

**THE VILLAGES OF OLD LANDING SECTION II
MAINTENANCE CORPORATION
BY-LAWS**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is The Villages of Old Landing Section II Maintenance Corporation, hereinafter referred to as the "Corporation".

The name of the subdivision to which these By-Laws apply is The Meadows at the Villages of Old Landing, which is the name as recorded in the amended subdivision plan recorded in the Office of the Recorder of Deeds in and for Sussex County, Delaware on [insert date name was recorded at Deed Office].. It is understood that the name The Meadows at the Villages of Old Landing shall be substituted for the former name of the subdivision, The Villages of Old Landing Section II, wherever same is contained or referred to in any of the governing documents of the Corporation, or in any other legal documents of the Corporation.

The principal office of the Corporation shall be located at the home of the President of the Corporation or at such other location within the State of Delaware, County of Sussex, which may in the future be designated by the Board of Directors, however, meetings of members and directors may be held at such places within the State of Delaware, County of Sussex, as may be designated by the Board of Directors.

The name and address of the Corporation's registered agent in the State of Delaware is as set forth in the Certificate of Incorporation.

**ARTICLE II
INTERIM BOARD OF DIRECTORS**

Section 1. Transition of the Maintenance Corporation As described in Section 3, an Interim Board of Directors shall be designated and shall assume control on behalf of the owners from the declarant. This Interim Board of Directors shall call the First Meeting of Members, as described in Article III, below, and shall conduct and oversee the election of the Initial Board of Directors in accordance with the provisions of these by-laws and in the manner outlined herein and shall serve until such time as an Initial Board of Directors is duly elected and installed as elsewhere herein provided.

Section 2. Duties and Responsibilities of the Interim Board Prior to the election of the Initial Board of Directors, as provided for herein in Article IV, the Interim Board of Directors shall have full power and authority as conveyed upon, and reserved to and for a board of directors and officers, set forth and conveyed elsewhere in these By-Laws and under the terms of the Maintenance and Easement Agreements of the Villages of Old Landing, Section II Maintenance Corporation and the Declaration of Restrictions for the Villages of Old Landing Section II (Maintenance Corporation).

**ARTICLE III
MEETING OF MEMBERS**

Section 1. First Meeting of the Members. The first meeting of the Members shall be called by Interim Board of Directors and shall be for the sole purpose of nominating an Initial Board of Directors consisting of eligible Members; eligible Members being Owners of real property within The Meadows at the Villages of Old Landing. The Interim Board of Directors shall send each

homeowner notice of the meeting at least thirty (30) days before the meeting, except that such notice may not be sent later than sixty (60) days from the transfer of control from the declarant to the Interim Board of Directors.

(A) The notice shall specify the place, day, and hour of the meeting and shall state that the sole purpose of the meeting is to nominate a new Initial Board of Directors. The notice shall list each office and describe the duties associated with such office. Any Member may nominate themselves in writing for any office for which they are eligible, or may nominate another Member. Members who are nominated by another must accept the nomination, in writing, at the First Meeting of the Members or the nomination shall be considered null and void. Nominations shall be accepted by proxy as received by the Interim Board of Directors prior to the end of the first meeting and be declared either valid nominations or invalid nominations. The slate of nominees for the Initial Board of Directors shall be comprised of the valid nominations as accepted by the Interim Board of Directors.

(B) Only an Owner, as listed on the deed, of a property situate in The Meadows at the Villages of Old Landing, shall be eligible to be nominated or hold office as a director, except that no Owner who has unpaid assessments, unpaid dues, unpaid fines or is in any other way delinquent in any obligation to the Corporation shall be nominated or eligible to hold office. In addition to nominations received by proxy, nominations may be made at the meeting. Further, no Owner who together with another holds an ownership interest in the same Lot within the subdivision shall be eligible to be nominated, elected or serve as a director of the Corporation concurrently with any other owner either by the entireties, or as joint tenants, or as tenants in common of the property jointly held.

(C) A list of nominations shall be prepared by the Interim Board of Directors. Within thirty (30) business days of the first meeting, the Interim Board of Directors shall give notice of a second meeting for the purpose of electing the Initial Board of Directors. The minutes of the first meeting, the list of nominees, and notice of the second meeting, including the place, day, and hour of the second meeting, shall be mailed, postage prepaid, to each Member entitled to vote at such meeting. The second meeting shall be held within thirty business days from the date of the notice of such meeting. The Interim Board of Directors shall oversee the election and shall remain in office until the Initial Board is duly elected. Elections shall be by ballot, by plurality vote. Notwithstanding any contrary provision in the governing documents, quorum requirements for nomination and election of the Initial Board of Directors consisting of Members shall be duly satisfied if the meetings are properly noticed in conformance with this section.

Section 2. Annual meetings. After the Initial Board of Directors comprised of Members is elected, each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year following the first election meeting, at which meeting they shall elect by ballot, by plurality vote, a Board of Directors, and may transact such other business as may come before the meeting. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 3. Special meetings. Special meetings of the Members may be called at any time by the President and to be convened in writing or by the vote of the majority of the Directors, or at the request in writing by thirty-five (35) or more Members of the Corporation. The Secretary shall certify compliance with this requirement prior to the scheduling of any Special Meeting.

Section 4. Notice of meetings. Except as otherwise noted herein, written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen (15) days before the meeting to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Corporation, or supplied by the Member to the Corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. 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) next before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each Member entitled to vote in person, or mailed to his or her last known post office address, at least ten (10) days before the election is

held.

Section 5. List of Members. A complete list of Members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be open to the examination of any Member at the principal office of the Corporation and the place of election, for ten (10) days prior thereto [prior thereto what?], and during the whole term of the election.

Section 6. Proxies. Each Member entitled to vote shall, at every meeting of the Members, be entitled to vote in person or by proxy. Such proxy shall be in writing and signed by him or her, but no proxy shall be voted after thirty (30) days from its date, unless it provides for a longer period, which may not exceed ninety (90) days. Every proxy shall be revocable and shall automatically cease upon conveyance of the Lot. Such right to vote shall be subject to the right of the 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. Only one (1) vote shall be cast with respect to each Lot in The Meadows at the Villages of Old Landing. In the event that Members who hold title to any Lot either by the entireties, 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 7. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty (30) percent of the total Members entitled to vote, shall constitute a quorum (counting one Member for each Lot regardless of the number of persons holding title to such Lot) for any action except as otherwise provided in the Articles of Incorporation, the Maintenance Declaration, or these Bylaws. If, however, a quorum shall not be present at any meeting, the Members entitled to vote there shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE IV

BOARD OF DIRECTORS SELECTION; TERM OF OFFICE

Section 1. Number. The property and business of the Corporation shall be managed and controlled by its Board of Directors, consisting of seven (7) directors composed of five (5) separately elected "area" directors as defined elsewhere herein and two (2) directors elected "at-large". Directors must be Members of the Corporation with no unpaid assessments, dues, fines or is in any other way delinquent in any obligation to the Corporation.

(A) Area Directors The subdivision is divided into five "areas" defined by the street name identifying the properties situate thereon. These areas are designated, Curlew Court, Madaket Court, Sconset Court, Wanoma Circle and Wauwinet Court. The Members in each of these areas shall nominate, vote for, and elect as provided elsewhere in these by-laws, a Member from among their number to serve as a director of the Corporation. Only the Members of an area shall be eligible to be vote for the nominee from said area and only an owner holding property in said area shall be eligible to serve as director from said area.

(B) At-Large Directors Two (2) Members shall be selected "at-large" to serve as a director of the Corporation. All Members are eligible for nomination to, and election as, an "at-large" director," subject, however, to any other requirements prescribed herein for eligibility.

Section 2. Election.

(A) Election of the Initial Board of Directors At the second meeting of the Corporation, the Members shall elect Initial Board of Directors. The Directors shall hold office for a term as described below, and until such subsequent election provided for herein and until

their successors are elected and qualify. The Members shall vote a ballot as follows: for two (2) directors "at large", and, for one (1) area director based on the location of their Lot within the subdivision.

(B) Term of Office for the Initial Board of Directors The Term of Office for the Initial Board of Directors shall be as follows: Directors "A" shall hold office for an initial term of three (3) years; Directors "B" shall hold office for an initial term of two (2) years and Directors "C" shall hold office for an initial term of one (1) year. Following election the Initial Board of Directors shall draw from a container lots marked A, B or C to determine their initial term of office.

(C) Election of the Board of Directors Following the election of the Initial Board of Directors, as provided for above, each year, at the Annual Meeting of the Corporation, the Members shall elect directors to serve as successors to the directors whose terms will expire at the annual meeting.

(D) Term of Office Directors of the Corporation, other than the Initial Board of Directors who shall serve as described in Section 2 (B), above, shall serve a term of three (3) years, expiring at the annual meeting appropriate to their term and shall be restricted to serving no more than two (2) consecutive terms. Further, no director, having served two (2) consecutive terms shall be nominated, elected or appointed to fill any vacancy on the Board of Directors if it would be inconsistent or incompatible with these term limits.

Section 3. Removal. Any Director may be removed from the Board upon a petition for recall and removal signed by 33% of the full membership with the cause for the recall clearly stated. Following such petition, a majority vote of all the Members of the Corporation shall be required for removal and shall be called for following a meeting of the members at which the director subject to recall shall be provided an opportunity to refute the charge for recall. A meeting called for the purpose of conducting a recall vote must be noticed as required elsewhere in these by-laws, and, no other business may be conducted at any meeting called for the purpose of voting the recall or retention of a director. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining Members of the Board, though less than a quorum, by majority vote, and shall serve for the unexpired term of his or her predecessor. Area directors may only be replaced by a director who is similarly qualified, while at-large directors may be replaced by any otherwise qualified Member.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her 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 all the Directors, or verbal approval if time constraints do not permit written approval, so long as the verbal approval is subsequently ratified by written approval. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V MEETING OF DIRECTORS

Section 1. Regular meetings. After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall be fixed by the Members at the annual meeting, and if a majority of the Directors be present at such place and time, no prior notice of such meeting shall be required to be given to the Directors. The place and time of such meeting may also be fixed by written consent of the Directors. The Board of Directors shall meet at such times and intervals that, at their discretion, they deem necessary to reasonably and efficiently carry out the business of the Corporation. Meetings shall not be convened to conduct official business without a

quorum of Directors present, however, the Directors may meet without a quorum without conducting official business. Meetings of the Directors are to be open to Members of the Corporation and meetings in which official business is to be conducted, Members shall be provided written notice in accordance with Article III, Section 4.

Section 2. Special meetings. Meetings of the Directors may be called by the President on five (5) days notice in writing or on two (2) days notice by telephone to each Director and shall be called by the President in like manner on the written request of two (2) Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

ARTICLE VI 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 the common properties and facilities, and the personal conduct of the Members and their guests, and to establish penalties for infractions;
- (b) 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 the Maintenance Declaration;
- (c) 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 meetings of the Board of Directors; and
- (d) Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties.
- (e) Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of Members.

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

- (a) Cause to be kept a complete record of all of 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) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;
- (c) As more fully provided here, and in the Maintenance Declaration, to: (d) Issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge, not to exceed [five dollars (\$5.00)], may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Corporation;
- (f) Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause all open space and common facilities to be maintained as required.

ARTICLE VII - COMMITTEES

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate such committees as it deems necessary or desirable, each such committee to consist of two (2) or more of the Directors of the Corporation. Such committees shall meet at stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case. Such committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resolution or resolutions.

ARTICLE VIII - OFFICERS OF THE CORPORATION

The directors shall annually elect, at the annual meeting of the Corporation, officers of the Corporation, who 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. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. 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. President. The President shall be the chief executive officer of the Corporation. It shall be his duty to preside at all meetings of the Members and Directors; to have general and active management of the business and the Corporation; to see that all orders and resolutions of the Board of Directors and Members 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 or Members.

He shall have the general supervision and direction of the other officers of the Corporation and shall see that their duties are properly performed.

He 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.

He 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. Vice-President. The Vice-President or Vice-Presidents, in the order designated by the Board of Directors, shall be vested with all powers and required to perform all the duties of the President in his absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. President Pro Tem. In the absence or disability of the President and the Vice-Presidents, the Board may appoint from their own number a president pro tem.

Section 4. Secretary. The Secretary shall attend all meetings of the Corporation and meeting of the Board of Directors. He shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. He shall give proper notice of meetings of Members and Directors and shall perform such other duties as shall be assigned to him by the President or the Board of Directors. Committees meeting under the authority of the Board of Directors are to provide the Secretary with a record of the proceedings of all such meetings where the Secretary is not present.

Section 5. Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name

and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

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

He shall keep an account of the Members of record in such manner and subject to such regulations as the Board of Directors may prescribe.

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

Section 6. Delegation of duties. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the majority of the Board, the Board of Directors may delegate his or her powers or duties to any other officer or to any Director for any time period so long as that time period does not exceed the remaining term of the officer whose duties are to be delegated.

ARTICLE IX ASSESSMENTS

Section 1. Purpose of assessments. The assessments levied by the Corporation shall be used for the purpose of maintaining the private open spaces and common facilities in the The Meadows at the Villages of Old Landing, and all improvements located thereon, including, but not limited to, any storm water management facilities, common landscaping features, and any of the other purposes as set forth in these Bylaws, the Certificate of Incorporation or Maintenance Declaration.

Section 2. Annual assessment. An operating budget for each fiscal year shall be prepared annually by the Board of Directors, said budget to include the annual assessment necessary to fully fund the budget. The budget and proposed annual assessment shall be prepared and presented to the members at the annual meeting. Approval of the budget and annual assessment by a majority vote of the Members who are voting in person or by proxy at the annual meeting shall be required to adopt the budget and set the assessment. Should a budget and annual assessment fail to obtain the approval required herein, the annual assessment shall continue at the same amount as was previously set and established. The annual assessment shall be paid by the members in a manner to be established by the board of directors, which may require payments to be made in monthly or quarterly installments if such method shall be deemed by the board of directors to be in the best interest of the community.

Section 3. Special assessment for capital improvements. 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 involving the open space or common facilities. A special assessment, if necessary, shall be set by a majority vote of the Members who are voting in person or by proxy at the annual meeting or at a meeting duly called for this purpose.

Section 4. Uniform rate. Both annual and special assessments must be fixed at a uniform rate for all Lots.

Section 5. Remedies for non-payment of assessments. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 20 per centum (%) per annum, ~~in addition to any other penalties or late charges which the board of directors may impose on delinquent accounts, and, the Corporation may bring an action at law against the~~ owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common area or abandonment of his or her Lot.

Section 6. Passing of assessments. The annual and special assessments, together with interest and costs of collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, costs and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of the property at the time when the assessment fell due and shall not pass to successors in title unless expressly assumed by them.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Maintenance Declaration, the Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost not to exceed [five dollars (\$5.00)], or actual cost incurred by the Corporation for actual copying charges, for all three (3) documents.

ARTICLE X CORPORATION PAYMENTS

All checks, drafts or orders for the payment of money shall be signed by the President and the Treasurer or by such other officer or officers or agents as the Members of the Corporation or Board of Directors acting on behalf of the Members may approve.

ARTICLE XI MEMBERS OF RECORD

The Corporation shall be entitled to treat the title holder or holders of record of any Lot in the The Meadows at the Villages of Old Landing 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 or the County of Sussex.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE XIII AMENDMENT

Section 1. Amendment. These Bylaws may be amended, altered, repealed or added to at any regular meeting of the Members or at any special meeting called for that purpose, by affirmative vote of seventy-five percent (75%) of the Members of the Corporation at any time after the first meeting of the Members of the Corporation following the election of a Board of Directors comprised of Members.

Section 2. Expanded Duties. By vote of seventy-five percent (75%) of the Members of the Corporation, the Corporation may provide for services in addition to the maintenance of private open space and common facilities. However, adoption of any such provision in these Bylaws shall place no duty or obligation on Sussex County, Delaware to enforce any such additional provision.

ARTICLE XIV-DEFINITIONS

The following definitions are applicable hereto

1. "Corporation" shall mean and refer to the "The Villages of Old Landing Section II Maintenance Corporation," its successors and assigns, and to the proper-named corporate entity to be formed as provided hereunder.
2. "Lot" shall mean and refer to each lot as shown on the Record Major Land Development of The Meadows at the Villages of Old Landing (also and formerly known as The Villages of Old Landing Section II).
3. "Member" shall mean and refer to every person or entity who holds membership in the Corporation.
4. "Owner" shall mean and refer to the record owner of a fee simple title to a lot as shown on the said Plan of The Meadows at the Villages of Old Landing (also and formerly known as The Villages of Old Landing Section II).
5. "Declarant" shall mean and refer to Atlantic Land Company LLC a limited liability corporation of the State of Delaware, its successors and assigns.
6. "Common Facilities" shall mean and refer to all private open space designated on the record plan, the community pool and pool buildings and also any common areas or common amenities that may be depicted on the record plan including, but not limited to, streets, unless accepted for dedication by Delaware Department of Transportation, curbs, sidewalks, storm water management facilities including recharge systems, parks, recreational facilities, fire hydrants, landscaping, parking areas, rights-of-way, easements, monuments and markers, and all improvements now and hereafter located thereon.
7. "Director" or "Directors" shall mean and refer to the Board of Directors of the The Villages of Old Landing Section II Maintenance Corporation for the subdivision known in these By-Laws as The Meadows at the Villages of Old Landing, and its Officers, consisting of a President, Vice-President, Secretary, Treasurer, and such other Officers as may from time to time be chosen by the Board of Directors

**ARTICLE XV
INCORPORATED BY REFERENCE**

All of the terms, conditions, matters and information contained and more fully set forth in the Certificate of Incorporation, the Maintenance Declaration and the Deed Restrictions and Covenants filed in conjunction with the subdivision plan are incorporated herein by reference.

IN WITNESS WHEREOF, we, being all the Directors of the Villages of Old Landing Section II Maintenance Corporation, have hereunto set our hands this 30 day of November 2004





Keith Adams, President of Chartwell Homes, Inc. Corporate Director of The Villages of Old Landing, Section II Maintenance Corporation.

STATE OF DELAWARE)

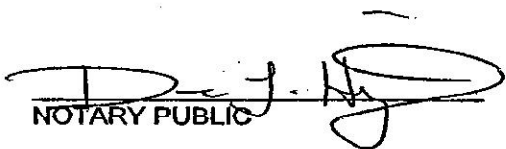
) S.S.

COUNTY OF SUSSEX)

BE IT REMEMBERED that on this 30th day of November 2004, Keith Adams, President Chartwell Homes, Inc. personally appeared before me, the Subscriber, a Notary Public for the State of Delaware, Keith Adams, President of Chartwell Homes, Inc. a Director of the Village of Old Landing Section II Maintenance Corporation a corporation existing under the laws of the State of Delaware, known to me personally to be such, and acknowledged the foregoing Bylaws.

SWORN AND SUBSCRIBED before me the day and year aforesaid.

**DEBORAH L. HINTZ
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 26, 2006**


NOTARY PUBLIC