

## BY-LAWS OF PENN MANOR MAINTENANCE CORPORATION

### ARTICLE I - PURPOSE

THE PURPOSE OF THIS ORGANIZATION IS 1) TO PROVIDE FOR THE IMPROVEMENT AND MAINTENANCE OF THE PRIVATE OPEN SPACE IN THE DEVELOPMENT KNOWN AS THISTLEBERRY FARMS, 2) TO FURTHER PROVIDE FOR SUCH SERVICES AS ARE REQUIRED AND DEEMED ESSENTIAL TO THE GOOD ORDER AND CONDITION OF THE DEVELOPMENT, AND 3) TO DO OTHER THINGS NECESSARY AND DESIRABLE IN THE JUDGEMENT OF THE BOARD OF DIRECTORS OF THIS CORPORATION FOR THE BEST INTERESTS OF THE PROPERTY OWNERS IN THISTLEBERRY FARMS.

THE PENN MANOR MAINTENANCE CORPORATION IS THE MAINTENANCE CORPORATION OF THISTLEBERRY FARMS. ALL REFERENCES TO THISTLEBERRY FARMS AND PENN MANOR ARE, FOR ALL INTENTS AND PURPOSES, TO THE SAME ORGANIZATION.

### ARTICLE II - MEMBERSHIP

THE MEMBERSHIP OF THE CORPORATION SHALL BE THE OWNERS OF LOTS IN THISTLEBERRY FARMS AS OUTLINED IN ARTICLE V OF THE CERTIFICATE OF INCORPORATION. ALL THE RECORD OWNERS SHALL BE ENTITLED TO ONE (1) VOTE FOR EACH LOT IN WHICH THEY HOLD A FEE INTEREST.

### ARTICLE III - DUES

CORPORATION MEMBERS SHALL BE REQUIRED TO PAY AN ANNUAL MAINTENANCE CHARGE OR ASSESSMENT, THE AMOUNT OF WHICH WILL BE FIXED ANNUALLY BY THE BOARD OF DIRECTORS. SUCH ASSESSMENT WILL BE CHARGED IN EQUAL PROPORTION AGAINST EACH LOT REGARDLESS OF SIZE. WRITTEN NOTICE OF THE AMOUNT AND DUE DATE OF SUCH CHARGES WILL BE MAILED TO EACH HOMEOWNER OF RECORD. PENALTY FOR FAILURE TO PAY WILL BE ACCORDING TO ARTICLE VI OF THE CERTIFICATE OF INCORPORATION. DELINQUENT MEMBERS WILL BE RESPONSIBLE NOT ONLY FOR THE OUTSTANDING FEES AND CHARGES, BUT WILL BE RESPONSIBLE FOR PAYING ALL COSTS ASSOCIATED WITH COLLECTION OF SAID CHARGES, INCLUDING ATTORNEY FEES AND THE COST OF FILING A LIEN ON THE MEMBER'S PROPERTY. THE MAINTENANCE CHARGE WILL BE DETERMINED AND BILLED EACH YEAR DURING THE MONTH OF JULY. THE MAINTENANCE CHARGE SHALL NOT EXCEED \$150 PER YEAR WITHOUT APPROVAL OF A MAJORITY OF MEMBERS.

### ARTICLE IV - OFFICERS

THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT, TREASURER, SECRETARY, VICE PRESIDENT - ARCHITECTURAL COMMITTEE, AND VICE PRESIDENT - MAINTENANCE COMMITTEE. IN ADDITION, THE BOARD SHALL APPOINT A PRESIDENT OF THE CIVIC ASSOCIATION WHO WILL REPRESENT THE COMMUNITY IN ALL OUTSIDE AFFAIRS INCLUDING MEMBERSHIP IN HUA, AND SHALL APPOINT A CHAIRPERSON FOR THE ACTIVITIES COMMITTEE.

OFFICERS WILL BE ELECTED BY THE BOARD OF DIRECTORS FROM ITS OWN MEMBERSHIP. NO OFFICER SHALL BE ELECTED TO MORE THAN TWO CONSECUTIVE TERMS OF ONE YEAR IN A PARTICULAR OFFICE. THE PRESIDENT OF THE CIVIC ASSOCIATION AND CHAIRPERSON OF THE ACTIVITIES COMMITTEE NEED NOT BE

MEMBERS OF THE BOARD OF DIRECTORS AND SHALL SERVE UNTIL REPLACED BY THE BOARD.

IF A VACANCY OCCURS IN ANY OFFICE EXCEPT PRESIDENT, A REPLACEMENT SHALL BE SELECTED BY THE BOARD OF DIRECTORS, AND SUCH REPLACEMENT WILL SERVE TO THE END OF THE UNEXPIRED TERM. A VACANCY IN THE OFFICE OF PRESIDENT SHALL BE FILLED BY THE VICE PRESIDENT - MAINTENANCE, WHO AUTOMATICALLY BECOMES PRESIDENT FOR THE REMAINDER OF THE UNEXPIRED TERM.

AN OFFICER OR BOARD MEMBER OF THE CORPORATION CAN BE REMOVED FROM OFFICE BY A VOTE IN FAVOR OF IMPEACHMENT BY A SIMPLE MAJORITY OF CORPORATION MEMBERS

#### ARTICLE V - BOARD OF DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF NINE MEMBERS ELECTED BY THE CORPORATION MEMBERSHIP. TERM OF OFFICE FOR BOARD MEMBERS WILL BE TWO YEARS, WITH TERMS ARRANGED SO THAT ONLY HALF THE BOARD IS REPLACED EACH YEAR. (FOUR ONE YEAR, FIVE THE NEXT)

THE BOARD OF DIRECTORS SHALL MEET AT LEAST QUARTERLY WITH AT LEAST ONE WEEK NOTICE OF MEETINGS. A QUORUM SHALL CONSIST OF A SIMPLE MAJORITY.

THE GENERAL BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED AND TRANSACTED BY THE BOARD OF DIRECTORS. THE BOARD, HOWEVER, IS NOT AUTHORIZED TO INCUR INDEBTEDNESS IN THE NAME OF THE CORPORATION WITHOUT THE CONSENT OF THE MAJORITY OF THE MEMBERSHIP.

#### ARTICLE VI- COMMITTEES

SECTION 1: THE PRESIDENT SHALL APPOINT THE MEMBERS OF ALL COMMITTEES SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS. ALL COMMITTEES SHALL HAVE A MINIMUM OF THREE MEMBERS.

SECTION 2: THE FOLLOWING ARE STANDING COMMITTEES: MAINTENANCE COMMITTEE, ARCHITECTURAL COMMITTEE, ACTIVITIES COMMITTEE, NOMINATING COMMITTEE.

SECTION 3: THE BOARD OF DIRECTORS SHALL DETERMINE WHAT ADDITIONAL COMMITTEES ARE REQUIRED TO CONDUCT THE BUSINESS OF THE CORPORATION.

#### ARTICLE VII - AMENDMENTS

THESE BY-LAWS MAY BE AMENDED AT ANY MEETING OF THE MEMBERS OF THE CORPORATION OR THROUGH A WRITTEN BALLOT BY VOTE OF TWO-THIRDS OF THE MEMBERS PRESENT AT THE MEETING, OR IF DONE THROUGH A WRITTEN BALLOT, BY TWO-THIRDS OF THE BALLOTS RECEIVED BY THE VOTING DEADLINE. AT LEAST TEN DAYS WRITTEN NOTICE OF THE MEETING OR AT LEAST TWO WEEKS NOTICE OF THE NEED TO RETURN BALLOTS MUST BE PROVIDED. A QUORUM OF A SIMPLE MAJORITY OF CORPORATION MEMBERS PRESENT AT A MEETING OR RESPONDING BY WRITTEN BALLOT IS REQUIRED.

#### ARTICLE VIII - NOMINATIONS AND ELECTIONS

SECTION 1: THERE SHALL BE AN ANNUAL ELECTION IN OCTOBER FOR THE SELECTION OF OFFICERS AND DIRECTORS.

SECTION 2: THE NOMINATING COMMITTEE SHALL BE RESPONSIBLE TO PRESENT AT LEAST ONE CANDIDATE FOR EACH OF THE BOARD SEATS TO BE FILLED. ADDITIONAL NOMINATIONS MAY BE MADE IN WRITING BY ANY MEMBER IN GOOD STANDING.

SECTION 3: ELECTIONS WILL BE CONDUCTED BY WRITTEN BALLOT.

SECTION 4: NEWLY ELECTED DIRECTORS AND OFFICERS WILL BEGIN SERVING THEIR TERMS STARTING OCTOBER 31.

#### ARTICLE XI -MEETINGS

THERE SHALL BE A MEETING OF THE GENERAL CORPORATION MEMBERSHIP ANNUALLY IN THE MONTH OF OCTOBER. WRITTEN NOTICE OF THE MEETING WILL BE DELIVERED TO ALL CORPORATION MEMBERS, AND A NOTICE . WILL BE POSTED AT THE ENTRANCE TO THE DEVELOPMENT. A MEETING OF THE CORPORATION SHALL BE CALLED UPON A VOTE OF THE BOARD OF DIRECTORS OR THROUGH PETITION BY AT LEAST 27 MEMBERS OF THE CORPORATION.

ALL MEMBERS OF THE CORPORATION ARE ELIGIBLE TO ATTEND CORPORATION MEETINGS, INCLUDING BOARD OF DIRECTORS MEETINGS, HOWEVER, IT WILL NOT BE NECESSARY TO NOTIFY ALL MEMBERS OF THE DATE AND TIME OF ANY MEETINGS OTHER THAN THE GENERAL MEMBERSHIP MEETING.

#### ARTICLE X - MISCELLANEOUS

SECTION 1: THE CORPORATION WILL BE GOVERNED BY THE RULES AND CONDITIONS OUTLINED IN THE CERTIFICATE OF INCORPORATION DATED JUNE 24, 1986, AND THE DECLARATION OF CAPSON, INC. AND CORROZI HOMES, INC. ISSUED ON JUNE 11, 1986.

SECTION 2: EACH PERSON WHO ACTS AS A DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST EXPENSES ACTUALLY AND NECESSARILY INCURRED BY HIM OR HER IN CONNECTION WITH THE DEFENSE OF ANY ACTION, SUIT, OR PROCEEDING IN WHICH HE OR SHE IS MADE A PARTY BY REASON OF HIS OR HER BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE OR SHE SHALL BE ADJUDGED IN SUCH ACTION, SUIT, OR PROCEEDINGS TO BE LIABLE FOR GROSS NEGLIGENCE OR WILLFUL MISCONDUCT.

SECTION 3: ANY QUESTION AS THE MEANING OR PROPER INTERPRETATION OF ANY OF THE PROVISIONS OF THESE BY-LAWS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS.

SECTION 4.: THE MAINTENANCE CORPORATION BOARD OF DIRECTORS WILL BE RESPONSIBLE FOR INTERPRETATION AND ENFORCEMENT OF THE DEVELOPMENT DEED RESTRICTIONS.

SECTION 5: THE MAINTENANCE CORPORATION WILL PERFORM THE DUTIES AND FUNCTIONS OF A CIVIC ASSOCIATION IN ADDITION TO THE RESPONSIBILITIES OF A MAINTENANCE CORPORATION.

10/26/1988