

**SECOND AMENDED AND RESTATED BYLAWS  
OF  
CHRISTINA LANDING SERVICE CORPORATION**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is Christina Landing Service Corporation, hereinafter referred to as the "Corporation".

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 Corporation's Board of Directors (the "Board" or "Directors").

The name and address of the Corporation's registered agent in the State of Delaware is as 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 - 2004.

**ARTICLE III  
MEMBERS**

Each record holder of each of the sixty three (63) townhouse lots (individually a "Lot" and collectively the "Lots") within the subdivision of Christina Landing (the "Community"), as shown on that certain Record Subdivision Plan for Christina Landing, prepared by Pennoni Associates, Inc., dated January 23, 2004, as it may be modified from time-to-time, and recorded in the Office of the Recorder of Deeds in and for New Castle County, State of Delaware in Instrument No. 20040129-0010713 (the "Plan"), for as long as they are and remain as such, automatically shall be a member of the Corporation. At all meetings of the Corporation the owners of each Lot, in good standing, shall be entitled to cast a vote as provided for by the Certificate of Incorporation for the Corporation and herein, which vote may be cast in person or by written or electronic proxy.

The Corporation shall have one (1) class of voting membership. Members shall be all owners of subdivided Lots as shown on the Plan. Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

## **ARTICLE IV MEETING OF MEMBERS**

**Section 1. Annual Meeting of the Members.** The members of the Corporation shall meet at least once per year (which shall be a period of twelve consecutive months), at a time and place established by the Directors, for the purpose of nominating and electing a Board of Directors, or replacements thereto, consisting of members of the Corporation and conducting other business as it may properly come before the meeting. Nominations shall be submitted to the Board of Directors or their designee(s) via U.S. Mail, facsimile, e-mail or by other means of electronic transmission prior to the election of the Directors. In addition to nominations received by via U.S. Mail, facsimile, e-mail or by other means of electronic transmission, nominations may be made at the meeting. A list of nominations shall be prepared by the current Board of Directors or their designee(s). The Board of Directors shall appoint one or more members not seeking election to the Board of Directors to oversee the election and Directors shall remain in office until their replacements are duly elected and qualified. Elections shall be by written ballot, by plurality vote.

**Section 2. 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 six (6) or more members of the Corporation.

**Section 3. Notice of meetings.** Written or electronic 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. Notice of meetings shall be sent via electronic mail, at least ten (10) days before the meeting to each member entitled to vote at the meeting to the electronic mail address supplied by the member to the Corporation for the purpose of notice. For each member entitled to vote at the meeting that has not supplied an electronic mail address to the Corporation for the purpose of notice, notice of meetings shall be sent by mailing, postage prepaid, or delivering by hand a copy of the notice, at least ten (10) days before the meeting, to each member. For each member entitled to vote at the meeting that has supplied an electronic mail address to the Corporation that is no longer valid, notice of meetings shall be 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. Electronic mail addresses shall be deemed to be valid unless the Corporation receives a personal or computer-generated response that such electronic mail address is no longer valid. 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 in the manner described herein, at least ten (10) days before the election is held.

**Section 4. List of members.** A complete list of members entitled to vote at any meeting of members, arranged in alphabetical order, shall be prepared by the Secretary or his or her designee and shall be open to the examination of any member at the principal office of the Corporation for ten (10) days prior thereto, and at the place of election during such meeting.

**Section 5. Proxies.** Each member entitled to vote shall, at every meeting of the members, be entitled to vote in person or by written or electronic proxy, but no proxy shall be voted after one (1) year from its date, unless it specifically provides for a longer period. Proxies

submitted in writing must be signed by the member and electronically submitted proxies shall be accepted without signature provided that any such electronically submitted proxies are sent from an electronic mail address that has been previously provided to the Corporation. All proxies must specify specific voting instructions for all matters requiring a member vote that have disclosed in the notice of meeting (including the election of Directors and any other item(s) submitted to a vote of the members described in such notice). Proxies may grant discretionary authority to the proxy holder to use their discretion in voting on any other matters that may be submitting to a vote of the members at a meeting of the members. Every proxy shall be revocable, at any time, 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 to 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) member vote shall be cast with respect to each Lot in the Community. In the event that members who hold title to any Lot either by the entireties, or as joint tenants, or as tenants in common, attempt to cast the vote for such Lot in conflicting ways, such vote shall be recorded as a fractional vote.

**Section 6. Quorum.** The presence at a duly noticed meeting of members entitled to cast, or of proxies entitled to cast, thirty-three percent (33%) of the total votes shall constitute a quorum for any action except as otherwise provided in the Certificate of Incorporation, the Christina Landing Declaration of Restrictions, as recorded in the Recorder's Office on February 19, 2004 in Instrument No. 20040220-0019750 (the "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 V BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

**Section 1. Number.** The property, business and affairs of the Corporation shall be managed and controlled by its Board of Directors, consisting of three (3) or more Directors, not to exceed seven (7). Directors must be members of the Corporation.

**Section 2. Election.** At the meeting of the members, as set forth above, the members shall elect the Directors for a one (1) year term. The Directors shall hold office until the next annual election and until their successors are elected and qualified.

**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. The term of a Director shall automatically cease if such director ceases to be a member of the Corporation.

**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.

## **ARTICLE VI MEETING OF DIRECTORS**

**Section 1. Regular meetings.** After each annual election of Directors, the newly elected Directors shall 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 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 or electronic mail to each Director and shall be called by the President in like manner on the written request of two (2) Directors.

**Section 3. Notice of meetings.** Written, telephonic or electronic notice of each meeting of the Board of Directors shall be given by, or at the direction of, the Secretary or person authorized to call the meeting.

**Section 4. Quorum.** 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.

**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 consent of all the Directors. Such written consent shall be filed with the Board's minutes. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD**

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

- (a) Exercise such powers as provided in the Declaration;
- (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 Declaration;
- (c) Declare, if they choose, 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;
- (d) Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties;
- (e) Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of members;
- (f) To take and carry out all actions necessary to enforce the provision of the Declaration, including levying fines; and

- (g) Employ, retain and/or hire attorneys or other professionals as they deem necessary to review, investigate, litigate or bring claims against any parties for damages related to building issues or defects believed to have incurred or been created during the construction of the townhomes.

**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;
- (b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;
- (c) As more fully provided here, and in the Declaration, to:
  - (1) Determine the amount of the annual assessment against each lot for approval by majority vote of Corporation's members at least thirty (30) days in advance of each annual assessment period;
  - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (3) Keep and maintain an Assessment Lien Docket (the "Docket") for the purposes and as provided for in the Declaration;
- (d) Issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge, not to exceed five dollars (\$5.00), 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;
- (e) Procure and maintain adequate liability and other insurance as deemed necessary or desirable in connection with the Lot Maintenance and other services to be performed by the Corporation under the Declaration;
- (f) Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause each Lot to be serviced and maintained as provided under the Declaration;
- (h) Maintain the Assessment Lien Docket as provided in the Declaration; and
- (i) Perform such other duties as provided in the Declaration.



## **ARTICLE VIII COMMITTEES**

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate such committees as it deems necessary or desirable, each such committee to consist of one (1) or more of the Directors of the Corporation and such member(s) of the Corporation as are designated by the Board in such resolution. 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 IX OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers as may from time to time be chosen by the Board of Directors. The officers shall be chosen from among the Board of Directors by the Board of Directors. The officers of the Corporation shall hold office until their successors are duly elected or appointed and qualified. The President may be removed with or without cause at any time by the affirmative vote of a majority of the members, and any officer elected or appointed by the Board of Directors may be removed 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 the President's duty to preside at all meetings of the members and Directors; to have general and active management of the business and the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all agreements and other instruments in the name of the Corporation, and to affix the corporate seal thereto when authorized by the Board of Directors.

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

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

The President shall be ex-officio a member of all 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 or 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-Presidents, 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, and any committee meetings.

The Secretary shall act as clerk thereof, record all of the proceedings of such meetings in a book kept for that purpose and act as the custodian of the Corporation's records.

The Secretary or his or her designee shall give proper notice of meetings of members and Directors and shall perform such other duties as shall be assigned to the Secretary by the President or the Board of Directors.

**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 monies 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 and shall keep and maintain the Docket.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board 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 or 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 in writing by the Board of Directors, in sum and in form and with corporate security satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and the restoration to the Corporation, in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession, belonging to the Corporation. Such bond and security shall, if required, be provided at the Corporation's sole expense.

The Treasurer shall perform such other duties as the Board of Directors 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 the majority of the Board, the Board of Directors may delegate his or her powers or duties to any other officer or to any Director for the time being

## ARTICLE X 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;
- (b) Special assessments; and
- (c) Capital contribution assessment.

The annual, special and capital contribution assessments, together with interest and costs of collection, as provided below, shall be a charge on each Lot and shall be a continuing lien upon each Lot 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 Lot 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 the Lot Maintenance as defined in the Declaration and such incidental costs and expenses associated therewith, including, but not limited to the payment of wage taxes and liability insurance thereon, and for the cost of labor, services, equipment, materials, management and supervision thereof and to generally carry out the purposes of the Corporation as set forth in the Certificate of Incorporation, these Bylaws, and the Declaration.

**Section 3. Annual assessment.** An annual assessment shall be set by a majority vote of the members in good standing who are voting in person or by proxy at the annual meeting. The annual assessment may be due, payable and collected in monthly, quarterly or bi-annual installments as determined by the Board.

**Section 4. Special assessments.** In addition to the annual assessments authorized above, the Corporation may levy in any calendar year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, any of the aforementioned purposes of the assessments and/or the cost of any maintenance and upkeep of the Lots, as set forth in the Declaration. A special assessment, if necessary, shall be set by a majority vote of the members in good standing who are voting in person or by proxy at the annual meeting or at a special meeting duly called for this purpose.

**Section 5. Capital contribution assessment.** Each time a Lot is transferred, the transferee shall be assessed a capital contribution assessment of \$400, which is be due and payable within thirty (30) days of the transfer.

**Section 6. Uniform rate.** Both annual and special assessments shall be fixed at a uniform rate for all similarly situated Lots.

**Section 7. 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 late fees in an amount determined by the Board and interest



from the date of delinquency at the rate of ten percent (10%) per annum, or the legal rate of interest, whichever is higher. The Corporation may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the Lot, 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 or abandonment of his or her Lot. It is expressly agreed that the assessments referred to above shall be a lien or encumbrance on the Lot with respect to which said assessments are made and it is expressly stated that by acceptance of title to any Lot included in the Community from the time of acquiring title thereto shall be held to have covenanted and agreed to pay said assessments to the Corporation. The lien of all assessments shall be subordinate in lien to the lien of any mortgage or mortgages on any Lot which is subject to such charges regardless of when said mortgage or mortgages 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 transferees 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 8. Excluded property.** The following property subject to the Declaration shall be excepted from the assessments, charges and liens created herein: (1) all property dedicated to and accepted by a governmental body, agency or authority, and devoted to public use; and (2) all Common Facilities as defined in the Declaration. Notwithstanding any provisions herein, no land or improvements devoted to dwelling use shall be excepted from said assessments, charges or liens.

## **ARTICLE XI BOOKS AND RECORDS**

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Maintenance Declaration, the Certificate of Incorporation and the Bylaws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at a reasonable cost to be determined by the Board of Directors (to defray copying and administrative costs) not to exceed five dollars (\$5.00) for all three (3) documents.

## **ARTICLE XII 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 XIII  
MEMBERS OF RECORD**

The Corporation shall be entitled to treat the title holder or holders of record of any lot in Christina Landing Subdivision 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 XIV  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January of each year.

**ARTICLE XV  
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 sixty-six percent (66%) of the votes of the members of the Corporation in good standing.

**ARTICLE XVI  
INCORPORATED BY REFERENCE**

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

**ARTICLE XVII  
INDEMNIFICATION**

**Section 1. Indemnification.** Every person who is or shall be or shall have been a director or officer of the Board shall be indemnified by the Corporation to the fullest extent allowed by law.

**Section 2. Directors and Officers Insurance.** The Corporation shall purchase and maintain insurance on behalf of its officers and directors.

**ARTICLE XVIII  
MISCELLANEOUS**

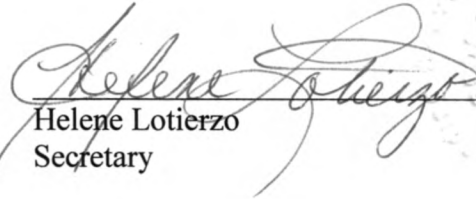
All reference herein to the masculine shall be deemed to include the feminine or neuter genders, and vice versa, as appropriate. All reference herein to the singular shall be deemed to include the plural, and vice versa, as appropriate.

## CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Christina Landing Service Corporation, a Delaware corporation, and that the foregoing Bylaws constitute the Second Amended and Restated Bylaws of said Corporation, as duly adopted by majority vote of the members in good standing.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 30 day of May, 2014.

By:

  
Helene Lotierzo  
Secretary