

**BY-LAWS
OF
IRISH HILL SERVICE
CORPORATION, INC.**

**BY-LAWS
OF
IRISH HILL SERVICE CORPORATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Irish Hill Service Corporation, hereinafter referred to as the "Corporation".

The principal office of the Corporation shall be located at 5621 N. duPont Highway, Smyrna, Delaware, 19977, until the first meeting of Members, at which time the Board of Directors shall provide for a new principal office and a new registered agent. Meetings of members and directors may be held at such places within the State of Delaware, County of Kent, as may be designated by the Board of Directors. The Corporation may also have an office or offices at such other places as the Board of Directors may from time to time designate.

The name and address of the Corporation's registered agent in the State of Delaware is set forth in the Certificate of Incorporation.

**ARTICLE II
CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation and the year of its incorporation or such other information as the Board of Directors by resolution may determine from time to time.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. First Meeting of Members. The first meeting of the member shall be called by the initial Board of Directors and shall be for the purpose of nominating and electing officers and a Board of Directors. The initial Secretary shall mail, postage prepaid, to each Member entitled to vote, a notice of the meeting at least thirty (30) days before the meeting, or such longer notice period as may be required by Kent County. The notice shall specify the place, day, and hour of the meeting and shall state that the purpose of the meeting is to nominate and elect officers and a Board of Directors. The notice shall list each office and describe the duties associated with such office. Nominations shall be accepted by proxy received by the initial Board of Directors prior to the first meeting. In addition to nominations received by proxy, nominations may be made at the meeting. A list of nominations, including the offices that the nominee seeks, shall be prepared by the initial Board of Directors. The initial Board of Directors shall oversee the election and shall remain in office until a new Board is duly elected by the Members. Elections shall be by ballot, by plurality vote. Notwithstanding any contrary

provision in these By-Laws, quorum requirements for nomination and election of the second Board of Directors and officers consisting of homeowners shall be duly satisfied if the meetings are properly noticed in conformance with this section, irrespective to the number of Members who attend the meeting.

Section 2. Annual meetings. After the second Board of Directors and officers are elected, each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year following the second election meeting, at which meeting they shall elect by ballot, by plurality vote, a Board of Directors and officers and may transact such other business as may properly come before the meeting. Any member wishing to bring any matter before the meeting shall notify the President in writing of the matter to be presented at least ten (10) days before the meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. Officers and Directors shall remain in office until their successors are elected and qualified.

Section 3. Special meetings. Special meetings of the members may be called at any time by the President and must be called on the request, in writing or by the vote of the majority, of the Directors, or at the request in writing of twenty-five (25) or more members of the corporation.

Section 4. Notice of meetings. Except as otherwise noted herein in Article III, Section 1, 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 the notice, postage prepaid, at least fifteen (15) days before the meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the corporation, or supplied by the member to the corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. 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 or her last known post office address, at least ten (10) days before the election is held.

Section 5. List of members. A complete list of members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be open to the examination of any member at an address designated by the Board of Directors in the notice of meeting for ten (10) days prior thereto, and the place of election, and during the whole term of the election.

Section 6. Proxies. Each member entitled to vote shall, at every meeting of the members, be entitled to vote in person or by proxy, in writing and signed by him or her, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Every proxy shall be revocable and shall automatically cease upon conveyance of the lot owned by the party giving the proxy. Such right to vote shall be subject to the right of the Board of Directors to close the transfer books or fix a record date for voting members as hereinafter provided and if the Directors shall not have exercised such right, no vote shall be cast at any

election for Directors by anyone who shall have accepted membership in the Corporation within ten (10) days of such election. Only one (1) vote shall be cast with respect to each lot in the subdivision of Irish Hill. In the event that members who hold title to any lot either by the entireties, or as joint tenants, or as tenants in common, attempt to cast the vote for such lot in conflicting ways, each such vote shall be recorded as a fractional vote.

Section 7. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty (30) percent of the total members entitled to vote shall constitute a quorum (counting one member for each lot regardless of the number of persons holding title to such lot) for any action except as otherwise provided in the Articles of Incorporation, the Maintenance Declaration, or these By-Laws. If, however, a quorum shall not be present at any meeting, the members entitled to vote there shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The property and business of the Corporation shall be managed and controlled by its Board of Directors. The initial Board of Directors shall consist of one (1) Director. Upon the election of the second Board of Directors, the Board of Directors shall consist of four (4) or more Directors not to exceed eight (8). Directors must be members of the Corporation. The number of Directors shall be established by the Board of Directors. One-third (1/3) of the Directors shall constitute a quorum for all purposes.

Section 2. Election. At the second meeting of the members of the Corporation, the members shall elect the Directors for a one year term. The Directors shall hold office until the next annual election and until their successors are elected and qualify. Officers and Directors must be Members.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board, though less than a quorum, by majority vote, and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her 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 V MEETING OF DIRECTORS

Section 1. Regular meetings. 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 prior notice of such meeting shall be required to be given to the Directors. In all other cases, notice of the place and time of such meeting shall be required to be given to the Directors at least five (5) days prior to such meeting. The place and time of such meeting may also be fixed by written consent of the Directors. The Directors may meet by telephonic or electronic means as provided in the Delaware General Corporation Law.

Section 2. Special meetings. 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. One-third (1/3) of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

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

- (a) Adopt and publish rules and regulations governing the use of the common properties and facilities, and the personal conduct of the members and their guests, and to establish penalties for infractions; and
- (b) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Maintenance Declaration; and
- (c) Declare the office of a member of the Board of Directors to be vacant in the event the member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (d) Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties; and
- (e) Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of members.

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

- (a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement of its acts and corporate affairs to the members at the annual meeting of the members or at any special meeting when the statement is requested in writing by five (5) or more members of the Corporation; and
- (b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed; and
- (c) As more fully provided here, and in the Maintenance Declaration, to:
 - (1) determine the amount of the annual assessment against each lot for approval by majority vote of Corporation's members at least thirty (30) days in advance of each annual assessment period; and
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- (d) 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; and
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation; and
- (f) Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause all open space and common facilities to be maintained as required.

**ARTICLE VII
COMMITTEES**

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees each to consist of two or more of the Directors of the Corporation. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case. Such committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resolution or resolutions.

ARTICLE VIII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be a President, one or more Vice-Presidents Secretary and Treasurer. The Corporation may have one or more assistant secretaries, and such other officers as may from time to time be determined by the Board of Directors. All officers shall be elected by the Members at the annual meeting of the Members or at a special meeting called for that purpose. The President and Vice-Presidents shall upon election also hold membership on the Board of Directors. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Officers elected by the Members may only be removed by a majority vote of the Members. 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. Officers other than the President and Vice Presidents need not be Directors.

Section 1. Duties of the President. The President shall be the chief executive officer of the Corporation. It shall be the President's duty to preside at all meetings of the members and directors; to have general and active management of the business and the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the Corporation, and to affix the corporate seal thereto when authorized by the Board of Directors or the executive committee.

The President shall have the general supervision and direction of the other officers of the Corporation and shall see that their duties are properly performed.

The President shall submit a report of the operations of the Corporation for the year to the Directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

The President shall be ex-officio a member of all standing committees and shall have the general duties and powers of supervision and management usually vested in the office of the President of a corporation.

Section 2. Vice-President. The Vice-President or Vice-Presidents, in the order designated by the Board of Directors, shall be vested with all powers and required to perform all the duties of the President in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. President Pro Tem. In the absence or disability of the President and the Vice-President, the Board may appoint from their own number a president pro tem.

Section 4. Secretary. The Secretary shall attend all meetings of the Corporation, the Board of Directors, the executive committee and standing committees. The Secretary shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. The Secretary shall give proper notice of meetings of members and directors and shall perform such other duties as shall be assigned to the Secretary by the President or the Board of Directors. The Assistant Secretary or Assistant Secretaries, in the order designated by the Board of Directors, shall be vested with all powers and required to perform all the duties of the Secretary in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, executive committee or President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all of the Corporation's transactions as Treasurer, and of the financial condition of the Corporation, and at the regular meeting of the Board next preceding the annual members' meeting, a like report for the preceding year.

The Treasurer shall keep an account of the members of record in such manner and subject to such regulations as the Board of Directors may prescribe.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in such sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of the office and the restoration to the Corporation, in case of the Treasurer's death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession, belonging to the Corporation. Such bond and security shall, if required, be provided at the Corporation's expense. The Treasurer shall perform such other duties as the Board of Directors or executive committee may from time to time prescribe or require. All checks shall be signed by the Treasurer and one of the President or any Vice President.

Section 6. Delegation of duties. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by a majority of the Board, the Board of Directors may delegate his powers or duties to any other officer or to any director for the time being.

ARTICLE IX ASSESSMENTS

Section 1. Creation of the lien and personal obligation of assessments. By the Declaration, each member is deemed to covenant and agrees to pay to the Corporation:

- (a) Annual assessments or charges; and
- (b) Special assessments for capital improvements.

The annual and special assessments, together with interest and costs of collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, costs and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of the property at the time when the assessment fell due and shall not pass to successors in title unless expressly assumed by them.

Section 2. Purpose of assessments. The assessments levied by the corporation shall be used for the purpose of maintaining the private open spaces and common facilities in the subdivision of Irish Hill, and all improvements located thereon, including, but not limited to, any storm water management facilities, common landscaping features, and any of the other purposes as set forth in these By-Laws, the Certificate of Incorporation or Maintenance Declaration.

Section 3. Annual assessment. An annual assessment shall be set by a majority vote of the members who are voting in person or by proxy at the annual meeting.

Section 4. Special assessment for capital improvements. In addition to the annual assessments authorized above, the corporation may levy in any calendar year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement involving the open space or common facilities. A special assessment, if necessary, shall be set by a majority vote of the members who are voting in person or by proxy at the annual meeting or at a meeting duly called for this purpose.

Section 5. Uniform rate. Both annual and special assessments must be fixed at a uniform rate for all lots.

Section 6. Remedies for non-payment of assessments. Any assessments 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 six per cent (6%) per annum, and the Corporation may bring an action at law against the owner personally 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. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common area or abandonment of his or her lot.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Maintenance Declaration, the Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost not to exceed (five dollars (\$5.00)) for all three documents.

ARTICLE XI CORPORATION PAYMENTS

All checks, drafts or orders for the payment of money shall be signed by the President and the Treasurer or by such other officer or officers as the members of the Corporation may approve.

ARTICLE XII MEMBERS OF RECORD

The Corporation shall be entitled to treat the title holder or holders of record of any lot in the subdivision of Irish Hill as members in fact of the Corporation, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such lot or memberships on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st of December each year unless the Directors by resolution adopt a different fiscal year. The Corporation shall file all required elections to be treated as a homeowners association under the Internal Revenue Code.

ARTICLE XIV AMENDMENT

Section 1. Amendment. These By-Laws may be amended, altered, repealed or added to at any regular meeting of the members or at any special meeting called for that purpose, by affirmative vote of seventy-five percent (75%) of the members of the Corporation at any time after the first meeting of the members of the Corporation following the election of a Board of Directors comprised of homeowners.

Section 2. Expanded Duties. By vote of seventy-five percent (75%) of the members of the Corporation, the Corporation may provide for services in addition to the maintenance of

private open space and common facilities. However, adoption of any such provision in these By-Laws shall place no duty or obligation on Kent County to enforce any such additional provision.

ARTICLE XV DEFINITIONS

The following definitions are applicable hereto:

1. "Corporation" shall mean and refer to the "maintenance corporation," its successors and assigns, and to the proper-named corporate entity to be formed as provided hereunder.
2. "Lot" shall mean and refer to each lot as shown on the Record Major Subdivision Plan of Irish Hill.
3. "Member" shall mean and refer to every person or entity who holds membership in the Corporation. Each Lot shall be represented by one (1) Member. In each case where multiple persons own a Lot, they shall, as the owners of such Lot, determine among themselves how their vote shall be cast, but in no event shall more than one (1) vote be cast with respect to any Lot. If all owners of a Lot cannot agree as to the manner in which their vote shall be cast, no vote shall be counted for that Lot. There shall be no fractional voting.
4. "Owner" shall mean and refer to the record owner of a fee simple title to a lot as shown on the said Plan of Irish Hill.
5. "Declarant" shall mean and refer to Stover Builders, Inc., a corporation of the State of Delaware, its successors and assigns.
6. "Common Facilities" shall mean and refer to all private open space designated on the record plan and also any common areas or common amenities that may be depicted on the record plan including, but not limited to, streets, unless accepted for dedication by the Delaware Department of Transportation, curbs, sidewalks, storm water management facilities including recharge systems, parks, recreational facilities, fire hydrants, landscaping, parking areas, rights-of-way, easements, monuments and markers, and all improvements now and hereafter located thereon.

ARTICLE XVI NOTICES

Notice required to be given under the provisions of these By-laws to any director, officer or member shall not be construed to mean personal notice, but may be given in writing by depositing the same in a post office or letter-box, in a postpaid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any member,

officer or director may waive, in writing, any notice required to be given under these By-laws, whether before or after the time stated therein.

ARTICLE XVII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Corporation shall indemnify any person (other than as a plaintiff) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, as follows:

(a) If the action, suit or proceeding is not by or in the right of the Corporation:

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein; and

(2) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection therewith if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful;

(b) If the action, suit or proceeding is by or in the right of the Corporation:

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein; and

(2) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of settlement thereof if he acted in good faith and in a manner he reasonably believed

to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

Section 2. Any indemnification under Section 1.(a)(2) or (b)(2) (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1.(a)(2) or (b)(2) above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the stockholders. In the absence of a determination that indemnification is proper as aforesaid, the Director or officer may apply to the Court of Chancery of the State of Delaware or the court in which the action, suit or proceeding was brought, which shall determine whether the Director or officer has met the applicable standard of conduct set forth in such Section 1.(a)(2) or (b)(2). If the court shall determine that he has, indemnification shall be made under such Section 1.(a)(2) or (b)(2).

Section 3. Expenses incurred in defending an action, suit or proceeding referred to in Section 1 hereof may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, by the stockholders or by a court in the manner provided in Section 2 hereof, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Section 1 hereof.

Section 4. The indemnification provided by these By-Laws shall not be deemed exclusive of any other rights to which a person (other than as a plaintiff) seeking indemnification may be entitled under any statute, agreement, vote of stockholders or disinterested Directors, or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or who is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these By-Laws.

ARTICLE XVIII INCORPORATED BY REFERENCE

All of the terms, conditions, matters and information contained and more fully set forth in the Certificate of Incorporation are incorporated by reference.

ARTICLE XIX ORDER OF BUSINESS AT MEETINGS OF MEMBERS

The following shall be the order of business at a meeting of Members:

1. Call to order;
2. Reading of Notice of Meeting;
3. Annual Report of President;
4. Report of Treasurer;
5. Nomination and election of officers;
6. Nomination and election of Directors;
7. Old business;
8. New business; and
9. Adjournment.