

Tax Map & Parcel Nos. 14-013 00-004
Return To:
Chad J. Toms, Esquire
Whiteford Taylor Preston LLC
The Renaissance Centre, Suite 500
405 North King Street
Wilmington, DE 19801

**FIRST AMENDED AND RESTATED BYLAWS
OF
SOUTHERNESS MAINTENANCE CORPORATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Southernness Maintenance Corporation, hereinafter referred to as the "Corporation". The Southernness Maintenance Corporation or Corporation is inclusive of the "Southernness Service Corporation" or "Service Corporation" as the Southernness Maintenance Corporation and Southernness Service Corporation have been consolidated.

The principal office of the Corporation shall be located at 105 Foulk Road, Wilmington, Delaware, 19803, but meetings of members and directors may be held at such places within the State of Delaware, County of New Castle, 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.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. First Meeting of Members. The first meeting of members shall be called by the initial Board of Directors and shall be for the purpose of nominating a Board of Directors consisting of homeowners of Southernness. The initial Board of Directors shall send each homeowner notice of the meeting at least thirty (30) days before the meeting. The notice shall specify the place, day, and hour of the meeting and shall state that the purpose of the meeting is to nominate a new 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 end of 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 is interested in, shall be prepared by the initial Board of Directors. Within ten business days of the first meeting, the initial Board of Directors shall notice a second meeting for the purpose of electing a Board of Directors. The minutes of the first meeting, the list of nominees, and notice of the second meeting, including the place, day, and hour of the second meeting, shall be mailed, postage prepaid, to each member entitled to vote at such meeting. The second meeting shall be held within twenty business days from the date noticing such meeting. The initial Board of Directors shall oversee the election and shall remain in office until another Board is duly elected. Elections shall be by ballot, by plurality vote. Notwithstanding any contrary provision in the governing documents, quorum requirements for nomination and election of the first Board of Directors consisting of homeowners shall be duly satisfied if the meetings are properly noticed in conformance with this section.

Section 2. Annual meetings. After the first Board of Directors comprised of homeowners is 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 first election meeting, at which meeting they shall elect by ballot, by plurality vote, a Board of Directors and may transact such other business as may come 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.

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 five (5) or more members of the Corporation.

Section 4. Notice of meetings. Except as otherwise noted herein, 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 Bylaws, 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 the principal office of the Corporation and the place of election, for ten (10) days prior thereto, 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. 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 Southernness within the subdivision of Odessa National. In the event that members who hold title to any lot either by the entirety, or as joint tenants, or as tenants in common, attempt to cast the vote for such lot in conflicting ways, 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 Bylaws. 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, consisting of one (1) or more Directors, not to exceed eight (8). Directors must be members of the Corporation.

Section 2. Election and Term of Office. All Boards of Directors shall be elected by the members.

(a) At the first annual meeting of the members after the Amended and Restated Bylaws have been adopted and approved by the members, the term of office of fifty percent (50%) of those elected or, if an odd number is elected, (50%) of those elected rounded- up to the next whole number [those receiving the most votes] of the Board of Directors shall be fixed at two (2) years and the term of office for the remaining members of the Board of Directors shall be fixed at one (1) year from the date of the initial annual meeting.

(b) At the second and subsequent annual meetings of the members after the Amended and Restated Bylaws have been adopted and approved by the members, the term of office of all Board positions being filled by election of the members shall be fixed at two (2) years from the date of said annual meeting.

(c) Subsequent to the first annual meeting of the members after the Amended and Restated Bylaws have been adopted and approved by the members, no member of the Board of Directors can serve for more than four (4) consecutive years.

(d) The members of the Board of Directors shall hold office until their respective successors shall have been elected by the 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. The place and time of such meeting shall be required to be given to the Directors. The place and time of such meeting may also be fixed by written consent of the Directors.

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. A majority 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 bylaws, the Certificate 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 Service and Maintenance Declaration and any amendments thereto, 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 chosen by the Board of Directors. The President and Vice-Presidents shall be chosen from among the Directors. 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.

Section 1. Duties of the President. The President shall be the chief executive officer of the Corporation. It shall be his/her 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.

He/she shall have the general supervision and direction of the other officers of the Corporation and shall see that their duties are properly performed.

He/she 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.

He/she 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/her 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. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of members and directors and shall perform such other duties as shall be assigned to him 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/her 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 his/her 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 his/her office and the restoration to the Corporation, in case of his/her death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her 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.

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/her 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 Southernness within the subdivision of Odessa National, and all improvements located thereon, including, but not limited to, any storm water management facilities, common landscaping features; and for the purpose of Lot Maintenance, any of the other purposes as set forth in these Bylaws, the Certificate of Incorporation, the Service Declaration and the Maintenance Declaration and any amendments thereto.

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, one or more special assessments 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 percent (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 Service Declaration, Maintenance Declaration, the Articles of Incorporation and the By-Laws of the Corporation and any amendments thereto shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

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 Southernness 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 30th of June each year unless the Directors by resolution adopt a different fiscal year.

ARTICLE XIV AMENDMENT

Section 1. Amendment. These Bylaws 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 Bylaws shall place no duty or obligation on New Castle County to enforce any such additional provision.

ARTICLE XV DEFINITIONS

The following definitions are applicable hereto:

1. "Corporation" shall mean and refer to the "Southernness 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 within Southernness as shown on the

Record Major Subdivision Plan of Odessa National.

3. "Member" shall mean and refer to every person or entity who holds membership in the Corporation.
4. "Owner" shall mean and refer to the record owner of a fee simple title to a lot within Southernness as shown on the said Plan of Odessa National.
5. "Declarant" shall mean and refer to Southernness Maintenance Corporation and the Southernness Service Corporation, nonprofit corporations of the State of Delaware, its successors and assigns.
6. "Common Facilities" shall mean and refer to any common area or common amenities within Southernness that may be depicted on the Plan of Odessa National including dedicated private open space, storm water management areas including recharge or infiltration systems, parks, recreational facilities, common parking areas, sidewalks not located in a DelDOT right-of-way, streets not dedicated to public use, landscaping, easement areas, fences or any other item if specifically defined as a common facility on the Plan or herein. Specifically excluded from the common facilities shall be the lands constituting the 18 hole golf course as shown on the Plan of Odessa National.

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

Each person who was or is involuntarily made a party or is threatened to be made a party to or is involuntarily involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he/she or a person of whom he/she is or was the legal representative, 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 or association, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation law, as the same exists or may hereafter be amended, against all expenses, liability and loss (including attorneys' fees) reasonably incurred or suffered by him in connection therewith. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition upon

delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be determined ultimately that such person is not entitled to be indemnified under this section or otherwise.

The rights conferred by this section shall not be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision or the Certificate of Incorporation, by-law, agreement, vote of members or disinterested directors or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any such, officer or representative against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify him against such expense, liability or loss under the Delaware General Corporation Law.

ARTICLE XVIII INCORPORATED BY REFERENCE

All of the terms, conditions, matters and information contained and more fully set forth in the Certificate of Incorporation, Service Declaration, and Maintenance Declaration and any amendments thereto are incorporated by reference. To the extent there is any conflict between the Service Declaration and the Maintenance Declaration, the Maintenance Declaration controls.

IN WITNESS WHEREOF, we, being all of the directors of Southernness Maintenance Corporation, hereby certify that this First Amended and Restated Bylaws of Southernness Maintenance Corporation was approved by Members representing at least seventy-five percent (75%) of eligible votes of the Members at a special meeting of the Members on June 20, 2017.

SOUTHERNESS MAINTENANCE CORPORATION

David Perlmutter

Don Buxton

Elinor Boylan

James Reynolds

Joann Paupe

Marvin Goldstein

Steven Johnson

Theresa DeSimone

STATE OF DELAWARE :

: ss.

COUNTY OF NEW CASTLE :

BE IT REMEMBERED, that on this ____ day of _____, 2017, personally came before me, the Subscriber, a Notary Public for the State of Delaware, David Perlmutter, Don Buxton, Elinor Boylan, James Reynolds, Joann Paupe, Marvin Goldstein, Steven Johnson, and Theresa DeSimone, party to this Indenture, known to me personally to be such, and acknowledged this Indenture to be their act and deed and the act and deed of Southernness Maintenance Corporation; that the signature are their own proper handwriting; and that he act of signing sealing, acknowledging and delivering said Indenture was first duly authorized by a vote of the Members of said Association.

GIVEN under my Hand and Seal of Office, the day and year aforesaid.

_____(SEAL)

Notary Public

My Commission Expires:_____