

RAINCLIFFE COMMUNITY ASSOCIATION, INC.

AMENDED AND RESTATED BY-LAWS

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is Raincliffe Community Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 11175 Stratfield Court, Marriottsville, Maryland 21104, but meetings of Members and directors may be held at such places within the State of Maryland as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to Raincliffe Community Association, Inc., its successors and assigns.

Section 2. "Common Areas" shall mean all real property owned, leased, licensed or maintained by the Association for the common use, benefit and enjoyment of the Owners.

Section 3. "Declarant" shall mean and refer to Raincliffe Properties, LLC, a Maryland limited liability company, its successors and assigns to whom it shall expressly (a) convey or otherwise transfer all of its right, title and interest in the Property as an entirety, without reservation of any kind; or (b) transfer, set over and assign all of its right, title and interest under the Declaration, or any amendment or modification thereof, as Declarant.

Section 4. "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Raincliffe Community Association, Inc., dated October 6, 2010, applicable to the Property and recorded among the Land Records of Carroll County, Maryland, and any additions, amendments or modifications thereto.

Section 5. "Lot" shall mean and refer to those portions of the Property that are subdivided parcels of land shown and defined as lots or plots of ground (exclusive of the Common Areas) and designated by numerals on the Plat, on which a dwelling exists, or is proposed to be constructed.

Section 6. "Member" or "Members" shall mean and refer to those persons entitled to membership in the Association, as provided in the Declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple or leasehold title to any Lot which is a part of the Properties, including contract sellers, but excluding contract purchasers and ground rent owners and those having such interest merely as security for the performance of an obligation or payment of a debt.

Section 8. "Property" shall mean and refer to that certain real property located in Carroll County, Maryland (the "County") described in the Declaration referred to in Section 4 hereof, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 9. Any other terms used herein shall have the meanings given to them in the Declaration.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members and each subsequent regular annual meeting of the Members shall be held in January of each year, at a time and place within the State of Maryland selected by the Board of Directors of the Association. 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 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are (i) entitled to vote one-third of all of the votes of the Class A membership, or (ii) entitled to vote one-third of all of the votes of the Class B membership.

Section 3. Notice of Meetings. 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 such notice, postage prepaid, at least fifteen (15) days but not more than sixty (60) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members or of proxies entitled to cast ten percent (10%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, these By-Laws or applicable law. If, however, such 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 as aforesaid shall be present or be represented.

Section 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 and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV **BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

Section 1. Number. The affairs of the Association shall be managed initially by a Board of Directors consisting of one (1) or more directors, which number may be increased by Declarant

from time to time, provided, however, following the time the Declarant may solely appoint the directors, the Board of Directors shall never be less than three (3) nor more than five (5) persons. During the Development Period (or until their successors are duly chosen and qualified), the names of the initial directors shall be Robert A. Scranton, Frank E. Potepan, III and Pamela A. Walter. Declarant shall have the sole right to appoint all of the members of the Board of Directors until the earlier of: (a) the time prescribed by applicable law requiring transition of the Board of Directors; or (b) upon Declarant, in its sole and absolute discretion, relinquishing its right to appoint directors, and in either of such events, new directors shall be elected at the next annual meeting of the Members. At each annual meeting of the Members, the number of directors shall be determined by a majority vote of the Members present and voting thereat. No director need be a Member of the Corporation.

Section 2. Term of Office. From and after the time Declarant solely appoints directors as described in Section 1 of this Article IV, Members shall elect directors on a staggered term basis as follows: Members shall elect one-third (1/3) of the directors for a term of one (1) year, one-third (1/3) of the directors for a term of two (2) years and one-third (1/3) of the directors for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one-third (1/3) of the total number of directors for a term of three (3) years. The person receiving the highest number of votes shall receive the three (3) year term; the person receiving the next highest number of votes shall receive a term of two (2) years; and the person receiving the least number of votes shall receive a term of one (1) year; provided, however, if five (5) directors are elected, then the two (2) persons receiving the highest number of votes shall receive the three (3) year term; two (2) persons receiving the next highest number of votes shall receive a term of two (2) years each; and the person receiving the least number of votes that gets elected shall receive a term of one (1) year.

Section 3. Removal. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association or solely by Declarant if during the time Declarant solely appoints directors. 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 (or by Declarant if during the time Declarant solely appoints directors) and shall serve for the unexpired term of his or her predecessor.

Section 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.

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 under Maryland law at a closed meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a closed meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the President of the Association prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies. Nominations may be made from among Members or non-members of the Association.

Section 2. Election. Election to the Board of Directors 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 VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually (except during the Development Period), at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 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 (2) directors, after not less than three (3) days notice to each director.

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 Board of Directors.

ARTICLE VII
POWERS, RIGHTS AND DUTIES OF THE BOARD OF DIRECTORS

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 Areas, including any improvements and amenities located thereon, 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 any recreational facilities located on any Common Areas 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 or any provisions of the Declaration, or a longer period than sixty (60) days while the infraction remains uncured;

(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 By-Laws, the Articles of Incorporation or the Declaration;

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

(e) employ a manager, independent contractor, or such other individuals, entities or employees as they deem necessary and to prescribe their duties.

Section 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 to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such a statement is requested in writing by one-third of the Class A Members or of the Class B Members who are entitled to vote;

(b) supervise all officers, agents and employees of this 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;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days prior to adoption of the Budget at an open meeting of the Board;

(3) foreclose the lien against any Lots for which assessments are not paid within thirty (30) days after the due date thereof or to bring an action at law against the Owner personally obligated to pay the same;

(d) issue, or cause an appropriate officer to issue, upon 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, such certificate shall be conclusive 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 and/or as required by law; and

(g) cause to be maintained the Common Areas and any other areas shown on the Plat that may be owned by governmental entities who are not maintaining such areas.

ARTICLE VIII

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 Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board of Directors 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 Board of Directors, and thereafter at the meeting of the Board of Directors following each annual meeting of the Members.

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

Section 4. Special Appointments. The Board of Directors 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 Board may, from time to time, determine.

Section 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. 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 Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaced.

Section 7. Multiple Offices. The offices of Treasurer and Secretary may be held by the same person. Except as provided herein, no person shall simultaneously hold more than one (1) of any of the other offices except in the case of offices created pursuant to Section 4 of this Article.

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

(a) President. The President shall preside at all meetings of the Members and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried

out. The President shall have the authority to sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice-President shall likewise have the authority to sign all leases, mortgages, deeds and other written instruments and co-sign all checks and promissory notes.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and the Members; keep the corporate seal of the Association and affix it on all papers requiring said 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 shall perform such other duties as required by the Board of Directors.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all books of account; cause an annual report of the Association's books to be made by a public accountant at the completion of each fiscal year; and 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 upon written request.

ARTICLE IX **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify, defend and hold every officer and director of the Association harmless from and against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon an officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of the Association), to which he may be made a party by reason of being or having been an officer or director of the Association, whether or nor such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the Members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officer and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify, defend and forever hold each such officer and director free and harmless from and against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association or former officer or director of the Association may be entitled.

ARTICLE X
COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint such other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI
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 By-Laws 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
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the lot against which the assessment is made. Any assessment, or portion thereof, not paid within thirty (30) days after the due date thereof shall be delinquent and shall bear interest from the due date at the rate of eighteen percent (18%) per annum (unless such rate of interest is not legally allowable in which event the highest rate permitted by law shall be applicable), shall be subject to a late charge of Fifteen Dollars (\$15.00) or ten percent (10%) of the assessment, or portion thereof, whichever is greater, and shall be subject to any collection costs, and attorneys fees for the collection thereof in an amount not less than twenty percent (20%) of any and all outstanding assessments and charges. Further, the Association shall have the right to declare the entire balance of the assessment and accrued interest thereon to be immediately due and payable. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, late charges, costs and reasonable attorneys' fees of not less than twenty percent (20%) of any and all outstanding assessments and charges shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Areas or abandonment of the Owner's Lot.

ARTICLE XIII
AMENDMENTS

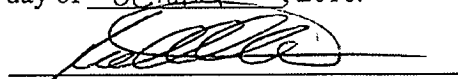
Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of a quorum of Members present in person or by proxy, subject to the right of Declarant to modify these By-Laws as described in the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

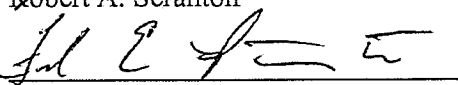
ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall be determined by the Board in its discretion.

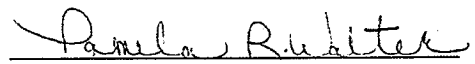
IN WITNESS WHEREOF, we, being the directors of Raincliffe Community Association, Inc., have hereunto set our hands this 26th day of October, 2010.



Robert A. Scranton



Frank E. Potepan, III

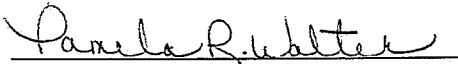


Pamela A. Walter

CERTIFICATION

I, THE UNDERSIGNED, do hereby certify that I am the duly elected and acting Secretary of Raincliffe Community Association, Inc., a Maryland corporation, and that the foregoing Amended and Restated By-Laws constitute the original By-Laws of the said Corporation, as duly adopted by unanimous written consent of the Board of Directors thereof on this 26th day of October, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this 26th day of October, 2010.



Pamela A. Walter, Secretary (SEAL)