

BY-LAWS
OF
THE MEWS AT DARLINGTON VALLEY HOMEOWNERS' ASSOCIATION

FORTRESS Pennsylvania LLC
2 EF RAYMOND DRIVE
HAVERTOWN, PA 19083

July 31, 2000

EXHIBIT "C"

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**BY-LAWS OF
THE MEWS AT DARLINGTON VALLEY HOMEOWNERS' ASSOCIATION**

ARTICLE I

The name of the association is The Mews at Darlington Valley Homeowners' Association, hereinafter referred to as the "Association". The location of the principal office of the Association shall be as determined by the Board, but meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania, County of Delaware, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Capitalized terms used herein without definition shall have the meaning specified for such terms in the Declaration of Covenants, Easements, and Restrictions to which these By-Laws pertain.

ARTICLE III

MEETING OF MEMBERS

Section 1

Annual Meetings. The annual meeting of the members shall be held in October of each year.

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 entitled to vote one-fourth (1/4th) of all of the votes of the 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 five (5) 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 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 Rules and Regulations, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat 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

Voting. At all meetings of members, each member may vote in person, by mail ballot 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 by a Board of three (3) directors. The initial directors shall be selected by Declarant and are not required to be members of the Association and shall serve as provided in the Declaration during the period of Declarant Control.

Not later than twenty-five (25) days after the conveyance of twenty-five percent (25%) of the Units to Unit Owners other than Declarant, one member of the Board shall be elected by Unit Owners other than Declarant. The period of Declarant Control shall terminate in accordance with Section 3(d) of Article VIII of the Declaration. At that time, all members of the Board shall resign and the Unit Owners shall elect a new Board.

Section 2

Term of Office. At the meeting of the members following the termination of Declarant Control, the members shall elect three (3) directors, one (1) director for a period of one (1) year, one (1) director for a period of two (2) years and one (1) director for a period of three (3) years. At the expiration of the initial term of office of each member of the initial Board, a successor shall be elected to serve for a term of three years. The members of the Board shall hold office until their respective successors have been elected by the Association.

Section 3

Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4

Vacancies.

(1) Vacancies in the Board of Directors may be filled by a majority vote of the remaining members of the Board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term unless otherwise restricted in the By-laws.

(2) When one or more directors resign from the Board effective at a future date, the Directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 5

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

Section 6

Have to notify of meetings

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. 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

Section 1

Nominations. Any member of the Association that submits a written nomination form shall be considered a candidate for the Board.

Section 2

Election. Election to the Board of Directors shall be by 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 without notice, at such place and hour as may be fixed from time to time by resolution of the Board, no more than 120 days to lapse between meetings. 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.

ARTICLE VII

POWERS 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 Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to the use of the (recreational facilities, if any) 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 after said assessment was delinquent;
- (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 Rules and Regulations, or the Declaration of Covenants, Easements, and Restrictions;
- (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, an independent contractor, or such other 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 association affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the 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 at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to 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 for the issuance of these certificates. If a certificate shall be issued it 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;

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

(h) approve the budget.

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 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 following each annual meeting of the members.

Section 3

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

Section 4

Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the 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. Any officer may resign at any time by giving written notice to the Board, the president or 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 replaces.

Section 7

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

Section 8

Duties. The duties of the officers are as follows:

PRESIDENT: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE PRESIDENT: The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of 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 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.

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 checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association 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.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be open to review by any member of the Association with prior written notice. The Rules and Regulations 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 XI

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 property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of nine (9%) percent per annum, and the Association 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 non-use of the Common Facilities or abandonment of his Lot.

ARTICLE XII

AMENDMENTS

Section 1

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members.

Section 2

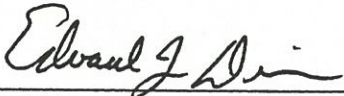
In the case of any conflict between the Rules and Regulations and these By-Laws, the Rules shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

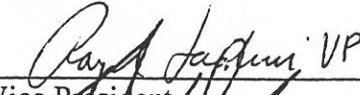
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st of December of every year.

IN WITNESS WHEREOF, we, being all of the officers of THE MEWS AT DARLINGTON VALLEY HOMEOWNERS' ASSOCIATION, have hereunto set our hands this 31 day of July, 2000.



President



Vice President



Secretary/Treasurer

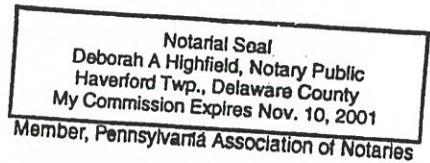
COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF DELAWARE :

On this 31st day of July, 2000, before me, the undersigned officer, personally appeared Edward Desher, who acknowledged himself to be the President of The Mews at Darlington Valley Homeowners' Association, a corporation, and that he as such President being authorized to do so executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Deborah A Highfield
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF DELAWARE :

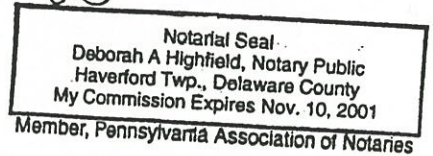


On this 31st day of July, 2000, before me, the undersigned officer, personally appeared Raymond Jacobucci who acknowledged himself to be the Vice President of The Mews at Darlington Valley Homeowners' Association, a corporation, and that he as such Vice President being authorized to do so executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Deborah A Highfield
Notary Public

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF DELAWARE :



On this 31st day of July, 2000, before me, the undersigned officer, personally appeared Francis P. Jacobucci, Jr who acknowledged himself to be the Secretary/Treasurer of The Mews at Darlington Valley Homeowners' Association, a corporation, and that he as such Secretary/Treasurer being authorized to do so executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Secretary/Treasurer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Deborah A Highfield
Notary Public

