

BY-LAWS

OF

THE FOREST AT BRIARCLIFFE (SECTION II)
PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Meeting of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held on the first Saturday in December and each subsequent annual meeting shall be held on the same day of the same month of each year thereafter at the hour of 10:00 o'clock a.m. 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 Meeting. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of any member.

Section 3. Notice of Meeting. 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 a copy of such notice, postage prepaid, at least ten (10) days but not 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 of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Certificate of Incorporation or these By-Laws. 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 represented.

ARTICLE II

Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) directors, who must be members of the Association.

Section 2. Term of Office. Effective with the annual meeting of the Association on the first Saturday in December, 1984, the membership shall elect three directors to bring the total to five directors as provided by the revision of Section 1 of this Article, authorized on June 16, 1984. Two shall be elected for three year terms and one shall be elected for a two year term. At subsequent annual meetings, as incumbent directors' terms of office expire, directors shall be elected to three year terms in the number necessary to keep the total members of the board at five.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining

members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE III

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. Such nominations may be made only from among members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast in respect to each vacancy, one (1) vote for each lot owned (subject to any contrary provisions of the recorded Declaration of Restrictions for the subdivision). The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE IV

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE V

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the common areas and facilities of the Association, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the common areas and facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association by the subdivision Declaration of Restrictive Covenants and not reserved to the membership by other provisions of these By-Laws, or the Certificate of Incorporation;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, a managing agent, an independent contractor, or such other employees or agents as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) establish a fiscal year;

(d) establish the annual assessment period and fix the amount of the annual assessment against each member for each lot owned, at least thirty (30) days in advance of each annual assessment;

(e) establish the initial deposit to be made by each member in order to bring his total assessment deposit to the level required to meet his proportional share of the common expense;

(f) send written notice of each assessment to every lot owner, at least thirty (30) days in advance of each annual assessment period, and levy all such assessments as liens;

(g) collect all such assessments at monthly or other such regular intervals as may be determined at its discretion;

(h) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(i) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(j) procure and maintain liability and fire and other hazard insurance on property owned by the Association;

(k) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(l) cause all the facilities to be maintained;

(m) have a management agent for any of the above;

* (n) Require a \$1,000.00 deposit in cash or by certified check from all general contractors performing work in the area, which will be held until the job is satisfactorily completed and an inspection made by the Board to ensure no physical damage has been done to any individual's property or to the common areas. The \$1,000 will be refunded when it is ascertained no damage has been done or any damage has been repaired. Should there be unrepaired damage, the Board shall approve and have necessary repairs made prior to refunding any or all of the deposit.

ARTICLE VI

Officers and Their Duties

Section 1. Enumeration of Officers. The officers of

the Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or other disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. 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 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall

simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes. Either the President or the Treasurer shall sign all checks.

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members. keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks; keep proper books of account; cause an annual audit of the Association books to be made by a public

accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VII

Committees

The Board of Directors shall appoint such committees as deemed appropriate in carrying out its purpose.

ARTICLE VIII

Books and Records

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Charter, Articles and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE IX

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association such assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, annual or special, which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight and three-fourths (8 3/4%) per cent per annum, and the Association may bring an action at law against the member or Grantor obligated to pay the same or foreclose the lien against the property, and

interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. A member may not waive or otherwise escape liability for the assessments provided for herein by nonuse of the property of the Association or abandonment of any property.

ARTICLE X

Declaration Binding on Member

All of the members of the Association are bound by and shall observe all of the provisions of the Declaration.

ARTICLE XI

Amendments

Section 1. These By-Laws may be amended, 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.

Section 2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 3. In the case of any conflict between the Articles and these By-Laws, the Articles shall control.

ARTICLE XII

Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of issuance of the Certification of Incorporation of the Association

ADOPTED at a special meeting of members on November 13, 1982.

/s/ Allen Jeffcoat, Esquire
Acting Secretary

Dated: November 13, 1982

Amended: 10/16/86

Therese E. Thompson
Secretary