

BYLAWS OF

Morgan Hills Association, Inc.,

a Pennsylvania Not for Profit Association

These Bylaws are adopted by the Association and are supplemental to the Pennsylvania Nonprofit Corporation Law of 1988, as the same shall from time to time be amended. The Bylaws are under and subject to, and subordinate to, the Declaration of Covenants and Restrictions for Morgan Hills Association, Inc., a planned community, "Declaration".

ARTICLE I

OFFICES OF THE ASSOCIATION

The name of the Association is Morgan Hills Association, Inc., (hereinafter, the "Association"). The initial principal office of the Association in the Commonwealth of Pennsylvania shall be located at 4315 Sweetbriar Road Orefield, County of Lehigh, 18069. The Association may change its office address as the Board of Directors may determine or as the affairs of the Association may require.

The Association shall have and maintain both a registered office within the Commonwealth of Pennsylvania and a registered agent whose office address shall be and is identical with that of the registered office, as required by the Pennsylvania Nonprofit Corporation Law of 1988. The registered office may be, but need not be, identical with the principal office located in the Commonwealth of Pennsylvania, and the address of the registered office may be changed from time to time by the Board of directors.

ARTICLE II

MEMBERS OF THE ASSOCIATION

Section 1. Classes of Members. The Association shall have no more than 18 members. The designation of members and the qualifications and rights of the members shall be as follows: ownership of a lot/ land in the Morgan Hills Subdivision in Weisenberg Township, Lehigh County Pennsylvania.

Section 2. Election of Members. Members shall become members upon the deed transfer and acquisition of any lot in the Morgan Hills Subdivision.

Section 3. Voting Rights. Each member shall be entitled to cast one (1) vote on each matter properly submitted to a vote of the members.

Section 4. Termination of Membership. Membership shall terminate upon the deed transfer of a Member's lot in the Morgan Hills Subdivision.

Section 5. Resignation. No Member may resign until that Member's lot is transferred by deed to a new lot owner.

Section 6. Transfer of Membership. Membership in the Association shall be transferable upon the sale and deed transfer of any Member's lot in the Morgan Hills Subdivision.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting (the "Annual Meeting") of the members shall be held on the 1st day of the month of October, during each year, beginning with the year 2018, at the hour of 7:00 P.M., for the purposes of electing directors and for the transaction of such other business as may properly come before the meeting. If the day fixed for the Annual Meeting should be either a weekend day or a legal holiday observed in the Commonwealth of Pennsylvania, the meeting shall be held on the next succeeding business day. If the election of directors should not be held on the day designated herein for the date of the Annual Meeting, or at the adjournment of the Annual Meeting, then the Board shall cause the election to be held at a special meeting of the members on a date after the scheduled date of the Annual Meeting as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by either the President of the Association (the "President"), the Board, or not less than one-tenth (1/10) of the members having voting rights.

Section 3. Place of Meetings. The Board may designate any place, either within or outside of the Commonwealth of Pennsylvania, as the place of meeting for any Annual Meeting or any special meeting called by the Board. If no designation is made, or if a special meeting should be otherwise called, the place of meeting shall be the principal office of the Association within the Commonwealth of Pennsylvania.

Section 4. Notice of Meetings. Written or printed notice stating the place, date and hour of any meeting of the members shall be delivered, either personally or by first class mail, to each member entitled to vote at such meeting, not less than ten (10) or more than sixty (60) days prior to the date of any such meeting, by or at the direction of the President, or the Secretary, or the officers or members of the Association qualified to call such a meeting. In case of a special meeting, or when required by statute or in accordance with these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to have been delivered when the envelope containing the same is deposited in the United States mail, addressed to the member at his or her address, as the same appears in the records of the Association, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at any meeting of the members of the Association, or any action which may be taken at a meeting of the members, may be taken without meeting if a consent in writing, setting forth the action so taken, should be signed by at least eighty percent (80%) of the members entitled to vote with respect to the subject matter of the action sought to be taken.

Section 6. Quorum. The members holding at least fifty one percent (51%) of the votes eligible to be cast at any meeting of the Association shall be constitute a quorum at any such meeting. If a quorum is not present at any of the meeting of the members, following an inquiry into

the same by the President, a majority of the members present may vote to adjourn the meeting without further notice.

Section 7. Voting by Proxy. At any meeting of the members, any member entitled to vote may vote by proxy, if the same has been executed, in writing, either by that member or by his or her authorized attorney-in-fact. No proxy shall be valid after eleven (11) months have elapsed since the date on which such proxy was executed, unless otherwise provided for in the proxy.

Section 8. Voting by Mail. In any situation where directors or officers are to be elected by the members or by any class or classes of members, the election may be conducted by mail, *in lieu of a formal meeting*, in such a manner as the Board, *in its sole discretion*, may determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers of the Board of Directors. The property and affairs of the Association shall be managed, conducted and directed by the Board of Directors. In addition to the powers and duties conferred on the Board under or pursuant to the laws of the Commonwealth of Pennsylvania and the Declaration, the Board shall have and may exercise such powers as may be granted to it under and pursuant to these Bylaws, either specifically or by implication, including, but not limited to, the power to borrow money in the name of and on behalf of the Association and/or to purchase, sell, lease or otherwise dispose of any real estate or other property of the Association. The Board shall also have the authority to interpret the provisions of the Bylaws, in furtherance of the purposes and management of the Association, and any such interpretation by the Board shall be binding upon the Association and upon the members thereof. Directors must be Members of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Association (the "Directors") shall be five (5). Each director shall serve for a term of one (1) year and shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified to hold office.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same location as, the annual meeting of the members. The Board may provide by resolution the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of regular annual meetings of the Board without other notice than the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such special meeting shall be fixed by the Secretary and the meeting shall be called within two (2) days of receipt of such request. The special meeting shall be held not more than thirty (30) days after receipt of request therefor. The persons authorized to call special meetings of the Board may fix any location, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the date of the meeting by written notice delivered personally or sent by mail or telegram to each Director, at his or her address as shown in the records of the Association. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail, in a sealed envelope so addressed, with postage prepaid. If sent by telegram, such notice shall be deemed to have been delivered to the Director when the same is presented at the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of any such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors, unless the act of a greater number of Directors of the Association is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, shall be filled by a majority of the remaining members of the Board of Directors (even if less than a quorum). Any Director elected to fill a vacancy created by resignation or the inability to serve of any Director shall serve for the balance of the unexpired term of his or her predecessor in office.

Section 9. Compensation. Directors serving in that capacity shall not be entitled to receive any stated salaries as compensation for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance at meetings, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing contained in these Bylaws shall be construed to prohibit any Director from serving the Association in other capacity and to receive such compensation therefore as may be determined by the Board of Directors.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at any meeting of Directors, may be taken without a meeting if a consent in writing, describing and/or explaining the action so taken, shall be signed by all of the Directors.

Section 11. Fiscal Year. Unless otherwise determined by the Board of Directors, the beginning date of each fiscal year of the Association shall be the first day of January and ending date of each fiscal year of the Association shall be the thirty-first day of December any calendar year.

Section 12. Annual Report. The Board of Directors of the Association shall direct the officers of the Association to prepare and to distribute to the members of the Association an annual

financial report setting forth the financial and fiscal status of the Association as of the end of any fiscal year.

ARTICLE V

OFFICERS

Section 1. Designation / Titles of Officers. The officers of the Association shall be a President, one or more Vice-Presidents (the number of which shall be determined by the Board of Directors) a Secretary, and a Treasurer, and any such officers as may be elected by the Board in accordance with the provisions of this Article V. The Board may also elect or appoint any other such officers, including one or more assistant Secretaries and one or more assistant Treasurers, as the Board may deem desirable, which officers shall have such authority and shall perform such duties as prescribed by the Board. Any two (2) or more offices within the Association may be held by the same person, at the sole discretion of the Board.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board. If the election of officers should not be held at such meeting, the election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for a term of one (1) year or until he or she resigns or is removed from office and until his or her successor shall have been duly elected and qualified to act in that capacity.

Section 3. Removal of Officers. Any officer elected or appointed by the Board of Directors may be removed by the Board, whenever, in its collective judgment, the Board may determine that the best interests of the Association would be served by his or her removal from office. Such removal shall be without prejudice to the contract rights with respect to the Association, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office occurring because of the death, resignation, removal or disqualification of any officer, or for any other reason whatsoever, shall be filled by the Board of Directors as soon as may be practicable, and any such vacancy may be filled for the unexpired portion of the term of any removed officer.

Section 5. President. The President shall be the principal executive officer of the Association and shall, in general and subject to the direction and control of the Board of Directors, supervise, manage and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and Board of Directors. The President may sign, with the Secretary or any officer of the Association authorized to do so by the Board of Directors, any and all documents and instruments relating to the business of the Association, including, but not limited to, deeds, mortgages, assignments, bonds, contracts or other writings which the Board has authorized to be executed, except in those instances where the signing and execution of any such documents or instruments is expressly delegated by the Board, or by these Bylaws, or by statute, to some other officer or agent of the Association. In general, the President shall perform any and all duties incident to that office and any and all such other duties as may be prescribed by the Board of Directors. Upon request of the Board of Directors, the President shall report to it all matters which the interests of the Association may require to be brought to the attention of the Board of Directors.

Section 6. Vice-President. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice-President (or, in the event that more than one vice-president has been elected, the vice presidents in chronological order of their election) shall perform the duties of the President, and when so acting, shall have all of the powers of, and shall be subject to all of the restrictions placed upon, the President. Any vice-president shall perform any and all such other duties as may be assigned to him or her by either the President or the Board of Directors.

Section 7. Treasurer. The Treasurer shall have care and custody of, and shall be responsible for, all of the funds, securities, and books and records of account of the Association. The Treasurer shall receive and give receipts for moneys due and payable to the Association from any source and shall deposit all such moneys in the name and to the credit of the Association in such banks, trust companies or other depositories as shall be selected in accordance with Article VII of these Bylaws, with such funds being subject to withdrawal by check, draft or other order by such officer or officers of the Association as may from time to time be designated by the Board of Directors. In general, the Treasurer shall perform all other duties, not specified herein, incident to and incumbent upon the office of the Treasurer, as well as any and all such other duties as may be assigned to him or her by either the President or the Board of Directors, including, but not limited to, the submission of render financial statements to the Board of Directors from time to time and upon request. If required by the Board, the Treasurer shall give a bond, for the diligent and faithful discharge of the duties of his or her office, in such sum or sums and with such surety as the Board shall have the sole authority to determine.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors of the Association, in books provided for that purpose, and shall assure that all notices of meetings are given in accordance with the relevant provisions of these Bylaws or as required by law. The Secretary shall be the custodian of the corporate records and of the seal of the Association and shall insure that the seal of the Association is affixed to all documents, the execution of which, on behalf of and in the name of the Association and under its seal, is authorized under the provisions of these Bylaws. The Secretary shall keep a register containing the address for each member of the Association to whom notices of meetings and other matters are to be mailed, which addresses shall be furnished to the Secretary by all members of the Association. In addition, the Secretary shall perform any and all such other duties incident to the office of Secretary and shall perform such other duties as may be assigned by either the President or the Board.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided for in the resolution, shall have and exercise the authority of the Board in the management of the Association. *Provided, however,* that no such committee shall have the authority of the Board in reference to altering, amending, modifying, revising or repealing these Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association, amending the

Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange or mortgage or all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or altering, amending, modifying, revising or repealing any resolution of the Board which, by its provisions, provides that it shall not be altered, amended, modified, revised or repealed by any committee. The appointment of any such committee and the delegation of any authority incident thereto shall not operate to relieve the Board of any responsibility imposed upon it by law.

Section 2. Other Committees. Other committees not having and/or exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of Directors present at any meeting at which a quorum is present. Except as otherwise provided in any such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members of such committees. Any member may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Association would be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as a member of said committee until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee should be terminated sooner, or unless the member should be removed from the committee, or unless the member shall cease to qualify to serve as a member of the committee.

Section 4. Committee Chairpersons. One member of each committee appointed pursuant to this Article VI shall be appointed to be chairperson by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies. Vacancies occurring in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating any particular committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the entire committee.

Section 7. Rules. Each committee may adopt rules for its own governance, provided that, any such rules shall not be inconsistent with the provisions of any of these Bylaws or with the provisions of any rule adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS OF THE ASSOCIATION

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Association, in addition to those officers so authorized by these Bylaws, to enter into any contract or execute, endorse, and deliver any instrument, in the name of and on behalf of the Association, and such authority granted by the Board may be of a general nature or may be limited to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other instruments evidencing indebtedness which may be issued in the name of and on behalf of the Association, shall be signed by those officers or agents of the Association, and in a manner, as shall be designated or determined by resolution of the Board of Directors. In the absence of such determination by the Board, the instruments shall be signed by the Treasurer and shall be countersigned by either the President or Vice-President of the Association.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select or designate.

Section 4. Contributions, Gifts, etc. The Board of Directors, acting in the name and on behalf of the Association, is hereby authorized and empowered to accept any contribution, gift, bequest or devise, either for the general purposes or for any particular or special purpose of the Association.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which certificates shall be in such form as may be determined by the Board. The certificates shall be signed by either the President or a vice-president, as well as by the Secretary or an assistant Secretary, and the same shall be sealed with the seal of the Association. All certificates evidencing membership of any class shall be consecutively numbered. Immediately upon issuance of any certificate, the name and address of each member and the date of issuance of each certificate shall be entered into the records of the Association. If any certificate should become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board may determine.

Section 2. Issuance of Certificates. When any member has been elected to membership in the Association and has paid any initiation fee or dues which may be required as a condition thereof, a certificate of membership shall be issued in the name of the member and delivered to the member by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of Article VIII of these Bylaws.

ARTICLE IX

BOOKS AND RECORDS

The Association shall keep correct and completed books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and those committees having any of the authority vested in the Board of the Association. The Association shall keep, at its registered or principal office, a record setting forth the names and addresses of all members of the Association entitled to vote at any meeting of the Association. All books and records of the Association may be inspected by any member, or by any agent or attorney designated in writing by any member to perform any such inspection, for any proper purpose and at any reasonable time within the normal business or operating hours of the Association.

ARTICLE X

MEMBERSHIP DUES

Section 1. Initiation Fee and Annual Dues. The Board of Directors may determine the amount, if any, of an initiation fee to be paid by all of the prospective members of the Association, as well as the annual dues payable to the Association by its members.

Section 2. Payment of Membership Dues. Annual membership dues shall be payable in advance no later than the 1st day of March of each fiscal year of the Association. Annual dues of any new member shall commence and be paid no later than March 1st of the year immediately after becoming a member and paying the initiation fee and every year thereafter.

Section 3. Default and Termination of Membership. If any member of any class should be in default in the payment of dues or assessments for a period of thirty (30) days following either the beginning of any fiscal year of the Association or the beginning date of any period during which dues would normally become payable, the defaulting member's voting rights may be terminated by the Board of Directors in the manner provided for in these Bylaws and a penalty may be assessed and/or a lien may be placed against the lot and improvements thereon by the Association.

ARTICLE XI

SEAL OF THE ASSOCIATION

The Board of Directors of the Association shall prepare and provide a corporate seal, which shall be in the shape of a circle and shall have inscribed therein the name of the Association and the words "Corporate Seal: Morgan Hills Association, Inc".

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given, in compliance with either the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, or the provisions of the Articles of Incorporation of the Association, or of these Bylaws of the Association, a waiver, in writing and

signed by the persons entitled to receive any such notice, whether received by such persons before or after the date set forth in such waiver, shall be deemed to be equivalent to the giving of any such required notice.

ARTICLE XIII

AMENDMENTS TO / REPEAL OF BYLAWS

These Bylaws may be altered, amended, modified, revised or repealed, either in part or in full, and new Bylaws may be adopted by a majority of Directors of the Association present at any regular meeting or at any special meeting of the Association, *provided that* at least two (2) days' written notice has been given to all of the Directors of the intention to alter, amend, modify, revise or repeal these Bylaws and/or to adopt new Bylaws at such meeting. The complete text of each alteration, amendment, modification, or revision to, or repeal of, these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. Personal Liability of Directors.

(a) A director of this Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) the director has breached or failed to perform the duties of his or her office under 15 Pa. C.S.A. Section 5712 (which, as amended from time to time, is hereafter called Section 5712); and

(2) the breach or failure to perform the duties of his or her office constitutes self-dealing, willful misconduct or recklessness.

(b) This Section 1 shall not limit a director's liability for monetary damages to the extent prohibited by the provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 2. Mandatory Indemnification of Directors and Officers. The Association shall, to the fullest extent permitted by applicable law, indemnify its directors and officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Association or other entity) by reason of the fact that such director or officer is or was a director or officer of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee, general partner, agent or fiduciary of another Association, partnership, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with such action, suit or proceeding, except as otherwise

provided in Section 4 hereof. A director or officer of the Association entitled to indemnification under this Section 2 is hereafter called a "person covered by Section 2 hereof."

Section 3. Expenses. Expenses incurred by a person covered by Section 2 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association, except as otherwise provided in Section 4.

Section 4. Exceptions. No indemnification under Section 2 or advancement or reimbursement of expenses under Section 3 shall be provided to a person covered by Section 2 hereof (a) if a final non-appealable judgment or award establishes that such director or officer engaged in self-dealing, willful misconduct or recklessness; (b) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Association or other enterprise; or (c) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Association, which written consent shall not be unreasonably withheld. The Board of Directors of the Association is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 2 or advancement or reimbursement of expenses under Section 3, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Directors in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Directors of the Association.

Section 5. Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article XIV shall continue as to a person who has ceased to be a director or officer of the Association, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. General Provisions.

(a) The phrase "to the fullest extent permitted by applicable law," as used in this Article XIV, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (i) on the basis of the applicable law on the date this Article XIV was adopted, or (ii) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (iii) on the basis of the applicable law in effect at the time indemnification is sought.

(b) The right of a person covered by Section 2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 3 (i) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Association and such

person, and (ii) shall continue to exist after the rescission or restrictive modification (as determined by such person) of this Article XIV with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

(c) If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Association within thirty (30) days after a written claim has been received by the Association together with all supporting information reasonably requested by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Association's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Association (including its Board of Directors, independent legal counsel, or its Members) to have made a determination prior to the commencement of such action that indemnification of or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Association (including its Board of Directors, independent legal counsel, or its Members) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

(d) The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the Members or directors or otherwise, both as to action in such director's or officer's official capacity and as to action in another capacity while holding that office.

(e) Nothing contained in this Article XIV shall be construed to limit the rights and powers the Association possesses under Subchapter C of the Pennsylvania Nonprofit Corporation Law of 1988 (as amended from time to time), the Directors' Liability Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Association may otherwise have under applicable law.

(f) The provisions of this Article XIV may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 2 hereof by a written agreement signed by the Association and such person.

(g) The Association shall have the right to appoint the attorney for a person covered by Article XIV hereof, provided such appointment is not unreasonable under the circumstances.

ARTICLE XV

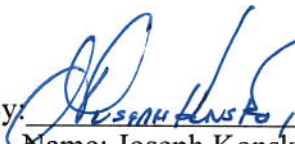
NON-DISCRIMINATORY POLICIES

- A. Pursuant to 42 U.S.C. 3604 (e)(2) it shall be unlawful for the Association to discriminate against any person in the terms, conditions, or privileges of sale or rental dwelling, or the provision of services or facilities in connection therewith, because of race, color, religion, sex, familial status, or national origin.

- B. Pursuant to 42 U.S.C. 3604(b) it shall be unlawful for the Association to discriminate against any person in the terms, conditions, or privileges of sale or rental dwelling, or in the provision of services or facilities in connection with such dwelling because of a handicap of : (A) that person; (B) a person residing in or intending to reside in the dwelling after it is sold, rented or made available; or (C) any person associated with that person.

AGREED TO and ACCEPTED:

Date: 7-26-19

By: 
Name: Joseph Konsko
Title: President/ Incorporator