

THE LONG MEADOW ASSOCIATION, INC.

RESTATED BY-LAWS

ARTICLE I.

Objects and Purpose

The objects and purposes of The Long Meadow Association, Inc., hereinafter called the "Association", shall be as follows:

a. To promote the general welfare of the property owners and residents located on or in the vicinity of the subdivision known as Long Meadow Estates in Baltimore County, Maryland.

b. To unify such property owners and residents of Long Meadow Estates, relative to the affairs and matters concerning their welfare.

c. To advocate and encourage civic improvements on and in the vicinity of Long Meadow Estates for the betterment of its residents and property owners.

d. The Association shall be operated exclusively for such purposes. Any income not needed by the Association for operating expenses and suitable reserves shall be distributed to other organizations which qualify for tax exemption under the provisions of Section 501 (c) (3) or (4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent tax laws).

e. No part of the earnings of the Association shall inure to the benefit of, or be distributable to, any member, trustee or officer of the Association, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph (a) through (d). The Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Association shall have and possess all powers conferred on corporations under the laws of the State of Maryland, except that notwithstanding any of the provisions of these Articles, the Association shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income tax

under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax laws).

f. In general, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the power so conferred upon or conducive to the attainment of the purposes of the Association.

## ARTICLE II.

### Membership

The membership of the Association shall consist of all property owners and residents of the area in Baltimore County, Maryland bounded by Park Heights Avenue on the West, Stevenson Road on the East, the Baltimore County Beltway to the North and Old Court Road to the South, who apply for membership. Such membership shall continue so long as the member resides in the area described above and retains good standing by the payment of annual dues of the Association which may be established from time to time by the Board of Directors of the Association. Membership of residents and property owners may be taken as family memberships which shall include all adult relations living in the same dwelling unit. For all purposes, a family membership shall be considered as a single Member.

## ARTICLE III.

### Dues

The annual dues of the Association shall be an annual amount established from time to time by resolution of the Board of Directors of the Association. Until changed by such resolution, the annual dues shall be Fifty Dollars (\$50.00), which shall be due and payable upon mailing of annual dues bills. After November 30, 2004 a Member shall not be deemed to be in good standing in the Association if his dues are six months or more in arrears. Dues collected for the 2004 year shall entitle the Member to membership throughout 2004.

## ARTICLE IV.

### Meetings

Section 1. Annual and Regular Meetings. The Association shall hold an annual meeting of its Members to elect directors and to transact any other business within its powers at such date and time as shall be set by the Board of Directors or by the President. The annual meeting of the Members shall be held at the principal office of the Association within the State of Maryland or at such other place as may be set by the Board of Directors or by the President. Except as otherwise provided by statute or the Charter of the Association, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Association's existence or affect any otherwise valid corporate acts. Any other regular meeting of the Members shall be held on such date and at any place as may be designated from time to time by the Board of Directors or by the President.

Section 2. Special Meetings. Special meetings of the Members of the Association may be called at any time by the President, the Board of Directors or upon written request of twenty (20) Members of the Association in good standing. No business other than that stated in the notice of the meeting shall be transacted at any such special meeting. Special meetings of the Members of the Association shall be held at such time and place as may be designated from time to time by the Board of Directors or by the President.

Section 3. Notice of Meetings. Notice shall be given to each Member of each annual, regular, and special meeting of the Members. The notice shall state the time and place of the meeting, and in the case of special meetings, shall also state the business proposed to be transacted thereat. For purposes of this Section, notice includes (but is not limited to) notice that is: (i) personally provided to the Member; (ii) left at the Member's residence or usual place of business; (iii) mailed to the Member at the Member's address as it appears on the records of the Association; or (iv) transmitted to the Member by an electronic transmission to any address, email address, facsimile number or telephone number of the Member at which the Member receives electronic transmissions. Notice given pursuant to subsections (i), (ii) or (iv) of this Section 3 must be given to

a Member at least 24 hours before the time of the meeting. Notice given pursuant to subsection (iii) of this Section 3 must be mailed at least 72 hours before the time of the meeting. Unless the Charter or these By-Laws provide otherwise, if the Association has received a request from a Member that notice not be sent by electronic transmission, the Association may not provide notice to the Member by electronic transmission. An affidavit of the Secretary or other agent of the Association that notice has been given by a form of electronic transmission, in the absence of actual fraud, shall be prima facie evidence of the facts stated in the affidavit. Notice given by electronic transmission shall be considered ineffective if: (a) the Association is unable to deliver two consecutive notices; and (b) the inability to deliver the notices becomes known to the Secretary or other person responsible for the giving of notice. Notwithstanding the foregoing, no notice of any meeting of the Members needs to be given to any Member who attends, or to any Member who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice, or to any Member who has filed a valid proxy that has not expired or been revoked. Any meeting of the Members, annual, regular, or special, may adjourn from time to time, and no notice need be given of any such adjourned meeting.

Section 4. Quorum. At any meeting of the Members the presence, in person or by proxy, of twenty (20) Members shall be necessary and sufficient to constitute a quorum for the election of Directors or for the transaction of other business; but in the absence of a quorum, the Members present in person or by proxy at any meeting (or adjournment thereof) may, by vote of a majority of the Members so present and entitled to vote, adjourn the meeting from time to time, but not for a period of more than thirty (30) days at any one time, by announcement at the meeting until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Voting. At every meeting each Member shall be entitled to one vote. A family membership shall be entitled to only one vote regardless of the number of family members. The affirmative vote of a majority of Members present at any duly called meeting at which a quorum is present shall be sufficient for the taking or authorization of any action by Members, except as may be otherwise provided by these By-laws.

Section 6. Proxies. Members may vote either in person or by proxy, but no proxy which is dated more than three (3) months before the meeting at which it is offered shall be accepted unless such proxy shall on its face name a longer period for which it is to remain in force. Every proxy shall be in writing subscribed by a Member, or by his duly authorized attorney, and shall be dated; but need not be sealed, witnessed or acknowledged.

Section 7. Remote Participation.

(a) Subject to subsection (b) of this Section 7, the Board of Directors may determine that any meeting of the Members not be held at any place, but instead may be held partially by means of remote communication (i.e. remote communication as an option for attending) or solely by means of remote communication, as authorized by subsections (c) and (d) of this Section 7.

(b) At the request of a Member, the Board of Directors shall provide a physical location for requesting Member(s) to dial-in to the meeting or otherwise view the meeting webcast. The required physical location can be any location permitted by the Charter or the By-laws of the Association, and no Directors or Officers are required to appear at such physical location. This subsection (b) will only apply if and to the extent required by Maryland law.

(c) If authorized by the Board of Directors and subject to any guidelines and procedures that the Board of Directors adopts, Members and proxy holders not physically present at a meeting of the Members, may, by means of remote communication:

(1) participate in the meeting of the Members; and

(2) be considered present in person and may vote at the meeting of the Members, whether the meeting is held at a designated place or partially by means of remote communication (i.e. remote communication as an option for attending) or solely by means of remote communication, if: (i) the Board of Directors of the Association implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a Member or proxy holder; (ii) the Board of Directors of the Association implements reasonable measures to provide the Members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an

opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (iii) in the event any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association.

(d) As used in these By-laws, "remote communication" shall mean: (i) telephone, speakerphone, conference telephone or similar communications equipment, where all persons participating in the meeting can hear each other at the same time; (ii) video conferencing or virtual meeting rooms that allow participants to observe other participants and where all persons participating in the meeting can hear each other at the same time; and (iii) such other forms of communication as the Board of Directors may from time to time determine as reasonable to allow participants to meaningfully participate in such meeting, subject to any requirements established by the Board of Directors under subsection 7(c)(2) of this Article IV or subsection 8(b)(2) of Article V hereof. Without limiting the requirements of Section 3 of this Article IV, notice of a meeting of the Members that will be held partially by means of remote communication (i.e. remote communication as an option for attending) or solely by means of remote communication shall include details of how Members can access the meeting by means of remote communication.

#### Section 8. Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a unanimous consent which sets forth the action is: (1) provided in writing or by electronic transmission by each Member entitled to vote on the matter; and (2) filed in paper or electronic form with the records of Member meetings of the Association.

(b) Any consent authorized by this Section shall be provided to the Association by delivery to its principal office in the State, its resident agent, or the officer or agent of the Association that maintains or causes to be maintained on behalf of the Association, the records in which proceedings of minutes of Member meetings are recorded.

(c) A Member may provide the consent authorized by this Section: (1) by electronic transmission; or (2) in paper form, by hand, or by certified or registered mail, return receipt

requested. The Board of Directors may adopt additional reasonable procedures for providing consents under this Section.

(d) A consent under this Section is not effective unless consents authorized by a sufficient number of Members to take action are provided to the Association in writing or by electronic transmission within 60 days after the date the first consent is received by the Association in accordance with procedures adopted by the Board of Directors under subsection (c) of this Section 8.

## Article V.

### Board of Directors

Section 1. Election and Powers. The business and property of the Association shall be conducted and managed by its Board of Directors which shall consist of not less than three (3) nor more than fifteen (15) members as determined by the Members. The Members of the Board of Directors shall be elected at the annual meeting of Members of the Association. A majority of the Members of the Corporation or a committee designated for that purpose by the Board of Directors and/or the President may submit a written list of nominations for Directors to the Secretary of the Corporation prior to or on the date set for the annual meeting of the Members of the Corporation. Each Director elected at any annual meeting of the Members shall hold office until the next annual meeting and until his or her successor is elected and qualifies, or until he or she shall die, resign or shall have been removed.

Section 2. Annual and Regular Meetings. The Board of Directors of the Association shall hold an annual meeting to elect officers and to transact any other business within its powers, at such date and time as shall be set by the Board of Directors or by the President. The annual meeting of the Board of Directors shall be held at such place as may be set by the Board of Directors or by the President. Except as otherwise provided by statute or the Charter of the Association, any business may be considered at an annual meeting without the purpose of the meeting having been specified at the notice. Failure to hold an annual meeting does not invalidate or affect any otherwise valid acts of the Board of Directors. Any other regular meeting of the Board of Directors shall be held on such date and time and at any place as may be designated from time to time by the Board of Directors or by the President.

Section 2.1. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or the President or by a majority of the Board of Directors by vote at a meeting, or by a majority of the Board of Directors in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors or by the President. In the absence of such designation such meeting shall be held at such place as may be designated in the call for such meeting. Except as otherwise provided by statute or the Charter of the Association, any business may be considered at a special meeting without the purpose of the meeting having been specified in the notice.

Section 2.2. Notices. Notice shall be given to each Director of each annual, regular, and special meeting of the Board of Directors. The notice shall state the date, time and place of the meeting. For purposes of this Section 2.2, notice includes (but is not limited to) notice that is: (i) personally provided to the Director; (ii) left at the Director's residence or usual place of business; (iii) mailed to the Director at the Director's address as it appears on the records of the Association; or (iv) transmitted to the Director by an electronic transmission to any address, email address, facsimile number or telephone number of the Director at which the Director receives electronic transmissions. Notice given pursuant to subsections (i), (ii) or (iv) of this Section 2.2 must be given to a Director at least 24 hours before the time of the meeting. Notice given pursuant to subsection (iii) of this Section 2.2 must be mailed at least 72 hours before the time of the meeting. Unless the By-Laws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purpose of any annual, regular, or special meeting of the Board of Directors. No notice of and meeting of the Board of Directors need to be given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board of Directors, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 3. Quorum. A majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the

transaction of business at every meeting of the Board of Directors. If at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period of over ten days at any one time, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4. Vacancies. If any Director shall die or resign, or if a Director shall be removed without another being appointed in his or her place, a majority of the remaining Directors (although such majority may be less than a quorum) may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall so become vacant, and until his or her successor shall have been duly chosen and qualified. Vacancies in the Board of Directors created by an increase in the number of Directors may be filled by the vote of a majority of the entire Board of Directors as constituted prior to such increase, and the Directors so elected by the Board of Directors to fill such vacancies shall hold office until the next succeeding annual meeting of Members and thereafter until their successors shall be elected and qualified.

Section 5. Removal. The Board of Directors shall have power at any regular or special meeting to remove any Director with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the entire Board of Directors, and such action shall be conclusive on the Director(s) so removed.

Section 6. Committees. The Board of Directors shall have the power to establish such Committees as it deems proper to carry out the purposes of the Association. All Committees shall report their findings and recommendations to the Board of Directors.

Section 7. Action by Directors. Unless applicable law or the Charter or By-Laws requires a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present constitutes valid and effective action of the Board of Directors.

Section 8. Remote Participation.

(a) The Board of Directors may determine that any meeting of the Board of Directors not be held at any place, but instead may be held partially by means of remote communication (i.e. remote communication as an option for attending) or solely by means of remote communication, as authorized by subsection (b) of this Section 8.

(b) If authorized by the Board of Directors and subject to any guidelines and procedures that the Board of Directors adopts, Directors not physically present at a meeting of the Board of Directors, may, by means of remote communication:

(1) participate in the meeting of the Board of Directors; and

(2) be considered present in person and may vote at the meeting of the Board of Directors, whether the meeting is held at a designated place or partially by means of remote communication (i.e. remote communication as an option for attending) or solely by means of remote communication, if: (i) the Chairman of the Board or the President implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a Director; (ii) the Chairman of the Board or the President implements reasonable measures to provide the Directors a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (iii) in the event any Director votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association.

(c) Without limiting the requirements of Section 2.2 of this Article V, notice of a meeting of the Board of Directors that will be held partially by means of remote communication (i.e., remote communication as an option for attending) or solely by means of remote communication shall include details of how Directors can access the meeting by means of remote communication.

Section 9. Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee of the Board of Directors may be taken without a meeting if a unanimous consent which sets forth the action is: (1) given in writing or by electronic transmission by each member of the Board of Directors or the committee entitled to vote on the matter; and (2) filed in paper or electronic form with the minutes of proceedings of the Board of Directors or committee.

(b) A Director may provide the consent authorized by this Section: (1) by email, facsimile, or other electronic transmission; or (2) in paper form, by hand, or by certified or registered mail, return receipt requested. The Board of Directors may adopt additional reasonable procedures for providing consents under this Section.

(c) A consent under this Section is not effective unless consents authorized by a sufficient number of Directors to take action are provided in writing or by electronic transmission within 60 days after the date the first consent is provided in accordance with procedures adopted by the Board of Directors under subsection (b) of this Section 9. Unless otherwise provided in the consent, a consent under this Section 9 is revocable any time before consents from a sufficient number of Directors to take action have been received.

Section 10. Emergency Committee. The "Emergency Committee" shall be comprised of the President, all Vice-Presidents, the Secretary and the Treasurer of the Association. The Emergency Committee shall be authorized to perform any Emergency Action (as hereinafter defined); provided, however, that any such Emergency Action must be ratified by the Board of Directors at the immediately succeeding duly constituted meeting of the Board of Directors at which a quorum is present, except to the extent such Emergency Action cannot be reversed or undone, in which case such ratification shall not be required. As used herein an "Emergency Action" shall mean an action by the Board of Directors that, in the reasonable determination of the President of the Association, requires action before it would be practical to duly call a meeting of the Board of Directors or to obtain consents from a sufficient number of Directors to take such action. Any action taken by the Emergency Committee pursuant to this Section 10 shall

require the affirmative vote of a majority of the members of the Emergency Committee.

## Article VI.

### Officers

Section 1. Executive Officers. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board from time to time considers necessary for the proper conduct of the business of the Association. The officers shall be elected annually by the Board of Directors, at their first meeting after the annual meeting of the Members of the Association. Each such officer shall hold office for a term of one (1) year, and thereafter until his successor is elected and qualified or until his death, resignation, or removal. The President and Vice President shall be Directors of the Association.

Section 2. Powers. The officers shall have the powers and duties normally exercised by such officers of community associations similar to the Association and such other powers and duties as may be assigned by the Board of Directors from time to time.

Section 3. Removal. The Board of Directors shall have power at any regular or special meeting to remove any officer with or without cause, by the affirmative vote of not less than two-thirds (2/3) of the entire Board of Directors, and such action shall be conclusive on the officer(s) so removed.

Section 4. Vacancies. The Directors at any regular or special meeting of the Board of Directors shall have power to fill a vacancy occurring in any office for the unexpired portion of the term.

## Article VII.

### Architectural Control Committee

Section 1. The "Architectural Control Committee" shall be composed of three (3) individuals designated by the Board of Directors of the Association. All members shall serve at the pleasure of the Board of Directors of the Association. To the extent reasonably possible, the members shall be lot owners in

different Sections of Long Meadow Estates. The affirmative vote of a majority of the members of the Architectural Control Committee shall be required in order to adopt or promulgate any rule or regulation, or to make any findings, determinations, ruling or order, or to issue any permit, authorization or approval pursuant to directives or authorizations contained herein. The approval of any plans and specifications submitted under this Article VII, and the granting of any approval, permit or authorization by the Architectural Control Committee shall also require the affirmative vote of a majority of the members of the Architectural Control Committee. The decision of a majority of the members of the Architectural Control Committee shall be final and binding. No member of the Architectural Control Committee shall have any personal liability whatever to any Owner or Resident by reason of any action or failure to act on any matter referred to said Committee under this By-law.

Section 2. No Structure, fence or wall shall be commenced, erected, placed, moved onto or permitted to remain on any Lot, nor shall any existing Structure upon any Lot be altered in any way which materially changes the exterior appearance thereof, nor shall any new use be commenced on any Lot, unless plans and specifications (including a description of any proposed new use) therefor shall have been submitted to and approved in writing by the Architectural Control Committee. Such plans and specifications shall be in such form and shall contain such information as may be required by the Architectural Control Committee, but in any event shall include (a) a site plan of the Lot showing the nature, exterior color scheme, kind, shape, height, materials and location with respect to the particular lot (including proposed front, rear and side set-backs and free spaces, if any are proposed) of all Structures, and the location thereof with reference to Structures on adjoining portions of the Property; and (b) grading and landscaping plans for the particular Lot. This Article shall not apply to the original construction by the Developer or a successor Developer, of any Structure for which approval of Baltimore County is required.

Section 3. The Architectural Control Committee shall have the right to disapprove any plans and specifications submitted hereunder because of any of the following:

(a) the failure of such plans or specifications to comply with this By-Law;

(b) failure to include information in such plans and specifications as may have been reasonably requested;

(c) objection to the exterior design, appearance or materials of any proposed Structure;

(d) objection to any proposed Structure or use;

(e) objection to the location of any proposed Structure upon any Lot or with reference to other Lots in the vicinity;

(f) objection to the color scheme, finish, proportions, style of architecture, height, bulk or appropriateness of any proposed Structure;

(g) any other matter which, in the absolute judgment of the Architectural Control Committee, would render the proposed Structure, Structures or uses inharmonious with Structures or uses located upon other Lots in the vicinity.

In any case where the Architectural Control Committee shall disapprove any plans and specifications submitted hereunder, or shall approve the same only as modified or upon specified conditions, such disapproval or qualified approval shall be accompanied by a statement of the grounds upon which such action was based. In any such case the Architectural Control Committee shall, if requested, make reasonable efforts to assist and advise the applicant in order that an acceptable proposal can be prepared and submitted for approval.

Section 4. Upon approval by the Architectural Control Committee of any plans and specifications submitted hereunder, a copy of such plans and specifications, as approved, shall be deposited for permanent record with the Architectural Control Committee, and a copy of such plans and specifications bearing such approval, in writing, shall be returned to applicant submitting the same.

Section 5. The Architectural Control Committee may promulgate rules governing the form and content of plans to be submitted for approval or requiring specific improvements on the Lots, and may issue statements of policy with respect to approval or disapproval of the architectural styles or details, or other matters, which may be presented for approval. Such rules and such statements of policy may be amended or revoked by the Architectural Control Committee at any time, and no .

inclusion in, omission from or amendment of any such rule or statement shall be deemed to bind the Architectural Control Committee to approve or disapprove any feature or matter subject to approval, or to waive the exercise of the Architectural Control Committee's discretion as to any such matter, but no change of policy shall affect the finality of any approval granted prior to such change. Approval for use on any Lot of any plans or specifications shall not be deemed a waiver of the Architectural Control Committee's right, in its discretion, to disapprove such plans or specifications or any of the features or elements included therein if such plans, specifications, features or elements are subsequently submitted for use on any other Lot or Lots. Approval of any such plans and specifications relating to any Lot, however, shall be final as to that Lot and such approval may not be revoked or rescinded thereafter, provided (a) that the Structures or uses shown or described on or in such plans and specifications do not violate any specific prohibition contained in this By-law and (b) that the plans and specifications, as approved, and any condition attached to any such approval, have been adhered to and complied with in regard to all Structures on and uses of the Lot in question.

If the Architectural Control Committee fails to approve or disapprove any plans and specifications as herein provided, or any request made pursuant to any other provision hereof relating to approval by said Committee, within thirty (30) days after submission thereof, the same shall be deemed to have been approved, as submitted, and no further action shall be required.

Section 6. If any Structure, fence or wall shall be altered, erected, placed or maintained upon any Lot, or any new use commenced on any Lot, otherwise than in accordance with plans and specifications approved by the Architectural Control Committee pursuant to the provisions of this Article VII, such alteration, erection, maintenance or use shall be deemed to have been undertaken in violation of this Article VII and without the approval required herein, and, upon written notice from the Architectural Control Committee, any such Structure so altered, erected, placed or maintained upon any Lot in violation hereof shall be removed or realtered, and any such use shall be terminated, so as to extinguish such violation.

If fifteen (15) days after the notice of such violation the Owner of the Lot upon which such violation exists shall not have taken reasonable steps toward the removal or termination of the same, the Association shall have the right, through its agents

and employees, to enter upon such Lot and to take such steps as may be necessary to extinguish such violation and the cost thereof shall be a binding, personal obligation of such Owner as well as a lien upon the Lot in question. The lien provided in this Section 6 shall be in favor of the Association but shall not be valid as against a bona fide purchaser (or bona fide mortgagee) of the Lot in question unless a suit to enforce said lien shall have been filed in a court of record in Baltimore County prior to the recordation among the Land Records of Baltimore County of the Deed (or Mortgage) conveying the Lot in question to such purchaser (or subjecting the same to such Mortgage).

Section 7. Upon completion of the construction or alteration of any Structure in accordance with plans and specifications approved by the Architectural Control Committee, and at reasonable times thereafter upon request of an Owner, the Architectural Control Committee shall, upon written request of the Owner thereof, issue a certificate of compliance in form suitable for recordation, identifying such Structure and the Lot on which such Structure is placed, and stating that the plans and specifications, the location of such Structure and the use or uses to be conducted thereon have been approved and that such Structure complies therewith. Preparation and recording of such certificate shall be at the expense of such Owner. Any certificate of compliance issued in accordance with the provisions of this Section 7 shall be prima facie evidence of the facts therein stated, and as to any purchaser or encumbrancer in good faith and for value, or as to any title insurer, such certificate shall be conclusive evidence that all Structures on the Lot, and the use or uses described therein, comply with all the requirements of this Article VII and with all other requirements of this By-Law as to which the Architectural Control Committee exercises any discretionary or interpretive powers.

Section 8. The Architectural Control Committee may charge and collect a reasonable fee for the examination of any plans and specifications submitted for approval pursuant to this Article VII, payable at the time such plans and specifications are so submitted, provided, that such fee shall not exceed the amount chargeable by the appropriate governmental authority for the application for and processing of building permits for structures on the Lot with regard to which such plans and specifications are submitted.

Section 9. Any agent of the Architectural Control Committee or of the Association when the latter entity is entitled to exercise rights of enforcement hereunder, may at any reasonable time or times enter upon and inspect any Lot and any improvements thereon for the purpose of ascertaining whether the maintenance of such Lot and the maintenance, construction or alteration of Structures thereon are in compliance with the provisions hereof; and neither the Association nor the Architectural Control Committee nor any such agent shall be deemed to have committed a trespass or other wrongful act by reason of such entry or inspection.

## ARTICLE VIII.

### Amendments

Section 1. Amendment. Except as expressly set forth in Section 2 of this Article VIII, the Board of Directors of the Association shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws, or to amend, alter or repeal any of the by-laws of the Association, by the affirmative vote of not less than two-thirds (2/3) of the entire Board of Directors.

Section 2. Special Conditions. Notwithstanding anything to the contrary contained in Section 1 of this Article VIII, in order to amend Article VII of these By-laws, in addition to the requirements set forth in Section 1 above, the following additional requirements will also apply:

(a) The amendment must be approved by a majority of the property owners in the Long Meadow Estates community.

(b) The amendment must be recorded among the Land Records of Baltimore County.

(c) The amendment may only be adopted in a year which ends with a 5 (e.g. 2025, 2035, 2045, etc.).

## ARTICLE IX.

### Dissolution

Upon the dissolution of the Association or the winding-up of its affairs, after paying or making provision for the payment

of all of the liabilities of the Association, the assets of the Association shall be distributed exclusively to charitable, scientific, literary, or educational organizations which would then qualify for exemption under the provisions of Section 501 (c) (3) or to other organizations which would then qualify for exemptions under the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax laws).