

BY-LAW OF CROSSGATES HOMEOWNER'S ASSOCIATION, INC.

BYLAW ONE

OFFICES

The principal office of the corporation shall be located at 1899 Lititz Pike, Lancaster, Lancaster County, Pennsylvania.

BYLAW TWO

PURPOSES AND OBJECTS

In amplification of the purposes for which the corporation has been formed as set forth in the Articles of Incorporation, the purposes and objects are as follows:

(a) To develop a community designed for safe, healthful, and harmonious living.

(b) To promote the collective and individual property and civic interests and rights of all persons, firms, and corporations owning property in Crossgates.

(c) To care for the improvements and maintenance of the gateways, public easements, parkways, grass plots, parking areas, common areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the development known as Crossgates, which now exist or which may hereafter be installed or constructed therein.

(d) To cooperate with the owners of all vacant and unimproved lots and plots that exist or that hereafter shall exist in Crossgates in keeping them in good order and condition, in preventing them from becoming nuisances and detriments to the

beauty of Crossgates and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisances and detriments.

(e) To aid and cooperate with the members of this corporation and all property owners in Crossgates in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence, as well as any other conditions, covenants, and restrictions as shall hereafter apply, and to counsel with the Borough Council of the Borough of Millersville, Pennsylvania.

(f) In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Crossgates and their property interests therein.

(g) To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

(h) To exercise any and all powers that may be delegated to it from time to time by the owners of real property in the tract.

(i) This corporation shall not engage in political activity or pursue political purposes of any kind or character.

BYLAW THREE

MEMBERS

Membership in the corporation shall be as set forth in the Declaration of Covenants, Conditions and Restrictions For Cross-gates Homeowner's Association, Inc., ("Declaration") a copy of which shall remain on file in the offices of the corporation and a copy of which is recorded in the office of the Lancaster County Recorder of Deeds Office at Lancaster, Pennsylvania, in Deed Book F, Volume 86, Page 136 et seq.

BYLAW FOUR

MEETINGS OF MEMBERS

(a) Annual Meeting. An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held in Lancaster County, Pennsylvania in December of each year, beginning with the year 1983. The time and place shall be fixed by the directors.

(b) Special Meetings. A special meeting of the members may be called by the board of directors. A special meeting of the members must be called within sixty (60) days by the president, or the board of directors, if requested by two (2) directors or by members entitled to cast not less than thirty per cent (30%) of all votes.

(c) Notice of Meetings. Written notice stating the place, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting not less than thirty (30) nor more than sixty (60)

days before the date of such meeting. The date of notice if such notice is mailed shall be the date such notice is deposited in the United States mail.

(d) Quorum. The members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, the rules for establishment of a quorum at a subsequent meeting shall be as set forth in the Declaration.

(e) Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after twenty-four (24) months from the date of its execution, unless otherwise provided in the proxy.

BYLAW FIVE

BOARD OF DIRECTORS

(a) General Powers. Except as required by the Declaration or by these ByLaws or by law, the business and affairs of the corporation shall be managed by the board of directors.

(b) Number, Tenure and Qualifications. The number of directors shall be five (5). Each director shall hold office until the second annual meetings of the members following his/her original qualification and until his/her successor shall have been elected and qualified. Exceptions to the provision for two year tenure shall be in the case of the first directors taking office following the organizational meeting of the corporation.

Of the first five directors, two shall hold office until the next annual meeting, and three shall hold office until the second annual meeting. The determination of the respective terms shall be by lot. Any increase in the number of directors shall be in units of two and their initial terms shall be one for one year and the other for two years, with the determination to be by lot.

(c) Regular Meetings. The board of directors shall meet regularly, at least quarterly, at a time and place it shall select.

(d) Special Meetings. A special meeting of the board of directors may be called by or at the request of the president or of any two directors.

(e) Notices. Notice of any special meeting of the board of directors shall be given at least ten days prior thereto, by written notice delivered personally or sent by mail to each director. The date of notice if such notice is mailed shall be the date such notice is deposited in the United States mail. Any director may waive notice of any meeting. Any director who attends any meeting (except for the sole purpose of objecting to the lack of notice of said meeting) shall be deemed to have waived notice thereof.

(f) Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at said meeting, a majority of the directors

present may adjourn the meeting from time to time, and without further notice.

(g) Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws or by the Declaration.

(h) Vacancies. Any vacancy occurring in the board of directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled by election by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

BYLAW SIX

OFFICERS

(a) Officers. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

(b) Qualifications and Method of Election. The officers shall be elected by the board of directors, and shall serve for a term of one year. The president and vice-president shall be members of the board of directors.

(c) President. The president shall preside at all meetings of the members and of the board of directors at which he is present, shall exercise general supervision of the affairs and activities of the corporation, and shall serve as a member of ex officio of all standing committees.

(d) Vice-president. The vice-president shall assume the duties of the president during his absence.

(e) Secretary. The secretary shall keep the minutes of all of the meetings of the corporation and of the board of directors, which shall be an accurate and official record of all business transacted. The secretary shall be custodian of all corporate records.

(f) Treasurer. The treasurer shall receive all corporate funds, keep them in a bank approved by the board of directors, and pay out funds only on notice signed by him and by one other officer. The treasurer shall be a member ex officio of the finance committee if established by the Board of Directors.

(g) Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the board of directors for the unexpired portion of the term.

BYLAW SEVEN

FEES, DUES, AND ASSESSMENTS

Fees, Dues and Assessments shall be established by the directors or the members as set forth in the Declaration of Covenants, Conditions and Restrictions For Crossgates Homeowner's Association, Inc.

BYLAW EIGHT

MISCELLANEOUS

(a) The fiscal year of the corporation shall be the calendar year.

(b) No compensation shall be paid to officers or directors of the corporation.

BYLAW NINE

AMENDMENTS

Any proposed amendment to these bylaws may be submitted in writing at any meeting of the members of the corporation. Any proposed amendments shall included in the notice of the meeting.

A proposed amendment shall become effective if approved by members entitled to cast not less than a majority of all votes.

MINUTES OF ORGANIZATION MEETING OF
THE INCORPORATOR OF
CROSSGATES HOMEOWNER'S ASSOCIATION, INC.

AND NOW AS OF this 28th day of January, 1983, the incorporator of Crossgates Homeowner's Association, Inc. ("Corporation") a Pennsylvania domestic nonprofit corporation hereby approves the following matters. It is the intent and effect of these minutes to complete the incorporation and organization of the Corporation.

1. The Articles of Incorporation of the Corporation are approved and shall be attached to these minutes.

2. The filing of the Articles of Incorporation shall be duly advertised as required by law and the proofs of publication shall be attached to these minutes.

3. The bylaws for the regulation of the affairs of the Corporation, which precede these minutes, are hereby adopted and approved as the bylaws of the Corporation.


4. The following persons are hereby nominated and elected as directors of the Corporation, for the term set opposite their names and until others are chosen and qualified in their stead.

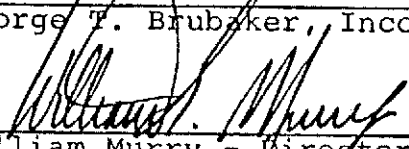
William Murry	- two years
E. E. Murry	- two years
Anthony M. Norris	- two years

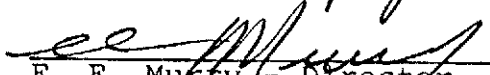
Richard A. Jackard - one year

Barbara K. Demchyk - one year

The foregoing matters are hereby approved.



George T. Brubaker, Incorporator


William Murry - Director


E. E. Murry - Director


Anthony M. Norris - Director


Richard A. Jackard - Director


Barbara K. Demchyk - Director

MINUTES OF FIRST MEETING OF
THE BOARD OF DIRECTORS OF
CROSSGATES HOMEOWNER'S ASSOCIATION, INC.

AND NOW AS OF, this 28th day of January, 1983, the Directors of Crossgates Homeowner's Association, Inc., ("Corporation") hereby approve the following matters:

1. The following persons are hereby nominated and elected to the offices set opposite their names, to serve for one year and until their successors are chosen and qualify:

William Murry	- President
E. E. Murry	- Vice President
Anthony M. Norris	- Treasurer
Richard A. Jackard	- Secretary

2. The membership certificates of this Corporation shall be in the form attached to these minutes.

3. The seal, an impression of which is herewith affixed, is adopted as the corporate seal of the Corporation.

4. The Secretary is authorized and directed to procure the proper corporate books.

5. The officers of this Corporation are authorized and directed to open bank account(s) in the name of the Corporation and upon such terms and conditions as the President shall from

time to time decide, in accordance with the form of bank resolution requested or required by any bank.

6. The proper officers of the Corporation are hereby authorized and directed on behalf of the Corporation, and under its corporate seal, to make and file such certificate, report or other instrument as may be required by law to be filed in any state, territory, or dependency of the United States, or in any foreign country, in which said officers shall find it necessary or expedient to file the same to authorize the Corporation to transact business in such state, territory, dependency or foreign country.

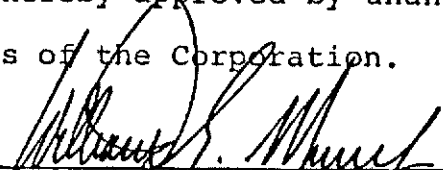
7. The officers are authorized to take any action that might be required in order for the Corporation to comply with the provisions of the Pennsylvania Securities Act.

8. The Treasurer is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.


9. The Corporation shall proceed to conduct the business and/or activities for which it was incorporated.

10. The proper officers of the Corporation are hereby authorized and directed to take whatever steps are necessary or appropriate to comply with the requirements of Section 528 of the Internal Revenue Code and the regulations thereunder and to file all necessary documents and forms in connection therewith.

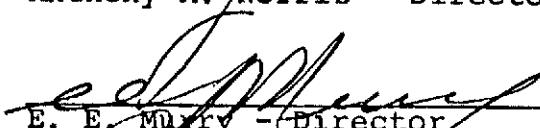
The foregoing matters are hereby approved by unanimous
written consent of all Directors of the Corporation.



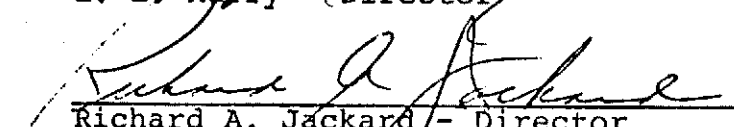
William Murry - Director



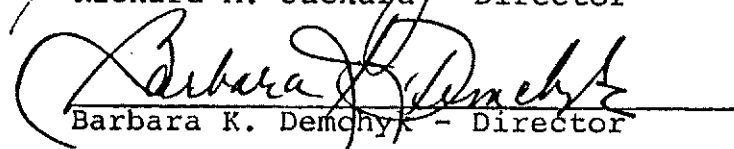
Anthony M. Norris - Director



E. E. Murry - Director



Richard A. Jackard - Director



Barbara K. Demchuk - Director