

**BYLAWS OF
THE GABLES AT BRICKYARD HILL HOMEOWNERS' ASSOCIATION**

ARTICLE I

NAME AND LOCATION

1.1. Name. The name of the corporation, referred to in these Bylaws as the "Association," is The Gables at Brickyard Hill Homeowners' Association. The initial registered office of the Association shall be located at 215 Executive Drive, Suite 300, Cranberry Township, Pennsylvania 16066, but meetings of Members and directors may be held at other places within the Commonwealth of Pennsylvania that may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

2.1 Association. "Association" shall mean and refer to The Gables at Brickyard Hill Homeowners' Association, a Pennsylvania Nonprofit Corporation.

2.2 Real Estate. "Real Estate" shall mean and refer to the real estate described in the Declaration.

2.3 Common Facilities. "Common Facilities" shall mean and refer to the "Common Facilities" and the "Limited Common Facilities" as defined in the Declaration.

2.4 Declarant. "Declarant" shall mean and refer to Series D. Marketing, LLC, a Pennsylvania limited liability company.

2.5 Declaration. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Real Estate to be recorded in the Office of the Recorder of Deeds for Butler County, as may be amended from time to time.

2.6 Member. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

2.7 Plan. "Plan" shall mean and refer to the plan recorded, or to be recorded, subdividing the real estate and depicting the Units, as the same may be amended from time to time.

2.8 Unit. "Unit" shall mean and refer to a unit as described in the Declaration and in the Plan.

2.9 Unit Owner. "Unit Owner" shall mean the owner of a Unit.

ARTICLE III

MEETINGS OF MEMBERS

3.1. Annual Meeting. The first annual meeting of the Members shall be held within sixty (60) days after conveyance of twenty-five percent (25%) of the Units by Declarant to Members other than Declarant. Subsequent regular annual meetings of the Members shall be held on the first Monday in April of each year thereafter or as otherwise fixed by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following that is not a legal holiday.

3.2. Special Meetings. After termination of the period of Declarant control in accordance with the Declaration, special meetings of the Members may be called at any time by the president or by the Board of Directors, or on written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

3.3. Notice of Meeting. 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, by United States mail, postage prepaid, at least fifteen 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 Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or these Bylaws; any budget or assessment changes; and any proposal to remove a director or officer.

3.4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If, however, a quorum shall not be present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

3.5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable. A Member may not revoke a proxy except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if

it is not dated or purports to be revocable without notice. A proxy terminates one year after its date unless it specifies a shorter term.

3.6. Voting. Voting at all meetings of the Association shall be on a per Unit basis, with each Unit entitled to one (1) vote. Cumulative voting is not permitted.

(a) Multiple Unit Owners. Where the ownership of a Unit is in more than one person, the person who shall be entitled to cast the vote of such Unit shall be the person named in a certificate executed by all the owners of such Unit and filed with the Secretary (the "Designated Unit Member"). Such certificate shall be valid unless revoked by a subsequent certificate similarly executed. In the absence of such named Designated Unit Member from the meeting, the Unit owner who shall be entitled to cast the vote of such Unit shall be the Unit owner owning such Unit who is present. If the Designated Unit Member is not present, and more than one other owner owning such Unit is present, then such vote shall be cast only in accordance with their unanimous agreement. There shall be deemed to be unanimous agreement if any one of the multiple owners casts the votes allocated to that Unit without protest being made promptly to the person presiding over the meeting by any of the other owners of the Unit. Any certificate executed by all Unit owners shall be valid until revoked by a subsequent certificate similarly executed. Except where execution by Unit owners in the same manner as a deed is required, and subject to the Declaration and these Bylaws, wherever the approval or disapproval of a Unit Member is required by the Declaration or the Bylaws, such approval or disapproval shall be made only by the person who would be entitled to cast the vote of such Unit at any meeting of the Association.

(b) Ownership by an Entity other than an Individual. If a Member is a corporation, joint venture, partnership or unincorporated association, the natural person who shall be entitled to cast the vote for such Member shall be the person named in a certificate executed by such entity pursuant to its governing documents. If a Member is a trust, the trustee or trustees shall be deemed to be the Member for voting purposes, however the Trustees shall designate one Trustee to cast the vote of such Member.

ARTICLE IV

SELECTION AND TERM OF OFFICE OF DIRECTORS

4.1. Number. The affairs of this Association shall be managed by a Board of Directors. The Board of Directors shall initially consist of one (1) director. Not later than sixty (60) days after conveyance of twenty-five percent (25%) of the Units by Declarant to Members other than Declarant, the number of directors shall be increased to three (3), two (2) of whom shall be appointed by Declarant and one (1) of whom shall be elected by the Members. Upon termination of the period of Declarant control in accordance with the Declaration, the Members shall elect all three (3) directors.

4.2. Term and Vacancies. Directors shall be elected for a term of one year. Each director shall take office upon election and shall hold office until such director's successor has been elected or until such director's earlier death, resignation or removal.

4.3. Removal. Any director other than a director appointed by the Declarant may be removed from the Board of Directors, with or without cause, by a two-thirds vote of all Members present and entitled to vote at any meeting of Members at which a quorum is present. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

4.4. Compensation. No director shall receive compensation for any service he or she may render to the Association; however, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

4.5. Action Taken Without Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

5.1. Nomination. Nominations for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

5.2. Election. Election to the Board of Directors shall be by secret written ballot. At the 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 VI

MEETINGS OF DIRECTORS

6.1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at the place and hour that may be fixed from time to time by resolution of the Board of Directors. Should the meeting fall on a legal holiday,

then that meeting shall be held at the same time on the next day that is not a legal holiday.

6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days' notice to each director.

6.3. 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 Board of Directors.

ARTICLE VII

POWERS AND DUTIES OF BOARD OF DIRECTORS

7.1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Elements, and the personal conduct of the Members and their guests on the Common Elements, and establish penalties for the infraction of the rules and regulations;

(b) Suspend the voting rights and right to use specific Common Elements of a Member during any period in which the Member shall be in default in the payment of any assessment levied by the Association; these 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 or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event the member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or other employees as they deem necessary, and prescribe their duties.

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

(a) Cause to be kept a complete record of all its acts and corporate affairs and 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 one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents, and employees of this Association, and see that their duties are properly performed;

(c) As more fully provided in the Declaration:

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

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

(3) Foreclose the lien against any Unit for which assessments are not paid within thirty (30) days after the due date or bring an action at law against the Member personally obligated to pay the assessments;

(d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid; a reasonable charge may be made by the Board of Directors for the issuance of these certificates; if a certificate states an assessment has been paid, the certificate shall be conclusive evidence of the 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; and

(g) Cause the Common Facilities to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

8.1. Officers. The officers of the Association shall be a president and (after termination of the period of Declarant control) a vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and other officers as the Board of Directors may from time to time by create resolution.

8.2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

8.3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one year unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

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

8.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary. Resignation of an officer shall take effect on the date of receipt of the notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

8.6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to fill a vacancy shall serve for the remainder of the term of the officer he or she replaces.

8.7. 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 after termination of the period of Declarant control except in the case of special offices created pursuant to Section 8.4 of this Article.

8.8. Duties. The duties of the officers are as follows:

(1) The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board of Directors are carried out; sign all leases, mortgages, deeds, and other written instruments; prepare, execute, certify and record amendments to the Declaration on behalf of the Association; and co-sign all checks and promissory notes.

(2) The vice-president shall act in the place and stead of the president in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge all other duties as may be required of him or her by the Board of Directors.

(3) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring the seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform all other duties as required by the Board of Directors.

(4) The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse the funds as directed by

resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; and prepare an annual budget and annual financial statements consisting of a balance sheet 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 within thirty days of completion.

ARTICLE IX

COMMITTEES

9.1. Committees. The Board of Directors may appoint such committees as it may deem appropriate in carrying out the purposes of the Association.

ARTICLE X

FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board; provided, however, that the first fiscal year shall begin upon the recordation of the Declaration.

ARTICLE XI

BOOKS AND RECORDS

11.1. Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII

AMENDMENTS

12.1. Meetings. After termination of the period of Declarant control in accordance with the Declaration, these Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy.

12.2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Adopted: July ____, 2004