

COLONEL'S PLACE HOMEOWNER'S ASSOCIATION

BY-LAWS

ARTICLE I

NAME AND ADDRESS

SECTION 1. The name of this association shall be Colonel's Place Homeowner's Association (the "Association").

SECTION 2. The office of the Association shall be at the place designated by the Executive Board from time to time.

ARTICLE II

PURPOSE

SECTION 1. The purpose of this Association is to exercise the powers and duties set forth in the Declaration of Covenants and Easements (the "Declaration"). This includes the operation of the association and maintaining, operating, repairing and replacing the "Control Facilities" as defined in the Declaration for the 20 lot subdivision known as Colonel's Place fronting on College Avenue in Trappe Borough, Pennsylvania. The Association does not contemplate pecuniary gain or profit to its members.

ARTICLE III

APPLICABILITY, MEMBERS, MEMBERSHIP AND DEFINITIONS

SECTION 1. These By-Laws shall govern the Association. The definitions contained in the Declaration shall apply to these By-Laws.

SECTION 2. All Owners, their tenants, guests, licensees, invitees, servants, agents, and employees shall be subject to these By-Laws and any rules and regulations enacted by the Association. Ownership, rental or occupancy of any of the lots in the Association shall be conclusively deemed to mean that said Owner, tenant or occupant has accepted, ratified and will comply with these By-Laws and any rules and regulations of the Association.

SECTION 3. (a) Membership in the Association shall be limited to the Owners of Lots in the Association.

(b) In the event that a member shall lease or permit another to occupy his Lot, the tenant or occupant shall not vote in the affairs of the Association except as the member shall permit the tenant or occupant to exercise the proxy vote of said member.

(c) Every lawful transfer of title to the member's Lot shall include membership in the Association. Upon transfer, the previous Owner's membership shall automatically terminate.

(d) Except as provided above, membership in the Association may not be assigned or transferred and any attempted assignment or transfer thereof shall be void and of no effect.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

SECTION 1.

Membership. Every Owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

SECTION 2.

Voting Rights. The Association shall have two classes of voting membership as described in **Article VII, SECTION 7.01(c)** of the Declaration.

SECTION 3. All annual and special meetings of the Association shall be held at the principal office of the Association or at such other suitable and convenient place as may be permitted by law, and from time to time fixed by the Executive Board and designated in the notices of such meetings.

SECTION 4.

Annual Meetings. (a) At each annual meeting there shall be elected by a ballot of a majority of the members entitled to vote, the Directors of the Executive Board of the Association, in accordance with the provisions of ARTICLE V, SECTION 4, of these By-Laws. The members may also transact such other business as may properly come before the meeting.

(b) The first annual meeting of the members shall be held within one (1) year from the date after seventy-five percent (75%) of the Lots have been sold. Subsequent regular annual meetings of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

SECTION 5.

Notice - Annual Meeting. The Executive Board shall mail notices of annual meetings to each member of the Association, directed to his last known post office address as shown on the records of the Association, by uncertified mail, postage prepaid. Such notice shall be

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mailed not less than ten (10) days nor more than thirty (30) days before the date of such meeting, and shall state the date, time and place of the meeting and the purpose or purposes thereof. In lieu of mailing notice as herein provided, such notice may be delivered by hand to the members or in their absence, to their residence.

SECTION 6.

Special Meetings. It shall be the duty of the Executive Board Chairman to call a special meeting of the members of the Association whenever he is directed to do so by resolution of the Directors or upon presentation to the Secretary of a petition signed by 50% of the members entitled to vote at such meeting.

SECTION 7.

Notice - Special Meeting. The Executive Board shall mail notice of such special meeting to each member of the Association in the manner provided in SECTION 5 of this Article, except that notice of such special meeting shall be mailed not less than five (5) days nor more than twenty (20) days before the date fixed for such meeting. In lieu of mailing notice as herein provided, such notice may be delivered by hand to the members or in their absence, left at their residence. No business shall be transacted at any special meeting except as stated in the notice thereof unless by consent of two-thirds (2/3) of the members present, either in person or by proxy.

SECTION 8.

Membership List. Not less than thirty (30) days prior to the date of any annual or special meeting of the Association, the Executive Board shall compile and maintain at the principal office of the Association, an updated list of members and their last known post office addresses. Such list shall also show opposite each member's name the number of the lot owned by him. This list shall be open to inspection by all members and other persons lawfully entitled to inspect the same at reasonable hours during regular business days up to the date of such annual or special meeting. The Secretary shall also keep current and retain custody of the Minute Book of the Association containing the minutes of all annual and special meetings of the Association and all resolutions of the Directors.

SECTION 9.

Cumulative Voting. Cumulative voting shall be permitted.

SECTION 10.

Entitled to Vote. A member shall be deemed to be "in good standing" and "entitled to vote" at any annual meeting or at any special meeting of the Association if, and only if, he shall have fully paid all charges made or levied against him and his Lot by the Association, together with all interest, costs, attorney's fees, penalties, and other expenses, if any, properly

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chargeable to him and against his Lot, at least three (3) days prior to the date fixed for such annual or special meeting.

SECTION 11.

Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of the members of the Association shall constitute a quorum at any annual or special meeting of members. If any meeting of members cannot be organized because a quorum has not attended, the members present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. In the event of any such adjourned meeting, no further notice of the adjourned date need be given to any of the members. At the subsequent meeting, one-half (1/2) of the required quorum at the preceding meeting shall be required.

SECTION 12.

Proxy. Votes may be cast either in person or by proxy. Proxies must be in writing on forms prescribed by the Secretary and filed with the Secretary not later than the time appointed for each meeting in the notice thereof.

SECTION 13. All decisions shall require for passage, the affirmative vote of at least a majority of the members in good standing and entitled to vote in attendance at that meeting.

SECTION 14.

Order of Business. The order of business at all meetings of the members of the Association shall be as follows:

- (a) Roll Call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of committees.
- (e) Election of Directors, if applicable.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE V

EXECUTIVE BOARD

SECTION 1. The affairs of the Association shall be governed initially by an Executive Board consisting of one (1) Director, appointed by the Declarant. The initial director or his successor shall serve until the first annual meeting.

SECTION 2. At the first annual meeting of the members of the Association after the expiration of the term of the initial Director or his successor, the Association shall elect an Executive Board consisting of three (3) persons, each of who shall be a member of the Association. One (1) Director shall be elected to serve for a term of three (3) years, one (1) shall be elected to serve for a term of two (2) years, and one (1) shall be elected to serve for a term of one (1) year. At the expiration of the initial term of each Director, his successor shall be elected to serve for a term of three (3) years, provided that each Director shall continue to hold office until his successor is elected. Directors shall serve without compensation.

SECTION 3. If the office of any Director shall become vacant by reason of his death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors, at a special meeting duly called for such purpose, shall choose a successor, who shall hold office until the next annual meeting of the members and his re-election or the election of his successor at such meeting. The person so elected shall serve for the unexpired term in respect to which such vacancy occurred.

SECTION 4. Member of the Association may submit their name for election or re-election to the Executive Board by submitting a letter to the Executive Board at least thirty (30) days in advance of any election, indicating his intent to run for elections.

SECTION 5. Subject to the right of the Declarant to nominate and elect the initial Executive Board member as set forth in SECTION 1 of this Article, Directors may be removed with or without cause, by the affirmative vote of 75% of the membership at any annual or special meeting of Owners duly called for such purpose.

SECTION 6. The first or organizational meeting of each newly elected Executive Board shall be held not later than twenty (20) days from the date of the annual meeting at which they were elected.

SECTION 7. Regular meetings of the Executive Board may be held at such time and place permitted by law as from time to time may be determined by the Directors. Notice of regular meetings of the Executive Board shall be given to each Director personally, by telegram, telephone or by United States mail, with postage prepaid, directed to him at his last known post office address as the same appears on the records of the Association, at least five (5) days before the date appointed for such meeting. Such notice shall state the date, time and place of such meeting and the purpose thereof.

SECTION 8. Special meetings of the Executive Board may be called by the Chairman of the Executive Board on three (3) days' written notice to each Director, given in the same manner as provided in SECTION 7 of this Article.

SECTION 9. Before any meeting of the Executive Board, whether regular or special, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Executive Board shall likewise constitute a waiver by him of such notice. If all Directors are present at any meeting of the Executive Board, no notice of such meeting shall be required and any business may be transacted at such meeting except as prohibited by law or these By-Laws.

SECTION 10. Any action by the Executive Board may be taken without a meeting if all of the members of the Executive Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board.

SECTION 11. At all duly convened meetings of the Executive Board, a majority of the Directors shall constitute a quorum for the transaction of business, except as otherwise expressly provided in these By-Laws or by law, and the acts of the majority of the Directors present at such meeting at which a quorum is present, shall be the acts of the Executive Board of Directors. If at any meeting of the Executive Board of Directors there shall be less than quorum present, the Director or Directors present may adjourn the meeting from time to time, and at such adjourned meeting at which a quorum is present, any business that might have been transacted at the meeting originally called may be transacted without further notice of any Director.

SECTION 12. The Executive Board shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Association as provided by the Declaration.

ARTICLE VI

OFFICERS

SECTION 1. The Executive Board shall appoint a Chairman of the Executive Board, a Secretary and Treasurer. The Secretary may also hold the office of Treasurer.

SECTION 2. The Officers of the Association shall be elected annually by the Executive Board at the organization of each new Executive Board and shall hold office until their successors are elected or appointed by the Executive Board and qualify, provided that each Officer hold office at the pleasure of the Executive Board and may be removed either with or without cause, and his successor elected at any annual or special meeting of the Executive Board called for such purpose, upon the affirmative vote of a majority of the members of the Executive Board. The Executive Board may, from time to time, appoint such other Officers as in its judgment are necessary.

SECTION 3.

Chairman. The Chairman shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members and of the Executive Board. He shall have the general powers and duties usually vested in the office of President of an Association, including, but not limited to, the power to appoint committees from among the members from time to time as he may deem appropriate to assist in the conduct of the affairs of the Association. He shall execute such deeds, contracts and other instruments, in the name and on behalf of the Association and under its corporate seal when a seal is required, except when such documents are required or permitted by law to be otherwise executed, and except when the signing and execution thereof shall be delegated by the Executive Board to another Officer or agent of the Association.

SECTION 4.

Secretary. The Secretary shall attend all meetings of the Executive Board and all meetings of the members and record all votes and the minutes of all meetings and proceedings, including resolutions, in a Minute Book to be kept for the purpose, and shall perform the duties for any committees, when required. He shall have charge of the Minute Book and such records and papers as the Executive Board shall direct, and perform all duties incident to the office of Secretary, including the sending of notice of meetings to the members, the Executive Board and committees, and such duties as may be prescribed by these By-Laws or by the Executive Board or the Chairman.

SECTION 5.

Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies, checks and other valuable effects in the name and to the credit of the Association, in such depositories as may from time to time be designated by the Executive Board. He shall disburse the funds of the Association as may from time to time be ordered by the Executive Board or by the Chairman, and shall render to the Directors at the regular meetings of the Executive Board, or whenever they or either of them shall require, an account of his transactions as Treasurer and of the financial condition of the Association.

SECTION 6.

Compensation. The Officers of the Association shall serve without compensation except that they shall be entitled to reimbursement for all expenses reasonably incurred in the discharge of their duties.

ARTICLE VII

ARBITRATION

SECTION 1. No Owner shall have the right to object, challenge, commence any suit at law or in equity or take any other action under any act, power or authority now in force or hereafter to be enacted except in the manner provided herein. Prior to the commencement of any suit or action at law or in equity, the Owner shall first make known his objection in writing and directed to the Executive Board by registered or certified mail, return receipt requested, or by an equivalent class of service of the United States Post Office, stating with particularity the objection made and the relief, change or difference sought. It shall be signed legibly by the person objecting, giving their address, and be written in the English language. The Executive Board shall have the right to schedule a hearing on the merits of the aforesaid claim or objection within twenty (20) days of the receipt of the notice of claim or objection and within ten (10) days after the close of the hearing, or continued hearing or hearings, the Executive Board of Directors or Committee, as the case may be, shall notify the Owner of its decision in writing. Unless such internal remedy shall be voluntarily waived by the Association or the Association fails or refuses to act, no action at law or in equity shall be commenced by any Owner until such internal remedy is pursued to exhaustion. Any action by an Owner against any other Owner arising out of any term, covenant or condition contained in these By-Laws or any other instruction thereof, any rule or regulation made pursuant thereto, use or non-use, shall be subject to the same procedures. In such hearings, all parties shall be entitled to be presented by counsel. In any claim or objection, the Association may appoint counsel to the Association, or any other person or persons, one of whom shall be learned in the law, to act as a hearing Officer and make recommendations or findings, or both, to the Association. In such event, an additional five (5) days shall be permitted for forwarding any decision to the Owner.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. The Association shall indemnify every Director and Officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having such a Director or Officer of the Association, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such Director or Officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions, shall be treated by the Association as common expenses; provided, however, that nothing in this Article contained shall be deemed to obligate the Association to indemnify any

Owner of a Lot, who is or has been a Director or Officer of the Association with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of his membership in the Association or as an Owner of a Lot.

ARTICLE IX

AMENDMENTS TO BY-LAWS


SECTION 1. These By-Laws and the form of administration set forth herein may be amended from time to time by the affirmative vote of the members representing two-thirds (2/3) of the Association membership entitled to vote at such meeting where amendments to these By-Laws are being considered within the limitations prescribed by law.

SECTION 2. The rules contained in Robert's Rules of Order revised, shall govern all members' meetings and Directors' meetings of the Association.

SECTION 3. Number and gender as used in these By-Laws shall extend to and include both singular and plural and all genders as the context and construction requires.

**Colonel's Place Homeowner's Association
by Mikelen, LLC, Sole Director**

By: _____


Michael J. Clement, Member

Dated: May 23, 2016