

AMENDED AND RESTATED BYLAWS

OF

YORK FARMS MAINTENANCE CORPORATION

Bear, Delaware

(Amended – May 25, 2017)

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BYLAWS
OF
YORK FARMS MAINTENANCE CORPORATION

ARTICLE 1
NAME AND LOCATION

Section 1. Name

The name of the corporation is York Farms Maintenance Corporation, hereinafter referred to as the "Corporation".

Section 2. Location

The principal office of the Corporation shall be located at any place as determined by the Board of Directors. Meetings of Members and Board of Directors may be held at such places within the State of Delaware, County of New Castle, as may be designated by the Board of Directors.

Section 2. Registered Agent

The name and address of the Corporation's registered agent in the State of Delaware is as set forth in the Certificate of Incorporation. The address may be updated with the State of Delaware, as needed, when there are changes in the Board of Directors.

ARTICLE 2
CORPORATE SEAL

The Corporation may adapt a corporate seal, which shall have inscribed thereon the name of the Corporation and the year of its incorporation.

ARTICLE 3
MEETING OF MEMBERS

Section 1. Location of Meetings

Meetings of Members will be held at a location chosen by the Board of Directors, suitable to

hold any and all Members who should choose to attend.

Section 2. Annual Meetings

Annual meetings will be held in January of every year, at which time the Members shall elect by ballot a Board of Directors, approve by ballot a budget, and may transact such other business as may come before the meeting.

Section 3. 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 five (5) or more Members of the Corporation. Requests in writing may be sent via electronic mail to the current e-mail address of the Corporation or via US Mail to the current mailing address of the Corporation. No business shall be transacted at a special meeting other than that stated in the notice.

Section 4. Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or any other Board Member authorized to call the meeting, by (i) hand delivering to the Member or other intended recipient; (ii) sent prepaid by United States mail to the mailing address of each Member or other intended recipient, unless that person has designated in writing a different mailing address in which case it shall be sent to the designated address; or (iii) sent by electronic means in the manner described in 25 Del C. § 81-127(b), at least fifteen (15) days prior to the meeting to each Member, regardless of their entitlement to vote at the meeting. The notice shall specify the place, day and hour of the meeting, time sign-in begins, and purpose of the meeting.

Notices of meetings for the election of a new Board and budget approval, or any items requiring a vote from Members, must be accompanied by a voting ballot, instructions detailing the voting process, and a copy of the proposed budget, when applicable.

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 before the day on which such election is to be held with the exception of natural disaster or severe weather as declared by Delaware Emergency Management Agency (DEMA). In case of any non-emergency change in the date, time or place for such election of Directors, notice thereof shall be given to each Member entitled to vote by hand delivery, or mailed to his or her last known mailing address, at least ten (10) days before the election is held. In the event of change in date, time or place due to natural disaster or severe weather as noted above, notice thereof shall be given to each Member entitled to vote via e-mail, if previously authorized by the Member for purpose of notice, and/or the York Farms Maintenance Corporation website.

Section 5. Voting Entitlement

All Lots are entitled to have one (1) person vote in Board elections, on budget approval, or on any issue that comes before the Board requiring a vote from Members. The person signing the ballot must be listed on the deed for their Lot or the vote will be deemed invalid. Only one (1) vote shall be cast with respect to each Lot in the Corporation. In the event that Members who hold title to any Lot either by the entirety, 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. List of Members

A complete list of Members entitled to vote, arranged in alphabetical order, may be prepared by the Secretary and may be open to the examination of any Member at the current principal office of the Corporation and the place of election, for ten (10) days prior thereto, and during the whole term of the election.

Section 7. Proxies

Each Member entitled to vote shall, at every meeting of the Members, be entitled to vote in person or by proxy, in writing and signed by him or her, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Every proxy shall be revocable and shall automatically cease upon conveyance of the Lot owned by the Member executing the proxy. Such right to vote shall be subject to the right of the Executive 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.

Section 8. Quorum of the Members

A quorum shall consist of the presence in person or proxy, one third (1/3) of the total Members entitled to vote.

A quorum must be reached for a meeting to come to order. If quorum is not reached by the scheduled meeting time, a meeting start-time delay of fifteen (15) minutes will be granted. If after the additional fifteen (15) minutes a quorum is not reached, the meeting will not come to order and verbal notice will be given to those present that the meeting will be rescheduled by the current Board of Directors at a later date and time as determined by the Board, and notice will be sent in accordance with these Bylaws and the required quorum at each subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 9. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, if no such person has been so designated, or in his or her absence, the Vice President of the Corporation. The

Secretary of the Corporation shall act as Secretary of all meetings of the Officers, Committees and Members and, in his or her absence, the presiding Officer shall appoint another Board Member to act as Secretary of the meeting.

Members who wish to speak on an agenda item during membership meetings may do so by raising their hand at the end of the discussion of that item and, when called, stand and state their name and their question or comment. Members who choose to attend meetings of the Board may not comment on agenda items. When all agenda items have been discussed at Member meetings and Board meetings, the President will open the floor to new issues for discussion at a future meeting. All members wishing to add an issue for the Board may raise their hand and, when called, stand and state their name and their issue. The Board reserves the right to address the issue at that time, if an answer is already known, or notify the Member that they will discuss and address the issue at their next meeting.

Meetings shall be governed by the President, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 4

BOARD OF DIRECTORS: NUMBER, TERM AND ELECTION

Section 1. Number and Positions

The Corporation will be managed and controlled by a Board of Directors, consisting of not less than three (3) and not more than seven (7) Directors. The Board of Directors will consist of a President, Vice President, Treasurer, Secretary, and up to three (3) Directors who can also serve as a Co-Treasurer or a Co-Secretary. If fewer than four (4) Directors are elected to a Board, the remaining duties will be filled by an elected Board Member who may wish to hold two (2) positions; at all other times, no Board member may hold more than two (2) positions during their term.

Section 2. Qualifications

Any Member over the age of 18 who is in good standing with the Corporation, resides in the subdivision of York Farms full-time, and is listed on the deed of any Lot within the subdivision of York Farms may run to serve on the Board of Directors. Only one (1) Member per Lot may run and serve on the Board. Full-time residency would be defined as physically residing within the subdivision of York Farms for more than 183 days during the calendar year and listing your York Farms address as your primary place of residence on your tax return.

Section 3. Election, Voting Procedure and Term of Office

Elections for the Board of Directors will be held every January and elected Board Members will serve for a period of one year. If unforeseen circumstances prevent an election from occurring prior to the term expiration, the existing Board will continue to serve through the date of the

election. Once the election is complete, the Board Elect will start their term on the following day for a period of one year.

The candidates receiving the greatest number of votes will be elected to the Board, up to the maximum number of seven (7) Board members. Officers of the Board will be voted upon by the Board elect, by way of majority vote, prior to the start of their term.

Section 4. Removal and Resignation

Any Board Member may resign at any time by giving written notice to the President of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Board Member may be removed from the Board, with cause, by way of majority vote of the Members of the Corporation if quorum is reached at a meeting for this purpose. In the event of death, resignation or removal of a Board Member holding the position of President, Vice President, Treasurer or Secretary, a successor serving in another position of the Board shall be selected by way of majority vote of the remaining Board Members during a Special Board Meeting, and shall serve for the unexpired term of his or her predecessor.

No Officer may resign if the Corporation would then be left without a duly elected Officer or Officers in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Any Board Member who fails to attend three consecutive regularly scheduled Board meetings either in person or via teleconference, shall be deemed to have resigned.

Section 5. Compensation

No Board Member shall receive compensation for any service he or she may render to the Corporation. Any Board Member may be reimbursed for actual expenses incurred in the performance of his or her duties if such expenses are previously approved by the Treasurer, and expenses in excess of \$100 being previously approved by the majority of the Board, and are in strict compliance with the rules and regulations of the Corporation.

ARTICLE 5 MEETING OF THE BOARD

Section 1. Organizational Meeting; Regular Board Meetings

After each annual election of the Board of Directors, the newly elected Board will meet for the purpose of organization and the election Officer positions. The date, time and place of the initial

meeting for organization will be determined by the elected Board at a date, time and place that all elected Board Members can attend. No official decisions will be made at this meeting other than the election of Officer positions.

After the initial meeting for organization, quarterly meetings will be scheduled for official Board business. The date, time and place of these quarterly Board meetings will be determined by the Board of Directors, and a minimum of ten (10) days' notification and a maximum of sixty (60) days' notification will be given to all Board Members and residents via e-mail or US Postal Service, to the e-mail address or postal address on record for such notifications, and may also be posted on a temporary sign near the front entrance. E-mailed and mailed notices of regular Board meetings will include the date, time and place of the meeting and will include a proposed agenda. All residents are welcome to attend regular Board meetings to hear Board discussions but are not permitted to take part in Board decisions or votes. When all current Board business is complete, residents in attendance have the opportunity to present new business for future Board review by raising their hand and being called on by a Board Member. Meeting minutes for all Board meetings will be taken by the Board Secretary and distributed via e-mail to residents at the e-mail address on record for such notifications, and posted on the community website. To keep expenditures down, approved meeting minutes may not always be mailed via US Postal Service but will be made available for inspection and copy.

Section 2. Special Board Meetings

Special Board meetings may be called by the Board President or majority of the Board of Directors to discuss issues that need immediate attention. The date, time and place of these special Board meetings will be determined by the Board President or majority of the Board of Directors, and a minimum of ten (10) days' notification and a maximum of sixty (60) days' notification will be given to all Board Members and residents via e-mail or US Postal Service, to the e-mail address or postal address on record for such notifications, and may also be posted on a temporary sign near the front entrance. E-mailed and mailed notices of special Board meetings will include the date, time and place of the meeting and will include the detailed reason for the meeting. All residents are welcome to attend special Board meetings to hear Board discussions but are not permitted to take part in Board decisions or votes. When the Board business is complete, residents in attendance have the opportunity to present new business for future Board review by raising their hand and being called on by a Board Member. Meeting minutes for all Board meetings will be taken by the Board Secretary and distributed via e-mail to residents at the e-mail address on record for such notifications, and posted on the community website. To keep expenditures down, approved meeting minutes may not always be mailed via US Postal Service but will be made available for inspection and copy.

Section 3. Executive Session

During a regular or special meeting of the Board of Directors, the Board may go into executive session called by the Board President or by majority of the Board of Directors to discuss issues that are sensitive in nature, including but not limited to discussions with the Corporation lawyer or Board discussion of litigation, mediation, arbitration or administrative proceedings or any contract matter, labor or personnel matters, discuss matters relating to contract negotiations,

including the review of bids or proposals, discussion of any complaint from or alleged violation by a homeowner, where the Executive Board determines that the public knowledge would violate any homeowners privacy. Residents are not permitted to attend executive sessions and meeting minutes may be at the discretion of the Board and will not be distributed to residents.

Section 4. Waiver of Right to Meeting

Unless otherwise prohibited by Del. Code §81-308A, the Board may waive their right to a Board meeting if a decision must be made on an issue prior to when the Board may be available to hold a formal meeting for the purpose of a Board Member vote. If this right is waived, a vote will be taken by the Board via e-mail, and a Corporate Resolution will be completed and such Resolution will contain the notice of waiver to a meeting, the issue presented, the resolution agreed upon by way of majority vote of the Board, and the date the resolution was reached.

Section 5. Quorum of Board of Directors

At all meetings of the Board of Directors, a majority of the Directors present, either in person or via teleconference, shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors voting at a meeting at which a quorum is present shall constitute the decision of the Board of Directors.

ARTICLE 6 POWERS AND DUTIES OF THE BOARD

Section 1. Powers

The Board of Directors shall have the power to:

- a) Adopt and publish rules and regulations governing the use of common properties and facilities, and the personal conduct of the Members and their guests, and to establish penalties for infractions;
- b) Determine and collect the regular and special assessments and exercise such other powers as provided in the Declaration of Restrictions, these Bylaws, and Articles of Incorporation;
- c) 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 Articles of Incorporation, or Maintenance Declaration;
- d) Declare 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 executive meetings of the Board of Directors;

- e) Employ a manager, an independent contractor, or other employees as they deem necessary, by way of majority vote by Board Members in which the Membership has elected and placed their trust in, however hiring a management company would also require a 1/3 vote from Members at a community meeting reaching quorum, and to prescribe their duties;
- f) Hear appeals from decisions of the Architectural Review Committee and Covenants Committee;
- g) May suspend any privileges of Lot Owners, other than the right of a Lot Owner to vote on any matter submitted to a vote of the Lot Owners, or services provided to Lot Owners by the Corporation (other than those necessary for the habitability of the Lot Owner's Lot) for non-payment of assessments;
- h) May impose charges for late payments of assessments;
- i) After notice and an opportunity to be heard, may levy reasonable fees for violations of the Declaration of Restrictions, Bylaws, Articles of Incorporation, and Rules and Regulations;
- j) Close the membership rolls of the Corporation for a period not exceeding twenty (20) days preceding the date of any meeting of Members;
- k) Open bank and investment accounts on behalf of the Corporation and designate the signatories required;
- l) Pay the cost of all services rendered to the Corporation and not directly chargeable to Owners;
- m) Enter into contracts for the administration of the Corporation and for contracts exceeding the sum of \$5,000.00, the Board must request proposals and review a minimum of three bids.

Except as may be otherwise provided under provisions of law, the Officers may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Section 2. Duties

It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all 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) Keep books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration, specifying the maintenance and repair expenses and any other expenses incurred. All books shall be kept in accordance with generally accepted accounting principles;
- c) Propose an annual budget at every annual meeting showing all actual and proposed incomes and expenses, to be voted upon by Members at the annual meeting;
- d) Supervise all offices, agents and employees of this Corporation, and to see that their duties are properly performed;
- e) As more fully provided here, to:
 - 1) Determine the amount of the annual assessment against each lot for approval by way of majority vote of the Board of Directors; and
 - 2) Send or approve a third party to send by way of majority vote of the Board of Directors, written notice of each assessment to every homeowner subject thereto at least thirty (30) days in advance of each annual assessment period.
- f) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation, and procure and maintain directors and officers liability insurance and fidelity bond insurance;
- g) Cause all open space and common facilities to be maintained as required;
- h) Refrain from participating in conflicts of interest at all times and to immediately disclose to the other Board members if a conflict of interest is present or thought to have occurred;
- i) Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate;
- j) Remain in good standing with the Corporation; and
- k) Be active participants in Board and Corporation activities and communications.

Section 3. Non-liability of Officers

The Officers of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4. Indemnification by Corporation of Officers

The Officers of the Corporation shall be indemnified by the Corporation, to the fullest extent permissible under the laws of this state.

ARTICLE 7 DUTIES OF THE OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may, from time to time, be chosen by the Board of Directors. Officers shall be chosen from among the Directors. The Officers of the Corporation shall hold office until their successors are chosen and qualified in their stead. Any Officer chosen or appointed by the Board of Directors may be removed with cause at any time by the affirmative vote of a majority of the entire 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 President

The President shall be the Chief Executive Officer of the Corporation and shall supervise and control the affairs of the Corporation and the activities of the Officers and Committees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, including but not limited to: the presiding at all meetings of the Members and Directors; have general and active management of the business and the Corporation; 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. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute all agreements, documents and other instruments in the name of the Corporation, and to affix the corporate seal, if adopted, thereto when authorized by the Board of Directors by way of majority vote.

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. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors, law, by the Articles of Incorporation, or by these Bylaws.

Section 3. President Pro Tem

In the absence of the President and Vice President, the Board of Directors may appoint, from the remaining Board Members, a President Pro Tem, to temporarily act as and fulfill the duties of the President.

Section 4. Duties of 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 and shall record all of the proceedings of such meetings in a book kept for that purpose, shall give proper notice of meetings of Members and Directors, and shall perform such other duties as shall be assigned by the President or the Board of Directors.

He or she shall attend all meetings of the Board of Directors and Committees, and take notes. He or she will type and distribute for approval, meeting minutes within fourteen (14) days of the conclusion of each meeting.

He or she will keep at the principal office of the Corporation the original or copy of all official Corporation documents and all meeting minutes.

The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers.

Section 5. Duties of Treasurer

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and deposit all such funds in the name and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board

of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, whenever they may require it, an account of all of his or her transactions as Treasurer, and of the financial condition of the Corporation, and at the regular meeting of the Board of Directors next preceding the annual Members' meeting, a like report for the preceding year.

Keep and maintain adequate and correct accounts of the Corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Render to the President, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Prepare, or cause to be prepared, and certify, or cause to be certified, the tax returns and reports to be filed.

Prepare a budget for the coming year to be sent to all Members prior to each annual meeting for the purpose of vote by all eligible Members.

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

The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Officers.

Section 6. Duties of Board of Directors Members at Large

Work closely with the Officers in making and carrying out policies for the Corporation.

Carry out administrative functions for the Corporation as needed and deemed necessary by the Officers.

Update the Officers on all duties performed and all matters pertaining to the duties of the serving as a Board of Director.

Section 7. Delegation of Duties

In case of the absence of any Officer of the Corporation or for any other reason deemed sufficient by the Board by way of majority vote, the Board of Directors may temporarily delegate the Officer's powers or duties to any other Officer or Board of Director member at large for the period of the absence.

Section 8. Removal of Board of Director

A Member of the Board of Directors may be removed pursuant to the requirements contained in Del. Code § 81-323

ARTICLE 8 RIGHTS OF THE MEMBERS

Section 1. Rights

All Members, whether in good standing or not, have the right to be treated with respect at all times and to receive proper communication with regard to all notices, meetings, violations and hearings, as set forth in these Bylaws, the Articles of Incorporation, and the Declaration of Restrictions.

Section 2. Hearing Procedure

In the event a written complaint is issued by a Member of the Community against a Member in violation of the Articles of Incorporation, the Bylaws or the Declaration of Restrictions, the procedures set forth in the Declaration of Restrictions will be followed.

ARTICLE 9 COMMITTEES

Section 1. Committees

The Corporation shall elect to organize various Committees by way of majority vote and resolution of the Board Members. These Committees may consist of persons who are not also Board Members and shall act in an advisory capacity to the Board Members. Any Member over the age of 18 who is in good standing with the Corporation, resides in the subdivision of York Farms full-time, and is listed on the deed of any Lot within the subdivision of York Farms may be appointed to serve on a Committee. Only one (1) Member per Lot may serve on a Committee.

Such Committees shall meet at stated times and shall provide at least ten (10) days' notice but not more than sixty (60) days' notice in advance of such meeting. A majority of the members of a Committee shall constitute a quorum, but the affirmative vote of a majority of the whole Committee shall be necessary in every case to carry a vote of the Committee

1) Covenants Committee –

The Board of Directors may establish a Covenants Committee, which serves as a subcommittee of the Board, consisting of three (3) Board Members, who shall be appointed by a majority vote of the Board of Directors, and four (4) non-Board Members, who shall be appointed by a majority vote of the Board of Directors. The three (3) Board of Directors Covenants Committee members shall serve on the Covenants Committee during the term of their Board membership or as otherwise directed by the Board of Directors and the non-Board member Covenants Committee members to serve for a term from one to two years as may be determined by the Board of Directors.

The primary responsibility of the Covenants Committee is to advise and assist the Board in monitoring and enforcing covenant compliance by Members with the provisions of the Corporation's Declaration of Restrictions, Bylaws, Rules and Regulations, and Resolutions. In fulfilling its responsibility, the Covenants Committee shall perform the following functions, which may include, but are not necessarily limited to:

- Become familiar with the Declaration of Restrictions, Bylaws, the Rules and Regulations and Resolutions.
- Monitor the community for compliance with the Corporation's Declaration of Restrictions, Bylaws, Rules and Regulations, and Resolutions;
- Review possible violations of the Corporation's Declaration of Restrictions, Bylaws, Rules and Regulations, and Resolutions, and take appropriate enforcement action as contained in the Declaration of Restrictions, its amendment thereto, and applicable Resolutions;
- Maintain complete and accurate records of the Covenants Committee actions and decisions, and that the Members are notified in writing of the actions taken on appeals and any hearings held; and
- Provide assistance and serve in such other capacities as may be determined, from time to time, by the Board of Directors.

The Board may remove any Covenants Committee member with cause upon three (3) days' written notice. Any Member failing to attend three (3) consecutive meetings, without prior notice to the standing chairperson, shall be deemed removed from the Committee with cause and not eligible for reappointment unless otherwise approved by the Board. Vacancies of any kind shall be filled by the Board of Directors to serve for the remaining portion of the term for the

originally appointed Member.

If the Board of Directors fails to appoint a Covenants Committee, then the Board of Directors shall perform the duties of the Covenants Committee. A majority vote of the Covenants Committee shall be required to take any action. Any action, ruling or decision of the Covenants Committee may be appealed to the Board of Directors by any party deemed by the Board to have standing as an aggrieved party and the Board may modify or reverse any such action, ruling or decision. The Charter and Guidelines of the Covenants Committee shall be established and may be amended from time to time by the Board of Directors. The Board of Directors may relieve the Covenants Committee of any of its duties, powers and authority either generally or on a case-by case basis. The Covenants Committee shall carry out its duties and exercise its powers and authority in accordance with and in the manner provided for in the Charter and Guidelines of the Covenants Committee adopted by the Board of Directors or by resolution of the Board of Directors.

2) Architectural Review Committee –

The Board of Directors shall establish an Architectural Review Committee, consisting of at least three (3) Members who shall be appointed by the Board of Directors, each to serve for a term of from one to two years as may be determined by the Board of Directors. The sole responsibility of the Architectural Review Committee is to review the architectural applications submitted by Owners for any and all exterior design modifications to the Lots as identified in the Declaration of Restrictions and its amendment thereto.

The Board may remove any Architectural Review Committee member with cause upon three (3) days' written notice. Any Member failing to attend three (3) consecutive meetings, without prior notice to the standing chairperson, shall be deemed removed from the Committee with cause and not eligible for reappointment unless otherwise approved by the Board. Vacancies of any kind shall be filled by the Board of Directors to serve for the remaining portion of the term for the originally appointment Member.

If the Board of Directors fails to appoint an Architectural Review Committee, then the Board of Directors shall perform the duties of the Architectural Review Committee. A Majority Vote of the Architectural Review Committee shall be required in order to take any action. The Architectural Review Committee shall keep written records of all its actions. Any action, ruling or decision of the Architectural Review Committee may be appealed to the Board of Directors by any party deemed by the Board to have standing as an aggrieved party and the Board may modify or reverse any such action, ruling or decision. The Architectural Review Committee shall act on all matters properly before it within thirty (30) days after its receipt of a complete application in the form prescribed by the Architectural Review Committee; failure to do so within the stipulated time shall constitute an automatic approval. The Charter and Guidelines of the Architectural Review Committee shall be established and may be amended from time to time by the Board of Directors. The Board of Directors may relieve the Architectural Review Committee of any of its duties, powers and authority either generally or on a case-by case basis. The Architectural Review Committee shall carry out its duties and exercise its powers and authority in accordance with and in the manner provided for in the Charter and Guidelines of the

Architectural Review Committee adopted by the Board of Directors or by resolution of the Board of Directors.

3) Welcoming Committee –

The Board may establish a Welcoming Committee, consisting of at least three (3) Members, which will have the right to contact new residents with the purpose of welcoming them to the community and providing them with information on how to obtain copies of our Corporate documents, website and mailing addresses, and Board contact information, if needed. The duties of this Committee will be outlined in a separate Charter and may change at any time, or the Committee may be absolved at any time, at the discretion of the majority vote of the Board of Directors. The Board may remove any Welcoming Committee member with cause upon three (3) days' written notice.

Section 2. Meetings and Action of Committees

Meetings and action of Committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its Members for the Officers, except that the time for regular and special meetings of Committees may be fixed by resolution of the Officers or by the Committee. The Officers may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 10 ASSESSMENTS

Section 1. Creation of the Lien and Personal Obligation of Assessments

By the acceptance of title to a Lot within the Corporation, each Member is deemed to covenant and agrees to pay the Corporation both annual assessments and special assessments as deemed necessary by the Board of Directors by way of majority vote. Annual or Special assessments may be paid monthly, quarterly or annually or as the Board of Directors may approve. The annual and special assessments, together with interest and costs for collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the Lot against which each assessment is made. Each assessment, together with interest, costs and reasonable attorneys fees shall be the personal obligation of the Lot Owner who was the owner of the Lot at the time when the assessment fell.

Section 2. Purpose of Assessments

The assessments levied by the Corporation shall be used for the purpose of maintaining the private open spaces within the Corporation, and all improvements located thereon, including, but not limited to, any storm water management facilities, common grass and landscaping features

and the maintenance for upkeep, plowing and salting of roadways and sidewalks, fees associated with assessment collection and/or enforcing rules, and any other purpose set forth in the Certificate of Incorporation or Declaration of Restrictions, or as deemed necessary by the Board of Directors.

Section 3. Annual Assessment

An annual assessment shall be set by way of majority vote of the Board of Directors at a regular Board of Directors meeting. The Board of Directors shall fix the annual assessment against each Member for such Member's Common Expense Liability in an amount equal to the amount of the Annual General Common Expense Budget divided by the number of memberships. Unless objection to any budget or annual assessment is made by not less than fifty-one percent (51%) of the Members within thirty (30) days after the date of mailing such notice, the same shall be deemed adopted and shall be binding on all Members of the Corporation as provided in the Certificate of Incorporation, Bylaws, and Declaration of Restrictions. In the event the Board of Directors shall fail to fix any annual assessments for any fiscal year, then each assessment established for the prior fiscal year shall be continued until such time as the Board of Directors shall act.

Section 4. Special Assessment

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, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon a Common Area, or any of the other purposes set forth in the Certificate of Incorporation or Declaration of Restrictions, or as deemed necessary by the Board of Directors. A special assessment, if necessary, shall be set by way of majority vote of the Members who are entitled to vote in person or by mail in ballot at the annual meeting or special meeting called for this specific purpose.

Section 5. Uniform Rate

All assessments, whether annual or special, must be fixed at a uniform rate divided amongst all Lots.

Section 5. Non-Payment of Assessments

All assessments not paid in full by the due date shall be considered delinquent. Any assessment not paid within thirty (30) days after the due date shall bear interest from the date of delinquency at the rate of 8% per annum and the Corporation may assess late fees and bring actions at law against the Lot 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. The Corporation reserves the right to take legal action against any delinquent Lot Owner and place a lien against the Lot, and any and all interest, reasonable attorneys fees and court costs associated with the collection of the delinquent assessments shall

be added to the amount of such assessment. No Lot Owner may waive or otherwise escape liability for the assessments provided for herein by stating nonuse of the Common Areas or abandonment of his or her Lot.

ARTICLE 11

CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a) The books, records and papers of the Corporation shall at all reasonable times, during reasonable business hours, with reasonable notice, be subject to inspection by any Member;
- b) Minutes of all meetings of Board Members and Committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- c) Adequate and correct books and records of account, including accounts of its business transactions, assets, liabilities, receipts, disbursements, gains, and losses;
- d) A copy of the Corporation's Articles of Incorporation, Bylaws and Declaration of Restrictions as amended to date, which shall be open to inspection, by appointment, by Members at all reasonable times, with reasonable notice, during office hours. The Corporation reserves the right to charge a reasonable fee for copies of any documents to be made upon a Members request and such cost is intended solely to offset expenses related to the production of the copies of said documents; and
- e) A copy of the Corporation's Articles of Incorporation, Bylaws, Declaration of Restrictions, meeting minutes and budgets may be added to the Corporation's website within a reasonable timeframe, once complete, and available for viewing and printing by Members. The Board of Directors may make the Corporation's website password protected for Members' usage only.

Section 2. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person, or by agent or attorney, and the right to inspection shall include the right to copy and make extracts. The Corporation reserves the right to charge a reasonable fee for copies of any documents to be made upon a Member's request or upon request by anyone on behalf of a Member by way of power of attorney.

Section 4. Periodic Report

The Officers shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE 12 CORPORATION PAYMENTS

Any and all checks, drafts or orders for the payment of funds shall be signed by the President or the Treasurer, or by such other Board Member the Board of Directors may approve by way of majority vote. Any Board Member approved to sign checks or distribute funds must be named as an approved signor with the financial institution(s).

ARTICLE 13 MEMBERS OF RECORD

The Corporation shall be entitled to treat the title holder or holders of record of any Lot in the Subdivision of York Farms 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 14 FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31 unless otherwise amended by the Board of Directors.

ARTICLE 15 AMENDMENTS

These Bylaws may be amended, altered or repealed at any regular or special meeting of the Members, scheduled as set forth in these Bylaws, by way of 1/3 vote of eligible Members.

ARTICLE 16

DEFINITIONS

The following definitions are applicable hereto:

1. "Corporation" shall mean and refer to the "York Farms Maintenance Corporation", its successors and assigns, and to the proper-named corporate entity to be formed as provided hereunder.
2. "Officers" shall mean President, Vice President, Treasurer and Secretary.
3. "Lot" shall mean and refer to lots as shown on the record plan.
4. "Members" or "Member" shall mean and refer to every person or entity who holds title to any such lot as shown on the record plan.
5. "Owner" or "Lot Owner" shall mean and refer to the person listed on the deed of any Lot within the Subdivision of York Farms.
6. "Household" shall mean and refer to the collective Owners listed on the deed of any Lot within the Subdivision of York Farms.
7. "in good standing" shall mean that a Member's assessments, including any interest, court costs or attorneys' fees for non-payment of annual assessments, or any violation files, have been paid in full and the Member has no current financial obligation to the Corporation and that there are no open covenant violations against the Member and/or the Member's Lot.
8. "Record Plan" means Record Major Subdivision plan of York Farms.
9. "Common Facilities" shall mean and refer to all private open space designated on the record plan and also any common areas or common amenities that may be depicted on the record plan including, but not limited to, streets, curbs, sidewalks, all storm water management facilities including recharge systems, parks, recreational facilities, landscaping, parking areas, rights-of-way, easements, monuments or markers, and all improvements now and hereafter located thereon.
10. "Declaration of Restrictions" shall refer to the Declaration of Restrictions of York Farms and its corresponding amendment thereto.

We, the undersigned Officers of the Corporation, do hereby certify that the Members, by a vote in compliance with state law and with the governing documents of the Corporation, voted to adopt the Bylaws of the Corporation stated in this document.

IN WITNESS WHEREOF, we have executed this document on this 12th day of June in the year 2017.

Valerie A. DeLisle, President Valerie A. DeLisle

Dawn Nichols, Vice President Dawn Nichols

Susan Bookout, Treasurer Susan Bookout

Julie Gray, Secretary Julie Gray

Karin Bell, Director Karin Bell

Bob Hunter, Director Bob Hunter

Andrea Thomas, Director Andrea Thomas

