

COPY

BY-LAWS OF CROSSGATES SOUTH HOMEOWNER'S ASSOCIATION, INC.

BYLAW ONE

OFFICES

The principal office of Crossgates South Homeowner's Association, Inc. (the "Corporation") shall be located at 1899 Lititz Pike (Manheim Township), Lancaster (Lancaster County), Pennsylvania, or at such other place as selected by the Board of Directors.

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 members who own property in Crossgates South (the "Development").
- (c) To care for the improvements and maintenance of the 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 features of the Development which now exist or which may hereafter be installed or constructed therein.
- (d) To cooperate with the Owners of all Lots (as those terms are defined in the Declaration) that exist or that hereafter shall exist in the Development in keeping them in good order and condition and in preventing them from becoming nuisances and detriments to the beauty of the Development and to the value of the improved property therein.
- (e) To aid and cooperate with the members of this Corporation 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 Supervisors of Millersville Borough, 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 the Development 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 members.

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

BYLAW THREE

MEMBERS

(a) Membership in the corporation shall be as set forth in the Declaration of Covenants, Conditions and Restrictions For Crossgates South as heretofore or hereafter amended (the "Declaration"). A copy of the Declaration and all amendments shall remain on file in the offices of the corporation.

(b) Every person who is a record owner of any Lot (as defined in the Declaration) is entitled to membership and voting rights in the corporation membership as appurtenant to and inseparable from ownership of any Lot.

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 1992. 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 three. 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 three directors, one shall hold office until the next annual meeting, and two 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. Except as otherwise required by the Declaration, by these By-Laws or by law, 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, a treasurer and such other officers as may be appointed by the board of directors.

(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/she is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as an ex-officio member of all standing committees.

(d) Vice-president. The vice-president shall assume the duties of the president during his/her 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 the treasurer and by one other officer. The treasurer shall be an ex-officio member 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

FEEES, DUES, AND ASSESSMENTS; SPECIAL PROVISIONS RELATING TO CERTAIN ACTIONS

(a) Fees, dues and assessments shall be established by the directors or the members as set forth in the Declaration.

(b) Failure to pay any dues, fees or assessments will not constitute a default under an insured mortgage.

(c) Mortgagees are not required to collect any dues, fees or assessments.

(d) Notwithstanding any other provisions of the Articles of Incorporation, the Declaration or these By-Laws the following actions are subject to the following provisions:

(i) any transfer, sale, conveyance or mortgage of any Common Area shall not be effective unless such transfer, sale, conveyance or mortgage is (A) effected by the Declarant (as defined in the Declaration) or (B) approved by (I) a majority of directors then in office and (II) Owners (as defined in the Declaration) who own two-thirds of the Lots (as defined in the Declaration) excluding the Declarant; and

(ii) so long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

annexation of additional properties; mergers and consolidations; mortgaging of Common Area; dedication of Common Area; amendment of the Declaration; dissolution of the Corporation; amendment of the Articles of Incorporation; and amendments of the By-Laws.

BYLAW EIGHT

DIRECTOR LIABILITY

(a) Director's Personal Liability. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect.

(b) Modification or Repeal. Any modification or repeal of this ByLaw Eight shall not have any effect upon the liability of a director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

BYLAW NINE

INDEMNIFICATION

(a) Indemnification. The Corporation shall indemnify to the fullest extent now or hereafter permitted by law, any person who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding provided that the board of directors determines that the person seeking indemnification acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation.

(b) Successful Defense. Notwithstanding any other provision of this ByLaw Nine, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) of this ByLaw Nine, or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation against all expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

(c) Preservation of Rights. The rights of indemnification provided by this ByLaw Nine, shall continue as to any person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any modification or repeal of this ByLaw Nine shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

BYLAW TEN

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 for their service as officers or directors.

(c) Upon dissolution of the Corporation, all assets of the Corporation shall be conveyed to a nonprofit corporation (or other nonprofit organization) with the same or substantially similar purposes and objects as the Corporation.

BYLAW ELEVEN

AMENDMENTS

(a) 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.

(b) A proposed amendment shall become effective if approved by members entitled to cast not less than a two-thirds of all votes except that the Articles of Incorporation of the Corporation shall not be amended unless such amendment is approved by (a) a majority of the directors then in office and (b) Owners (as defined in the Declaration) who own two-thirds of the Lots (as defined in the Declaration).

(c) The power to amend, repeal, change or alter the Articles of Incorporation may only be approved by the affirmative vote of the Owners (or the term Owner is defined in the Declaration) who own at least two-thirds (2/3) of the Lots (as the term Lot is defined in the Declaration).