

BYLAWS

BROOKSTONE AT THE DOMINION COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Brookstone at The Dominion Community Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at _____ but meetings of Members and Directors may be held at such places within the Commonwealth of Pennsylvania as may be designated by the Executive Board.

ARTICLE II

MEMBERSHIP

Section 1. Membership. The Association shall have two classes of voting membership which shall be known as "Class A" and "Class B," which is further described in Article IV of the Declaration.

Section 2. Membership Certificates. In the event the Executive Board considers it necessary or appropriate to issue membership certificates or the like, then each such membership certificate shall state that the Association is organized under the laws of the Commonwealth of Pennsylvania, the name of the registered holder or holders of the membership represented thereby, and shall be in such form as shall be approved by the Executive Board. Membership certificates shall be consecutively numbered, bound in one or more books, and shall be issued therefrom upon certification as to the transfer of title to the Lot to which such membership is appurtenant. Every membership certificate shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary and shall be sealed with the corporate seal, if any. Such signatures and seal may be original or facsimile.

Section 3. Lost Certificates. The Executive Board may direct that a new certificate or certificates be issued in place of any certificate or certificates previously issued by the Association and alleged to have been destroyed or lost, upon the making of an affidavit of that fact by the person claiming the membership certificate to be lost or destroyed. When authorizing such issuance of a new certificate or certificates, the Executive Board may, in its discretion, and as a condition

precedent to the issuance thereof, require the registered holder or holders of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as the Executive Board shall require and to give the Association an account thereof prior to the issuance of a new certificate.

Section 4. Liquidation Rights. In the event of any voluntary or involuntary dissolution of the Association, each Class A Member of the Association shall be entitled to receive out of the assets of the Association available for distribution to the Members an amount equal to that proportion of such assets which the number of Class A memberships held by such Member bears to the total number of Class A memberships of the Association then issued and outstanding.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Association or at such other suitable place within the Commonwealth of Pennsylvania which is reasonably convenient to the membership and as may from time to time be designated by the Executive Board.

Section 2. Annual Meetings. The first annual meeting of the Members of the Association shall be held at such time and place as may be designated by the Executive Board; provided, however, that the first annual meeting of the Members shall be held within one (1) year from the date of recordation of the Declaration of Brookstone at the Dominion, a Planned Community, recorded among the Land Records of York County, Pennsylvania (the "Declaration"). Thereafter, the annual meetings of the Members shall be held during the same month of each succeeding year. At such meeting there shall be elected by ballot of the Members a Executive Board in accordance with the requirements of Article IV of these Bylaws. The Members may also transact such other business as may properly come before them.

Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Executive Board or upon a petition signed by at least twenty-five percent (25%) of the then Members having been presented to the Secretary; provided, however, that no special meetings shall be called either (a) except upon resolution of the Executive Board, prior to the first annual meeting of the Members as hereinabove provided for, or (b) to consider any matter which is substantially the same as a matter voted on at any special meeting of the Members held during the preceding twelve (12) months. The Secretary shall inform the

Members who petition for a special meeting of the reasonably estimated cost of preparing and mailing a notice of the meeting and, upon payment of the estimated cost to the Association, shall notify each Member entitled to notice of the meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail, or hand deliver, a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each Member of record, at his address as it appears on the membership books of the Association or, if no such address appears, at his last known place of address, at ~~least ten (10), but not more than ninety (90),~~ days prior to such meeting. Notice by either such method shall be considered as notice served. Attendance by a Member at any meeting of the Members, either in person or by proxy, shall be a waiver of notice by him of the time, place and purpose of that meeting. Notice of any annual or special meeting of the Members of the Association may also be waived by any Member either prior to, at or after any such meeting.

Section 5. Roster of Membership. The Executive Board of the Association shall maintain a current roster of the names and addresses of each Member to which written notice of meetings of the Members of the Association shall be delivered or mailed. Each owner shall furnish the Executive Board with his name and current mailing address.

Section 6. Quorum. The presence, either in person or by proxy, of Members entitled to cast ~~twenty-five percent (25%)~~ of the votes of each class of membership, shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of Members, except as otherwise provided in the Articles of Incorporation, the Declaration of these Bylaws. If the number of Members at a meeting drops below the quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted. The Members present thereat shall have the power to adjourn the meeting and call an additional meeting giving at least ten (10) days notice. At the additional meeting, the Members present in person or by proxy shall constitute a quorum.

Section 7. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn and reconvene the meeting in the manner provided by law.

Section 8. Voting. At every meeting of the Members, each Class A Member shall have the right to cast one (1) vote on each question for each Lot owned by such Class A Member. Each Class B Member shall have the right to cast three (3) votes on each question for each Lot owned by such Class B Member. The vote of the Members representing fifty-one percent (51%) of the total

of the votes of the membership present at the meeting, in person or by proxy, calculated as aforesaid, shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by the express provision of law or of the Articles of Incorporation, or of the Declaration or of these Bylaws, a different vote is required, in which case such express provision shall govern and control. In the event any membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate signed by the President or any Vice President of such corporation and attested by the Secretary or an Assistant Secretary of such corporation and filed with the Secretary of the Association, prior to or during the meeting. Any such certificate shall remain valid until revoked or superseded in writing. The vote for any membership which is owned by a trust, partnership or limited liability company may be exercised by any trustee, partner or member hereof, as the case may be, and unless any objection or protest by any other such trustee, partner or member is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes on behalf of a trust, partnership or limited liability company. No Class A Member shall be eligible to vote, either in person or by proxy, or to be elected to the Executive Board, who is shown on the books or management accounts of the Association to be more than sixty (60) days delinquent in any payment due the Association.

Section 9. Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of the Members may be taken without a meeting if the required percentage of the Members shall individually or collectively consent in writing to such action and if such written consent or consents is filed with the minutes of the proceedings of the Members.

Section 10. Proxies. A Member may appoint any other Member or the Declarant or the Management Agent as his proxy. Any proxy must be in writing and must be filed with the Secretary in form approved by the Executive Board before the appointed time of each meeting. Unless limited by its terms, any proxy shall continue until revoked by a written notice of revocation filed with the Secretary or by the death of the Member; provided, however, that no proxy shall be effective for a period in excess of one hundred eighty (180) days unless granted to a mortgagee or lessee of the Lot to which the votes are appurtenant.

Section 11. Rights of Mortgagees. Any institutional mortgagee of any Lot who desires notice of the annual and special meetings of the Members shall notify the Secretary to that effect by Registered Mail - Return Receipt Requested. Any such notice shall contain the name and post office address of such institutional mortgagee and the name of the person to whom notice of the annual and special meetings of the Members should be addressed. The Secretary of the Association shall maintain a roster of all institutional mortgagees from whom such notices are received and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each annual or special

meeting of the Members to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations as are otherwise provided in this Article for notice to the Members. Any such institutional mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the Members and such representative may participate in the discussion at any such meeting and may, upon request made to the Chairman in advance of the meeting, address the Members present at any such meeting. Such representative shall have no voting rights at any such meeting. Such representative shall be entitled to copies of the minutes of all meetings of the Members upon request made in writing to the Secretary.

Section 12. Order of Business. The order of business at all annual meetings of the Members of the Association shall be as follows:

- (a) Roll call and certification of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of minute of preceding meetings, if any.
- (d) Reports of officers, if any.
- (e) Reports of committees, if any.
- (f) Election or appointment of inspectors of election.
- (g) Election of Directors.
- (h) Unfinished business.
- (i) New Business.
- (j) Adjournment.

In the case of special meetings, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

Section 13. Rules of Order and Procedure. The rules of order and all other matters of procedure at all annual and special meetings of the Members shall be determined by the Chairman of such meeting.

ARTICLE IV

BOARD OF DIRECTIONS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Executive Board initially consisting of three (3) natural persons who shall be designated by the Declarant and who shall hold office until the election of their successors at the third annual meeting of the

Members of the Association. Commencing with the third annual meeting of the Association, the Executive Board shall consist of an uneven number of not fewer than three (3) nor more than nine (9) Members who shall be elected by the Members of the Association. The number of Directors shall be determined by a vote of the Members present at the third annual meeting of the Members and the number of Directors may be changed by a vote of the Members present at any subsequent annual meeting of the Members; provided, however, that (a) the limitations of this section shall continue to apply, and (b) no such change shall operate to curtail or extend the term of any incumbent Director.

Section 2. Term of Office. Unless the Members vote otherwise, at the third annual meeting, the Members shall elect one (1) Director for a term of one (1) year, and one (1) or two (2) Directors for a term of two (2) years and one (1) or more Directors for a term of three (3) years; and at each annual meeting thereafter, the Members shall elect a Director to each vacancy for a term of three (3) years. At the third annual meeting, the term of office of the Directors receiving the greatest number of votes shall each be fixed for three (3) years. The term of office of the Directors receiving the next greatest number of votes shall each be fixed at two (2) years and the term of office of the one (1) Director receiving the least number of votes shall be held for one (1) year.

Section 3. Removal. After the third annual meeting of the Members, any Director may be removed from the Executive Board, with or without cause, by a majority vote of the Members of the Association. Prior to the third annual meeting of the Members, any Director may be removed from the Executive Board, with or without cause, by the Declarant. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Executive Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of such Directors. Such approval shall be filed with the minutes of the proceedings of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6. Election. Unless the Members vote otherwise, election to the Executive Board shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the

Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Executive Board may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least one (1) such meeting shall be held during each fiscal year. Notice of regular meetings of the Executive Board shall be given to each Director, personally or by mail, telephone or telegraph, at least six (6) days prior to the date named for such meeting.

Section 2. Special Meetings. Special meetings of the Executive Board may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Executive Board shall be called by the President or Secretary in like manner and on like notice on the written request of any two (2) of the Directors.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board.

Section 4. Waiver of Notice. Before, at or after any meeting of the Executive Board, 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 be a waiver of notice by him of the time, place and purpose thereof. If all the Directors are present at any meeting of the Executive Board, no notice shall be required and any business may be transacted at such meeting.

ARTICLE VI

POWERS AND DUTIES OF THE EXECUTIVE BOARD

Section 1. Powers. The Executive Board shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Elements and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Common Elements and facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a Member of the Executive Board to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Executive Board; and

(e) employ a manager, an independent contractor, or such other employees as deemed necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Executive Board to:

(a) cause to be kept a complete record of all acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five percent (25%) of the Class A Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Class A Member subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Class A Member(s) personally obligated to pay the same.

(d) issue, or cause an appropriate officer to issue, upon request by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Executive Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Elements to be maintained; and

(h) otherwise perform or cause to be performed the functions and obligations of the Executive Board and the Association as provided for in the Declaration and Articles of Incorporation and these Bylaws.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Executive Board, a Secretary, and a Treasurer, and such other officers as the Executive Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Executive Board following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Executive Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Executive Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Executive Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by a majority of all the Members of the Executive Board. Any officer may resign at any time by giving written notice to the Executive Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Executive Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

The President shall preside at all meetings of the Executive Board; shall see that orders and resolutions of the Executive Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and must be a Member of the Executive Board.

Vice President

The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Executive Board. The Vice President must be a Member of the Executive Board.

Secretary

The Secretary shall be responsible for recording the votes and keeping the minutes of all meetings and proceedings of the Executive Board and of the Members; keep the corporate seal (if

any) of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Executive Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Executive Board.

Treasurer

The Treasurer shall be responsible for receiving and depositing in appropriate bank accounts all monies of the Association and shall oversee disbursement of such funds as directed by resolution by the Executive Board; shall sign all promissory notes of the Association; shall keep proper books of account; shall cause a review or compilation of the Association's books to be made by an outside public accountant at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members if requested.

ARTICLE VIII

CASUALTY DAMAGE - RECONSTRUCTION OR REPAIR

Section 1. Use of Insurance Proceeds. In the event of damage or destruction to the Common Elements and facilities by fire, or other casualty, the same shall be promptly repaired, replaced or reconstructed in substantial conformity with the original plans and specifications for the Common Elements and facilities with the proceeds of insurance available for that purpose, if any. The Association shall not use the proceeds of casualty insurance received as a result of damage or destruction of the Common Elements and facilities for purposes other than the repair, replacement or reconstruction of the Common Elements and facilities without the prior written consent and approval of the holders of a majority of the first mortgages of record on the Lots.

Section 2. Proceeds Insufficient. In the event that the proceeds of insurance are not sufficient to repair damage or destruction of the Common Elements and facilities caused by fire or other casualty, or in the event such damage or destruction is caused by any casualty not insured against, then and in either of those events, upon resolution of the Executive Board, the repair, replacement or reconstruction of the damage shall be accomplished promptly by the Association at its Common Expense.

ARTICLE IX

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January every year, except for the first fiscal year of the Association which shall begin at the date of recordation of the Declaration among the Land Records of York County, Pennsylvania. The commencement date of the fiscal year herein established shall be subject to change by the Executive Board should the practice of the Association subsequently dictate.

Section 2. Principal Office - Change of Same. The principal office of the Association shall be as set forth in Article I of these Bylaws. The Executive Board, by appropriate resolution, shall have the authority to change the location of the principal office of the Association from time to time.

Section 3. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices, consistently applied. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures and other transactions of the Association and its administration and shall specify the maintenance and repair expenses of the Common Elements and facilities, services required or provided with respect to the same and any other expenses incurred by the Association. The amount of any assessment or portion of any assessment, required for payment of any capital expenditures or reserves of the Association shall be credited upon the books of the Association to the "Paid-in-Surplus" account as a capital contribution by the Members.

Section 4. Financial Reports. The Association shall furnish the Members and any mortgagee requesting the same with an annual financial statement, including the income and disbursements of the Association, within one hundred eighty (180) days following the end of each fiscal year.

Section 5. Inspection of Books. The books and accounts of the Association, vouchers accrediting the entries made thereupon, and all other records maintained by the Association, shall be available for examination by the Members and their duly authorized agents or attorneys, and to the institutional holder of any first mortgage on any Lot and its duly authorized agents or attorneys, at some place designated by the Executive Board, during normal business hours and for purposes reasonably related to their respective interests and after reasonable notice.

Section 6. Seal. The Executive Board may provide a suitable corporate seal containing the name of the Association, which seal shall be in the charge of the Secretary. If so directed by the Executive Board, a duplicate seal may be kept and used by the Treasurer or any assistant secretary or assistant treasurer.

ARTICLE X

AMENDMENT

Section 1. Amendments. Subject to the other limitations set forth in these Bylaws, these Bylaws may be amended by the affirmative vote of Members representing two-thirds (2/3) of the then Members of record of each class of the Membership at any meeting of the Members duly called for such purpose in accordance with the provisions and requirements of these Bylaws. Provided that any Lot subject to the Declaration is then encumbered by a deed of trust or mortgage which is insured by the Federal Housing Administration ("FHA") or guaranteed by the Veterans Administration ("VA"), and further provided that there are then Class B Memberships of the Association outstanding, then any material amendments to these Bylaws shall be subject to the prior written consent or approval of FHA and VA.

Section 2. Proposal of Amendments. Amendments to these Bylaws may be proposed by the Executive Board of the Association or by petition signed by at least twenty-five percent (25%) of the total votes of the Members of each class of the Membership, which petition shall be delivered to the Secretary. A description of any proposed amendment shall accompany the notice of any annual or special meeting of the Members at which such proposed amendment is to be considered and voted upon.

Section 3. Amendments by Declarant. Notwithstanding the foregoing, these Bylaws may be amended by the Declarant, without the vote of the Members, provided such amendment is accomplished for the purpose of causing these Bylaws to conform to the requirements of VA, FHA, FNMA or FHLMC and does not adversely affect the property rights of any Member.

ARTICLE XI

MORTGAGES - NOTICE - OTHER RIGHTS OF MORTGAGEES - FHA/VA

Section 1. Notice to Executive Board. Any Owner of any Lot who mortgages and/or

refinances such Lot shall promptly notify the Executive Board of the name and address of his mortgagee and, if requested so to do, shall file a conformed copy of such mortgage with the Executive Board. The Executive Board shall maintain a suitable roster pertaining to mortgages, and said mortgagee, after it receives such notice.

Section 2. Consents. Any other provision of these Bylaws or of the Declaration to the contrary notwithstanding, neither the Members, the Executive Board nor the Association shall, by act or omission, take any of the following actions without the prior written consent and approval of the holders of at least two-thirds (2/3) of the first mortgages of record on the Lots:

(a) abandon, partition, subdivide, encumber, sell or transfer any of the Common Elements and community facilities; provided, however, that the granting of rights-of-way, easements and the like for public utilities or for other purposes consistent with the use of the Common Elements and facilities by the Members of the Association shall not be considered a transfer within the meaning of this Section; or

(b) abandon or terminate the Declaration; or

(c) modify or amend any material or substantive provision of the Declaration or these Bylaws.

Section 3. Casualty Losses. In the event of substantial damage or destruction to any part of the Common Elements and facilities, the Executive Board of the Association shall give prompt written notice of such damage or destruction to the holders of all first mortgages of record on the Lots. No provision of these Bylaws shall entitle any Member of the Association to any priority over the holder of any first mortgage of record on his Lot with respect to the distribution to such Member of any insurance proceeds.

ARTICLE XII

INTERPRETATION - MISCELLANEOUS

Section 1. Conflict. These Bylaws are subordinate and subject to all provisions of the Declaration and to the provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these Bylaws and the Declaration, the provisions of the Declaration shall control; and in the event of any conflict between

these Bylaws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall control.

Section 2. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these Bylaws shall be given in writing.

Section 3. Severability. In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. Waiver. No restriction, condition, obligation or provisions of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. Captions. The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws or to aid in the construction thereof.

Section 6. Gender, etc. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. §5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The name of the corporation is BROOKSTONE AT THE DOMINION COMMUNITY ASSOCIATION, INC.
2. The address of this corporation's initial registered office in this Commonwealth and the county of venue is 28 Penn Square, Lancaster, Lancaster County, PA 17602.
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the purpose of having all powers necessary to function as a unit owners association under the Uniform Planned Community Act, which purpose constitutes an exempt function of a planned community management association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, and any similar provision of any later federal tax law.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation is organized upon a non-stock basis.

The name and address of the incorporator is Frank J. Vargish, III, 28 Penn Square, Lancaster, PA 17602.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this _____ day of _____, 1999.

Frank J. Vargish, III

ATTACHMENT TO ARTICLES OF INCORPORATION

In order to comply with Department of Housing and Urban Development / FHA regulations, the following provisions are applicable to the association which is subject to these articles of incorporation:

1. Every person or entity who is a record owner of any lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the lot.
2. If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.
3. Amendment of the Articles of Incorporation requires the approval of at least two-thirds (2/3) vote of the lot owners.
4. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles of Incorporation all require prior approval of HUD/VA as long as there is a Class B membership.

#151488.1/12288.018

DOCKETING STATEMENT (DSCB:15-134A)
DEPARTMENTS OF STATE AND REVENUE

BUREAU USE ONLY:

FILING FEE: NONE

Dept. of State Entity Number _____

Revenue Box Number _____

Filing Period _____ Date 3 4 5 _____

SIC _____ Report Code _____

This form (*file in triplicate*) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Check proper box:

- | | | | |
|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> Business-stock | <input type="checkbox"/> Business non-stock | <input type="checkbox"/> Business-Management | <input type="checkbox"/> Professional |
| <input type="checkbox"/> Business-statutory close | <input type="checkbox"/> Business-cooperative | <input type="checkbox"/> Nonprofit-stock | <input checked="" type="checkbox"/> Nonprofit-nonstock |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign-nonprofit-stock | <input type="checkbox"/> Motor Vehicle for Hire | |
| <input type="checkbox"/> Foreign-Limited Certificate of Authority to D/B/A _____ | | | |
| <input type="checkbox"/> Business Trust | | | |
| <input type="checkbox"/> Pa. Limited Liability Company | <input type="checkbox"/> Pa. Restricted Professional Limited Liability Company | | |
| <input type="checkbox"/> Foreign Limited Liability Company | <input type="checkbox"/> Foreign Restricted Professional Limited Liability Company | | |

Entity registering as a result of (check box):

- | | | |
|-----------------------------------------------------------------|----------------------------------------|--------------------------------------------|
| <input checked="" type="checkbox"/> Incorporation (PA) | <input type="checkbox"/> Domestication | <input type="checkbox"/> Consolidation |
| <input type="checkbox"/> Authorization of a foreign corporation | <input type="checkbox"/> Division | <input type="checkbox"/> Summary of Record |
| <input type="checkbox"/> Organization (Pa.) | | |

- Name of entity BROOKSTONE AT THE DOMINION COMMUNITY ASSOCIATION, INC.
- Location of (a) initial registered office in PA or (b) the name and county of the commercial registered officer provider:
(a) c/o Frank J. Vargish, III, 28 Penn Square, Lancaster, Lancaster County, PA 17603
Number and Street/RD number and Box City State Zip code County
(b) N/A
Name of commercial registered office provider County
- State or Country of Incorporation/Organization: PA
- Specified effective date, if applicable: _____
- Federal Identification Number Applied for
- Describe principal PA activity to be engaged in, within one year of this application date:
Unit owners association

7. Names, residences and social security numbers of the chief executive officer, secretary and treasurer or individual responsible for maintaining financial records:

Frank J. Vargish, III, 28 Penn Square, Lancaster, PA 17603 President/Secretary/Treasurer 162-44-2059

If professional entity, include officer's professional license numbers with the respective Pennsylvania Professional Board.

8. Location of principal place of business:

c/o Frank J. Vargish, III, 28 Penn Square, Lancaster, PA 17603
Number and Street/RD number and Box City State Zip Code

9. Mailing address if different than #8 (Location where correspondence, tax report form, etc. are to be sent):

Number and Street/RD number and Box City State Zip Code

10. This entity is organized or incorporated under the General Assembly Act of 1988. (Not applicable if a foreign entity)

11. Act of General Assembly or authority under which you are organized or incorporated (foreign entity only)

12. Date and state of incorporation of organization (foreign corporation only): _____

13. Date business started in PA (foreign corporation only): _____

14. Is the entity authorized to issue capital stock? YES NO

15. Entity's fiscal year ends: December 31

16. Has the association solicited or does it intent to solicit contributions within the Commonwealth of Pennsylvania? YES NO
If yes, provide date solicitation commenced or will commence: _____

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. See 18 PA C.S. §4904 (relating to unsworn falsification to authorities).

#151499.1/12288.018

Instructions for completion of form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the PA Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, PA Department of Revenue, Dept. 280901, Harrisburg, PA 17128-0901.
- C. All PA corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar year basis only.
- D. The disclosure of the social security numbers of the corporate officers in Paragraph 7 is voluntary. The numbers are used to assure the proper identification of corporation officers by the Department of Revenue in accordance with the Fiscal Code.

Microfilm Number _____

Filed with the Department of State on _____

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF INCORPORATION - DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. §5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The **name** of the corporation is BROOKSTONE AT THE DOMINION COMMUNITY ASSOCIATION, INC.
2. The **address** of this corporation's initial registered office in this Commonwealth and the county of venue is 28 Penn Square, Lancaster, Lancaster County, PA 17602.
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the purpose of having all powers necessary to function as a unit owners association under the Uniform Planned Community Act which purpose constitutes an exempt function of a planned community management association within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended, and any similar provision of any later federal tax law.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation is organized upon a non-stock basis.

The **name and address** of the incorporator is Frank J. Vargish, III, 28 Penn Square, Lancaster, PA 17602.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this _____ day of _____, 1999.

Frank J. Vargish, III

ATTACHMENT TO ARTICLES OF INCORPORATION

In order to comply with Department of Housing and Urban Development / FHA regulations, the following provisions are applicable to the association which is subject to these articles of incorporation:

1. Every person or entity who is a record owner of any lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the lot.
2. If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.
3. Amendment of the Articles of Incorporation requires the approval of at least two-thirds (2/3) vote of the lot owners.
4. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles of Incorporation all require prior approval of HUD/VA as long as there is a Class B membership.

DOCKETING STATEMENT (DSCB:15-134A)
DEPARTMENTS OF STATE AND REVENUE

BUREAU USE ONLY:

FILING FEE: NONE

Dept. of State Entity Number _____

Revenue Box Number _____

Filing Period _____ Date 3 4 5 _____

SIC _____ Report Code _____

This form (*file in triplicate*) and all accompanying documents shall be mailed to:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120-0029

Check proper box:

- | | | | |
|----------------------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> Business-stock | <input type="checkbox"/> Business non-stock | <input type="checkbox"/> Business-Management | <input type="checkbox"/> Professional |
| <input type="checkbox"/> Business-statutory close | <input type="checkbox"/> Business-cooperative | <input type="checkbox"/> Nonprofit-stock | <input checked="" type="checkbox"/> Nonprofit-nonstock |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign-nonprofit-stock | <input type="checkbox"/> Motor Vehicle for Hire | |
| <input type="checkbox"/> Foreign-Limited Certificate of Authority to D/B/A _____ | | | |
| <input type="checkbox"/> Business Trust | | | |
| <input type="checkbox"/> Pa. Limited Liability Company | | <input type="checkbox"/> Pa. Restricted Professional Limited Liability Company | |
| <input type="checkbox"/> Foreign Limited Liability Company | | <input type="checkbox"/> Foreign Restricted Professional Limited Liability Company | |

Entity registering as a result of (check box):

- | | | |
|-----------------------------------------------------------------|----------------------------------------|--------------------------------------------|
| <input checked="" type="checkbox"/> Incorporation (PA) | <input type="checkbox"/> Domestication | <input type="checkbox"/> Consolidation |
| <input type="checkbox"/> Authorization of a foreign corporation | <input type="checkbox"/> Division | <input type="checkbox"/> Summary of Record |
| <input type="checkbox"/> Organization (Pa.) | | |

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