

BY-LAWS OF CLAIRBORNE AT LEXINGTON FARMS MAINTENANCE CORPORATION

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BY-LAWS OF CLAIRBORNE AT LEXINGTON FARMS MAINTENANCE CORPORATION

ARTICLE 1. - NAME TO LOCATION

The name of the Corporation is CLAIRBORNE AT LEXINGTON FARMS MAINTENANCE CORPORATION (the "Corporation") . The principal office of the Corporation shall be located at Twelfth & French Streets, Wilmington, Delaware 19801. Meetings of Members and/or Directors may be held at such places within the State of Delaware, as may be designated by the Board of Directors or the President.

ARTICLE II. - MEMBERSHIP

Section 1. Definition of Member. Membership in the Corporation shall be limited to record owners of lots shown on the Record Major Subdivision Plan of Clairborne at Lexington Farms ("Clairborne") . Such record owners are bound by the Maintenance Agreement for Clairborne recorded October 31, 1988 to become members of the Corporation.

Section 2. Annual Assessments. The rights of membership are subject to the payment of annual assessments levied by the Corporation. The obligation to pay such assessments is imposed against each owner of and becomes a lien upon the lot or lots against which such assessments are made as provided in Article III of these By-Laws.

ARTICLE III. - COVENANT FOR MAINTENANCE ASSESSMENTS

Section 1. Creation of the Lien and Personal Obligation of Assessments. Each lot in Clairborne which are owned by members shall be 'subject to an annual assessment for the purposes of the Corporation. By virtue of the creation of a membership as Herein above described. Members shall be deemed to have covenanted to be personally liable for the payment of such assessments for their respective lots, together with such interest thereon and costs 'of collection thereof as hereinafter provided, which assessments, interest and costs shall be a charge on the lot and shall be a continuing lien upon the lot and any improvements

thereon against which each such assessment is made.

Section 2. Purpose of Assessments. Assessments levied by the Corporation shall be used for the purpose of maintaining the private open space in Clairborne, including but not limited to, the payment of taxes and insurance thereon and the cost of maintaining the grass areas and landscaping, and for those other purposes expressed in its Certificate of Incorporation.

Section 3. Right to Fix Annual Assessments. The Members of the Corporation may, from time to time, set such annual assessments as it deems necessary to carry out the duties and obligations of the Corporation, as set forth herein above, by a majority vote of the Members who are voting in person or by proxy at the annual meeting. Such assessments may also be changed from time to time by the Members in the same manner as set forth above. The annual assessment shall be at the same rate for each and every lot, and must be in the aggregate sufficient to maintain the property for which Corporation is responsible, including grass cutting, maintenance of all drainage swales located in the open space of Clairborne, normal landscaping maintenance, and payment of insurance premiums and taxes thereon, except to the extent that Declarant voluntarily pays for or provides same. In the event that lot owners do not properly maintain the swale areas by mowing on a regular basis during the grass growing season and by keeping the swale areas free of obstructions, including silting, then the Corporation shall have the right and duty to enter upon the lot of any owner who fails to maintain as aforesaid, expend funds to maintain the area, and add the cost incurred to such lot owners assessment. Declarant shall bear the expense of maintenance, tax and insurance premiums on the Corporation's property until September 1, 1991, and shall be responsible for mowing of the property until September 1, 1991.

In addition to the annual assessments authorized by this Section 3 and by the Certificate of Incorporation of the Corporation, the Members may levy, in any assessment 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, or unexpected repair or replacement of a capital improvement upon the Clairborne at Lexington Farms subdivision, or for other lawful purposes, provided that any such special assessment 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 and be apportioned in the same manner as a regular assessment. If a meeting is duly called for this purpose, written notice shall be sent to all Members at least five (5) days in advance and such notice shall set forth the purpose of the meeting. The due date(s) of any special assessment, or any installment (s) thereof, shall be fixed in the resolution authorizing such special assessment.

Section 4. Commencement Date of Annual Assessments. The initial assessment shall be due on September 1, 1991, for the year beginning September 1, 1991, and ending August 31, 1992. The first day of September shall be the due date of annual assessments for each succeeding assessment period (September 1, 1991 to August 31). The initial assessment and subsequent assessments shall be calculated per annum at a rate to be determined, proportioned ratably among the Members in accordance with a ratio, the numerator of which shall be the total number of

lots of the Clairborne at Lexington Farms subdivision owned by the Member and the denominator of which shall be the total number of lots of Clairborne at Lexington Farms subdivision. In the case of lots which are conveyed by the Declarant during any assessment period, the assessment on each of said lots shall be an amount which bears the same relationship to the annual assessment as the remaining number of months in that assessment period bear to twelve.

Section 5. Effect of Non-Payment of Assessment; the Personal Obligation of the Owner, the Lien; Remedies of Corporation.

Assessments which are not paid before September 15, of the assessment period shall be deemed to be delinquent and, together with interest thereon at the rate of Federal Discount rate plus 5% from the due date until paid and costs of collection thereof including reasonable attorney's fees, thereupon shall become a continuing lien on the lot assessed which shall bind such lot in the hands of the then owner, his heirs, devisees, personal representatives, successors and assigns. The Corporation may bring an action at law against the Member personally obligated to pay any delinquent assessment or may bring an action in a court of competent jurisdiction to foreclose the lien thereof against the property, and there shall be added to the amount of such assessment interest and costs as aforesaid.

Said assessments or charges shall be subordinate in lien to the lien of any mortgage or mortgages on the property which is subject to such charges regardless of when said mortgage or mortgage were created or when such charges accrued; provided, that such subordination shall apply only to charges that shall have become payable prior to the passing of title under foreclosure of such mortgage or mortgages and the transferee shall not be liable for payment of any assessment accruing prior to said foreclosure, but nothing herein shall be held to affect the rights herein given to enforce the collection of such charges accruing after sale under foreclosure of such mortgage or mortgages; and provided, further, that such charges accruing after sale shall also be subordinate in lien to the lien of any further mortgage or mortgages which are placed on property subject to such charges, with the intent that no such charges shall at any time be prior, in lien of any mortgage or mortgages whatsoever on such property.

Section 6. Assessment Lien Docket The Corporation shall keep an Assessment Lien Docket at the registered office of the Corporation. Immediately upon assessments becoming delinquent as Herein above provided, the Treasurer shall cause an entry thereof to be made in the Assessment Lien Docket, which entry shall disclose the date the entry is made, the names of the owners of the subject lot as shown in the Corporation's records, the number of the lot, the amount of the delinquent assessment, and the due date and the assessment period of the delinquent assessment.

Upon written inquiry of any lot owner or any attorney-at-law who certifies to the Corporation that he represents either an owner of a lot in Clairborne or of a purchaser thereof, the Treasurer, upon receipt of \$1.00 as a service charge, shall certify to the inquiring owner or attorney-at-law as to the assessment status of the lot which is the subject of the inquiry, stating:

- (a) Whether the current assessment is paid; and/or
- (b) If there are any delinquent assessments, all of the

the lot which is the subject of the inquiry, together with the per diem interest thereon, to be computed on each delinquent assessment from its respective due date to the date of receipt by the Corporation of payment thereof in full.

The Certificate of the Corporation shall be binding on the Corporation. In the event a certificate postage paid and addressed to the inquiring party at its mailing address provided by him is not deposited in the United States mails by the Corporation within five (5) business days after receipt of written inquiry and service charge, all assessments affecting the lot which is the subject of the inquiry shall be deemed to have been paid in full within the discount period.

Upon receipt by the Corporation of payment of any delinquent assessment, with interest and costs, if applicable, as herein above provided, the treasurer shall enter in the Docket the date and amount of the payment received, together with the notation "Paid in Full".

Section 7. Exempt Property Notwithstanding any provisions Herein above to the contrary, no lot owned by Declarant or by its successors in title who are engaged in the construction and/or sale of dwelling houses in Clairborne at Lexington Farms shall be subject to assessment here-under.

Section 8. Voting Rights The number of votes of each member shall be as set forth in the Certificate of Incorporation.

ARTICLE IV. - CORPORATION PURPOSES

The Clairborne at Lexington Farms Maintenance Corporation has been created to provide for the orderly preservation of property values of the individual dwelling lots and individual dwelling units in said community, and for the orderly and efficient maintenance of the private open space. The Corporation is an agency to which are delegated and assigned the powers of maintaining, administering and managing the community properties and ministering and enforcing the covenants and restrictions and collecting and disbursing the assessments and charges hereinafter created.

ARTICLE V. - BOARD OF DIRECTORS

Section 1. Membership The affairs of the Corporation shall be managed by a Board of five (5) Directors, who shall be Members of the Corporation. There shall be not more than one (1) member of the Board of Directors from any lot or unit whose fee title is owned by more than one person or an entity consisting of more than one person, at any given time. The Board of Directors shall be elected by mail ballot prior to each annual general membership meeting. Members of the Board of Directors elected by the general membership shall serve for a term of two (2) years. Such term shall commence at the close of the annual meeting at which their election is announced and continue until the close of the regular annual meeting two (2) years hence. The terms of the members shall be staggered so that there will be at least three (3) but no more than four (4) vacancies filled each year insuring that incumbent Directors are serving at all times. Terms of the initial Board shall be provided hereinafter.

shall consist of three (3) directors appointed by the incorporator. One (1) of the members shall serve for a term of one (1) year, such term ending at the close of the regular annual meeting on the second Tuesday of January each year. Two (2) of the Members shall serve for a term of two (2) years, such term ending at the re-election of their successors. The Board shall be expanded to five (5) Directors when the membership of the Corporation reaches 130 members.

Section 3. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors; any such appointed Director shall fulfill the remaining term of the Director he has replaced.

Section 4. Compensation No Director shall receive any compensation except that the officers of the Corporation and the chairpersons of the Standing Committees shall be exempt from 1-year annual assessment. This provision in no way implies that said officers/chairpersons are employees of the Corporation, but that said assessment exception is merely a token of the Corporation's recognition of time and efforts expended in the performance of their duties. Also, any Director may be reimbursed for his actual reasonable expenses, if any, incurred in the performance of his duties, upon approval by a majority vote of the Board of Directors.

Section 5. Regular Meeting's Four (4) -regular mandatory meetings of the Board of Directors shall be held on the 2nd Tuesday of January, April, July and October of each year. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The Board shall set by resolution a regular time and place for holding regular meetings. The Board of Directors may conduct more frequent regular meetings at its discretion. All regular meetings shall be open to the membership.

Section 6. Special Meetings Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by written request of any three (3) Members of the Board, after not less than ten (10) days notice to each Director. The Board of Directors may in their discretion determine whether or not a special meeting is open to the general membership.

Section 7. Quorum A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 8. Special Approvals In the interest of efficiency any Director, by obtaining the prior written approval of a majority of the Directors on each matter, shall have the right to take action on that matter, in the absence of an actual meeting of the Board of Directors.

Section 9. Waivers of Notice Any notices of meetings may be waived at any time by all Directors in advance of or at such meetings.

Section 1. Election to the Board of Directors of the membership shall be by written ballot as hereinafter provided. At such election, the owners who are not delinquent in their assessment may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws. The names receiving the largest number of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by the Election Committee which shall be one of the Standing Committees of the Corporation.

Section 3. The Election Committee This Committee shall consist of a chairperson, who shall be the Secretary of the Corporation, and not less than two (2) or more than four (4) Members of the Corporation. The Election Committee shall be appointed by the Board of Directors prior to each election.

Section 4. Duties of the Election Committee The Election Committee shall make and solicit and place on the ballot the names of any Members seeking election to the Board of Directors. In no case will the number of candidates be less than the number of vacancies. Such nominations shall be made from among Members. Nominations shall be placed in a written ballot as provided in Section 5, and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to Members.

Section 5. Ballots All elections of the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of the candidates selected by the Election Committee for such vacancies; and (c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the voting membership at least twenty-four (24) days in advance of the regular annual meeting. Return date of completed ballots shall be no later than ten (10) days before the annual meeting for the purpose of allowing the incoming Board of Directors sufficient time to elect officers and appoint chairpersons. Each eligible voting member other than the Developer, shall receive one (1) ballot for each lot that he owns. The number of votes a Member is entitled to cast per vacancy shall be in accordance with the voting rights set forth above in these By-Laws and in the Certificate of Incorporation. Each eligible voting Member shall also receive a blank ballot - envelope and an outside envelope which has space provided for return address and signature of lot owner, pre-stamped and pre-addressed to be returned to the Secretary.

Section 6. Return of Ballots Each completed ballot shall be placed in the blank ballot envelope. Each ballot envelope shall then be placed in the -outside envelope. In order to be valid, the outside envelope must be signed by at least one of the eligible voting owners of record of the lot and must include a return address. The pre-stamped and pre-addressed outside envelope shall then be returned to the Secretary.

Section 7. verification and Counting- of Ballots Upon receipt of each outside envelope, the Secretary shall immediately place it in a safe or other -locked place until the day set for the counting of the ballots, which day shall be set by the Board of

Directors. On that day, the outside envelopes containing the ballot envelopes shall be turned over, unopened, to the Election Committee. The Election Committee shall then adopt the following procedure:

- (a) First examine each outside envelope ascertaining the eligibility and validity of the ballot based upon the information shown on the outside envelope.
- (b) Separate each ballot envelope from the outside envelope to insure anonymity of the vote.
- (c) Proceed to the opening of the ballot envelopes, and counting of the votes. Only one vote per candidate per ballot shall be counted, except for Developer's ballots, which shall count as four (4) votes per candidate. Any ballot envelope containing more than one ballot shall be disqualified.
- (d) The separated outside ballot envelopes shall be retained by the Secretary for a period no less than fourteen (14) days after the regular annual meeting.

ARTICLE VII. - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers The Board of Directors shall have the following powers:

- (a) To call special meetings of the Board of Directors whenever it deems necessary, and it shall call a meeting at any time upon written request of a majority of the Members of the Board.
- (b) To appoint and remove at pleasure all officers, committee members, agents and employees of the Corporation, prescribe their duties, and require of them such security or fidelity bond as it may deem expedient and in the best interests of the Corporation.
- (c) To collect the assessments or charges on individual dwelling lots.
- (d) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those reserved to the meeting or to Members in the covenants.
- (e) In the event that any member of the Board of Directors of the Corporation shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.
- (f) Approve the budget.
- (g) A majority of Directors must approve all contracts to which the corporation is a party and which obligates the corporation to make payment in an amount greater than or equal to \$500.00.

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

- (a) To cause to be kept- a complete record of all its acts and corporation and financial affairs and to present such to the Corporation Members at the regular annual-meeting or at any special meeting of the general membership when such is requested in writing by ten percent (10s) of the voting Corporation membership.
- (b) To supervise all officers, committee chairpersons, agents and employees of this Corporation, and to see that their duties are properly performed.
- (c) To recommend to the general membership changes in the assessments against each lot or unit (property). A

first approved by the Board of Directors after submission to the Board by the treasurer; after approval of same, the Board shall present the budget to the membership for its information.

(d) To cause the treasurer to send written notice of each assessment to every owner subject thereto.

(e) For a nominal charge to issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(f) To appoint officers and committee chairpersons.

(g) To enforce the Declaration of Restrictions.

ARTICLE VIII. - OFFICERS

Section 1. Officers The officers shall be a President, a Vice- President, a Secretary, a Treasurer, three Assistant Vice-Presidents, and the Committee Members. The President and Treasurer shall be members of the Board of Directors.

Section 2. Appointment of Officers shall be appointed by the incoming Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting.

Section 3. Term of Office All officers shall hold office at the pleasure of the Board of Directors.

Section 4. Dutie-s of the President The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Board of Directors, shall see that all orders, policies and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments. The President shall be directly responsible to the Board for execution of all activities and functions under his jurisdiction.

Section 5. Duties of the Vice-President The Vice-President shall perform all the duties of the President in the absence of the President and shall serve as the chairperson of the Grounds and Maintenance Committee.

Section 6. Duties of the Secretary The Secretary of the Corporation shall be the *ex Officio* Secretary of the Board of Directors and shall keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Corporation. The Secretary shall be responsible for giving proper notices in accordance with the provisions hereof, and shall perform, in addition, all of the usual duties of correspondence prescribed from time to time by the Board of Directors. The Secretary shall also serve as chairperson of the Election Committee.

Section 7. Duties of the Treasurer The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. All checks

of the Corporation shall be signed by any two of the following: President, Vice-President, Treasurer or an accounting firm. Notwithstanding Section 6, the Treasurer shall be responsible for giving notice to Members relating to assessments or delinquencies, and the Treasurer shall be charged with the duty to enforce collection of the annual assessments.

The Treasurer shall keep proper books of account. He shall prepare an annual budget and annual financial statements which shall be presented to the Board of Directors for approval and then to the general membership for their information at the regular annual meeting.

The Treasurer shall submit to the Secretary and to the Election Committee a list of all Members and all delinquent Members as of the date of the mailing of ballots, to be used by the Secretary to determine those to receive ballots, and by the Election Committee to verify validity of the vote.

The Treasurer shall notify the Lien Docket Office on September 30 as to any assessment that is delinquent. Said list shall be updated as required after delinquent assessments are paid.

Section 8. Duties of Assistant Vice-Presidents. An Assistant Vice-President shall serve as chairperson of the following three committees in accordance with Article X of these By Laws: Recreation Committee, Publicity Committee, and Audit Committee.

Section 9. Committee Members, Members of the Standing Committees of the Corporation and any Committee created by the Board of Directors in accordance with Article X shall perform the duties and functions of that Committee.

ARTICLE IX. COMMITTEES

Section 1. The Standing- Committees of the Corporation shall be:

Election Committee
Recreation Committee
Publicity Committee
Grounds & Maintenance Committee
Audit Committee

Unless otherwise provided herein, each committee shall consist of a chairperson who shall be an officer and two or more Members and shall include a Member of the Board of Directors for Board contact. The chairperson of each committee shall be responsible to the Board and report directly to the President for the execution of all duties and functions which come under the committee's jurisdiction. The committee chairpersons and members shall be appointed by the incoming Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting. The Board of Directors may appoint such other committees as it deems necessary.

Section 2. The Election Committee This Committee shall have the duties and functions described in Article VI of these By-Laws. -The Secretary shall serve as chairperson.

Section 5. The Grounds and Maintenance Committee This Committee shall be directly responsible to the President of the Corporation for, all matters pertaining to: the maintenance of structures, landscapina, and signaæ to the community entrances:

maintenance of private open space; plowing and sanding of roadways designated by the Board of Directors; other functions that the Board, in its discretion, determines. The Vice-President shall be chairperson.

Section 6. The Audit Committee This Committee shall supervise the annual audit to be presented to the Board of Directors for approval. The Treasurer shall be an ex officio member of the Committee. An assistant Vice-President shall serve as chairperson.

Section 7. Subcommittee With the exception of the Nominating Committee, each committee shall have power to appoint to a subcommittee any of its powers, duties and functions.

ARTICLE X. - MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the Members shall be held on the 2nd Tuesday of February in each year, at the hour of 7:30 o'clock p.m. The place for the meeting shall be set and announced by the Board of Directors. If the day for the annual meeting of the Members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special Meeting of the general membership for any purpose may be called at any time by the President or by any three or more Members of the Board of Directors, or upon written request containing signatures of ten percent (10%) of the entire membership.

Section 3. Written Notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Member either by delivery, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each Member shall register his address with the Secretary, and notices shall be mailed to him at such address.

Notice of any meeting regular or special shall be mailed or delivered at least ten (10) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VI of these By-Laws or any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. Quorum The presence at the meeting of Members entitled to cast, one-tenth (1/10) of the votes of each class of membership) shall constitute a quorum, for any action governed by these By-Laws. Any action governed by the Articles of Incorporation shall require a quorum as therein provided.

ARTICLE XI. - BOOKS AND PAPERS

The books, records and papers' of the Corporation, shall be subject to the inspection of any Member during reasonable hours.

ARTICLE XII. - CORPORATION SEAL

The Corporation shall have a seal in circular form having within its circumference the words: CLAIRBOP.N3 AT LEXINGTON FARMS MAINTENANCE CORPORATION - Corporate Seal

(ARTICLE XII - MODIFICATION OF BY-LAWS)

These By-Laws shall be modified or repealed, or new By-Laws shall be enacted by the approval of a majority vote of the Members who are voting in person or by proxy at any general meeting of the membership provided that at least ten (10) days advance written notice, containing the proposed changes, is given of the intent to modify or repeal or enact said By-Laws.

ARTICLE XIV - 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 post office- or letterbox, in a post-paid ???????: 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 - ACTION BY TOTANIMOTTS RESOLUTION

Notwithstanding any provision here before to the contrary, the written unanimous resolution of the Board of Directors, dated and signed, shall constitute the effective act of the Corporation as of such date without the necessity of prior notice or formal meeting; and such resolution shall in itself constitute a duly executed waiver of prior notice for a meeting to consider the matter (s) thereby decided.

ARTICLE XVI - INDEMNIFICATION

Section 1. Right to Indemnification Each person which was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal; administrative or investigative ("proceeding"), by reason of the fact he or she or a person for whom he or she is the legal representative is or was a director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, or of a partnership, --joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, 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 or under any other law of Delaware as may be enacted (but, in the case of any such amendment or subsequent enactment, only to the extent such amendment or enactment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person 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; provided, however, that the payment of such expenses incurred by a Director or officer of the Corporation in his or her

capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such person while a Director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it should be determined ultimately that such Director or officer is not entitled to be indemnified under this section or otherwise.

Section 2. Right of Claimant to Bring- Suit If a claim under Section 1. is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final "disposition where the required undertaking has been. tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent 'legal counsel, or its stockholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

Section 3. Non-Exclusivity of Rights The rights conferred statute, provision of the Certificate of Incorporation, By-Law, I by Sections 1 and 2 shall not be exclusive of any other right which such person may have or hereafter acquire under any agreement, vote of stockholders or disinterested directors or otherwise.

ARTICLE XV1 - INSURANCE

The Corporation shall obtain a policy of general liability insurance .with Director's and officer's liability coverage to cover Directors, officers, committee persons,, employees, and agents of the Corporation while conducting normal activities within the. scope of their duties. In addition, the Corporation shall obtain any other insurance that it shall deem necessary.