BY-LAWS OF
MIDDLE RUN CROSSING SERVICE CORPORATION

## 1. OFFICES:

The principal office of the Corporation shall be the residence of the current President of the corporation in Maryland in Baltimore, Maryland, or such other place as such President may from time--to-time reside in Baltimore, Maryland.

The Corporation may also have an office or offices at such other: places as the Board of Directors may from time-to-time desimnate.
:! CORPORATE SEAL:
The corporate seal shall have inscribed thereon the name of the orporation and the year of its incorporation and the words "Incorporated Delaware."
: MEETING OF MEMBERS:
The annual meeting of members shall be held on the first Sunday in April of each year, or if that day be a legal holiday, on the rext succeeding Sunday not a legal holiday, at 4:00 o'clock in the afternoon. At such meeting the members who are entitled to vote shall elect by ballot, by plurality vote, a Board of Directors and may transact such other business as may come before the meeting; except that, until such time as Pulte Home Corporation holds title to no more than twenty-five percent (25\%) of the lots in Middle Run Crossing (the "Community") located on or near Mill Creek: Hundred, New Castle County, Delaware, the Board of Directors shall be elected solely Pulte Home Corporation, or any successor
builder to which Pulte Home Corporation has assigned its voting rights, in writing.

Special meetings of the members may be called at any time by the President and shall be called by the President or Secretary on the request in writing or by vote of a majority of the Directors. After annual meetings of members have comnenced, special meetings shall also be called at the request in writing of a majority of memkers of the corporation.

All meetings of the members for the election of Directors shall be held in New Castle Hundred, New Castle County, Delaware, at the residence of the current President of the Corporation, or at such other place in New Castle County, Delaware, as the President may reasonably specify by at least ten (10) days' advance written notive to the members. All other meetings of the members shall be held at such place or places, within the State of Delaware, as may from time-to-time be fixed by the Board of Directors or as shall be specified and fixed in the respective notices or waiver of notice thereof.

No change in the time or place of a meeting for the election of Directors, as fixed by these By-laws, shall be made within ten (10) days next before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each member entitled to vote in person, or mailed to his last known post office address, at least ten (10) days before the election is held.

A complete list of members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be oper to the examination of any member at the place of election, for ten (10) days prior thereto, and during the whole term of the election.

Each member entitled to vote shall, at every meeting of the members, be entitled to vote in person or by proxy, signed by him, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Such right to vote shall be subject to the right of the Board of Directors to close the transfer books or to fix a record date for voting members as herejnafter provided and if the Directors shall not have exercised such right, no vote shall be cast at any election for Directors who shall have accepted membership in the corporation within twenty (20) days of such election. Only one (1) vote shall be cast with respect to each lot in the community. In the event that members who hold joint title to any lot attempts to cast the vote for such Iat in conflicting ways, they shall be regarded as having waived their right to vote on the matter as to which such attempt was made. The matters upon which members may vote shall be limited as set firth in the Certificate of Incorporation.

Notice of all meetings shall be mailed or hand delivered by the Secretary or the Secretary's assistant to each member of record entitied to vote, at his or her last known post office address, for annual meetings fourteen (14) days, and for special meetings five (5) days, prior thereto.

A majority of the members entitled to vote shall constitute a qucrum (counting one member for each lot regardless of the number of persons holding title to such lot), but any smaller number of members may adjourn from time-to-time without further notice until a quorum is secured.

## 4. DIRECTORS:

The property and business of the Corporation shall be managed and controlled by its Board of Directors, consisting of three (3) Diractors. Directors need not be members of the Corporation.

The Board of Directors shall initially be appointed by the Inccrporator of the Corporation, and shall serve until their successors are duly appointed or elected in accordance with the Certificate of Incorporation and these By-Laws. At the first annual meeting at which the members of the Corporation other than Pulte Home Corporation shall have the power to elect the Directors, one of the Directors shall be elected for a one year term, one shall be elected for a two year term, and one shall be appointed by Pulte Home Corporation for a three (3) year term. Thereafter, Direstors shall be elected to fill vacancies at each annual meeting for a two year term. The Directors shall hold office until the next annual election and until their successors are elected and qualj.fy. Except for the initial Board, and except for the Director appojnted by Pulte Home Corporation as aforesaid, the Directors shall be elected by the members; provided, nowever, that if there be a vacancy in the Board by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by
the remaining Directors, though less than a quorum, by a majority vote, unless the vacancy is created by a Director appointed by Pulte Home Corporation, in which event Pulte Home Corporation may (but need not) elect to fill such vacancy by appointing a successor or Director.
5. POWER OF DIRECTORS:

The Board of Directors shall have such general and specific powers as are conferred upon corporations by the General Corporation Law of the State of Delaware, as amended from time to time: subject only to the provisions of the statutes, Certificates of :ncorporation, and these By-Laws, which may restrict or deny suct. powers. The Corporation may not amend its charter or these By-Laws in a way that adversely affects the rights, powers or duties of Pulte Home Corporation without the latter's prior written consent.
6. MEETING OF DIRECTORS:

After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall be fixed by the members at the annual meeting, and if a majority of the Directors be present at such place and time, no priac notice of such meeting shall be required to be given to the Direntors. The place and time of such meeting may also be fixed by writ'en consent of the Directors.

Meetings of the Directors may be called by the President on five (5) days' notice in writing or on two (2) days' notice by
telephone to each Director and shall be called by the president in like manner on the written request of two (2) Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time-to-time, without further notice, until a çuorum is secured. Emergency meetings may be called without compliance with the aforesaid notice requirements.
7. EXECUTIVE AND OTHER COMMITTEES:

The Board of Directors may, by resolutions or resolutions passed by a majority of the whole Board, designate an executive cominitee and one or more other committees each to consist of two (2) or more of the Directors of the Corporation.

The executive committee shall not have authority to make, alter or amend the By-Laws, but shall exercise all other powers of the Board of Directors between the meetings of said Board, except the power to fill vacancies in their own membership, which vacincies shall be filled by the Board of Directors.

The executive committee and such other committees shall meet at stated times or on notice of all by any of their own number. Thejr shall fix their own rules of procedure. A majority shall consititute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case.

Such other committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resclution or resolutions.

## 8. OFFICERS OF THE CORPORATION:

The officers of the Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers as inay from time-to-time be chosen by the Board of Directors. The Preisident and Vice-Presidents shall be chosen from among the Diractors.

Each year one of the newly elected Directors shall be elected as the first vice-President. He shall thereby become the Presildent-Elect and shall serve as such during the second year of his directorship unless the other Directors decline, for cause, to coniirm him as president at the end of his term as Vice-president.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer chosen or appointed by the Board of Directors may be removed either with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.
9. DUTIES OF THE PRESIDENT:

The President shall be the chief executive officer of the Corppration. It shall be his or her duty to preside at all meetings of the members and Directors; to have general and active manarement of the business and the corporation; to see that all orden:s and resolutions of the Board of Directors are carried into effent; to execute all agreements and other instruments in the name

