

BY-LAWS
OF
NANCY HANK'S FARM, INC.

Article I

Principal Office

The principal office or place of business shall be at _____, State of West Virginia, or at any other location which may be selected by the Board of Directors, and the Association may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Association may require.

Article II

Meetings

Section 1. Place of Meeting. Any and all meetings of the members, and of the Board of Directors, of this Association shall be held at the Association's principal office or at such other places within Grant or Mineral County, West Virginia, as the Board of Directors may select.

Section 2. Annual meeting of members. After the year 1987, an annual meeting of the members shall be held in each year on the _____, at _____ o'clock p.m., one of the purposes of which shall be the election of a Board of Directors.

Section 3. Notice of annual meeting of members. At least ten (10) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time, place and purposes of such meeting shall be

mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. Delayed annual meeting. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting; provided, however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten-day notice.

Section 5. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- a) Roll call,
- b) Reading notice and proof of mailing,
- c) Reading of minutes of last preceding meeting,
- d) Report of President,
- e) Report of Secretary,
- f) Report of Treasurer,
- g) Election of Directors,
- h) Transaction of other business, and
- i) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

Section 6. Special meetings of members. A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors, or by twenty-five percent (25%) of the membership. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing

setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by stamped, typewritten or printed signature of the Secretary.

Section 7. Notice of special meeting of members. At least three (3) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Organization meeting of Board. At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment, of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new Board.

Section 9. Regular meetings of Board. Regular meetings of the Board of Directors shall be held not less frequently than four times in each year at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board shall be required.

Section 10. Special meetings of Board. Special meetings of the Board of Directors may be called by the President

or any Director at any time by means of such effective notice by mail or otherwise, of the time, place and purpose thereof to each Director as the President or Director calling the meeting in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated, for want of notice if such notice shall be waived as hereinafter provided.

Section 11. Notices and mailing. All written notices given pursuant to any provision of these by-laws shall state the authority pursuant to which they are issued, (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every written notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sendee at his, her or its last address appearing upon the membership record of this Association.

Section 12. Waiver of notice. Notice of this time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by telegram, radiogram, cablegram, or other writing, or in person or by telephone, either before or after such meeting has been held, or by appropriate action or agreement of the members or Directors at such meeting.

Section 13. Any number less than a quorum present may adjourn any members' or Directors' meeting to a later hour or date or dates until a quorum is present.

ARTICLE III

Quorum

Section 1. Quorum of members. Presence in person or by

proxy of members representing _____ percent (%) of the total voting membership, or a majority of the voting members of this Corporation, whichever is less, shall constitute a quorum at any meeting of the members.

Section 2. Quorum of Directors. One-third (1/3) of the directors shall constitute a quorum.

ARTICLE IV

Organization and Membership

Section 1. This Association is not organized for profit and no part of its earnings will inure to the benefit of any member or private individual.

Section 2. 1) The membership of this Association shall be composed of the owners of lots in Nancy Hank's Farm, and subject to the following conditions:

a) Voting members shall be composed of all members owning lots.

b) Membership shall be governed by lot ownership only, and not be subject to approval by any Board or of other members.

c) All members entitled to vote may vote in person or by proxy.

d) No member may be expelled nor have his right to vote cancelled by any act of the Association, its members, officers or directors.

2) Each owner of one lot in Nancy Hank's Farm shall be a member of the Association, and if one person owns more than one lot he shall be treated as owning as many memberships in this Association as he owns lots in said Subdivision and may have one vote for each lot owned.

3) The person constituting the owner of a lot shall be the beneficial owner thereof and if legal title to any lot or lots be vested in a trustee, the owner of the quitable title shall be the owner and member of this Association unless the trust instrument expressly provides otherwise.

4) Each membership shall be held by the owner of a lot, shall terminate when such ownership ceases, and shall pass automatically with the ownership of each lot, whether ownership passes by deed, will, inheritance or otherwise.

ARTICLE V

Voting, Elections and Proxies

Section 1. Who's entitled to vote. Each member of the Association entitled to vote shall, at every meeting of the members, be entitled to one (1) vote for each lot owned, which vote may be cast in person or by proxy upon each subject properly submitted to vote. Voting may not be cumulative. If a lot is owned by two or more persons, the vote of such members shall be cast according to the wishes of the majority of such persons, but may be cast by any one or more of them present at the meeting, and any vote cast by the one or those present shall be the vote of all such co-owners.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the Association. A proxy shall not be valid beyond eleven (11) months from the date thereof and shall not be binding on a purchaser from the grantor of the proxy.

Section 3. Vote by member corporation. Any corporation entitled to vote at meetings of the members may vote by the

President or other officer of such member corporation, or by proxy appointed by such corporation to act for such corporation, unless some other person shall be appointed to vote by resolution of the Board of Directors of such member corporation.

Section 4. Inspectors. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three (3) inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspector shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE VI

Board of Directors

Section 1. Number and terms of directors. The business, property and affairs of this Association shall be managed by a Board of Directors composed of not less than three (3) nor more than five (5) persons, each of which persons shall be a member of this Association. The Directors shall be elected at the annual meeting or, if not then, at a special meeting and shall serve until their successors have been duly elected. Such directors shall serve without compensation.

Section 2. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members, who may make such election at their next annual meeting or at any

special meeting duly called for that purpose and held prior thereto.

Section 3. Action by unanimous written consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid Association action as though it had been authorized at a meeting of the Board of Directors.

Section 4. Power to elect officers. The Board of Directors shall select a President, a Secretary and a Treasurer. No officers except the President need be a member of the Board.

Section 5. Power to appoint other officers and agents. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

Section 6. Removal of officers and agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the Association will be served thereby.

Section 7. Power to fill vacancies. The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 8. Delegation of powers. For any reasons deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Power to appoint executive committee. The Board of Directors shall have power to appoint by resolution an executive committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

Section 10. Power to require bonds. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 11. Compensation. The compensation of officers and agents may be fixed by the Board.

ARTICLE VII

Dues and Assessments

Section 1. Determination of dues. The Directors shall at their first regular meeting determine what dues shall be payable into the Association for the furtherance of the purposes of the Association. Such dues may be increased or decreased from time to time by the directors, and shall always be sufficient to properly maintain and operate streets, roads, alleys and surface draining systems under the control of the Association.

Section 2. Special assessments. Special assessments for street, road, alley, sidewalk, or surface water drainage purposes (for either capital expenditures or operating expenses), or for such other purposes relating to the maintenance or betterment of the Association may from time to time be levied against the members by the vote of the holders of a majority of the voting membership in the Association. Any such special

assessments shall be payable at the time or times and in the manner fixed by such vote and shall be equally prorated among all members, on the basis of a flat rate per member, treating members who own more than one lot as a separate member for each lot owned so that each lot bears an equal share of each such assessment.

Section 3. Collections and liens. The amount of any dues or assessments due and payable may be collected by action in the name of the Association from any person who on the due date thereof is, alone or with another person, or other persons, the owner of that lot against which the same is assessed. As a further remedy, the Association shall have a lien against each lot for all dues or assessments payable to the Association, by the present or former owner or owners thereof, attributable to the ownership of such lot, upon, and only upon, recordation of notice thereof in the office of the Clerk of the County Court of Grant or Mineral County, West Virginia, as the case may be. Such lien so created by recordation shall constitute a lien for the full amount of all such unpaid dues or assessments, but shall not related back or constitute a lien as of the time such dues or assessments became payable, but shall become effective as a lien upon the date of such recordation. Each person becoming the owner of a lot, and thus becoming a member of this Association, agrees that each such lien provided for in this by-law shall be as effective, and have the same effect and priority as a duly obtained judgment lien against the owner of the lot on the date such lien is recorded; provided, however, that if any premises subject to the lien hereof shall become subject to the lien of mortgage or deed of trust, (1) the foreclosure of the lien hereof shall not operate to affect or

impair the lien of the mortgage or deed of trust; and (2) the foreclosure of the lien of the mortgage or deed of trust or the acceptance of a deed in lieu of foreclosure by the mortgagee shall not operate to affect or impair the lien hereof except that the lien hereof for the said charges as shall have accrued up to the foreclosure or the acceptance of the deed in lieu of foreclosure shall be subordinate to the lien of the mortgage or deed of trust with the foreclosure purchaser or deed in lieu grantee taking title free of the lien hereof for all charges that have accrued up to the time of the foreclosure or deed given in lieu of foreclosure but subject to the lien hereof for all said charges that shall accrue subsequent to the foreclosure or deed given in lieu of foreclosure.

ARTICLE VIII

Maintenance

The Association shall properly maintain all streets, roads, alleys, sidewalks, and surface water drainage systems serving Nancy Hank's Farm.

ARTICLE IX

Ownership of Assets

All assets that these by-laws and the Articles authorize the Association to acquire, shall be taken and owned by the Association, and any leases or other arrangement shall be permitted.

ARTICLE X

Amendments

The Articles and these by-laws may be amended at any regular meeting of the members or at any special meeting of the

members at which a quorum is present or represented, provided notice of the proposed amendment be contained in the notice of such special meeting, by a two-thirds (2/3) vote of the entire membership entitled to vote at such meeting and present or represented thereat.

ARTICLE XI

Each and every covenant contained in all Sections of the Protective Covenants and Restrictions of Nancy Hank's Farm shall be incorporated by reference and to this Article and shall be as binding and effective as though set out verbatim herein.

ARTICLE XII

The ASSOCIATION, PATTEN CORPORATION MID-ATLANTIC, or MEMBERS, shall have the right to enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of these Articles and any subsequent by-laws. Failure by the ASSOCIATION, the Patten Corporation Mid-Atlantic or any MEMBER to enforce any covenant or restriction herein contained shall in no event be deemed a waiver of the right to do so thereafter.

ARTICLE XIII

Invalidation of any one of the covenants or restrictions by judgment or Court Order shall in no way affect any other provisions which shall remain in full force and effect.

ARTICLE XIV

The Protective Covenants and Restrictions of Nancy Hank's Farm shall run with and bind the land, and shall inure to the benefit and be enforceable by the ASSOCIATION, or the owner of any lot subject to this Article, their respective legal

representatives, heirs, successors and assigns, for a term of thirty (30) years from the date these Articles are recorded in the Office of the Grant County Clerk, after which time said restrictions shall be automatically extended for successive periods of ten years. The covenants and restrictions may be amended during the first thirty (30) year period by an instrument signed by not less than ninety percent (90%) of the lot owners, and thereafter by an instrument signed by not less than seventy-five percent (75%) of the lot owners. Any amendment must be properly recorded.