the Common Elements. The Trustees shall, on behalf of the Subdivision, hold title to the common elements to maintain them in good condition. The Trustees shall have the power to set guidelines for use and enjoyment of the common elements. The Trustees shall represent the Subdivision on any regulatory question regarding the common elements, including but not limited to drainage, zoning, use, utility access and policing. The Trustees shall have the power to grant access or easements over the common elements as required to provide service to Subdivision residents.

5. Regulating Structure or Design Alterations of Properties Within the Subdivision. Any lot owner who wants to make an exterior structural modification or addition or who wants to erect an antenna, deck, fence, pool or other recreational facilities or to undertake additional paving or material alteration of appearance (anything beyond mere repair or maintenance of an existing structure) shall be required to obtain prior written consent of the Trustees before such work begins.

The lot owner intending to make such a change shall submit plans detailing the proposed work to the Trustees after making application to any municipal authorities for permits. (Subdivision approval is independent of City and/or County approval and the Subdivision is not required to approve a project merely because the City and/or County have done so.) The Trustees shall have up to thirty (30) days to evaluate the proposal and make written response to the lot owner. The lot owner shall have the right to meet with the Trustees to review any adverse action.

If any lot owner attempts any such alteration without obtaining prior consent of the Trustees, the Trustees shall give the lot owner thirty (30) days written notice to correct the violation. If the lot owner does not voluntarily make correction, the Trustees shall have the power to cause legal action to be commenced to correct or remove the unauthorized alteration. If the Trustees prevail, the lot owner shall be responsible to pay all costs of the litigation, all Subdivision attorney fees and all costs of corrective work.

6. Managing Funds, Reserves and Special Assessments. The Trustees shall deposit and invest Subdivision funds only in accounts or investments that are insured by the U.S. Government.

The Trustees shall determine what funds shall be allocated to reserves and when reserves shall be used to meet Subdivision financial requirements.

In the event of a sudden financial urgency to meet Subdivision requirements where existing accounts and reserves are inadequate, the Trustees, by a four-fifths (4/5) vote, shall have the power to declare and impose a special assessment on all lot owners payable within ninety (90) days. The lot owners at the next Annual Meeting or at a Special Meeting duly called shall have the power, upon a vote of at least two-thirds (2/3) of the lot owners voting in person or by absentee, to rescind such special assessment.

7. Controlling Subdivision Streets. In conjunction with appropriate public authorities, the Trustees shall have the power to exercise control of Subdivision streets, lighting, signage and markers for the safety and benefit of the subdivision.

8. Controlling for the Subdivision - Drainage and Sewers. In coordination with appropriate public authorities, the Trustees shall have the power to monitor and assist said authorities on the control and drainage of storm water and sewage.

9. Obtaining and Maintaining Insurance and Liability Insulation for Ordinary Negligence. The Trustees shall obtain and maintain insurance at levels they deem appropriate, including but not limited to comprehensive insurance, property loss, liability, Trustee errors and omissions and workers compensation. Trustees shall be indemnified and held harmless by the Subdivision for their ordinary negligence, but shall not be so indemnified by the Subdivision for intentional wrongdoing or gross negligence.

10. Enforcing the Indenture and Rules and Collecting Sums Due. The Subdivision may be joined as a defendant in any action by obtaining personal service on at least four (4) Trustees. The Subdivision may commence any legal action by having at least three(3) Trustees join in official capacity as Plaintiffs on behalf of the Subdivision.

Before commencing any action against a lot owner or outsider, the Trustees shall give at least thirty (30) days prior written notice to enable the alleged wrongdoer to cure the problem. The Trustees may seek declaratory judgment, injunctive or equitable relief as well as payment of money damages.

The Trustees shall have full power to enforce the provisions of this Indenture and their Rules and to collect any unpaid regular or special assessments, plus interest at the rate of ten percent (10%) per annum. All regular assessments and special assessments shall be due and payable on the day of the month declared by the Trustees in their Rules. If the Trustees prevail in their litigation against a violator, the violator shall pay all Subdivision court costs, attorneys' fees and collection expense incurred by the Subdivision in its enforcement action.

ARTICLE V ANNUAL MEETING AND SPECIAL MEETINGS

1. The Trustees shall be responsible to mail written notice of the time and place of the Annual Meeting to all lot owners at

their last known address to be received at least twenty (20) days prior to the meeting. The notice shall also specify the procedures for absentee ballots for those unable to make the meeting and shall provide an agenda and proposed budget for the coming year.

Likewise, the Trustees shall be responsible to provide appropriate mailed notice to all lot owners at least thirty (30) days before any duly called special meeting.

2. No quorum shall be necessary for any such meeting duly called upon appropriate notice. All persons present in person shall vote by secret ballot. All absentee ballots must be received in the Subdivision mail the day of the vote or the absentee will not be counted. No proxies shall be permitted.

3. The procedures for the Annual Meeting shall be as follows:

A. All candidates for Trustee shall be permitted to speak before the vote.

B. The election shall then proceed for the Trustee slots up for election that night. Trustees duly elected shall take office that night.

C. The Annual Budget will then be presented and discussed, with lot owners permitted to ask questions. The budget for next year shall be considered duly adopted unless at least two-thirds (2/3) of the lot owners voting in person or by absentee vote to reject the budget.

D. The Annual Meeting may also involve review and vote on any new Rules adopted by the Board. Said Rules shall be duly binding unless at least two-thirds (2/3) of the lot owners voting in person or by absentee vote to reject the Rule.

4. Special meetings of the lot owners may also be called on at least thirty (30) days prior mailed notice by action of a majority of the Trustees or by request in writing to the Trustees of at least ten percent (10%) the lot owners. The agenda for the Special Meeting shall be stated in the notice.

**ARTICLE VI
SCOPE OF PERMITTED USES AND ACTIVITIES
ON ALL TRUSTEES AND LOT OWNERS**

All lot owners and Trustees shall be bound by the following provisions and the Trustees shall be charged to enforce these

provisions :

1. All lot owner properties shall be used only for single family residential use.
2. No commercial activity which would cause regular foot or vehicle traffic to a lot by customers or delivery men shall be permitted.
3. No lot owner and no person on behalf of a lot owner shall maintain or allow a nuisance, being a situation which is unsightly, dangerous, deteriorated, unsanitary, loud or smelly.
4. Every lot owner shall maintain their home and lot in good condition and appearance.
5. Lot owners shall not have livestock or raise animals for profit or keep exotic or dangerous animals on their premises. Lot owners may have up to four (4) ordinary house pets, so long as the lot owner cleans up regularly after said pets and does not allow them to mess common land or the property of other lot owners.
6. Lot owners shall not cause any construction or plant to block vision at intersections.
7. Lot owners and their guests shall not have any deteriorated or unlicensed vehicle nor any boat or camper or trailer on the street or parked on their lot in plain view. No commercial vehicle shall be parked on the street or in view overnight.
8. Lot owners shall not install, add to or replace chain link fences. No fence shall be higher than six (6) feet above the ground or erected on the front portion of the lot.
9. There shall be no above-ground pools erected, replaced or maintained in the Subdivision.
10. Lot owners shall not erect or maintain any outbuildings or sheds.

**VII
AMENDMENT OF THIS INDENTURE**

1. Amendments to this Indenture shall be proposed by a four-fifths (4/5) vote of the Trustees or by written petition signed by ten percent (10%) of all lot owners.

2. Any amendment duly proposed shall be set for a vote at the next scheduled lot owners meeting. The Trustees shall mail out due notice of the date and time of the vote, the old language and the new language being proposed along with procedures for absentee ballots to all lot owners at least twenty (20) days before the meeting.

3. Persons attending the meeting shall be given fair opportunity to discuss the proposed Indenture change before the vote.

4. The proposed amendment shall be duly adopted if two-thirds (2/3) of the lot owners voting at the meeting in person or by absentee approve it, otherwise, the amendment shall be null.

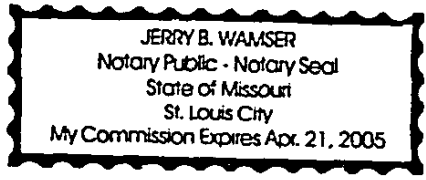
THE FORGOING WAS APPROVED AND ADOPTED AS THE GOVERNING INDENTURE FOR THE SUBDIVISION BY A 71.5% FAVORABLE VOTE OF THE LOT OWNERS VOTING IN AN ELECTION DULY HELD ON MAY 30, 2002 UPON PRIOR NOTICE TO ALL LOT OWNERS.

IN CONSEQUENCE, THIS AMMENDED INDENTURE IS DULY ADOPTED AS OF MAY 30, 2002 AS THE GOVERNING INSTRUMENT FOR THE SUBDIVISION.

FOR MEADOWBROOK FARMS/CLARKSON ESTATES SUBDIVISION BY ITS DULY SERVING BOARD OF TRUSTEES

JEFFREY A. CHANEY	<i>Jeffrey A. Chaney</i>	MEREDITH W. McMINDRES	<i>Meredith W. McMindres</i>
MICHAEL J. OLSZEWSEK	<i>Michael J. Olszewsek</i>	<i>Michael J. Olszewsek</i>	
TIMOTHY BAILEY	<i>Timothy Bailey</i>	MARK LEVENSTON	<i>Mark Levenston</i>

SUBSCRIBED AND SWORN BEFORE ME THIS 24th DAY OF JUNE 2002



Jerry B. Wamsler
NOTARY PUBLIC