

BY-LAWS OF THE BROOKSIDE COMMUNITY, INC.

Article I – Offices and Governing Documents

The registered agent and office is The Brookside Community, Inc. at 900 Marrows Road, Newark, Delaware 19713, hereinafter referred to as the "Association". The governing documents of the Association are the Certificate of Incorporation, the various Declarations of the Association recorded at the New Castle County Office of the Recorder of Deeds, these By-laws, and Delaware General Corporation Law (8 Del. C. §§ 101-398).

Article II – Membership

Section 1. Members. Active members of the Association shall be limited to those persons who, from time to time, are owners of residential lots in the residential subdivision known as Brookside Park, as shown on plot plans entitled Brookside Park, Section C, Section K, Section M, and Section M-2. All active members shall be entitled to two votes per residential unit and voting may be in person, by mail or by proxy as authorized by the Executive Board. Voting and membership privileges are vested in the owners of residential units, but these rights may be delegated in writing to the tenant of the residential unit at the discretion of the owner. An active member or tenant may act as proxy for not more than one other active member.

Section 2. Right to Vote and Right to Hold Office. An active member's right to vote and right to hold elective office in the Association is contingent upon the payment of all the member's financial obligations to the Association.

Section 3. Commercial Units. Proprietors of commercial units in Brookside Park may become associate members in the Association with voting rights upon payment of annual dues, as set by the Executive Board, but may not hold office.

Article III – Meetings of the Members

Section 1. Annual Meetings. An annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held on a date to be determined each year by the Executive Board, which date shall be within thirteen (13) months of the last annual meeting of the members.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Executive Board or at the written request of ten percent (10%) of the Association membership or 100 members, whichever is lesser, which request shall state the purpose of the meeting. Business at such meetings shall be limited to the purpose or purposes stated in the notice.

Section 3. Notice of Meetings. Written notice of the place, date and time of all meetings of the members shall be given not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law.

Section 4. Quorum. A quorum at any meeting of the members of the Association shall be ten percent (10%) of the active members or 100 members, which ever is the lesser, in person or by proxy.

Section 5. Proxies and Voting. At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by a written instrument filed in accordance with the procedure established by the Executive Board. When a quorum is present at any meeting, the vote of the majority of the members present or by proxy shall decide any question brought before such meeting.

Section 6. Actions Outside of Meetings. Any action or business requiring the vote of the active members such as election of officers and directors, establishment of any change in annual dues, and amendment of these By-laws, etc., may be taken by mailing ballots to all active members. A majority of those ballots returned to the Association within ten days of the closing date specified on the ballot shall decide any question brought by such ballot.

Article IV – Executive Board

Section 1. Composition of the Executive Board. The number of directors who shall constitute the whole Executive Board shall be such number as the Executive Board shall from time to time have designated, except that there shall always be at least three (3) directors in addition to the officers of the Association, who are also directors. The President shall be Chairman of the Board.

Section 2. Election and Term of Office.

(a) Term of Office. Beginning in the year 2006, each member of the Executive Board, including the officers, shall be elected by the active members of the Association for a term of two (2) years, shall take office upon election, and shall serve until his or her successor is elected, except as otherwise required by law.

(b) Election Date. The election of the directors and officers shall be held on the fourth Tuesday of October.

(c) Deadline for Nominations by Committee. By September 15 of each election year, the Nomination and Election Committee shall, via the Association Newsletter or by mail, announce its slate of candidates to include at least one candidate for each office with the exception of the Presidency, for which office two candidates must be submitted.

(d) Deadline for Nominations by Members. If by October 1 of any election year, the Nomination and Election Committee is presented with any nominating petition containing at least thirty (30) signatures of Association members on behalf of an individual seeking a designated office, the name of the individual so qualified must be included on the ballot as a candidate for the designated office. Provided, however, the Association members signing the petition and the individual seeking office must be active members of the Association in good standing. If any individual so qualified for candidacy as indicted above, is also the Nomination and Election Committee's candidate for any office, the individual must withdraw from the candidacy for one of the two offices.

(e) Elections. Elections shall be planned and administered by the Nomination and Election Committee. Ballots listing the Committee's slate of candidates together with any candidates qualified by petition, must be submitted by mail at least ten (10) days before the election. Ballots shall be sent to all Association members who are entitled to vote as set forth in Article II, Section 2 of these By-laws. The Nomination and Election Committee shall supervise all voting for the election and for voting on a referendum. The Committee shall supervise the validation and mailing of the ballots to eligible members; shall receive and hold ballots until the closing date; and shall report to the Executive Board, within ten (10) days after the closing date, outlining the method used to assure proper conduct of the election or referendum and stating the results of the voting.

Section 3. Vacancies. If the office of any director or officer becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, although less than a quorum, may select a successor for the unexpired term and until his or her successor is elected and qualified.

Article V – Meetings of the Executive Board

Regular meetings of the Executive Board shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Executive Board and publicized among all directors. A written notice of each regular meeting shall not be required.

Section 1. Special Meetings. Special meetings of the Executive Board may be called by one-third (1/3) of the directors then in office (rounded up to the nearest whole number) or by the Chairman of the Board and shall be held at such place, on such date, and at such time as they, he or she shall fix. Notice of the place, date, and time of each special meeting shall be given each director not less than five (5) days before the meeting, or by telegraph, facsimile transmission or by e-mail not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 2. Quorum. At any meeting of the Executive Board, a majority of the whole Board shall constitute a quorum for all purposes. Every act or decision done or made by a majority of the directors present at the duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board.

Section 3. Participation in Meetings by Conference Telephone. Members of the Executive Board, or any committee thereof, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 4. Conduct of Business. At any meeting of the Executive Board, business shall be transacted according to Robert's Rules of Order, or in such order and manner as the Board may from time to time determined by the vote of a majority of the directors present, except as otherwise required by law. Action may be taken by the Executive Board without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Executive Board.

Article VI – Powers and Duties of the Executive Board

The Executive Board shall have the power and authority to do all things necessary or appropriate to carry out the duties and obligations of the Association which are imposed upon it by its Certificate of Incorporation, the recorded Declarations of the Association, these By-laws, and Delaware General Corporation Law (limited only by those powers and duties and obligations reserved to the membership by those documents), including, without limiting the generality of the foregoing, the following:

(a) To adopt an annual budget for the Association, which budget shall provide for the estimated expenses for the performance of the duties, rights and obligations of the Association and for the operation, maintenance of the Association and its assets, including such reserves as the Executive Board shall deem appropriate;

(b) To collect annual and special assessments to provide monies necessary to implement the budget;

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

(d) To adopt, from time to time, regulations, not inconsistent with these By-laws, for the management of the Association's business and affairs;

(e) To employ such persons and entities and enter into such contract for services, including but not limited to, legal counsel, accountants, consultants, and contractors as may be necessary to perform the duties and rights imposed upon the Executive Board;

(f) To maintain policies of insurance deemed by the Executive Board, as necessary for the protection of the Association, its directors and members, including directors' liability and indemnity insurance, to the extent reasonably obtainable, for errors and omissions;

(g) To secure the fidelity of the Treasurer, or any other officer, by a bond in such sum, and with such surety or sureties, as the Executive Board may determine;

(h) To remove any officer or director of the Association with cause, and from time to time to devolve or delegate the powers and duties of any officer or director upon any other person for the time being; and

(i) To institute all actions at law or in equity as may be necessary or convenient to preserve, protect and benefit the Association and its property, including, but not limited to, the enforcement of payment of all assessments and enforcement of the recorded Declarations or these By-laws.

Article VII – Committees

Section 1. Designation and Appointment of Committees. The Executive Board, by a vote of a majority of the whole Board, may from time to time designate committees of the Board, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board, and may elect a director to serve as a member of such committee and, if it desires, to designate other directors as alternative members who may replace any absent or disqualified member at any meeting of the committee.

Section 2. Conduct of Committee Business. Each committee may determine the procedural rules for its meetings and for the conduct of its business and shall act in accordance therewith, except as required by law or otherwise provided by the Executive Board in designating the committee. Adequate provision shall be made for notice to members of all meetings; one-third (1/3) of the members of the committee shall constitute a quorum unless the committee shall consist of one (1) or two (2) members, in which event one (1) member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members agree to such action in writing and the writing is filed with the minutes of the proceeding of such committee.

Section 3. Permanent Committees. The Executive Board shall be required to appoint an independent Nomination and Election Committee and an Auditing Committee. No officer or member of the Executive Board shall be appointed as a member of the Nomination and Election Committee.

Article VIII – Officers

The officers of the Association, each of whom shall be an adult person who is a qualified member of the Association, shall consist of a President, a Vice Presidents, a Secretary, and a Treasurer. Each officer shall take office upon election by the members and shall hold office until his or her successor is elected and qualified, or until his or her resignation or removal.

Section 1. President. The President shall be the Chairman of the Executive Board of the Association. Subject to the provisions of these By-laws, he or she shall have the responsibility for the general management and control of the business and affairs of the Association and shall perform all duties and have all powers which are commonly incident to the office of chairman. He or she shall have power to sign all contracts, agreements and other instruments of the Association which are authorized and shall have general supervision and direction of all of the other officers, directors, employees and agents of the Association.

Section 2. Vice President The Vice President shall have such powers and duties as may be delegated to him or her by the President and shall perform the duties and exercise the powers of the President in the event of the President's absence or disability.

Section 3. Secretary. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the members and of the Executive Board. He or she shall have charge of the corporate books and shall perform such other duties as the Executive Board may from time to time prescribe.

Section 4. Treasurer. The Treasurer shall have the responsibility for maintaining the financial records of the Association and shall have custody of all monies and securities of the Association and shall make such disbursements of the funds of the Association as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Association. The Treasurer shall also perform such duties as the Executive Board may from time to time prescribe.

Section 5. Delegation of Authority. The President, with the consent of the Executive Board, may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Article IX – Removal of Officers and Directors from Office

Section 1. By the Membership. Upon receipt of a petition signed by ten percent (10%) or one hundred (100) members in good standing of the Association, whichever is lesser, stating specific charges against any elected officer or director, a mail ballot calling for a vote for recall of the so charged officer or director must be presented to the Association membership. Recall will be effective if approved by a majority of those ballots returned within ten (10) days after the closing date specified on the ballots.

Section 2. By the Executive Board. Upon a majority vote of the members of the whole Executive Board; provided there is sufficient cause to remove the officer or director, including, but not limited to, fraud, theft, repeated disruption of Executive Board meetings, repeated absences from meetings, or failure to pay all of their financial obligations to the Association.

Section 3. By Resignation. Any officer or director may resign at any time by giving written notice to the Executive Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the resignation. The acceptance of the resignation shall not be necessary to make it effective.

Article X – Compensation of Directors

Directors, including officers, shall not receive any compensation for their services as directors or their services as members of committees of the directors. Directors may be reimbursed by the Association for their expenses incurred in the performance of their duties. Except for willful and malicious acts by directors, all directors shall be indemnified for all acts done or performed in the furtherance of their duties.

Article XI – Finances

Section 1. Fiscal Year. The fiscal year of the Association shall run from May 1 through April 30 of the next succeeding year.

Section 2. Preparation of the Annual Budget. An annual budget and rate of assessment may be preliminarily drafted and proposed by the Budget and Finance Committee for submission to the Executive Board and thereafter the shall be edited, revised and accepted by the Executive Board with the advice and assistance of the Budget and Finance Committee.

Section 3. Approval of the Annual Budget. The annual budget and rate of assessment prepared and accepted by the Executive Board shall be submitted by mail to the members of the Association entitled to vote for referendum vote thereon before April 1 of each year. In the event the Executive Board does not intend to increase the rate of assessment, it will not be necessary to mail the budget to the membership for approval. However, the budget will be publicized to the membership.

Section 4. Adoption of the Annual Budget. The annual budget shall be adopted and the rate of assessment shall become binding when approved by a majority of those members of the Association who cast ballots in the mail referendum within ten (10) days of the closing date specified on the ballots. In the event the proposed annual budget and rate of assessment submitted to the membership of the Association is not approved by April 15, the rate of assessment for the next fiscal year shall remain at the same rate in force for the previous year.

Section 5. Due Date for Payment of Annual Assessment. The annual assessment shall become due and payable on the first day of the fiscal year, namely May 1st. If not paid within thirty (30) days of that date, a late fee and interest in an amount determined by the Executive Board, and all costs (including attorney fees) incurred by the Board in attempting to collect such assessments, will be charged to the delinquent member.

Section 6. Additional Funding. Whenever additional funds are required after the budget has been accepted, the request must be approved by a majority of the Executive Board and then approved by a majority of those members of the Association who cast ballots in the mail referendum within ten (10) days of the closing date specified on the ballot.

Section 7. Expenditures. Each project involving an expenditure of the Association funds and each individual expenditure in excess of one hundred dollars (\$100.00) shall require the approval of the President of the Association. If possible, at least two (2) bids shall be

solicited for all proposed expenditures of the Association in excess of five hundred dollars (\$500.00).

Section 8. Signing of Checks. All checks payable by the Association must have the signatures of two (2) officers of the Association.

Section 9. Borrowing Money. The Executive Board shall not be authorized to borrow money on behalf of the Association without the approval by a majority of those members of the Association who cast ballots in the mail referendum within ten (10) days of the closing date specified on the ballot.

Section 10. Auditing of the Accounts. An Auditing Committee appointed by the Executive Board shall periodically audit the books of the Treasurer of the Association. Audits shall be made within thirty (30) days following the close of the fiscal year and within ten (10) days following the appointment of a new Treasurer.

Section 11. No funds of the Association shall be used for political or subversive activities.

Article XII - Miscellaneous

Section 1. Maintenance of Books and Records. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member of the Association in good standing.

Section 2. Corporate Seal. The Executive Board may provide a suitable seal containing the name of the Association. The Secretary shall be in charge of the seal.

Section 3. Reliance upon Books, Reports and Records. Each director, each member of any committee designated by the Executive Board and each officer of the Association shall, in the performance of his or her duties, be fully protected in relying in good faith upon the accounts or other records of the Association, including reports made to the Association by any of its officers, employees, or committees of the Executive Board so designated, or by an independent certified public accountant or appraiser selected with reasonable care.

Section 4. Time Periods. In applying any provision of these By-laws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used. The day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 5. Amendments to By-laws. Proposals to repeal, alter or amend these By-laws may be submitted by the Executive Board to the Association membership by mail ballot. Such proposals must also be submitted to the membership in the same fashion if a petition signed by ten percent (10%) or by 100 members in good standing, whichever is lesser, making such proposals is presented to the Executive Board. Adoption of such proposals shall require approval by a majority of those ballots returned within ten (10) days of the closing date specified on the ballot.

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It shall be the policy of this BCI Executive Board that voting by the Executive Board may be done by telephone or by email. Such voting shall not be binding until each board member has expressed his/her decision on the matter being considered. Results of telephone or email voting shall be recorded and reported in the minutes of the following BCI Executive Board meeting and shall be shared with each board member in a timely manner. Each item of business for which a vote by board members is required by telephone must be read verbatim to each voting board member without embellishment or comment.

This policy was adopted unanimously by the BCI Executive Board.

CERTIFICATE OF INCORPORATION

OF

THE BROOKSIDE PARK MAINTENANCE CORPORATION

FIRST: The name of the corporation is The Brookside Park Maintenance Corporation.

SECOND: Its principal office in the State of Delaware is to be located at the community known as Brookside in the County of New Castle, and its resident agent is The Brookside Park Maintenance Corporation, located in Pencader Hundred, ~~XXXXXXXXXXXXXXXXXX~~ and whose post office address is Newark, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, viz:

To participate in such activities of local, State, and national interests that will promote the welfare of the residents of Brookside and neighboring areas; to engage in programs of civic improvement and advancement; to endeavor to insure the protection of property value in said community.

To organize, maintain and carry on any association composed of residents of the community known as "Brookside", (as developed by Brookside Park Associates, Inc.) located in the County of New Castle and State of Delaware, for the investigation, discussion and improvement of conditions and affairs in said community.

To organize, maintain and carry on a non-profit organization of the residents of said community for the purpose of community betterment, to cultivate social intercourse among its members and other residents of the

community where its principal office or headquarters may be located, and to assist in improving moral and social conditions in the community served by it, and for the purposes herein specified, to receive donations and gifts and to receive, manage, take and hold both real and personal property by gift, grant, devise or bequest.

To establish and maintain, in the community where it shall have its office or headquarters, a community center and recreational facilities for the use of the residents of such community or communities, and of the several social, religious, charitable and community-welfare societies and organizations thereof, and to this end, to make available to such persons and organizations, upon such terms as the corporation may from time to time determine, all or any part of the lands, buildings, or other facilities of the corporation.

For the mutual improvement of its members and of all residents of the community where it shall operate, and to associate such persons together for cultural, educational, charitable, religious and community-betterment purposes, and to this end to acquire and to maintain club houses and club rooms, and to take, receive, hold and convey such real and personal property or interests therein as may be necessary therefor.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware.

To purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, assign, transfer or in any manner dispose of goods, wares, merchandise and property of any and every class and description.

To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidence of indebtedness created by other corporation or cor-

porations, and, while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, bonds, notes or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, debentures and other negotiable or transferable instruments, so far as may be permitted by the laws of the State of Delaware.

To issue bonds, debentures, or obligations of this corporation from time to time, to secure the same by mortgage, pledge, deed of trust or otherwise.

To enforce the assessments referred to in the general restrictions covering the various sections of Brookside, to collect same and have all other powers of the maintenance corporation referred to in said restrictions.

To have one or more offices out of the State of Delaware and to carry on business and to promote its objects without restriction as to place or amount.

To do any or all of the things herein set forth, to the

same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

FOURTH: This corporation is not organized for profit and shall not have authority to issue capital stock. No dividend, earning or pecuniary profit in any form shall inure to the benefit of any member; except that this shall not be deemed to prevent or preclude the Executive Board, by majority vote of the whole, from authorizing the payment of salaries to officers and agents of the corporation. The By-Laws of this corporation shall prescribe the terms and conditions of membership.

FIFTH: The name and place of residence of each of the incorporators are as follows:

R. A. Althouse	67 Chaucer Dr.	Brookside	Newark, Delaware
A. J. Weldon	80 Chaucer Dr.	Brookside	Newark, Delaware
R. H. Sexton	12 Knicker-		
	bocker Dr.	Brookside	Newark, Delaware

SIXTH: This corporation is to have perpetual existence.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the corporation, unless otherwise provided in the by-laws, is expressly authorized:

To make, alter, amend and repeal the By-Laws;

To set apart out of any of the funds of the corporation a reserve or reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them shall be open to

inspection, and no person shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the corporation.

This corporation may in its By-Laws confer powers additional to the foregoing upon the Executive Board, in addition to the powers and authorities expressly conferred upon them by law.

NINTH: If the By-Laws so provide, the members and Directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the By-Laws or by resolution of the Executive Board.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, member of the Executive Board and members of the association herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set our hands and seals this 16th day of October A. D. 1953.

Nathan (SEAL)


Arthur J. Wilder (SEAL)

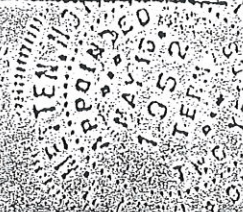
Ret. L. L. L. (SEAL)

STATE OF DELAWARE)
NEW CASTLE COUNTY } SS.

BE IT REMEMBERED, That on this 16th day of October A. D. 1953, personally came before me, the subscriber, a Notary Public for the State of Delaware, R. A. ALTHOUSE, A. J. WELDON, and R. H. SEXTON, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

THE BROOKSIDE PARK MAINTENANCE CORPORATION
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THE BROOKSIDE PARK MAINTENANCE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, having no capital stock,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Executive Board and governing body of The Brookside Park Maintenance Corporation duly held and convened on March 3, 1954, a resolution was unanimously adopted setting forth an amendment proposed to the certificate of incorporation as follows:

RESOLVED, That the Executive Board of THE BROOKSIDE PARK MAINTENANCE CORPORATION deems it desirable and advisable that the first paragraph of the Certificate of Incorporation of the corporation shall be amended as to the name of the corporation by striking out "THE BROOKSIDE PARK MAINTENANCE CORPORATION" and inserting in lieu thereof "THE BROOKSIDE COMMUNITY, INCORPORATED", and that paragraph two of the said Certificate of Incorporation in naming the Resident Agent be amended by striking out "THE BROOKSIDE PARK MAINTENANCE CORPORATION" and inserting in lieu thereof "THE BROOKSIDE COMMUNITY, INCORPORATED".

and declaring said amendment advisable.

SECOND: That thereafter, on March 31, 1954, the whole number of the Executive Board of said corporation voted unanimously in favor of said amendment.

THIRD: That the said amendment was duly adopted in accordance with the provisions of Title 8, Delaware Code, 1953, Section 242 (d)(2).

IN WITNESS WHEREOF, said THE BROOKSIDE PARK MAINTENANCE CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by A. J. Weldon, its President, and J. F. Dockum, its Secretary, this 30th day of June, A. D. 1954.

THE BROOKSIDE PARK MAINTENANCE
CORPORATION

By Arthur J. Weldon
President

ATTEST: J. F. Dockum
Secretary

STATE OF DELAWARE)
) SS.
NEW CASTLE COUNTY)

BE IT REMEMBERED that on this 30th day of June, A.D. 1954, personally came before me, a Notary Public in and for the County and State aforesaid, A. J. WELDON, President of The Brookside Park Maintenance Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A. J. WELDON as President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of said President and Secretary of said corporation to said foregoing certificate are in the handwriting of said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized according to law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

UNANIMOUS ASSENT TO AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
THE BROOKSIDE PARK MAINTENANCE CORPORATION

We, the undersigned, being all the members of the Executive Board (the governing body) of The Brookside Park Maintenance Corporation assent to the foregoing amendment of the certificate of incorporation of the said corporation.

Arthur J. Weldon
Clifton R. Brooks, Sr.
Edw. E. Davis
Murray Kane
Page G. Nourse

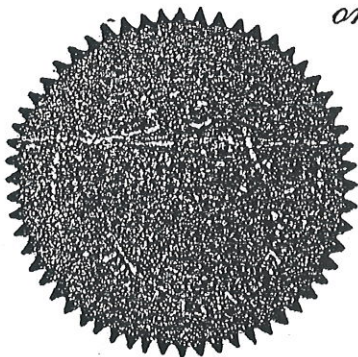
State of Delaware



Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of "THE BROOKSIDE PARK MAINTENANCE CORPORATION", as received and filed in this office the second day of July, A.D. 1954, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this second day of July in the year of our Lord one thousand nine hundred and fifty-four.



John N. McDowell
Secretary of State

M. D. Tomlinson
Asst. Secretary of State

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BY-LAWS OF THE BROOKSIDE COMMUNITY, INC.

Article I - Membership

1. Active members in the Brookside Community, Incorporated (hereinafter referred to as the Association) shall be limited to owners of residential real estate (as shown on plot plan entitled Brookside Park, Sections C, K, M-W, M-E, M-1 and M-2). All active members shall be entitled to two votes per residential unit and voting may be in person, by mail or by proxy as authorized by the Executive Board. Voting and membership privileges are vested in the owners of residential units, but these rights may be delegated in writing to the tenant of the residential units at the discretion of the owner. An active member or tenant may act as proxy for not more than one other active member.
2. An active member's right to vote and right to hold elective office in the Association is contingent upon the payment of all the member's financial obligations to the Association.
3. Proprietors of commercial units in Brookside may become associate members in the Association with voting rights upon payment of annual dues, as set by the Executive Board, but may not hold office.

Article II - Executive Board

1. The Executive Board shall consist of five members and President, Vice-President, Secretary and Treasurer. The President shall be Chairman of the Board.
2. The Executive Board shall have the powers and authority set forth in the Certificate of Incorporation except as hereafter regulated by By-Laws; together with the power to transact all business of the Association, to appoint interim officers (except that the Vice-President shall automatically succeed the President if the latter leaves office for any reason) to appoint interim board members, to appoint and approve committee chairmen, to authorize disbursements within the approved budgets, and any other powers conferred by the membership of the Association. A Quorum shall consist of at least six of the members and the Board shall meet at least once each month.
3. Within 30 days after the election, the Executive Board shall appoint one of its members to represent each section of Brookside.

Article III - Officers

1. The officers of the Association shall be a President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. Their duties shall be those customarily assigned to the respective offices.
2. The Treasurer of the Association shall be bonded; other officers shall be bonded at the discretion of the Executive Board.
3. The President, Vice-President, Secretary and Treasurer shall be elected as set forth in Article V, Section 1; the Assistant Secretary and Assistant Treasurer shall be appointed by the President with Board approval.

Article IV - Committees

1. Representative Committees

A. Each section of Brookside (as defined herein) may have a Representative committee consisting of ten representatives, one from each area (as defined herein).

B. Duties of the Representative Committees may involve dissemination of all information of Association activities to the Association membership through area meetings held at the discretion of representatives or at the request of the areas, as well as to receive proposals from members for consideration and for recommendation to the Executive Board for action.

2. Permanent Committees

A. The following shall be the permanent Committees:

- | | |
|-------------------------------|-------------------------------------|
| 1. Budget & Finance | 5. Community Building & Pool |
| 2. Nominations & Elections | 6. Residential & Public Improvement |
| 3. Planning | 7. Legislative |
| 4. Maintenance & Construction | 8. Health & Public Safety |
| | 9. Public Relations |

B. Committee Chairmen shall be appointed by the President subject to approval of the Executive Board.

C. Neither the Chairmen nor the members of the Nominations and Elections Committee shall be members of the Executive Board, nor shall they have been members of the previous year's Nominations and Elections Committee.

D. The Chairmen of the Nominations and Elections and Budget and Finance Committees shall appoint active members to their committees, but shall include at least one active member from each section of Brookside.

3. Special Committees

A. Special committees, in addition to those named above, may be appointed by the Executive Board, or by the President subject to ratification by the Executive Board.

Article V - Elections and Terms of Office

1. The annual election shall be held on the fourth Tuesday of October, at which time the following shall be elected to serve for two years:

- | O-odd years | X-even years | |
|-----------------------|------------------|--------------------|
| A. President (O) | C. Secretary (X) | E. Executive Board |
| B. Vice President (O) | D. Treasurer (X) | (000-XX) |

2. For the Executive Board positions (three odd years, two even years) there shall be at least one candidate from each section of Brookside. In odd years each active member may vote for three of those candidates and the three receiving the highest vote count shall be elected. In even years each member may vote for two of those candidates and the two receiving the highest vote count shall be elected.

(3)

3. By September 15 of each year, the Nominations and Elections Committee shall, via the Association Newsletter or by mail, announce its slate of candidates, to include at least one candidate for each office with the exception of the Presidency, for which office two candidates must be submitted.

4. If, by October 1 of any year, the Nominations and Elections Committee is presented with any nominating petition containing 30 signatures of Association members on behalf of an individual seeking a designated office, the name of the individual so qualified must be included on the ballot as a candidate for this designated office.

A. If any individual so qualified for candidacy as indicated above is also the Nominations and Elections Committee's candidate for any office, the individual must withdraw from candidacy for one of the two offices.

5. Elections shall be planned and administered by the Nominations and Elections Committee. Ballots listing their slate of candidates, plus any qualified by petition as indicated in Section 4, above, must be submitted by mail at least ten (10) days before the date of the election. Ballots shall be sent to all Association members who are entitled to vote as set forth in Article I of these By-laws. The Nominations and Elections Committee shall supervise all voting by mail for the Annual Election or for voting on a referendum. They shall supervise the validation and mailing of ballots to eligible members, shall receive and hold ballots until the closing date, and shall report to the Executive Board within 10 days after the closing date outlining the methods used to assure proper conduct of the election or referendum and stating the results of the voting.

6. Each duly qualified area representative must present to the newly elected Secretary of the Association a petition signed by at least a majority of the members of his area, which petition shall serve to certify him as an area representative.

7. If no area representative is certified from any area for a period exceeding 30 days, the Executive Board member responsible for the section in which this area falls may appoint from such area an interim area representative.

Article VI - Meetings

1. The annual meeting of the Association shall be held on a date to be determined each year by the Executive Board, such date, however, to be one of the three dates next succeeding the date of the annual election.

2. Special meetings of the Association shall be held at the written request of 10% of the Association membership, or 100 members, whichever is the lesser, which request shall state the purpose of the meeting. Special meetings may also be called by resolution of the Executive Board. The Secretary of the Association shall give at least one week's notice by mail of such special meetings, which notice shall state the purpose thereof. Special meetings shall be limited to consideration and/or voting on or for the matters stated in the call.

(4)

3. A Quorum at any meeting of the Association shall be 10% of the active members, or 100 members, whichever is the lesser.

4. Each newly elected Representative Committee shall convene on the third Tuesday of November, at places to be indicated in notices sent to area representatives by the Secretary of the Association, to elect its chairman in accordance with Article IV, Section 1A, and take such action as it deems appropriate.

Article VII - Recall

1. Upon petition of one hundred (100) members, or 10% of the Association Membership, whichever is the lesser, stating specific charges against any elected officer, a mail ballot calling for a vote on a proposal for recall of the individual involved must be presented to the Association membership. Recall will be effected if at least two-thirds of the membership approve the proposal for recall.

Article VIII - Amendments

1. Proposals to repeal, alter or amend these By-laws may be submitted by the Executive Board to the Association membership by mail ballot. Such proposals must also be submitted to the membership in the same fashion if a petition by 75 members making such proposals is presented to the Executive Board. Adoption of such proposals shall require approval by a majority of those ballots returned within ten (10) days of the date on which they are mailed to the membership.

Article IX - Finances

1. The fiscal year of the Association shall run from May 1 through April 30 of the next succeeding year.

2. An annual budget and rate of assessment shall be preliminarily drafted and proposed by the Budget and Finance Committee for submission to the Executive Board and thereafter the annual budget and rate of assessment shall then be prepared and accepted by the Executive Board with the advice and assistance of the Budget and Finance Committee.

3. The annual budget and rate of assessment prepared and accepted by the Executive Board shall be submitted by mail to the Association membership for referendum vote thereon before April 1 of each year. In event the Board does not intend to increase the rate of assessment it will not be necessary to mail the Budget to the membership for approval. However, the Budget will be publicized.

4. The annual budget shall be adopted and the rate of assessment shall become binding when approved by a majority of those members of the Association who cast ballots in the mail referendum. In the event the proposed annual budget and rate of assessment submitted to the membership of the Association is not approved by April 15, the rate of assessment for the next fiscal year shall remain at the same rate in force for the previous fiscal year.

5. The annual assessment shall become due and payable on the first day of the fiscal year, namely May 1st.

6. Where additional funds are required after the budget has been accepted, approval of two-thirds of the Executive Board and two-thirds of the active members of the Association, in writing, is required.

7. Each project involving an expenditure of the Association funds and each individual expenditure in excess of \$50.00 shall require the approval of the President of the Association.
8. The Executive Board shall not authorize the borrowing by the Association of any money whatever without the prior consent of two-thirds of those duly qualified active members present in person or by proxy at a special meeting called for this purpose.
9. All checks payable by the Association must be signed by both the President and the Treasurer of the Association except that the Vice President may sign in place of either in case of absence of more than three days of either the President or the Treasurer, and that the Executive Board may authorize additional signatures by two-thirds vote in case of extended absence.
10. If possible, at least two bids shall be solicited for all proposed expenditures of the Association in excess of \$25.00.
11. An auditing Committee appointed by the Executive Board shall periodically audit the books of the Treasurer of the Association. Audits shall be made within 30 days following the close of the fiscal year and within 10 days following the appointment of a new Treasurer.
12. No funds of the Association shall be used for political or subversive activities.

Article X - Definitions

1. The term "Section" as appears herein shall coincide with the same term as used by Brookside Park Associates, Inc., or the succeeding builder, viz. "Section C", "Section K", except that what is referred to as Section M by the builders shall be two sections for the purpose of these by-laws, with Marrows Road being the dividing line between the two, and what is referred to as Section M-2 by the Builder shall be two sections for the purpose of these by-laws and shall be designated for that purpose as Section M-2I and Section M-2M. Section M-2I shall comprise all of those residents of the style called by builders "Imperial Split-level" house, and Section M-2M shall comprise all other residences located in Section M-2 and built by Brookside Park Associates, Inc., or the succeeding builder.
2. The term "area" as referred to herein shall be those specific groupings of residential units made by a special committee such as to achieve ten (10) such areas in each section (as defined in Section 1 of this Article). Groupings shall be made so as to equalize to the greatest extent the numbers of residential units in areas of any given section.